

RePlanet Australia Constitution (Adopted 18.01.2023)

1. Name

- 1.1. The name of the association is RePlanet Australia

2. Objects

- 2.1. The objects of the association are—
 - 2.1.1. Operate as a not-for-profit association in Australia
 - 2.1.2. Operate as part of the global RePlanet Network, ensuring our organisation reflects the following;
 - 2.1.2.1. RePlanet's principles and values (see [3.1](#))
 - 2.1.2.2. RePlanet's four policy pillars (see [3.2](#))
 - 2.1.2.3. RePlanet's Red Lines (see [3.3](#))
 - 2.1.2.4. RePlanet Branding
 - 2.1.3. To be a policy institute that promotes evidence based public policy that supports the public good and reflects the values and principles of RePlanet.
 - 2.1.4. To activate citizens in collective action to support our policy initiatives and projects in line with RePlanet principles and values.
 - 2.1.5. Be a member driven organisation that actively seeks new members and promotes member participation in decision making in line with RePlanet principles and values.

3. RePlanet Principles and Values

- 3.1. Replanet Principles and Values:
 - 3.1.1. **We act for all life.** We commit ourselves to the urgent restoration of our beautiful natural world.
 - 3.1.2. **We believe in humanity.** By embracing human inventiveness, ingenuity and technology we can liberate nature and elevate humanity.

- 3.1.3. **We root ourselves in evidence.** We follow the evidence, wherever that leads us, constantly reviewing and challenging our positions based on the facts.
- 3.1.4. **We welcome science and technology.** From fire, to the wheel, to the printing press: we and our ethics have co-evolved with our tools. Let's keep evolving.
- 3.1.5. **We are respectful and nonviolent.** We speak with understanding, kindness and patience to all; especially those who disagree with us.
- 3.1.6. **We seek abundance.** We seek a future in which plentiful food and energy is easily accessible and affordable to all.
- 3.1.7. **We care for animals.** We fight for an urgent and historic reduction of animal suffering and exploitation.
- 3.1.8. **We fight for the restoration of our shared climate.** We repudiate climate deniers or delayers.
- 3.1.9. **We believe in fairness and equality.** We assert the urgent rights of the Global South to prosperity and the rights of Indigenous people to sovereignty.
- 3.1.10. **We lead by example.** We are a new voice in the environmental movement shining light on the path ahead; we do not need to defeat the old voices to succeed.
- 3.1.11. **We do not blame or shame.** We rise above those who attack or blame individuals, setting our mission on the task at hand.

3.2. RePlanet Policy Pillars:

- 3.2.1. Rewilding
- 3.2.2. Agriculture, Land Sparing and Biodiversity
- 3.2.3. Clean Energy in Abundance
- 3.2.4. Climate Prosperity

3.3. RePlanet Red Lines:

- 3.3.1. RePlanet does not support the expansion or continuance of fossil fuels except in limited cases in developing countries or industries where clean energy alternatives such as renewables or nuclear are not available.
- 3.3.2. RePlanet does not support, advocate for or ally itself with misinformation or anti-science conspiracy theories.
- 3.3.3. RePlanet does not support the expansion or intensification of animal agriculture practices that may increase or maintain animal suffering.

4. Classes of members

- 4.1. The membership of the association consists of any of the following classes of members:
 - 4.1.1. Ordinary member
 - 4.1.1.1. An ordinary member is a voting member who can also hold an office bearer position, i.e treasurer, president.
 - 4.1.2. Community member
 - 4.1.2.1. Community member is a non-voting membership class open to members of the community who wish to be affiliated with RePlanet Australia but not take on administrative responsibilities.
 - 4.1.3. Consultant member
 - 4.1.3.1. Consultant member is a non-voting membership class open to professionals who wish to provide expertise and be affiliated with RePlanet Australia but not take on administrative responsibilities.
- 4.2. The number of ordinary, community, and consultant members is unlimited.

