

Z-NET Uralla Inc.

By-Laws

1. Constitution

- 1.1. Z-NET Uralla Inc (The Association) is incorporated utilising the Model Constitution prepared by the New South Wales Department of Fair Trading (the Department) under the Associations Incorporation Act 2009 as amended from time to time by the Department.
- 1.2. Amendments by the Department to the Model Constitution are adopted by Z-NET Uralla Inc without resolution of The Association.
- 1.3. Although Z-NET Uralla Inc operates under the Model Constitution The Association has adopted a set of By-Laws articulated in this document to guide The Association's operation in more detail.

2. Identity

- 2.1. The Association is an incorporated association under the Associations Incorporation Act 2009 in New South Wales.
- 2.2. Z-NET Uralla is a group of community volunteers who have come together to support the Vision and Mission of The Association, articulated in Section 3.

3. Definitions

"Casual Vacancy" means a vacancy in the position of an officer-bearer or committee member of Z-NET Uralla by death, resignation or removal.

"Committee" means and includes all members of Z-NET Uralla, office-bearers and ordinary committee members.

"Committee" means the office-bearers of Z-NET Uralla.

"Ordinary Committee member" means a member of the committee who is not an office-bearer of Z-NET Uralla.

"Reference to a function" includes a reference to a power, authority and duty and to the performance of that duty.

"Secretary" means the person holding the office of Secretary and Public Officer of Z-NET Uralla under the model constitution.

"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 Association who come together to work towards a specific task, or series of tasks, submitted to and approved by the Committee.

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

4. Vision, Mission and Values

4.1. The vision of Z-NET Uralla is:

A sustainable Uralla Shire in a sustainable world.

4.2. 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.

4.3. 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.

5. Membership

5.1. Membership qualification

Refer to Model Constitution Part 2 paragraph 2 (page 4).

5.2. Membership application

Refer to Model Constitution Part 2 paragraph 3 (page 4).

5.3. 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 Z-NET Uralla.

5.4. Register of members

Refer to Model Constitution Part 2 paragraph 7 (page 5).

5.5. Fees and subscriptions

Refer to Model Constitution Part 2 paragraph 8 (page6).

Membership (Continued)

5.6. Membership entitlements

On joining Z-NET Uralla, the Secretary will provide each new member with an electronic copies of the Model Constitution, By-Laws 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 Z-NET Uralla, is not capable of being transferred or transmitted to another person, Model Constitution paragraph 5 (page5).

A right, privilege or obligation, which a person has by reason of being a member of Z-NET Uralla, terminates on the cessation of the person's membership, under clause 5.9.

5.7. Resolution of internal disputes

Refer to Model Constitution Part 2 paragraph 10 (page 6)

5.8. Disciplining of members and Right of appeal of disciplined member

Refer to Model Constitution Part 2 paragraph 11 (page 7).

Refer to Model Constitution Part 2 paragraph 12 (page 7).

5.9. Resignation of membership

Refer to Model Constitution Part 2 paragraph 6 (page 5).

5.10. Cessation of membership

Refer to Model Constitution Part 2 paragraph 4 (page 5).

5.11. 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.

6. The Committee

6.1. Powers of the Committee.

Refer to Model Constitution Part 3 paragraph 13 (page 9).

The committee, subject to the Act, the Regulation, the model constitution, these By-Laws and any resolution passed by Z-NET Uralla in general meeting, has the following functions:

- to control and manage the affairs of Z-NET Uralla, and
- may exercise all functions that may be exercised by Z-NET Uralla, other than those that are require by the model constitution
- to perform all such acts and do all such things as appear to the committee to be necessary, or desirable, for the proper management of the affairs of Z-NET Uralla.

6.2. Roles and Responsibilities of the Committee

The Executive, in accordance with Clause 6.1 above, has the following roles and responsibilities:

- defining the Mission and scope of work that Z-NET will undertake, including updates to the By-Laws to be presented to a general meeting of Z-NET Uralla.
- 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 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.

6.3. Composition and membership of the Committee

Refer to Model Constitution Part 3 paragraph 14 (page 9).

6.4. Election of Committee members

Refer to Model Constitution Part 3 paragraph 15 (page 9).

6.5. Duties of the President of Z-NET Uralla

The President shall preside at meetings of Z-NET Uralla, carry out the titular and ceremonial duties and perform such functions as delegated by the committee.

6.6. Duties of the Vice-President of Z-NET Uralla

The Vice President shall preside at meetings in the absence of the President and carry out such titular and ceremonial duties as delegated by the President and perform such functions as delegated by the committee.

The Committee (Continued)

6.7. Secretary of Z-NET Uralla.

Refer to Model Constitution Part 3 paragraph 16 (page 10).

In addition, the Secretary shall ensure that records of the business of Z-NET Uralla, including the By-Laws, register of members, file of correspondence and minutes of all general and 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.

6.8. Treasurer of Z-NET Uralla.

Refer to Model Constitution Part 3 paragraph 15 (page 9).

6.9. Casual Vacancies

Refer to Model Constitution Part 3 paragraph 18 (page 11).

6.10. Removal of an Committee member

Refer to Model Constitution Part 3 paragraph 19 (page 11).

6.11. Chairing of the Committee

- The President of Z-NET Uralla, or in his/her absence the Vice President, shall chair Committee meetings in accordance with Sub-Clause 6.5..
- In the absence of the President and Vice President, then the members present, as first order of business, will elect a chairperson for that meeting of the Committee.

6.12. Committee Meetings and Quorum

Refer to Model Constitution Part 3 paragraph 20 (page 11).

