

Z-NET Uralla

Principles and Rules

1. Identity

- 1.1. The Uralla Neighbourhood Centre Inc - Z-NET Uralla Sub-association (herein after referred to as Z-NET Uralla) is a special interest Group within the Parent Association.
- 1.2. Z-NET Uralla operates under a Memorandum of Understanding (MOU) with the Parent Association.
- 1.3. Z-NET Uralla is a group of community volunteers who have come together to support the Vision and Mission of the Sub-Association, articulated in Section 3.
- 1.4. Although Z-NET Uralla Group operates under the Constitution of Uralla Neighbourhood Centre Inc. and the MOU, the Group has adopted a set of Principles and Rules articulated in this document to guide the Group's operation in more detail.

2. Definitions

"Casual Vacancy" means a vacancy in the position of officer of the Sub-association or delegate from a working group by death, resignation or removal.

"Committee" means and includes all members of Z-NET Uralla elected and/or delegated to serve on the Executive Committee of the Sub-association.

"Parent Association" means the Uralla Neighbourhood Centre Incorporated, a not-for-profit incorporated Association.

"Sub-association" means and includes all individuals of the Uralla Neighbourhood Centre Inc - Z-NET Uralla Sub-association (*Z-NET Uralla*) which is the group of volunteers who, as a special interest group within the Uralla Neighbourhood Centre Inc, have formed to advance the goals Z-NET Uralla.

"Task" means an activity or action that has the objective of advancing the mission of Z-NET Uralla.

"Uralla and Region" means the Uralla Shire Council area.

"Working Group" means a group of members of the Sub-association who come together to work towards a specific task, or series of tasks, submitted to and approved by the Executive Committee.

"Z-NET Uralla Framework" the schematic diagram of the Z-NET Uralla structure, relationships, indicators/measures, projects and outcomes.

3. Vision, Mission and Values

- 3.1. The vision of Z-NET Uralla is:
A sustainable Uralla Shire in a sustainable world.

3.2. The mission of Z-NET Uralla is:

to assist the people of the Uralla Shire transition to energy self-sufficiency, based on renewable sources, and to allow our community to confidently participate in the unfolding revolution in energy technologies.

- The first step is to work towards the goal of 100% renewable energy for in-home and business use (excluding transport). This will be achieved by reducing energy use, though improvements in efficiency, and by installation of cost effective renewable energy generation.
- Z-NET Uralla has adopted the Zeronet Energy Town Uralla Case Study (also known as the Z-NET Blueprint) as its foundation document for direction and scope of projects to be undertaken. The Blueprint will be applied to Uralla and Region even for Action Plans that identified only the Uralla township in the Blueprint.
- Z-NET activities will be designed in consultation with the Uralla community, to give equal access across socio-economic groups.
- Z-NET will provide leadership and education, assessment of innovations and their applicability for our community.
- Z-NET will give Uralla the opportunity, not only of being part of the solution to renewable energy supply, but also the opportunity to build futurist, vibrant local businesses based on renewable energy.

3.3. The values of Z-NET Uralla are:

- caring for the earth and its people.
- inclusive, participatory and democratic processes that value the contributions of all ages.
- empowerment.
- sharing of knowledge and resources.
- optimism and encouraging positive change.

4. Membership

4.1. Membership qualification

Membership of Z-NET Uralla is open to natural persons who:

- are a resident of Uralla and Region, or
- have an interest or connection to Uralla and Region

and share the vision and values of the Z-NET Uralla, agree with the mission and to be bound by the principles and rules of Z-NET Uralla.

4.2. Membership application

An application for membership of Z-NET Uralla must be made in writing in the form set out in Appendix A to these Rules and lodged with any member of the Executive Committee.

4.3. Recruitment of members

There is no maximum membership number. Members are encouraged to invite other residents to attend Z-NET Uralla meetings and to consider becoming members of the Sub-association.