5. New membership

- 5.1. An applicant for membership of the association must be proposed by 1 member of the association (the proposer) and seconded by another member (the seconder).
- 5.2. An application for membership must be—
 - 5.2.1. in writing; and
 - 5.2.2. in the form decided by the management committee.

6. Membership fees

- 6.1. The membership fee for each ordinary membership and for each other class of membership (if any)—
 - 6.1.1. is the amount decided by the members from time to time at a general meeting; and
 - 6.1.2. is payable when, and in the way, the management committee decides.

7. Admission and rejection of new members

- 7.1. The management committee must consider an application for membership at the next committee meeting held after it receives—
 - 7.1.1. the application for membership; and
 - 7.1.2. the appropriate membership fee for the application.
- 7.2. The management committee must ensure that, as soon as possible after the person applies to become a member of the association, and before the management committee considers the persons application, the person is advised—
 - 7.2.1. whether or not the association has public liability insurance; and
 - 7.2.2. if the association has public liability insurance—the amount of the insurance.
- 7.3. The management committee must decide at the meeting whether to accept or reject the application.

- 7.4. If a majority of the members of the management committee present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member for the class of membership applied for.
- 7.5. The secretary of the association must, as soon as practicable after the management committee decides to accept or reject an application, give the applicant a written notice of the decision.

8. When membership ends

- 8.1. A member may resign from the association by giving a written notice of resignation to the secretary.
- 8.2. The resignation takes effect at—
 - 8.2.1. the time the notice is received by the secretary; or
 - 8.2.2. if a later time is stated in the notice—the later time.
- 8.3. The management committee may terminate a member's membership if the member—
 - 8.3.1. is convicted of an indictable offence; or
 - 8.3.2. does not comply with any of the provisions of these rules; or
 - 8.3.3. has membership fees in arrears for at least 2 months; or
 - 8.3.4. conducts themselves in a way considered to be injurious or prejudicial to the character or interests of the association. This means breaching RePlanet's principles and values (see [3.1](#)), RePlanet's four policy pillars (see [3.2](#)), RePlanet's Red Lines (see [3.3](#)) or RePlanet Branding.
- 8.4. Before the management committee terminates a member's membership, the committee must give the member a full and fair opportunity to show why the membership should not be terminated.
- 8.5. If, after considering all representations made by the member, the management committee decides to terminate the

membership, the secretary of the committee must give the member a written notice of the decision.

9. Appeal against rejection or termination of membership

- 9.1. A person whose application for membership has been rejected, or whose membership has been terminated, may give the secretary written notice of the person's intention to appeal against the decision.
- 9.2. A notice of intention to appeal must be given to the secretary within 1 month after the person receives written notice of the decision.
- 9.3. If the secretary receives a notice of intention to appeal, the secretary must, within 1 month after receiving the notice, call a general meeting to decide the appeal.

10. General meeting to decide appeal

- 10.1. The general meeting to decide an appeal must be held within 3 months after the secretary receives the notice of intention to appeal.
- 10.2. At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.
- 10.3. Also, the management committee and the members of the committee who rejected the application or terminated the membership must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated.
- 10.4. An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting.
- 10.5. If a person whose application for membership has been rejected does not appeal against the decision within 1 month after receiving written notice of the decision, or the person

appeals but the appeal is unsuccessful, the secretary must, as soon as practicable, refund the membership fee paid by the person.

11. Register of members

- 11.1. The management committee must keep a register of members of the association.
- 11.2. The register must include the following particulars for each member—
 - 11.2.1. the full name of the member;
 - 11.2.2. the postal or residential address of the member;
 - 11.2.3. the date of admission as a member;
 - 11.2.4. the date of death or time of resignation of the member;
 - 11.2.5. details about the termination or reinstatement of membership;
 - 11.2.6. Membership type
 - 11.2.7. any other particulars the management committee or the members at a general meeting decide.
- 11.3. The register must be open for inspection by members of the association at all reasonable times.
- 11.4. A member must contact the secretary to arrange an inspection of the register.
- 11.5. However, the management committee may, on the application of a member of the association, withhold information about the member (other than the members full name) from the register available for inspection if the management committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

12. Prohibition on use of information on register of members

- 12.1. A member of the association must not—

- 12.1.1. use information obtained from the register of members of the association to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes; or
 - 12.1.2. disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes.
- 12.2. Subrule (12.1.1) does not apply if the use or disclosure of the information is approved by the association.

