

TRANSITION TOWNS AUSTRALIA INC.
ASSOCIATION RULES
AI: A0100398Y

Incorporated under the *Associations Incorporation Reform Act 2012* (Vic) (**the Act**)
[Adopted by special resolution at the Annual General Meeting held on 17 August 2020]

The Association

1. The name of the Association is Transition Towns Australia Inc. (**the Association**).
2. The Association is established to be a charity with the purpose of supporting the effectiveness of Transition Towns and other not-for-profit organisations in Australia that are working to advance an ecologically regenerative and socially just future by:
 - a. raising and distributing funds to support the ability of these organisations to carry out activities that advance an ecologically regenerative and socially just future;
 - b. providing a platform for all people interested in creating an ecologically regenerative and socially just future so they can identify common needs and community-led possibilities for positive change, discuss best practices and share inspiration and learnings;
 - c. curating, developing and distributing tools, training and other resources to support organisations to carry out activities that advance an ecologically regenerative and socially just future; and
 - d. engaging with the public, private and civic sectors across Australia to advance the aims of ecological regeneration and social justice in regard to public policy and decision-making processes; and
 - e. being affiliated with the international Transition Network and liaising with other national Transition Town Hubs and national not-for-profit sustainability groups in seeking to achieve an ecologically regenerative and socially just future throughout the world (**the Purposes**).
3. The Association has power to do all things that help it to achieve these Purposes.
4. The Association and its Committee may only exercise their powers and use the income and assets of the Association for the Purposes of the Association.

Financial year

5. The financial year of the Association starts on 1st of July of each year.

Not-for-profit organisation

6. The Association must not distribute funds, income or assets to members except as reasonable compensation for goods or services provided, or expenses incurred, on behalf of the organisation.

Membership

7. The Association must have at least five members.
8. Anyone who supports the Purposes of the Association and agrees to comply with these Rules and the policies of the Association can apply to join the Association as a member.

9. A person can apply to join the Association by writing to a Committee member and paying the joining fee (if any).
10. The Committee can approve or reject an application to join the Association. If the Committee rejects an application, it is not required to give reasons for that decision, but it must return the joining fee (if any) and write to the person to tell them their application has been rejected.
11. A person becomes a member when:
 - a. the Committee has approved their application to join the Association; and
 - b. the Association has received the person's joining fee (if any).
12. The Secretary must, as soon as practicable, enter the new member's name, address and date they became a member on the members register.
13. The Association must inform the person when their membership has started, and if they have to pay any annual subscription fee. That fee (if any) must be paid within one month.
14. If a member does not pay the annual subscription fee by the due date, their membership will be suspended (when membership is suspended, a member cannot exercise their members' rights such as voting at the Annual General Meeting (**AGM**)).

Associate Members

15. Associate members of the Association include:
 - a. any members under the age of 15 years;
 - b. not-for-profit organisations; and
 - c. any other category of member as determined by special resolution at a general meeting.
16. An associate member must not vote but may have other rights as determined by the Committee or by resolution at a general meeting.

Annual Subscription and Joining Fees

17. At each AGM, the Association can set or change joining fees and annual subscription fees for members. Annual subscription fees for members may be discounted or set on a sliding scale to encourage new and renewed membership, including from persons claiming financial hardship. The Association may set a lower annual subscription fee for associate members.
18. The Association may determine that any new member who joins after the start of a financial year must pay a fee equal to:
 - a. the full annual subscription; or
 - b. a pro rata annual subscription based on the remaining part of the financial year; or
 - c. a fixed amount determined from time to time by the Association.
19. Annual subscription fees for Committee members are waived, unless otherwise determined by the Association at an AGM. The Committee may at its discretion waive or reduce annual subscription fees for members performing services for the benefit of the Association.

General Rights of Members

20. Members have rights and liabilities as set out in the Act and in these Rules.
21. A member of the Association who is entitled to vote has the right to:
 - a. receive notice of general meeting and of proposed special resolutions in the manner and time prescribed by these Rules;
 - b. submit items of business for consideration at a general meeting;

- c. attend and be heard at general meetings;
 - d. vote at a general meeting;
 - e. have access to the minutes of general meetings and other documents of the Association as provided under rule 30;
 - f. inspect the register of members.
22. A member is entitled to vote if:
- a. the member is a member other than an associate member; and
 - b. more than 10 business days have passed since he or she became a member; and
 - c. the member's membership rights are not suspended for any reason.
23. Each member's liability is limited to the joining and annual subscription fees (if any).
24. The rights of a member are not transferable and end when the membership ceases.

Ceasing Membership

25. The membership of a person ceases on resignation, expulsion or death.
26. A member is taken to have resigned upon:
- a. giving written notice to the Association; or
 - b. where their annual subscription fee (if any) is more than 12 months in arrears or, where there is no annual subscription fee payable, the Secretary has made a written request to the member to confirm he or she wishes to remain a member and the member has not confirmed within 3 months of receiving the request that he or she wishes to remain a member.
27. Where a person ceases to be a member, the Association will not refund any joining and subscription fees already paid.
28. If a person ceases to be a member of the Association, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the members register.