4.4. Register of members

The Secretary shall establish and maintain a register of members of the Association specifying the name, address, e-mail contact, telephone/mobile number of each person who is a member of the Association together with the date on which the person became a member.

The register is kept for the purposes of communication with members and identifying members for coverage under the Uralla Neighbourhood Centre Inc insurance policy. The register cannot be sold or used for any purpose other than that disclosed to the members.

4.5. Fees and subscriptions

There is no joining fee and annual membership is free, however to retain membership members are expected to participate in at least two Z-NET Uralla activities per calendar year

4.6. Membership entitlements

On joining Z-NET Uralla, the Secretary will provide each new member with an electronic copies of the Principles and Rules of Z-NET Uralla, the current Z-NET Uralla Framework, the names of office bearers, and a schedule of current projects.

A right, privilege or obligation, which a person has by reason of being a member of the Sub-association, is not capable of being transferred or transmitted to another person.

A right, privilege or obligation, which a person has by reason of being a member of the Sub-association, terminates on the cessation of the person's membership, under clause 4.8.

4.7. Resolution of internal disputes

Disputes between members, in their capacities as members of the Sub-association or Working Groups, and disputes between members and Z-NET Uralla and/or Uralla Neighbourhood Centre Inc are to be referred to a community justice centre for mediation in accordance with the Community Justice Centres Act, 1983.

4.8. Disciplining of members

(a) Where the Executive Committee is of the opinion that a member of the Sub-association has:

- persistently refused or neglected to comply with the provisions of these rules; or
- persistently or willfully acted in a manner prejudicial to the interests of Z-NET Uralla.

the Executive Committee may, by resolution:

- suspend the member from membership of Z-NET Uralla, or a Working Group, for a specific period; or
- expel the member from Z-NET Uralla.

(b) Where the Executive Committee passes a resolution under clause (a) above; the Secretary shall, as soon as practicable, notify the member in writing:

- setting out the resolution of the Executive Committee and the grounds on which the resolution was based.
- providing the member with the opportunity to address the Executive Committee at a meeting to be held not earlier than fourteen days or later than twenty eight days after the service of the notice to suspend or expel.
- of the date of the aforementioned meeting.

- (c) At the meeting of the Executive Committee, held in respect to clause (b) above, the Executive Committee shall:
- give the member an opportunity to make oral representations.
 - give due consideration to any written representation submitted to the Executive Committee by the member, or other members, at or prior to the meeting.
 - hear any appeal from the member; and
 - by resolution determine whether to confirm or to revoke the resolution passed under clause (a) above.
- (d) A resolution confirmed by the Executive Committee under the aforementioned clause (c) will take immediate effect.

4.9. Cessation of membership

A person ceases to be a member of Z-NET Uralla if the person:

- submits a written resignation to the Secretary.
- is not actively engaged in at least two activities of Z-NET Uralla, or a Working Group, in any one calendar year, except under circumstances approved by the Executive Committee.
- dies.
- is expelled by the Executive Committee of the Association under Clause 4.8.

4.10. Alternate form of Membership

Non-residents of Uralla and Region, who do not qualify for full membership of Z-NET Uralla, may apply for one of two sub categories of membership - Associate Member or Friends of Z-NET Uralla membership.

- Associate Membership is open to persons, with a demonstrated interest in the Vision, Mission and Values of Z-NET Uralla, however are not able to take part in any Working Group task.
- Friends of Z-NET Uralla is open to persons who, while demonstrating interest in the Vision, Mission and Values of Z-NET Uralla are not able to commit to regular participation in Working Group tasks.
- Associate Members and Friends of Z-NET Uralla do not have voting rights of full members at general meetings.

5. **The Executive Committee**

5.1. Functions of the Executive Committee.

The Executive, subject to these rules and any resolution passed by the Sub-association in general meeting, has the following functions:

- to represent Z-NET Uralla within Uralla Neighbourhood Centre Inc, providing communications and reports required by the Uralla Neighbourhood Centre Inc.
- to perform all such acts and do all such things as appear to the Executive Committee to be necessary, or desirable, for the proper management of the affairs of Z-NET Uralla.

