

Rules of the

REC AGENTS ASSOCIATION

INCORPORATED

(ABN 950 64 032 965)

Registered as an Incorporated Association in Victoria on 22 September 2011 and with the Australian Securities and Investments Commission on 19 March 2012.

These Rules adopted by the REC Agents Association on 14 December 2011.

RULES OF THE REC AGENTS ASSOCIATION

1 Name

The name of the incorporated association is REC Agents Association Incorporated (in these Rules called "the Association" or "RAA").

2 Definitions

(1) In these Rules, unless the contrary intention appears—

Agent(s) means a registered person pursuant to Division 2 Part 2 of the Renewable Energy (Electricity) Act 2000;

Client(s) means an Installer and/or Owner using the REC creation services (or otherwise) of an Agent;

Code of Conduct means the code of conduct of the Association regulating the conduct of and between members and the Association detailed in Schedule 3

Code of Practice means the code of practice to be agreed by the members regulating their dealings with Clients in accordance with Schedule 2;

Conduct Committee means the conduct and advisory committee established by the Association in accordance with Rule 7 and Schedule 4;

committee means the committee of management of the Association;

financial year means the year ending on 30 June;

general meeting means a general meeting of members convened in accordance with rule 12;

Installer means an installer, supplier or developer of Systems;

member means a member of the Association and includes a person, a body, company and any directors;

ordinary member of the committee means a member of the committee who is not an officer of the Association under rule 21;

Owner means the owner of the System with the right to assign the right to create RECs in accordance with the *Renewable Energy (Electricity) Act 2000 Cth* and the *Renewable Energy (Electricity) Regulations 2001 Cth*;

Purpose and Objectives means the purpose and objectives of the Association as detailed in Schedule 1;

REC means a large-scale generation certificate or a small-scale technology certificate;

Regulations means regulations under the Act;

regulator means any relevant regulator, including, without limitation, the office of the renewable energy regulator and/or the clean energy regulator;

relevant documents has the same meaning as in the Act;

System(s) means both large and small scale generation device(s) that generate electricity from eligible sources of renewable energy and/or solar water heaters;

the Act means the **Associations Incorporation Act 1981**.

- (2) In these Rules, a reference to the Secretary of an Association is a reference—
- (a) if a person holds office under these Rules as Secretary of the Association—
to that person; and
 - (b) in any other case, to the public officer of the Association.

3 Alteration of the rules

These Rules and the statement of Purpose and Objectives of the Association must not be altered except in accordance with the Act.

4 Membership, entry fees and subscription

- (1) A person who applies and is approved for membership as provided in these Rules is eligible to be a member of the Association on payment of the annual membership fee under these Rules and detailed in Appendix 4.
- (2) A person who is not a member of the Association at the time of the incorporation of the Association (or who was a member at that time but has ceased to be a member) must not be admitted to membership unless—
- (a) he or she applies for membership in accordance with subrule (3); and
 - (b) the admission as a member is approved by the committee.
- (3) An application of a person for membership of the Association must—
- (a) be made in writing in the form set out in Appendix 1;

- (b) include such further information as the committee may require from time to time including but not limited to:
 - (i) for applicants for Gold Accreditation, audited financial accounts and/or whether they are the registered holder of an Australian Financial Services Licence; and
 - (ii) for applicants for Silver Accreditation, financial accounts with a preference for audited accounts.
- (c) be lodged with the Secretary of the Association.
- (4) As soon as practicable after the receipt of an application, the Secretary must refer the application to the committee.
- (5) The committee must determine whether to approve or reject the application and may do so in their absolute discretion. However the committee will consider for Gold and Silver Accredited Members the following as part of their criteria being the capability to:
 - (i) manage supplier and customer contracts;
 - (ii) establish and manage customer accounts;
 - (iii) effect appropriate billing procedures;
 - (iv) operate appropriate management systems and procedures;
 - (v) understand the REC and OTC markets; and
 - (vi) provide relevant information about the legislation and regulations to their customers.
- (6) If the committee approves an application for membership, the Secretary must, as soon as practicable—
 - (a) notify the applicant in writing of the approval for membership subject to receipt of the annual membership fee; and
 - (b) request payment within 28 days after receipt of the notification of the sum payable under these Rules as the annual membership fee.
- (7) The Secretary must, within 28 days after receipt of the amounts referred to in subrule (6), enter the applicant's name in the register of members.