13. Appointment or election of secretary

- 13.1. The secretary must be an individual residing in Queensland.
- 13.2. An ordinary member of the association elected by the association as secretary; or
 - 13.2.1. any of the following persons appointed by the management committee as secretary—
 - 13.2.1.1. a member of the associations management committee;
 - 13.2.1.2. another ordinary member of the association;
 - 13.2.1.3. another person.
- 13.3. If a vacancy happens in the office of secretary, the members of the management committee must ensure a secretary is appointed or elected for the association within 1 month after the vacancy happens.
- 13.4. If the management committee appoints a person mentioned in subrule (13.2.1.2) as secretary, other than to fill a casual vacancy on the management committee, the person does not become a member of the management committee.
- 13.5. However, if the management committee appoints a person mentioned in subrule (13.2.1.2) as secretary to fill a casual

vacancy on the management committee, the person becomes a member of the management committee.

- 13.6. If the management committee appoints a person mentioned in subrule (13.2.1.3) as secretary, the person does not become a member of the management committee.
- 13.7. In this rule— casual vacancy, on a management committee, means a vacancy that happens when an elected member of the management committee resigns, dies or otherwise stops holding office.

14. Removal of secretary

- 14.1. The management committee of the association may at any time remove a person appointed by the committee as the secretary.
- 14.2. If the management committee removes a secretary who is a person mentioned in rule 13.2.1.1, the person remains a member of the management committee.
- 14.3. If the management committee removes a secretary who is a person mentioned in rule 13.2.1.2 and who has been appointed to a casual vacancy on the management committee under rule 19.1, the person remains a member of the management committee.

15. Functions of secretary

- 15.1. The secretary's functions include, but are not limited to—
 - 15.1.1. calling meetings of the association, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the president of the association; and
 - 15.1.2. keeping minutes of each meeting; and
 - 15.1.3. keeping copies of all correspondence and other documents relating to the association; and
 - 15.1.4. maintaining the register of members of the association.

16. Membership of management committee

- 16.1. The management committee of the association consists of a president, treasurer, secretary and any other members the association members elect at a general meeting to a maximum of five management committee members.
- 16.2. A member of the management committee, other than a secretary appointed by the management committee under rule 13.2.1.3, must be an ordinary member of the association.
- 16.3. At each annual general meeting of the association, the members of the management committee must retire from office, but are eligible for re-election.
- 16.4. A member of the association may be appointed to a casual vacancy on the management committee under rule 19.1.

17. Electing the management committee

- 17.1. A member of the management committee may only be elected as follows—
 - 17.1.1. any ordinary member may nominate as a candidate to serve as a member of the management committee;
 - 17.1.2. the nomination must be—
 - 17.1.2.1. in writing; and
 - 17.1.2.2. signed by the candidate if in hard copy, or email;and
 - 17.1.2.3. given to the secretary at least 14 days before the annual general meeting at which the election is to be held;
 - 17.1.2.4. each member of the association present and eligible to vote at the annual general meeting may vote for 1 candidate for each vacant position on the management committee;

- 17.1.2.5. if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.
- 17.1.3. A list of the candidates' names in alphabetical order, with the names of the candidates circulated to ordinary members at least 7 days immediately preceding the annual general meeting.
- 17.1.4. If required by the management committee, balloting lists must be prepared containing the names of the candidates in alphabetical order.
- 17.1.5. The management committee must ensure that, before a candidate is elected as a member of the management committee, the candidate is advised—
 - 17.1.5.1. whether or not the association has public liability insurance; and
 - 17.1.5.2. if the association has public liability insurance—the amount of the insurance.