5.2. Roles and Responsibilities of the Executive Committee

The Executive, in accordance with Clause 5.1 above, has the following roles and responsibilities:

- defining the Mission and scope of work that Z-NET will undertake, including updates to the Principles and Rules to be presented to a general meeting of the Sub-association.
- provide day to day oversight of the Z-NET Uralla organisation, and guidance to the Working Groups, making sure the activities that are undertaken are consistent with the Mission.
- manage and report regularly to the Uralla Neighbourhood Centre Inc and to the Z-NET Uralla members, in general meeting as required, on any financial transactions associated with Z-NET Uralla activities.
- identify funding sources, in conjunction with Working Group Leaders, and lead the writing of grant proposals to support Working Group activities.
- assist the Uralla Neighbourhood Centre Inc with the submission of grant proposals and contracting successful proposals.
- undertake risk assessment of Z-NET Uralla activities in conjunction with Working Group Leaders.
- ensure proper project governance processes are followed.
- provide administration for Z-NET Uralla including dealing with correspondence, producing notes from meetings, building document templates for Working Group use.
- liaise with the Uralla Shire community, regional and state government, and external organisations on Z-NET Uralla activities.

5.3. Membership of the Executive Committee

The Executive Committee of Z-NET URALLA, elected annually at the Annual General Meeting, will be comprised of the following members:

- The Office Bearers consisting of the Convener, Secretary and Treasurer,
- three committee members; plus a delegate, if not an Office Bearer, of each Working Group.

5.4. Duties of the Convener of Z-NET Uralla and the Executive Committee

The Convener shall preside at meetings of, when available, carry out the titular and ceremonial duties and perform such functions as delegated by the Executive Committee.

5.5. Duties of the Secretary of the Executive Committee.

The Secretary shall ensure that records of the business of Z-NET Uralla , including the Principles and Rules, register of members, file of correspondence and minutes of all general and executive committee meetings are kept. Such records, with the exception of the register of members, held in the custody of the Secretary shall be available for inspection by any member.

5.6. Duties of the Treasurer of the Executive Committee.

The Treasurer shall ensure that:

- all moneys related to Z-NET Uralla activities are collected, receipted and banked and that all payments authorised for payment by the Executive Committee are made; and,
- correct books and accounts are kept showing the financial affairs of Z-NET Uralla, and reports on these are remitted to the Uralla Neighbourhood Centre Inc as required, including statutory accounts for the operations of Z-NET Uralla for each accounting period .

5.7. Chairing of the Executive Committee

- The Convener of Z-NET Uralla shall chair the meetings of the Executive Committee in accordance with Sub-Clause 5.4.
- In the absence of the Convener then the members present, as first order of business, will elect a chairperson for that meeting of the Executive Committee.

5.8. Meetings of the Executive Committee

The Executive Committee of Z-NET Uralla shall:

- meet at least six times a year at such place and time as the committee determines.
- hold such additional meetings as the members of the Executive Committee determine.

Notice of the meeting

- The Secretary shall provide written or electronic notice of meetings of the Executive Committee at least 48 hours prior to the meeting.
- The Notice of meeting shall contain an agenda listing the business of the meeting.

Quorum

- The quorum of the Executive Committee is to be forty percent of the number of the committee rounded to the next higher whole number.
- Members attending via phone, video or internet connection will constitute numbers towards the quorum.
- No business may be transacted by the Executive Committee unless a quorum is present, and if after 30 minutes of advertised starting time, a quorum is not present the meeting shall be adjourned and rescheduled to a later date and time.
- If a quorum is not present at the rescheduled meeting then the meeting is to be cancelled.