- (8) An applicant for membership becomes a member and is entitled to exercise the rights of membership when his or her name is entered in the register of members.
- (9) If the committee rejects an application, the committee must, as soon as practicable, notify the applicant in writing that the application has been rejected.
- (10) A right, privilege, or obligation of a person by reason of membership of the Association—
 - (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates upon the cessation of membership whether by death or resignation or otherwise.
- (11) The annual membership fee is the applicable amount set out in Appendix 4 for the relevant membership category and is payable on becoming a member for each part year and in advance on or before 1 July in each year.

5 Register of members

- (1) The Secretary must keep and maintain a register of members containing—
 - (a) the name and address of each member;
 - (b) the date on which each member's name was entered in the register.
 - (c) the category of membership; and
 - (d) status of membership for example, pending, current, suspended, de-accredited, cancelled or resigned.
- (2) The register is available for inspection free of charge by any member upon request.
- (3) A member may make a copy of entries in the register.
- (4) The register shall be made publicly available on the website of the Association but may exclude address details of members in the discretion of the committee.

6 Ceasing membership

- (1) A member of the Association who has paid all moneys due and payable by a member to the Association may resign from the Association by giving one month's notice in writing to the Secretary of his or her intention to resign.
- (2) After the expiry of the period referred to in subrule (1)—
 - (a) the member ceases to be a member; and

- (b) the Secretary must record in the register of members the date on which the member ceased to be a member.

7 Complaints by Non-Members

- (1) The complaints procedure set out in this rule and Schedule 4 apply if the Association receives a written complaint from a Client about one of its members supported with substantiated documentation in a format specified by the committee outlining the complaint the committee will investigate in accordance with Schedule 4. The committee will amongst other matters establish a Conduct Committee to consider such matters.
- (2) The Conduct Committee shall consist of a minimum of three (3) and a maximum of five (5) persons appointed by the committee from officers of the Association, members, representatives of the clean energy regulator and any other person deemed by the committee to have the necessary experience and expertise.

8 Discipline, de-accreditation, suspension and expulsion of members & Complaint from Regulator

- (1) Subject to these Rules and subrule (10) to (12), if the committee is of the opinion that a member has refused or neglected to comply with these Rules, the Code of Practice, the Code of Conduct or has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association, the committee may by resolution—
 - (a) de-accredit that member; and / or
 - (b) suspend that member from membership of the Association for a specified period; and / or
 - (c) fine that member an amount not exceeding \$500;
 - (d) issue a written warning to that member; or
 - (e) expel that member from the Association,
- (2) A resolution of the committee under subrule (1):
 - (a) does not take effect unless the committee confirms the resolution at a meeting held in accordance with subrule (3); and

- (b) if the member exercises a right of appeal to the Association under this rule, the resolution is effective until such time as the Association in general meeting revokes the resolution of the committee.

This subrule (2) does not prevent the committee from subsequently varying or revoking its resolution.

- (3) A meeting of the committee to confirm or revoke a resolution passed under subrule (1) must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with subrule (4).
- (4) For the purposes of giving notice in accordance with subrule (3), the Secretary must, as soon as practicable, cause to be given to the member a written notice—
 - (a) setting out the resolution of the committee and the grounds on which it is based; and
 - (b) stating that the member, or his or her representative, may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member; and
 - (c) stating the date, place and time of that meeting; and
 - (d) informing the member that he or she may do one or both of the following—
 - (i) attend that meeting;
 - (ii) give to the committee before the date of that meeting a written statement seeking the revocation of the resolution; and
 - (e) informing the member that, if at that meeting, the committee confirms the resolution, he or she may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.
- (5) At a meeting of the committee to confirm or revoke a resolution passed under subrule (1), the committee must—
 - (a) give the member, or his or her representative, an opportunity to be heard; and
 - (b) give due consideration to any written statement submitted by the member; and
 - (c) determine by resolution whether to confirm or to revoke the resolution.