18. Resignation, removal or vacation of office of management committee member

- 18.1. A member of the management committee may resign from the committee by giving written notice of resignation to the secretary.
- 18.2. The resignation takes effect at—
 - 18.2.1. the time the notice is received by the secretary; or
 - 18.2.2. if a later time is stated in the notice—the later time.
- 18.3. A member may be removed from office at a general meeting of the association if a majority of the members present and eligible to vote at the meeting vote in favour of removing the member.
- 18.4. Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why they should not be removed from office.

- 18.5. A member has no right of appeal against the members removal from office under this rule.

19. Vacancies on management committee

- 19.1. If a casual vacancy happens on the management committee, the continuing members of the committee may appoint another ordinary member of the association to fill the vacancy until the next annual general meeting.
- 19.2. The continuing members of the management committee may act despite a casual vacancy on the management committee.
- 19.3. However, if the number of committee members is less than the number fixed under rule 22.1 as a quorum of the management committee, the continuing members may act only to—
- 19.3.1. increase the number of management committee members to the number required for a quorum; or
 - 19.3.2. call a general meeting of the association.

20. Functions of management committee

- 20.1. Subject to these rules or a resolution of the members of the association carried at a general meeting, the management committee has the general control and management of the administration of the affairs, property and funds of the association.
- 20.2. The management committee has authority to interpret the meaning of these rules and any matter relating to the association on which the rules are silent.
- 20.3. The management committee may exercise the powers of the association—
- 20.3.1. to borrow, raise or secure the payment of amounts in a way the members of the association decide; and

- 20.3.2. to secure the amounts mentioned in 20.3.1 or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the association in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the associations property, both present and future; and
 - 20.3.3. to purchase, redeem or pay off any securities issued; and
 - 20.3.4. to borrow amounts from members and pay interest on the amounts borrowed; and
 - 20.3.5. to mortgage or charge the whole or part of its property; and
 - 20.3.6. to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the association; and
 - 20.3.7. to provide and pay off any securities issued; and
 - 20.3.8. to invest in a way the members of the association may from time to time decide.
- 20.4. For subrule (20.3.4), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by—
- 20.4.1. the financial institution for the association; or
 - 20.4.2. if there is more than 1 financial institution for the association—the financial institution nominated by the management committee.

21. Role of the President

- 21.1. The President's role is to be the first among equals, facilitating the work of the management committee in ensuring the ongoing success of the organisation.
- 21.2. The President of RePlanet Australia shall be the organisation's representative at the RePlanet general assembly.

- 21.3. The President of RePlanet Australia may be elected by the RePlanet general assembly to sit on the RePlanet board.
 - 21.3.1. The President must do their best to attend RePlanet board meetings and comply with RePlanet board rules.
 - 21.3.2. The President should facilitate two way communication between the RePlanet Board and the RePlanet Australia management committee.
- 21.4. In the absence of appointed spokespersons, the President may act in the role of spokesperson for the organisation.

22. Meetings of the management committee

- 22.1. Subject to this rule, the management committee may meet and conduct its proceedings as it considers appropriate.
- 22.2. The management committee must meet at least once every 4 months to exercise its functions.
- 22.3. The management committee must decide how a meeting is to be called.
- 22.4. Notice of a meeting is to be given in the way decided by the management committee.
- 22.5. The management committee may hold meetings, or permit a committee member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- 22.6. A committee member who participates in the meeting as mentioned in 22.5 is taken to be present at the meeting.
- 22.7. A question arising at a committee meeting is to be decided by a majority vote of members of the committee present at the meeting and, if the votes are equal, the question is decided in the negative.
- 22.8. A member of the management committee must not vote on a question about a contract or proposed contract with the association if the member has an interest in the contract or proposed contract and, if the member does vote, the members vote must not be counted.