5.9. Removal of an Executive Committee member

Z-NET Uralla in general meeting may by resolution remove any member of the Executive Committee, providing notice of the intended resolution is provided to all members prior to the meeting. The member will be provided the opportunity to address the general meeting to make a verbal and/or written presentation to the meeting prior to the taking of the vote on the resolution.

5.10. Appointments to vacancies for remainder of a term

When casual vacancy occurs on the Executive Committee that position is filled by the appointment of a replacement of that position at an ordinary meeting for the remainder of the original term of office.

6. Working Groups

6.1. Role

A Working Group is formed, on application of a Team Leader, by the Executive Committee to carry out a specific task or series of tasks that furthers the Vision, Mission and Values of Z-NET Uralla.

6.2. Creation of a Working Group.

Any three members of Z-NET Uralla, through a Team Leader, may form a Working Group by completing a Working Group Plan, or Proposal, and submitting it to the Executive Committee for approval.

6.3. Scope of Working Groups

Working Groups will be the main path of delivery of Z-NET Uralla activities and projects. They will encompass specific projects (e.g. curtains, insulation, group buy for solar PV, etc.) as well as cross-cutting activities (e.g. Comms).

They will develop the ideas for Z-NET Uralla activities and prepare written plans; deliver project activities; provide input to grant proposals; contribute to general planning such as the Comms plan; provide written reports to the Executive Committee on progress; and provide a delegate to serve on the Executive Committee with Team Leader being a member of the Executive Committee.

6.4. Meetings.

As the Working Groups are principally outcome focused there does not necessarily need to be formal meetings and minutes.

If no formal meetings are held; regular (monthly or quarterly) reports will be required to be made by the delegate to the Executive Committee.

If formal meeting are held; the minutes of those meetings are to accompany the delegates report to the Executive Committee.

6.5. Dissolution of a Working Group

A Working Group will be disbanded if

- The objective of the project have been achieve and final report provided to the Executive Committee.
- The members of the Group petition the Executive Committee to have it dissolved.
- The Working Group has been dormant for twelve months.
- The Executive Committee determines that the focus of the Working Group has changed and is no longer furthering the Vision, Mission and Values of Z-NET Uralla.

7. General Meetings

7.1. Chairing of General Meetings

- The Convener shall chair the general meetings of Z-NET Uralla in accordance with Sub-Clause 5.4.
- In the absence of the Convener then the members present, as first order of business, will elect a chairperson for that meeting.

7.2. Annual General Meeting - holding of the

With the exception of the first annual general meeting of Z-NET Uralla, the Sub-association must, at least once each calendar year and within the period of six months after the expiration of each financial year, convene an annual general meeting. The Secretary will provide members with twenty one days written notice.

- 7.3. The business of the Annual General Meeting will be to:
- confirm the minutes of the last preceding annual general meeting and any special general meetings held since that meeting.
 - receive reports from the Convener on the activities of Z-NET Uralla during the preceding financial year.
 - receive the financial statements for the preceding financial year.
 - elect office bearers of Z-NET Uralla to satisfy Rule 5.3.
 - elect delegates to the Executive from nominations by the Working Groups to satisfy Rule 5.3.
 - conduct any business for which 24 hours written notice has been provided to the Secretary.

7.4. Annual General Meeting - Quorum for the
The quorum for the Annual General Meeting shall be the greater of seven or 10% of the registered members of Z-NET Uralla

7.5. Special General Meetings - calling of and business at
The Executive Committee may, whenever it considers it necessary, or must, when requested in writing by five members, convene a special meeting of Z-NET Uralla.

The written request by members for a special general meeting must:

- state the purpose for the meeting.
- be signed by the members making the requisition.
- be lodged with the Secretary, and
- may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

Should the Executive Committee fail to convene a special general meeting within one month of the receipt of the requisition by the Secretary (or date of the last document making up the minimum number of members); any one or more of the members who made the requisition may convene the special general meeting to be held no later than three months after the aforementioned receipt by the Secretary.