Register of Members

29. The Secretary must keep and maintain a register of members that includes:
- a. for each current member:
 - i. the member's name;
 - ii. the address for notice last given by the member;
 - iii. the date of becoming a member;
 - iv. if the member is an associate member, a note to that effect;
 - v. any other information determined by the Committee; and
 - b. for each former member, the date of ceasing to be a member.

Members' access to documents

30. A member may, subject to rules 31 to 33, inspect the Rules of the Association, general meeting minutes, relevant documents (as defined in the Act) and the members register at a reasonable time.
31. A member can write to the Secretary asking for copies of these documents (with the exception of the members register). The Secretary can charge a reasonable fee for providing copies.
32. The Secretary can refuse a request to inspect or get copies of relevant documents, or provide only limited access, if the documents contain confidential, personal, employment,

commercial or legal matters, or if granting the request would breach a law or may cause damage or harm to the Association.

33. Members cannot inspect or get copies of Committee meeting minutes or parts of the minutes, unless the Committee specifically allows it.
34. Members can write to the Secretary to ask that the Secretary restrict access to their details on the members register if they have special circumstances. The Secretary will decide if there are special circumstances, and will write to the member outlining their decision.

The Committee

35. The Association is governed by a management committee (the **Committee**) that is made up of committee members (**Committee Members**).
36. The Committee is made up of the following roles:
 - a. the Convenor
 - b. the Deputy Convenor
 - c. the Treasurer
 - d. the Secretary(these are the **Offices**); and
 - e. Ordinary Members (if any) elected under rule 49.
37. The Committee can exercise all powers and functions of the Association (consistently with these Rules and the Act), except for powers and functions that the members are required to exercise at a general meeting (under these Rules or the Act).
38. The Committee can delegate any of its powers and functions to a committee member, a sub-committee, a staff member, a volunteer or a member other than the power of delegation or a duty imposed by the Act. The delegation must be in writing and can be revoked by the Committee in writing.
39. The Committee may establish subcommittees consisting of members with terms of reference it considers appropriate.

General Duties of the Committee Members

40. The Committee is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Committee comply with these Rules.
41. Among its other responsibilities, the Committee is responsible for making sure that:
 - a. accurate minutes of general meetings and Committee meetings of the Association are made and kept; and
 - b. all records, securities and relevant documents of the Association are kept properly.
42. Committee members must exercise their powers and discharge their duties:
 - a. in good faith in the best interests of the Association; and
 - b. for a proper purpose.
43. Committee members and former committee members must not make improper use of:
 - a. their position; or
 - b. information acquired by virtue of holding their position--so as to gain an advantage for themselves or any other person or to cause detriment to the Association.

Election of Committee Members

44. Committee Members are elected by members of the Association at the AGM by ballot.

45. A member is eligible to be elected or appointed as a Committee Member if the member is over 18 years of age, lives in Australia and is entitled to vote at a general meeting.
46. Prior to the election of the Committee Members, the AGM Chairperson must call for nominations to fill those positions.
47. If the number of applicants for the Committee is less than the number of positions, other members of the Association can nominate themselves at the AGM.
48. At the AGM, separate elections must be held for each of the Offices. If only one member is nominated for an Office position, the AGM Chairperson must declare the member elected to that position. If more than one member is nominated, a ballot must be held.
49. The AGM must by resolution decide the number of Ordinary Members (if any) it wishes to hold office for the next year. A single election may be held to fill those positions. If the number of members nominated for the position of Ordinary Member is less than or equal to the number to be elected, the AGM Chairperson must declare each of those members to be elected to the position. If the number of members nominated exceeds the number to be elected, a ballot must be held.

Term of Office and Filling Casual Vacancies

50. Each Committee Member finishes their time on the Committee (term) at the next AGM after they were appointed, but they can be elected again.
51. A Committee Member stops being on the Committee if they:
 - a. resign, by writing to the Committee or the Secretary;
 - b. fail to attend 3 consecutive Committee meetings without leave of absence granted by the Committee;
 - c. are removed by a special resolution of members of the Association;
 - d. become insolvent (as the term is used in the *Corporations Act 2001*);
 - e. become a represented person (under the *Guardianship and Administration Act 1986*); or
 - f. die.
52. If the Secretary stops living in Australia, they cannot remain the Secretary.
53. If the Secretary stops being the Secretary, the Committee must appoint a new Secretary within 14 days.
54. If a Committee Member stops being on the Committee before the end of their term in accordance with rule 51, or the position was not filled at the last election, the Committee can appoint a member of the Association to fill the vacancy on the Committee until the next AGM.
55. The Committee may continue to act despite any vacancy in its membership.