- 22.9. The president is to preside as chairperson at a management committee meeting.
- 22.10. If there is no president or if the president is not present within 10 minutes after the time fixed for a management committee meeting, the members may choose 1 of their number to preside as chairperson at the meeting.

23. Quorum for, and adjournment of, management committee meeting

- 23.1. At a management committee meeting, three management committee members form a quorum.
- 23.2. If there is no quorum within 30 minutes after the time fixed for a management committee meeting called on the request of members of the committee, the meeting lapses.
- 23.3. If there is no quorum within 30 minutes after the time fixed for a management committee meeting called other than on the request of the members of the committee—
 - 23.3.1. the meeting is to be adjourned for at least 1 day; and
 - 23.3.2. the members of the management committee who are present are to decide the day, time and place of the adjourned meeting.
- 23.4. If, at an adjourned meeting mentioned in 22.3, there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

24. Special meeting of management committee

- 24.1. If the secretary receives a written request signed, either hard copy or e-petition, by at least 33% of the members of the management committee, the secretary must call a special meeting of the committee by giving each member of the committee notice of the meeting within 14 days after the secretary receives the request.

- 24.2. If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.
- 24.3. A request for a special meeting must state—
 - 24.3.1. why the special meeting is called; and
 - 24.3.2. the business to be conducted at the meeting.
- 24.4. A notice of a special meeting must state—
 - 24.4.1. the day, time and place of the meeting; and
 - 24.4.2. the business to be conducted at the meeting.
- 24.5. A special meeting of the management committee must be held within 14 days after notice of the meeting is given to the members of the management committee.

25. Minutes of management committee meetings

- 25.1. The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each management committee meeting are entered in a minute book.
- 25.2. To ensure the accuracy of the minutes, the minutes of each management committee meeting must be approved at the next management committee meeting to verify their accuracy.

26. Appointment of subcommittees

- 26.1. The management committee may appoint a subcommittee consisting of members of the association considered appropriate by the committee to help with the conduct of the association's operations.
- 26.2. A member of the subcommittee who is not a member of the management committee is not entitled to vote at a management committee meeting.
- 26.3. A subcommittee may elect a chairperson of its meetings.
- 26.4. If a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a meeting,

the members present may choose 1 of their number to be chairperson of the meeting.

- 26.5. A subcommittee may meet and adjourn as it considers appropriate.
- 26.6. A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.
- 26.7. Subcommittee meetings must be minuted and minutes submitted to the association secretary within 7 days of the subcommittee meeting.

27. Acts not affected by defects or disqualifications

- 27.1. An act performed by the management committee, a subcommittee or a person acting as a member of the management committee is taken to have been validly performed.
- 27.2. 26.1 applies even if the act was performed when—
 - 27.2.1. there was a defect in the appointment of a member of the management committee, subcommittee or person acting as a member of the management committee; or
 - 27.2.2. a management committee member, subcommittee member or person acting as a member of the management committee was disqualified from being a member.

28. Resolutions of management committee without meeting

- 28.1. A written resolution agreed to in writing by each member of the management committee is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.

29. First Management Committee

- 29.1. The first association president shall be (Insert Name)
- 29.2. The first association secretary shall be Riani Perrin
- 29.3. The first association treasurer shall be Tyrone D'Lisle

30. Annual general meetings

- 30.1. Each subsequent annual general meeting must be held—
 - 30.1.1. at least once each year; and
 - 30.1.2. within 3 months after the end date of the association's reportable financial year.