- (6) If at the meeting of the committee, the committee confirms the resolution, the member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.
- (7) If the Secretary receives a notice under subrule (6), he or she must notify the committee and the committee must convene a general meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.
- (8) At a general meeting of the Association convened under subrule (7)—
 - (a) no business other than the question of the appeal may be conducted; and
 - (b) the committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
 - (c) the member, or his or her representative, must be given an opportunity to be heard; and
 - (d) the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (9) A resolution is confirmed if, at the general meeting, not less than two-thirds of the members vote in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.
- (10) If the committee confirms the resolution in accordance with subrule 6, members agree and acknowledge that the Association may refer all relevant details of the breach to the Code of Conduct to the relevant regulator.
- (11) If the Association receives a written notification from a relevant regulator that a member of the Association no longer meets the regulator's requirements for registration as an Agent based on that member not being a fit and proper person or otherwise, then the Association will immediately suspend, de-accredit or expel that member in accordance with the regulator's request and the member acknowledges that it has no rights against the Association for acting on the direction of the relevant regulator.
- (12) If the Association receives a written complaint from a relevant regulator (accompanied by a written report detailing the evidence of the regulator's

investigation and a summary of its findings) directing/requesting the Association to suspend a member:

- (a) the committee will promptly direct the Conduct Committee to undertake its own investigation into the complaint lodged by the regulator against the member in accordance with Schedule 4 to determine whether the member has breached the Code of Conduct.; and
- (b) the member waives all rights it may have against the Association for such suspension, de-accreditation and/or expulsion in recognition that the Association has acted on the direction/request of the relevant regulator and conducted its own internal investigations.

9 Disputes and mediation

- (1) The grievance procedure set out in this rule applies to disputes under these Rules between—
 - (a) a member and another member; or
 - (b) a member and the Association.
- (2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (4) The mediator must be—
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement—
 - (i) in the case of a dispute between a member and another member, a person appointed by the committee of the Association; or
 - (ii) in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (5) A member of the Association can be a mediator.

- (6) The mediator cannot be a member who is a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must—
 - (a) give the parties to the mediation process every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

10 Annual general meetings

- (1) The committee may determine the date, time and place of the annual general meeting of the Association however the committee is to use reasonable endeavours to hold such meeting in September of each year.
- (2) The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- (3) The ordinary business of the annual general meeting shall be—
 - (a) to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting; and
 - (b) to receive from the committee reports upon the transactions of the Association during the last preceding financial year; and
 - (c) to elect officers of the Association and the ordinary members of the committee; and
 - (d) to receive and consider the statement submitted by the Association in accordance with section 30(3) of the Act.
- (4) The annual general meeting may conduct any special business of which notice has been given in accordance with these Rules.

11 Special general meetings

- (1) In addition to the annual general meeting, any other general meetings may be held in the same year.
- (2) All general meetings other than the annual general meeting are special general meetings.
- (3) The committee may, whenever it thinks fit, convene a special general meeting of the Association.
- (4) If, but for this subrule, more than 15 months would elapse between annual general meetings, the committee must convene a special general meeting before the expiration of that period.
- (5) The committee must, on the request in writing of members representing not less than 5 per cent of the total number of members, convene a special general meeting of the Association.
- (6) The request for a special general meeting must—
 - (a) state the objects of the meeting; and
 - (b) be signed by the members requesting the meeting; and
 - (c) be sent to the address of the Secretary.
- (7) If the committee does not cause a special general meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the members making the request, or any of them, may convene a special general meeting to be held not later than 3 months after that date.
- (8) If a special general meeting is convened by members in accordance with this rule, it must be convened in the same manner so far as possible as a meeting convened by the committee and all reasonable expenses incurred in convening the special general meeting must be refunded by the Association to the persons incurring the expenses.

12 Special business

All business that is conducted at a special general meeting and all business that is conducted at the annual general meeting, except for business conducted under

the rules as ordinary business of the annual general meeting, is deemed to be special business.

13 Notice of general meetings

- (1) The Secretary of the Association:
 - (a) at least 14 days, or
 - (b) if a special resolution has been proposed at least 21 days,before the date fixed for holding a general meeting of the Association, must cause to be sent to each member of the Association, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
- (2) Notice may be sent—
 - (a) by prepaid post to the address appearing in the register of members; or
 - (b) if the member requests, by facsimile transmission or electronic transmission.
- (3) No business other than that set out in the notice convening the meeting may be conducted at the meeting.
- (4) A member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next general meeting.