Committee Meetings

56. The Secretary must give 7 days' notice of a Committee meeting to Committee Members unless the meeting is an urgent meeting.
57. The Committee can decide how often it meets.
58. Committee Members may attend meetings through technology (such as phone or video conferencing) so long as everyone can hear and be heard at the same time.
59. Committee members attending a meeting shall appoint a facilitator who will be responsible for the running of the meeting in an efficient and inclusive manner. The facilitator will ensure that all participants are able to express their view in a non-confrontational manner and that sufficient time is allowed, within reason, for participants to express their views.

60. The majority (more than half) of Committee Members must be present (either in person or through the use of technology) for the meeting to be validly held (the quorum).

General Meetings

61. The Association must hold an AGM within five months of the end of the Association's financial year.
62. The ordinary business of the AGM is to confirm the minutes of the previous AGM, receive reports and statements on the previous financial year, and elect Committee Members. The notice of AGM must include any special business or motions to be considered.
63. The Committee or a group of at least 10% of all members may call a Special General Meeting.
64. At least 10% of the members (a quorum) must be present at a general meeting (either in person or through the use of technology, [or by proxy]) for the meeting to be held.
65. Members may vote by proxy at general meetings.
66. Proxy forms must be received by the Secretary 1 day before a meeting.
67. Notice of general meetings must be provided to members at least 21 days before the meeting if a special resolution is to be proposed at the meeting, or 14 days before the meeting in any other case, in writing to each member's postal or email address listed on the members register (in the case of email addresses, so long as the email address was provided for receiving notices).
68. A special resolution is passed if at least three quarters of members voting at the meeting (whether in person or by proxy) vote in favour of the resolution.
69. Notices of general meetings must include proposed matters to be dealt with at that meeting.
70. The Chairperson of a general meeting will be the Convenor, or if the Convenor is not in attendance, the Deputy Convenor, or if the Convenor and Deputy Convenor are not in attendance, the members at the meeting can choose another Committee Member to be Chairperson.
71. Every effort will be made to reach decisions by consensus. Consensus can be achieved either by full agreement of the voting members, or where any voting member disagrees with or objects to the majority view but agrees not to unreasonably block consensus.
72. Where consensus is not possible, a vote will be taken by a show of hands or written ballot, or another method determined by the Chairperson that is fair and reasonable in the circumstances. If a vote is held initially by show of hands, any member may request a vote be held again by written ballot.
73. The Chairperson may adjourn the meeting if there are not enough members at the meeting (see rule 64) within 30 minutes of the meeting time, or if there is not enough time at a meeting to address all business. A new notice must be sent to members before the adjourned meeting (but does not have to comply with time for notice requirements, unless the adjourned meeting is more than 21 days after the original meeting date).
74. If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under rule 73, the members present at the meeting (if fewer than 3) may proceed with the business of the meeting as if a quorum was present.

Grievance disputes

75. If there is a dispute between a member and another member, a member and the Association, or a member and the Committee, the parties involved must first attempt to

resolve the dispute between themselves for at least 14 days from the date the dispute is known to all parties involved.

76. If the dispute cannot be resolved between the people involved, the following grievance procedure must be followed:
- a. the party with a grievance must write to the Association and any other people affected, and explain what they are unhappy about
 - b. the Committee must appoint an unbiased mediator to hear from all the parties involved and try to find a solution. The Committee must give the people involved reasonable notice of the time and place of the hearing
 - c. at the hearing, each party must have an opportunity to be heard and agrees to do their best to resolve the dispute, and
 - d. if the parties cannot resolve the dispute with the assistance of the mediator, then an unbiased decision-maker must determine the outcome of the dispute.

Disciplining members

77. The Committee can discipline a member of the Association if it considers the member has breached these Rules or if the member's behaviour is causing (or has caused) damage or harm to the Association.
78. The Committee must write to the member to tell them why disciplinary action is proposed to be taken.
79. The Committee must arrange a disciplinary procedure that meets these requirements:
- a. the outcome must be determined by a unbiased decision-maker
 - b. the member must have opportunity to be heard, and
 - c. the disciplinary procedure must be completed as soon as reasonably practicable.
80. The outcome of a disciplinary procedure can be that the member must leave the Association, for a period of time or indefinitely. The Association cannot fine a member.

Funds

81. The Association may derive or generate funds from joining and annual subscription fees, donations, grants, fundraising, interests, and any other sources approved by the Committee that are consistent with furthering the Association's Purposes.
82. Cheques, EFT transfers or cash payments made from the Association's funds must be authorised by two members of the Committee.
83. Financial records must be kept and stored for 7 years, and in accordance with any other applicable laws.
84. The Association does not have a common seal.

Winding Up

85. The members may vote by special resolution at a general meeting to wind up the Association.
86. If the Association is wound up or its incorporation cancelled, any surplus assets must not be distributed to the members or former members of the Associations.
87. Subject to the Act and any Court order, the surplus assets must be distributed to another organisation or organisations, so long as that other organisation or organisations are not carried on for the profit or gain of its members.

Alteration of rules

88. These Rules may be changed, added to, or replaced by special resolution of the Association's members at a general meeting.