31. Notice of general meeting

- 31.1. The secretary may call a general meeting of the association.
- 31.2. The secretary must give at least 14 days notice of the meeting to each member of the association.
- 31.3. If the secretary is unable or unwilling to call the meeting, the president must call the meeting.
- 31.4. The management committee may decide the way in which the notice must be given.
 - 31.4.1. However, notice of the following meetings must be given in writing—
 - 31.4.1.1. a meeting called to hear and decide the appeal of a person against the management committee's decision—
 - 31.4.1.2. to reject the person's application for membership of the association; or
 - 31.4.1.3. to terminate the person's membership of the association;
 - 31.4.2. a meeting called to hear and decide a proposed special resolution of the association.
- 31.5. A notice of a general meeting must state the business to be conducted at the meeting.

32. Quorum for, and adjournment of, general meeting

- 32.1. The quorum for a general meeting is at least the number of members elected or appointed to the management committee plus 1.
- 32.2. However, if all members of the association are members of the management committee, the quorum is the total number of members less 1.
- 32.3. No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.
- 32.4. If there is no quorum within 30 minutes after the time fixed for a general meeting called on the request of members of the management committee or the association, the meeting lapses.
- 32.5. If there is no quorum within 30 minutes after the time fixed for a general meeting called other than on the request of members of the management committee or the association—
 - 32.5.1. the meeting is to be adjourned for at least 7 days; and
 - 32.5.2. the management committee is to decide the day, time and place of the adjourned meeting.
- 32.6. The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- 32.7. If a meeting is adjourned under subrule (6), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- 32.8. The secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.
- 32.9. If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

33. Procedure at general meeting

- 33.1. A member may take part and vote in a general meeting in person, by proxy, by attorney or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- 33.2. A member who participates in a meeting as mentioned in subrule (1) is taken to be present at the meeting.
- 33.3. At each general meeting—
 - 33.3.1. the president is to preside as chairperson; and
 - 33.3.2. if there is no president or if the president is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the members present must elect 1 of their number to be chairperson of the meeting; and
 - 33.3.3. the chairperson must conduct the meeting in a proper and orderly way.

34. Voting at general meeting

- 34.1. At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the members present.
- 34.2. Each member present and eligible to vote is entitled to 1 vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.
- 34.3. A member is not entitled to vote at a general meeting if the member's annual subscription is in arrears at the date of the meeting.
- 34.4. The method of voting is to be decided by the management committee.
- 34.5. However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
- 34.6. If a secret ballot is held, the chairperson must appoint 2 members to conduct the secret ballot in the way the chairperson decides.

- 34.7. The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.

35. Special general meeting

- 35.1. The secretary must call a special general meeting by giving each member of the association notice of the meeting within 14 days after—
- 35.1.1. being directed to call the meeting by the management committee; or
 - 35.1.2. being given a written request signed by—
 - 35.1.2.1. at least 33% of the number of members of the management committee when the request is signed; or
 - 35.1.2.2. at least the number of ordinary members of the association equal to double the number of members of the association on the management committee when the request is signed plus 1; or
 - 35.1.3. being given a written notice of an intention to appeal against the decision of the management committee—
 - 35.1.3.1.1. to reject an application for membership; or
 - 35.1.3.1.2. to terminate a person's membership.
- 35.2. A request mentioned in rule 35.1.1 must state—
- 35.2.1. why the special general meeting is being called; and
 - 35.2.2. the business to be conducted at the meeting.
- 35.3. A special general meeting must be held within 3 months after the secretary—
- 35.3.1.1. is directed to call the meeting by the management committee; or
 - 35.3.1.2. is given the written request mentioned in 35.1.1; or
 - 35.3.1.3. is given the written notice of an intention to appeal mentioned in rule 35.1.3.

- 35.4. If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

36. Proxies

- 36.1. An instrument appointing a proxy must be in writing via hard copy or email, and be in the following or similar form—
RePlanet Australia:

I, of , being

a member of the association, appoint

_____ of _____

as my proxy to vote for me on my behalf at the (annual) general meeting of the association, to be held on the day of _____ 20__ and at any adjournment of the meeting.

Signed this _____ day of _____ 20__.

