



# By-laws

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**RECORD OF AMENDMENTS**

<b>Date of Change</b>	<b>Section Number</b>	<b>Description of Changes</b>	<b>Membership Endorsement</b>

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## 1. Introduction

The Constitution and the By-Laws are an agreement between the Association and its Members.

They are intended for administrative and procedural elements not addressed in the Constitution and whilst binding on all Members, largely apply to Members active in the Committee and Working Groups.

## 2. Definitions

The following definitions are supplementary to those in the Constitution.

**“Background Intellectual Property”** means existing Intellectual Property belonging to the Association, a Member or third party that predates these By-Laws or is subsequently brought into existence other than as a result of the activities of the Association.

**“Circular Resolution”** means the process described in Clause 7.

**“Confidential Information”** means all know-how, specifications, processes, Member information, minutes of meetings, correspondence, records, briefings and any other confidential information.

**“Constitution”** means the current SEN constitution as displayed on its website.

**“Foreground Intellectual Property”** means Intellectual Property (other than Background Intellectual Property) which is created in the course of the Association’s activities.

**“Intellectual Property”** means a form of ideas, methods, patents, trademarks or formulae. They may be tangible, in the form of documents, drawings, software or prototypes. They may be intangible in the form of ideas or knowledge. Intellectual Property can be established via patents, trademarks, registered designs, and copyright and include any Moral Rights.

**“Moral Rights”** means each of the following rights:

- a) a right of attribution of authorship;
- b) a right not to have authorship falsely attributed; and
- c) a right of integrity of authorship.

**“Objects of the Association”** has the meaning given in clause 3.1 of the Constitution.

**“Policy Platform”** and **“Policies”** means the policy platform and policies published on the Association’s website.

**“SEN”** means Sustainable Energy Now.

**“Working Group”** means a collection of Members progressing Objects of the Association.

### 3. Intellectual Property

The Association seeks to protect its ability to freely use and build upon any Intellectual Property created in the course of its activities.

The Association recognises that its Members contribute to the development of Foreground Intellectual Property through their voluntary activities and may have a right to Background Intellectual Property which contributes to or is used in the creation of Foreground Intellectual Property.

- a) These By-Laws do not affect the ownership of any Background Intellectual Property, but provide for the use of any Background Intellectual Property in relation to the use of or creation of any Foreground Intellectual Property.
- b) In the event the Association seeks to make use of Background Intellectual Property in the course of its activities it shall seek to ensure it has rights to do so, e.g. under a GNU General Public Licence, a Creative Commons Licence or by specific agreement and a Member with any rights to that Background Intellectual Property agrees to do all things reasonably necessary (at no cost to the Member) to enable the Association at the least cost and in the terms of the most appropriate licence (at the Association's option) to do the same (including to allow the Association to exercise the rights of the Association under clause 3c). The conditions of any such licence will be respected by the Association and any Member affected by such a licence.
- c) The Association has the right to use and build upon Foreground Intellectual Property (including any Background Intellectual Property of a Member incorporated into the Foreground Intellectual Property).
- d) The Association grants to its Members a non-exclusive, non-transferable licence to access and to use Background Intellectual Property of the Association and any Foreground Intellectual Property in order for Members to progress the Objects of the Association or other activities as approved in writing by the Committee.
- e) The Association may elect with the written approval of the Committee to make some of its Intellectual Property available for non Association Members to use under certain conditions of use, e.g., GNU Public Licence or Creative Commons Licence.
- f) Where a Member uses Background Intellectual Property it has or has obtained, that is not provided by the Association, the Member:
  - a. warrants to the Association that the Member is entitled to use the Background Intellectual Property for the purposes of the Association;
  - b. warrants to the Association that the activities of the Association will not result in any royalties, fees or other amounts becoming payable due to use of that Background Intellectual Property;
  - c. will grant or obtain the grant of a perpetual, royalty free and transferable licence to use the Background Intellectual Property for the purposes of the Association; and

