

<INSERT DATE>

**THE AUSTRALIAN INSTITUTE OF ENERGY
HYDROGEN DIVISION**

ABN 95 001 509 173 GST REGISTERED BRANCH NUMBER 0--

**DRAFT RULES OF THE HYDROGEN DIVISION
AS ADOPTED ON 12th February 2003**

SPECIAL PROVISIONS

- 1 These Rules are subject to the Articles of Association of the Australian Institute of Energy and to the By-Laws of the Australian Institute of Energy and shall, for the purpose of construing these Rules be read with the Articles and the By-Laws of the Institute.

MEMBERSHIP OF THE HYDROGEN DIVISION

- 2 Membership of the Hydrogen Division shall comprise all members of the Institute who have an interest in promoting the responsible development of hydrogen energy and have indicated their desire to be part of the Division. Such members shall have voting rights in all matters under the control of the Division. A member of the Hydrogen Division will also be a member of a regional Branch of the Institute, and if he or she so desires may join more than one special interest Division.

COMMITTEE

- 3(1) The business of the Hydrogen Division shall be arranged by a Division Committee of not more than 12 members of the Division. The Division Committee shall include any Division members elected to Council and the remainder shall be elected by ballot as set out in Clauses 4(1) and 4(2). The Committee shall appoint from its own numbers an executive consisting of Chair, Vice Chair, Honorary Secretary and Honorary Treasurer.
- 3(2) The Chair, Vice Chair, Honorary Secretary, and Honorary Treasurer of the Division shall serve for one year from the date of the first Committee Meeting after the Annual General Meeting but shall be eligible for re-election.
- 3(3) At each Annual General Meeting the Committee, including the Executive, shall retire but shall be eligible for re-election.
- 3(4) If any member of the Committee shall, without leave of the Committee, be absent for more than half of the meetings of the Committee held in any period of 12 months, the Committee may resolve that this Committee position be vacated.

- 3(5) The Committee may fill by co-option any unfilled position or casual vacancy on the Committee which may arise between one Annual General Meeting and the next, and those so appointed shall retire at the succeeding Annual General Meeting but shall be eligible for immediate election for a full term.
- 3(6) Each Committee Member may, in accordance with Article 59, appoint any other member of the Division to be an alternative Committee member to sit in the member's place on the Committee.
- 3(7) Minutes shall be kept of all Committee Meetings, recording all significant business discussed and resolutions considered. Such minutes shall be confirmed at the following Committee Meeting.
- 3(8) The Committee may establish and dissolve subcommittees to facilitate the business of the Committee. The Chair of each subcommittee so established shall be a member of the Committee but the individual members of the subcommittee may be drawn from the total membership of the Division.
- 3(9) Committee meetings shall be held at intervals determined by the Committee, normally monthly, provided that no longer than three months shall elapse between Committee Meetings. All Committee members shall receive adequate notice of Committee Meetings.

ELECTION OF HYDROGEN DIVISION COMMITTEE

- 4(1) Nominations for the Hydrogen Division Committee Membership should be submitted in writing not less than 30 days before the Annual General Meeting. The nomination should have a proposer and a seconder both of whom are members of the Division and should be signed by the nominee.
- 4(2) A Ballot paper for the election of members to the Hydrogen Division Committee shall be issued to all financial members of the Division no later than 21 days before the Annual General Meeting. Completed Ballot papers are to be returned to the Returning Officer no later than seven days before the Annual General Meeting. Completed ballot papers shall be collected and votes counted by the Returning Officer appointed for the purpose by the Chair. The result of the ballot shall be announced at the Annual General Meeting. (Note: Method of counting will conform to Council Rules.)
- 4(3) In the event that insufficient nominations are received for the number of Committee positions, all nominations shall be declared elected at the Annual General Meeting, and any unfilled positions shall be treated as casual vacancies and filled at the discretion of the Committee.

FINANCE

- 5(1) The Honorary Treasurer shall keep proper records of all financial transactions of the Division. Such records shall be made up to the last day of June of each year and at the retirement of the Treasurer.
- 5(2) Such records shall be subject to audit by an auditor appointed at the Annual General Meeting of the Division. The audit shall be carried out annually. The audited Division accounts shall be received at the next Division Annual General Meeting.
- 5(3) A copy of the audited Division accounts shall be forwarded to Council via the Council's Honorary Treasurer, no later than 31 August each year, for incorporation into the annual accounts of the Australian Institute of Energy.
- 5(4) All accounts for payment shall be approved at meetings of the Committee. Payments shall be made by cheque or on-line bank transfer. The Division Committee may authorise the Honorary Treasurer to pay normal operating accounts, which are received between Committee meetings, providing that those payments shall be ratified by the Committee at its next meeting. All payments shall be authorised and cheques shall be signed by the Honorary Treasurer or any one of up to three additional current members of the Committee registered as signatories to the Division's accounts. The signatories of the Division's accounts are selected by the Committee and reviewed from time to time with changes in members and Officers. No signatory, including the Honorary Treasurer, can approve payments or sign cheques addressed to themself.
- 5(4) The Honorary Treasurer shall as soon as possible after commencement of a new Committee year prepare a budget of Division activities for that year, have it approved by the Division Committee and present it to Council for their approval no later than 1st July in each year.
- 5(5) Each Division shall register with the Australian Taxation Office as a separate 'branch' of the Australian Institute of Energy for Goods and Services Tax (GST) reporting purposes. The Honorary Treasurer shall complete and submit with payment of any tax owing, the Business Activity Statements (BAS) for the GST for the Division, to the schedule required by the Australian Taxation Office.