- 36.2. The instrument appointing a proxy must—

36.2.1. if the appointor is an individual—be signed by the appointor or the appointor's attorney properly authorised in writing; or

36.2.2. if the appointor is a corporation—

36.2.2.1. be under seal; or

36.2.2.2. be signed by a properly authorised officer or attorney of the corporation.

- 36.3. A proxy may be a member of the association or another person.

- 36.4. The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.

- 36.5. Each instrument appointing a proxy must be given to the secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.

- 36.6. Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.

36.7. If a member wants a proxy to vote for or against a resolution, the instrument appointing the proxy must be in the following or similar form—

36.8.

RePlanet Australia:

I, of , being

a member of the association, appoint

_____ of _____

as my proxy to vote for me on my behalf at the (annual) general meeting of the association, to be held on the day of

_____ 20__ and at any adjournment of the meeting.

Signed this _____ day of _____ 20__.

Signature

This form is to be used *in favour of/*against [strike out whichever is not wanted] the following resolutions—
[List relevant resolutions]

37. Minutes of general meetings

37.1. The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting.

37.2. To ensure the accuracy of the minutes—

37.2.1. the minutes of each general meeting must be approved by the next general meeting to verifying their accuracy; and

37.2.2. the minutes of each annual general meeting must be approved by the next meeting of the association that is a general meeting or annual general meeting to verifying their accuracy.

- 37.3. If asked by a member of the association, the secretary must, within 28 days after the request is made—
- 37.3.1. make the minutes for a particular general meeting available for inspection by the member at a mutually agreed time and place; and
 - 37.3.2. give the member copies of the minutes of the meeting.
- 37.4. The association may require the member to pay the reasonable costs of providing copies of the minutes.

38. By-laws

- 38.1. The management committee may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the association.
- 38.2. A by-law may be set aside by a vote of members at a general meeting of the association.

39. Alteration of rules

- 39.1. These rules may be amended, repealed or added to by a special resolution carried at a general meeting.
- 39.2. However an amendment, repeal or addition is valid only if it is registered by the chief executive.

40. Funds and accounts

- 40.1. The funds of the association must be kept in an account in the name of the association in a financial institution decided by the management committee.
- 40.2. Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the association.
- 40.3. All amounts must be deposited in the financial institution account as soon as practicable after receipt.

- 40.4. A payment by the association of \$100 or more must be made by cheque or electronic funds transfer.
- 40.5. If a payment of \$100 or more is made by cheque, the cheque must be signed by any 2 of the following—
 - 40.5.1. the president;
 - 40.5.2. the secretary;
 - 40.5.3. the treasurer;
 - 40.5.4. any 1 of 3 other members of the association who have been authorised by the management committee to sign cheques issued by the association.
- 40.6. However, 1 of the persons who signs the cheque must be the president, the secretary or the treasurer.
- 40.7. Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.
- 40.8. A petty cash account must be kept on the imprest system, and the management committee must decide the amount of petty cash to be kept in the account.
- 40.9. All expenditure must be approved or ratified at a management committee meeting.

41. General financial matters

- 41.1. On behalf of the management committee, the treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.
- 41.2. The assets and income of the organisation shall be applied solely to further its objects and no portion shall be distributed directly or indirectly to the members of the organisation except as genuine compensation for services rendered or expenses incurred on behalf of the organisation.

42. Documents

- 42.1. The management committee must ensure the safe custody of books, documents, instruments of title and securities of the association.

43. Financial year

- 43.1. The end date of the association's financial year is June 30 each year.

44. Distribution of surplus assets to another entity

- 44.1. This rule applies if the association—
 - 44.1.1. If, upon the winding up or dissolution of the association
 - 44.1.2. has surplus assets.
- 44.2. The surplus assets must not be distributed among the members of the association.
- 44.3. The surplus assets must be given to another entity—
 - 44.3.1. having objects similar to the association's objects; and
 - 44.3.2. the rules of which prohibit the distribution of the entity's income and assets to its members.