- d. will give or obtain any necessary release of any Moral Rights associated with the Background Intellectual Property.
- g) SEN's Interactive Renewable Energy Network tool (SIREN) consists of software modules developed by the Association and are considered Background Intellectual Property under these By-Laws. The Association can continue to benefit from the use and development of SIREN as open-source code without restrictions. SIREN is made freely available by download linked from the Association's website under an open-source agreement on the understanding that the creative source has to be acknowledged in any derivative works.
- h) The Association's written reports shall contain an appropriate intellectual property statement typically worded as follows:
  - a. *"This Report is available under a Creative Commons Australia Attribution, Non-commercial, Share Alike (BY-NC-SA) License except where copyright remains with photographers who assert their moral rights regarding the use of their photographic images. Photo credits indicated on or beside each image where copyright restrictions apply."*
- i) The Association's written reports shall also contain:
  - i. Disclaimers;
  - ii. Conditions of use;
  - iii. Acknowledgement of authors and contributors and their associated Moral Rights;

#### **4. Confidentiality**

- a) Members shall not at any time disclose to any person Confidential Information, except as permitted under Clause 4 b).
- b) Members may disclose Confidential Information:
  - i) Where directed by the Committee and where the Committee has passed a resolution permitting release of Confidential Information to defined parties.
  - ii) As required by law.

#### **5. Communications**

- a) External written communications on behalf of the Association, other than the Association's social media accounts that are operated by account holders approved by the Committee, shall be approved by the Committee and recorded at a Committee Meeting or approved via a Circular Resolution that is recorded at the next Committee Meeting.
- b) External communications shall note when the communications was approved

by the Committee.

- c) Records of external written communications shall be maintained on the Association's IT systems.
- d) Email communications pertaining to the Association's activities shall be sent from the Member's Association email address.
- e) Reports, policies, position papers and the like published by the Association shall be first checked for accuracy by a suitably qualified Member (other than the originator) prior to being submitted for approval by the Committee.

## **6. Representation**

- a) Members may not make representations, promises or commitments to third parties on behalf of the Association except as permitted under Clause 6 b).
- b) Members may make commitments on behalf of the Association where approved by the Committee after passing a Committee Meeting resolution (or Circular Resolution in Clause 7) approving the commitment.

## **7. Circular Resolutions**

The Committee may require decisions to be made urgently between planned Committee Meetings via Circular Resolutions. These shall be managed as follows:

- a) Committee Member emails the Committee with the Subject Line: Circular Resolution – Title;
- b) The body of the email contains a brief description, any relevant context, supporting documents and a clear action statement;
- c) Action statement is what action is required (e.g., comment, vote Yes or No) and due date;
- d) Optional moved by and seconded by;
- e) If a majority of Committee vote in favour at the due date then the motion is carried and recorded at the next Committee meeting by the Secretary;
- f) Secretary records the Circular Resolution at the next Committee meeting including the vote count, if carried or lost and a record of the resolution itself.

## **8. Code of Conduct**

The Committee, Working Groups and Members are bound by the Association's Code of Conduct Platform which is made available to all Members via the website.

## 9. Policy Platform

The Committee, Working Groups and Members are bound by Association's Policy Platform and Policies that are made available to all Members via the website.

## 10. IT Policy

SEN operates a number of online accounts covering association business such as banking, association records, email, Website, social media, file storage, event management, campaigns, Member services etc. Generally, Members of the Committee and Working Groups will be given access to these online accounts for the sole purpose of managing SEN's business.

To manage these accounts, including succession planning, Members are required to:

- a) Use a SEN email address format that incorporates the SEN Officer or Working Group, e.g., [chair@sen.asn.au](mailto:chair@sen.asn.au) or [outreach@sen.asn.au](mailto:outreach@sen.asn.au) or [modelling.lead@sen.asn.au](mailto:modelling.lead@sen.asn.au);
- b) Use the SEN email as the login name;
- c) Provide the account details to SEN Committee on request – the Committee will arrange to store the account URL, login and password details centrally within SEN's secure password storage system;
- d) Keep the login details secure and not divulge them to a third-party without the express written permission of the Committee;
- e) Use the account for the purposes of SEN business only;
- f) Refrain from making public announcements or statements from the Association on social media or other channels without approval of the Committee, the Chair or the Vice-Chair;
- g) Maintain an up-to-date succession plan that details the essential systems knowledge and steps required to transfer effective responsibility to another incumbent;
- h) Maintain all data and communication associated with the SEN account with no expectation of privacy;
- i) Handover the account to the SEN Committee in a timely manner when the Member has resigned or is no longer an active Member of the Committee or Working Group;

## 11. Finance Management

SEN's finances will be managed as follows:

- a) Membership fees are generally paid on-line via the Website linked to a PayPal account – the Treasurer transfers all funds from PayPal to the P&N Bank account monthly to coincide with the monthly accounts;



- b) The P&N Bank account has approved signatories (Treasurer, Secretary, Chair, Vice-Chair) to allow for two-party approval of all payments from the bank accounts;
- c) The Treasurer prepares period end financial reports showing the bank accounts' reconciliation for deposits and payments from all sources. The report presented to the Committee includes the names of new and renewing Members;
- d) Based on the financial report, the Treasurer may provide insights to the Committee regarding the financial status of the association, and make recommendations as appropriate;
- e) Payments for incidental expenses up to and including \$500 can be made by the bank approved signatories without prior approval of the Committee;
- f) Expenses in excess of \$500 will require approval by the Committee, generally using the Funding Request process in the following section;
- g) Once funding has been approved by the Committee any subsequent supplier invoices or expense claims can be made by the bank approved signatories without recourse to the Committee, up to the approved amount;
- h) The Secretary shall provide the relevant Government department with the required financial information annually following the AGM (e.g. financial statement approved by members at each Annual General Meeting submitted to the Department of Mines, Industry, Regulation and Safety within two months of the AGM).

## **12. Funding Request**

Committee Members requiring funding for non-routine expenditure shall complete the SEN Funding Request template ahead of the Committee meeting setting out the business case. The one-page template covers:

- a) Project Name, Committee Sponsor, Project Manager;
- b) Background;
- c) Problem statement;
- d) Strategic and project objectives;
- e) Options analysis and selection;
- f) Procurement process;
- g) Project execution strategy.

## **13. AGM and Committee Election**

The Constitution Clause 10 sets out the voting procedure for electing Members to the Committee and requires the following supplemental process to be followed:

- a) The Secretary sends out a 'call for nominations' for positions on the SEN Committee of Management to the Members thirty days (30 days) before the AGM. A nomination form is included in the correspondence;
- b) The Secretary sends out a 'notice of Annual General Meeting' to Members thirty days (30 days) before the proposed date of the AGM setting out the time, date, place and order of business (agenda) and any supplementary documents required;

- c) The Secretary is declared the Returning Officer for the election;
- d) Nominations for the four officers (Chair, Vice-Chair, Secretary, Treasurer) and the Committee (not less than 3 not more than 7) are called 30 days before the AGM, with nominations closing seven days before the AGM;
- e) The Returning Officer prepares a report for the AGM, declaring any uncontested positions to be elected and indicating the voting procedure for any contested positions. This report is to be circulated to Members before the AGM;
- f) Any contested positions (i.e., more than one nominee for an officer position or more than seven Members nominating for the Committee positions) are to be filled by election at the AGM – see Note 1 below;
- g) Proxies are allowed at the AGM using the SEN proxy form and the proxy can vote on behalf of the Member represented;
- h) A teller is nominated to count the votes and provides the result to the Secretary as the Returning Officer and the Secretary declares the result towards the end of the AGM.

**Notes:**

- 1. In the event there are any contested positions, the Members and proxies present at the start of the AGM will receive a ballot paper showing the names of the nominees and will be requested to indicate the nominees the Member supports for the positions available. Each vote is of equal value.
- 2. The count will be first-past-the-post so the names with the most votes will be elected. A similar process is adopted for the Officers if more than one Member is nominated for the position.
- 3. Voting must be in person, in the teleconference or by proxy at the AGM only.
- 4. Visitors are allowed to attend the AGM, but only financial Members of SEN are entitled to vote on motions or in elections or to nominate a proxy to attend and vote in the Member's absence.

## **14. Register of Members**

The Constitution Clause 6 sets out the requirements for accessing the Register of Members. The following clarifications apply:

- a) The register of Members is maintained only electronically as an integral part of the SEN website;
- b) To comply with the requirements of the Commonwealth's Privacy Act 1988 the register of Members will be made available for inspection but copies will not be made available to individual Members;
- c) Subject to approval of the Committee and for a concern solely about the governance of the Association, with an optional statutory declaration as determined by the Committee, a Member may communicate with the Members via a means and frequency agreed with the Committee;

- d) The Committee will broadcast the Member's concern, and the Committee's response to that concern;
- e) If a Member has a concern about the Association's policy position, or wishes to contribute to a new policy position, then this should be done via the discussion group or a policy working group.