MEETINGS

- 6(1) Division meetings shall be held at such time and place as the Committee may appoint and conducted subject at all times to the provisions of the Articles of Association of the Institute.
- 6(2) The Division shall in each year hold one General Meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it. The Annual General Meeting shall be held at such time and place as the Committee shall determine, after receipt by the Committee of the audited accounts for the year to the 30th June and before the 1st of December.

- 6(3) All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
- 6(4) The Committee may, wherever it thinks fit, or whenever a sufficient number of members so request in writing, convene an Extraordinary General Meeting.

NOTICE OF MEETING

- 7(1) An Annual General Meeting and a General Meeting called for the passing of a Special Resolution shall be called by 21 days' notice in writing at the least, and a General Meeting of the Division other than an Annual General Meeting or a General Meeting for the passing of a Special Resolution shall be called by 14 days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of the meeting, and in the case of special business, the general nature of that business and shall be given by the Secretary in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Division in General Meeting, to all Members of the Division as are entitled to receive such notices.
- 7(2) On every notice convening a general meeting there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint a proxy and that a proxy need not also be a member.
- 7(3) The omission, unless wilfully made, to give notice of the meeting to, or the non-receipt of a notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings of that meeting.

PROCEEDINGS AT GENERAL MEETINGS

- 8(1) All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting with the exception of the Consideration of the accounts, balance sheet, and reports of the Committee and Auditors, the election of the Members of the Committee in place of those retiring and the appointment of the Auditors.
- 8(2) The quorum at any General Meeting shall be 12 Members or half of the Division members, whichever is the lesser, personally present and entitled to be present and vote thereat, and no business shall be transacted at any such Meeting unless the quorum be present at the commencement of business.
- 8(3) If within half an hour from time to time appointed for a General Meeting a quorum is not present, the Meeting, if convened upon the requisition of Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members, not

being less than six, present shall be a quorum but no business shall be transacted other than that notified in the notice convening the meeting.

- 8(4) The Chair, or failing him or her the Vice Chair (being a member of the Division) shall act as Chair of General Meetings. If neither of these officers is present within 14 minutes after the time appointed for the holding of the meeting and willing to act, the Office Bearers present shall elect one of their number to be Chair of the Meeting, or failing them the Members of the Division present shall elect one of their number to act as Chair of the Meeting.
- 8(5) The Chair may, with the consent of any General Meeting at which a quorum is present (and shall, if so desired by the Meeting), adjourn the Meeting from time to time and from place to place, but no business shall be transacted at any adjourned General Meeting other than the business left unfinished at the Meeting from which the adjournment took place. When a General Meeting is adjourned for 30 days or more, notice of the adjourned Meeting shall be given as in the case of an original Meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned Meeting.
- 8(6) At any General Meeting a motion put to the vote of the Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded -
- a by the Chair; or
 - b by at least three Members present in person or by proxy.

Unless a poll be so demanded a declaration by the Chair that a resolution has by a show of hands been carried unanimously, or by a particular majority, or lost, and an entry to that effect in the Minutes of the Division shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such a resolution. The demand for a poll may be withdrawn.

- 8(7) If a poll is duly demanded it shall be taken in such manner as the Chair directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 8(8) In the case of an equality of votes, whether on a show of hands on a poll, the Chair of the Meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
- 8(9) A poll demanded on the election of a Chair or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chair of the Meeting directs, any business other than that upon which a poll has been demanded may be proceeded, with pending the taking of the poll.
- 8(10) The Secretary shall keep Minutes of all transactions at Meetings of the Division.

COMMUNICATION WITH DIVISION MEMBERS

- 9 Notices of all meetings, the Annual Meeting and any Extraordinary General Meetings shall be provided to all financial members of the Division in writing, unless agreed by individual members that such notices may be transmitted to them by accepted electronic means. However, Ballot papers shall be provided and returned in hard copy form to maintain the integrity of the ballot.

AMMENDMENTS

- 10 These Rules may only be approved or amended at an Annual General Meeting or an Extraordinary Meeting of the Hydrogen Division called for that purpose. All Rules or amendments so agreed must be submitted to Council for approval and shall not take effect until after such approval is granted.

* * * * *