A special general meeting convened in accordance with the aforementioned clause must be convened as near as is practicable in the same manner as are convened by the Executive Committee

Special general meetings require a written notice of fourteen days by the Secretary to the members on the Register of Members unless the nature of the business requires a special resolution, in which case the notice shall be twenty one days. The Notice and Agenda must set out the purpose of the meeting, the date, time and place of the meeting and for the business that requires a special resolution the fact that a special resolution is required. No other business may be transacted.

7.6. Special General Meeting - Quorum for a
The quorum for the Special General Meeting shall be the greater of seven or 10% of the registered members of Z-NET Uralla

7.7. General Meetings - Procedure

A quorum is required to start a general meeting and at all times during the business of the meeting. No item of business is to be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present.

A lack of quorum at any time during the meeting brings the meeting to a close, unless the lack of quorum is due to the declaration of conflict of interest in which case the matter of that particular business will be deferred to a subsequent meeting and the meeting will continue.

If after 30 minutes of advertised starting time, a quorum is still not present:

- for a general meeting called on the requisition of members Rule 7.4 the meeting shall be dissolved; or,
- in any other case the general meeting will stand adjourned and rescheduled to a later date and time.

For general meetings that are adjourned for more than fourteen days, the Secretary must give written notice of the adjourned meeting to each registered member of Z-NET Uralla stating the date, time and place of the meeting and the nature of the business to be transacted at the meeting.

If a quorum is not present at a adjourned meeting then that meeting is to be dissolved.

Business of a General Meeting and determination of questions

- The business of a general meeting shall be set out in the Agenda accompanying the notice of meeting provided by the Secretary.
- A question arising at a general meeting is to be determined by a show of hands by the chairperson of the meeting, unless before or on the declaration of a show of hands by the chairperson, a poll is demanded.
- The chairperson of the meeting shall declare the show of hands as either carried unanimously or by a majority or that the motion was lost.
- The minutes of the general meeting is evidence of the fact of the passing of the resolution without proof of the number or proportion of the votes recorded in favour of or against that motion.
- If a poll is demanded at a general meeting, on the declaration of the vote, the poll must be taken immediately. The minutes of the general meeting will record the result of the poll together with the numbers voting for and against the motion.

Voting

- On any question arising at a general meeting of Z-NET Uralla a member, in good standing, has one vote.
- All votes must be given personally or by proxy, however no member may have more than five votes.
- In the event of a tied deliberative vote on a question at any general meeting; the chairperson of that meeting is entitled to a second or casting vote.

7.8. Appointment of proxies

- Each member, in good standing, is entitled to appoint another member of Z-NET Uralla; as proxy by notice to the Secretary no later than 24 hours prior to the time of the meeting in respect of which the proxy is appointed.
- The notice appointing the proxy is to be in the form set out in Appendix B to these Rules.

8. Miscellaneous Provisions

8.1. *Conduct*

Z-NET Uralla members are expected to engage in the projects and the business of the organisation in an ethical and responsible manner.

8.2. *Commitment*

Members are expected to bring commitment to their role and to the pursuit of the Vision, Mission and Values of Z-NET Uralla.

8.3. *Youth Involvement*

Z-NET Uralla is committed to encouraging participation in its activities by youth and will provide, where required, properly certified supervision of participants under 18 years of age and encourage family participation in projects that will facilitate parental supervision of minors.

8.4. *Environmental Footprint*

Z-NET Uralla being mindful of its Vision will whenever possible utilise and encourage the use of electronic means of communication and participation to reduce the carbon footprint of our activities.