Refer to Model Constitution Part 3 paragraph 21 (page 12)

Specifically, the 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 President or members of the Committee convene.
- The Secretary shall provide written, oral or electronic notice of meetings of the Committee at least 48 hours prior to the meeting.
- provide a notice of meeting containing an agenda listing the business of the meeting. The
- have any 3 members of the Committee establishing a quorum.
- allow members to attend via phone, video or internet connection.
- No business may be transacted by the 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 the same place, same hour of the same day in the following week.
- If a quorum is not present at the rescheduled meeting then the meeting is to be cancelled.

7. Working Groups

*Working Groups are constituted under the Model Constitution section, "Delegation by committee to sub-committee".
Refer to Model Constitution Part 3 paragraph 23 (page 13).*

7.1. Role

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

7.2. 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 Committee for approval.

7.3. 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 Committee on progress; and provide a delegate to serve on the Committee with Team Leader being a member of the Committee.

7.4. 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 Committee.

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

7.5. 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 Committee.
- The members of the Group petition the Committee to have it dissolved.
- The Working Group has been dormant for twelve months.
- The 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.

8. General Meetings

8.1. Annual General Meeting - holding of the

Refer to Model Constitution Part 4 paragraph 25 (page 14).

With the exception of the first annual general meeting, to be held within 18 months after registration; Z-NET Uralla 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.

8.2. Notice for General Meetings

Refer to Model Constitution Part 4 paragraph 28 (page 15).

8.3. Annual General Meetings - calling and business at

Refer to Model Constitution Part 4 paragraph 26 (page 14).

- confirm the minutes of the last preceding annual general meeting and any special general meetings held since that meeting.
- receive reports from the President 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 and ordinary committee members to satisfy Rule 6.4.
- conduct any business for which 24 hours written notice has been provided to the Secretary.

8.4. Special General Meetings - calling of and business at

Refer to Model Constitution Part 4 paragraph 27 (page 15).

The Committee may, whenever it considers it necessary, or must, when requested in writing by 5% of the 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.

The requisition may be in electronic form, and the requisition and signature may be transmitted by electronic means.

Should the 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 Committee

General Meetings (Continued)

8.5. Quorum for General Meetings

Refer to Model Constitution Part 4 paragraph 29 (page 15).

The quorum for General Meetings, under the Model Constitution, is 5 or more members.

8.6. Chairing of General Meetings

Refer to Model Constitution Part 4 paragraph 30 (page 16).

- The President of Z-NET Uralla, or in his/her absence the Vice President, is to preside as chairperson at each general meeting in accordance with Sub-Clause 6.5..
- In the absence of the President and Vice President, then the members present, as first order of business, must elect one of their number to preside as chairperson for that meeting.

8.7. Adjournment of General Meetings

Refer to Model Constitution Part 4 paragraph 31 (page 16).

8.8. Making Decisions at General Meetings

Refer to Model Constitution Part 4 paragraph 32 (page 16).

8.9. Appointment of proxies

Refer to Model Constitution Part 4 paragraph 35 (page 17).

The Model Constitution does not allow for voting by proxy at or in respect of a general meeting.

8.10. Special Resolutions at General Meetings

Refer to Model Constitution Part 4 paragraph 33 (page 17).

8.11. Voting at General Meetings

Refer to Model Constitution Part 4 paragraph 34 (page 17).

8.12. Voting at General Meetings

Refer to Model Constitution Part 4 paragraph 36 (page 17).

8.13. Use of technology at General Meetings

Refer to Model Constitution Part 4 paragraph 37 (page 17).

8.14. General Meetings - General Procedures

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.

9. Miscellaneous Provisions

9.1. Insurance

Refer to Model Constitution Part 5 paragraph 38 (page 18).

9.2. Funds - source of

Refer to Model Constitution Part 5 paragraph 39 (page 18).

Specifically for Z-NET Uralla

- The funds of Z-NET Uralla are to be derived from donations, grants and such other sources as the 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 Z-NET Uralla's 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.

9.3. Funds - management of

Refer to Model Constitution Part 5 paragraph 40 (page 18).

Specifically for Z-NET Uralla

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

9.4. Association is non-profit

Refer to Model Constitution Part 5 paragraph 41 (page 18).

9.5. Change of name, objects and constitution

Refer to Model Constitution Part 5 paragraph 43 (page 19).

9.6. Custody of Books and Records

Refer to Model Constitution Part 5 paragraph 44 (page 19).

9.7. Inspection of Books and Records

Refer to Model Constitution Part 5 paragraph 45 (page 19).

9.8. Services of Notices

Refer to Model Constitution Part 5 paragraph 46 (page 19).

9.9. Financial Year

Refer to Model Constitution Part 5 paragraph 47 (page 19).

Periods and years to 30 June is to be the financial year.

9.10. Conduct

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

Miscellaneous Provisions (Continued)

9.11. Commitment

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

9.12. 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.

9.13. 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.

9.14. 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, 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.

10. Winding up and Dispersal of Assets

Refer to Model Constitution Part 5 paragraph 42 (page 18).

11. Alterations to the By-Laws 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 Inc. APPLICATION OF MEMBERSHIP

Membership of Z-NET Uralla Inc. 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 Z-NET Uralla Inc, agree with the mission and to be bound by the By-Laws of Z-NET Uralla Inc.

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

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

This form should be completed and forwarded to the Secretary of Z-NET Uralla Inc., either electronically by E-mail to: secretary@zneturalla.org.au, or by paper copy to the Z-NET Office, Community Centre, 9 Hill Street, Uralla.

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

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 Inc. activities as an affiliate.