8.5. *Funds - source of*

- The funds of Z-NET Uralla are to be derived from donations, grants and such other sources as the Executive Committee may determine. The initial management of contracted grant funds will be determined by the MOU between Uralla Neighbourhood Centre Inc and Z-NET Uralla, and the requirement for sub-contracts to undertake grant activities
- All monies received by Z-NET Uralla must be deposited as soon as possible, without deduction, into the Sub-associations financial institution's account.
- Z-NET Uralla must, as soon as practicable after receiving receipt of any money or electronic transfer of funds, issue the appropriate receipt.

8.6. *Funds - management of*

- Subject to any resolution of Z-NET Uralla in general meeting, the funds of the Sub-association are to be used in pursuance of the objectives of the Sub-association in such manner as the Executive Committee determines.
- All cheques, and other negotiable financial instruments must be signed by any two members of four members of the Executive Committee, authorised to be cheque signatories.
- All electronic transfers of funds are to be instigated and authorised by any two four members of the Executive Committee, authorised to be cheque signatories.

8.7. Conflicts of interest

- Members must declare any conflict of interest in relation to the business of the Z-NET Uralla.
- When any conflict of interest is disclosed at a General, Executive Committee or Working Group meeting, the chairperson of that meeting will have the conflict noted in the minutes and the member will absent themselves from any deliberations on the matter during meetings.
- The name of the member, the nature of the conflict and the manner of how it was dealt will be recorded in the minutes.

8.8. Custody of records

The Secretary shall keep in his/her custody or under his/her control all records, books and other documents relating to Z-NET Uralla, except for accounting records held by the Treasurer.

9. Winding up and Dispersal of Assets

Z-NET Uralla may be voluntarily wound up by a special resolution at a special general meeting called for that purpose

In the event of the voluntary winding up:

- for the purpose of incorporation of the Sub-association into an independent not for profit association the assets and liabilities will be transferred to the new incorporated association; or
- for the purpose of ceasing the activities of Z-NET Uralla the assets after the payment of all liabilities will be transferred to Uralla Neighbourhood Centre Incorporated.

10. Alterations to the Principles and Rules for Z-NET Uralla

The statement of Vision, Mission and Values together with the Principal and Rules may be altered, rescinded or added to only by special resolution of a general meeting of Z-NET Uralla

Z-NET Uralla APPLICATION OF MEMBERSHIP

Membership of Z-NET Uralla is open to natural persons who:

- are a resident of Uralla and Region, or
- have an interest or connection to Uralla and Region

and share the vision and values of the Z-NET Uralla, agree with the mission and to be bound by the principles and rules of Z-NET Uralla.

Membership is free, however to retain membership members are expected to participate in at least two Z-NET Uralla activities per calendar year.

Please make yourself familiar with the Vision and Mission of Z-NET Uralla (www.zneturalla.org.au).

This form should be completed and forwarded to the Secretary of Z-NET Uralla, either electronically by E-mail to: znet@uralla.nsw.gov.au, or by paper copy to the Uralla Neighbourhood Centre, RSL Memorial Hall 27 Salisbury Street Uralla or the Uralla Shire Council Office 32 Salisbury Street Uralla.

Given Name:		Family Name:	
Contact Details			
Address:			
Telephone (landline)		Mobile	
E-mail contact:			

Background/Skills/interests applicable to the objectives of Z-NET Uralla

Signature: _____ Date: _____

Applications will be submitted to the Executive Committee and you will be advised of the acceptance of your application as soon as possible, meanwhile you are welcome to participate in Z-NET Uralla activities as an affiliate.

Z-NET Uralla
APPOINTMENT OF PROXY

I,

.....
(Full Name)

of

.....
(address)

being a member of Z-NET Uralla, in good standing, hereby appoint:

.....
(full name of proxy)

of

.....
(address of proxy)

being a member of Z-NET Uralla, as my proxy to vote for me on my behalf at the (annual / special) general meeting to be held on theday of20.... and at any adjournment of that meeting.

Special instructions (if any):

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.....

.....
Signature of member appointing proxy

.....
Date

A proxy vote may not be given to a person who is not a member of Z-NET Uralla