14 Quorum at general meetings

- (1) No item of business may be conducted at a general meeting unless a quorum of members entitled under these Rules to vote is present at the time when the meeting is considering that item.
- (2) Five members personally present (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the conduct of the business of a general meeting.
- (3) If, within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present—

- (i) in the case of a meeting convened upon the request of members—the meeting must be dissolved; and
 - (ii) in any other case—the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members personally present (being not less than 3) shall be a quorum.

15 Presiding at general meetings

- (1) The President, or in the President's absence, the Vice-President, shall preside as Chairperson at each general meeting of the Association.
- (2) If the President and the Vice-President are absent from a general meeting, or are unable to preside, the members present must select one of their number to preside as Chairperson.

16 Adjournment of meetings

- (1) The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.
- (2) No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- (3) If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with rule 13.
- (4) Except as provided in subrule (3), it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

17 Voting at general meetings

- (1) Upon any question arising at a general meeting of the Association, a member has the number of votes as specified in Appendix 4.
- (2) All votes must be given personally or by proxy.

- (3) In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- (4) A member is not entitled to vote at a general meeting unless all moneys due and payable by the member to the Association have been paid in respect of the current financial year.

18 Poll at general meetings

- (1) If at a meeting a poll on any question is demanded by not less than 3 members, it must be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- (2) A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

19 Manner of determining whether resolution carried

- (1) If a question arising at a general meeting of the Association is determined on a show of hands—
 - (a) a declaration by the Chairperson that a resolution has been—
 - (i) carried; or
 - (ii) carried unanimously; or
 - (iii) carried by a particular majority; or
 - (iv) lost; and
 - (b) an entry to that effect in the minute book of the Association—

is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

20 Proxies

- (1) Each member is entitled to appoint another member as a proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy must be—
 - (a) for a meeting of the Association convened under rule 7(7), in the form set out in Appendix 2; or
 - (b) in any other case, in the form set out in Appendix 3.

21 Committee of management

- (1) The affairs of the Association shall be managed by the committee.
- (2) The committee—
 - (a) shall control and manage the business and affairs of the Association; and
 - (b) may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the Association; and
 - (c) subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the committee to be essential for the proper management of the business and affairs of the Association.
- (3) Subject to section 24 of the Act, the committee shall consist of—
 - (a) the officers of the Association; and
 - (b) a minimum of one ordinary member and up to a maximum of four ordinary members.

each of whom shall be elected at the annual general meeting of the Association in each year.

22 Office holders

- (1) The officers of the Association shall be members or an employee of a member and include—
 - (a) a President;

- (b) a Vice-President;
 - (c) a Treasurer; and
 - (d) a Secretary.
- (2) The provisions of rule 24, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices referred to in subrule (1).
 - (3) Each officer of the Association shall hold office until the annual general meeting next after the date of his or her election but is eligible for re-election.
 - (4) In the event of a casual vacancy in any office referred to in subrule (1), the committee may appoint one of its members to the vacant office and the member appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of the appointment.
 - (5) Officers of the Association will be remunerated for their services and reasonable expenses in conducting the business of the Association as agreed by the committee.
 - (6) The President and/or Vice President may appoint employees to the Association and/or independent contractors as agreed by the committee.
 - (7) The President and/or the Vice President shall be responsible for all media enquiries in respect of the Association and/or its members.

23 Ordinary members of the committee

- (1) Subject to these Rules, each ordinary member of the committee shall hold office until the annual general meeting next after the date of election but is eligible for re-election.
- (2) In the event of a casual vacancy occurring in the office of an ordinary member of the committee, the committee may appoint a member of the Association to fill the vacancy and the member appointed shall hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of the appointment.

24 Election of officers and ordinary committee members

- (1) Nominations of candidates for election as officers of the Association or as ordinary members of the committee must be—
 - (a) made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (b) delivered to the Secretary of the Association not less than 7 days before the date fixed for the holding of the annual general meeting.
- (2) A candidate may only be nominated for one office, or as an ordinary member of the committee, prior to the annual general meeting.
- (3) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected and further nominations may be received at the annual general meeting.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (5) If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- (6) The ballot for the election of officers and ordinary members of the committee must be conducted at the annual general meeting in such manner as the committee may direct.

25 Vacancies

The office of an officer of the Association, or of an ordinary member of the committee, becomes vacant if the officer or member—

- (a) ceases to be a member of the Association; or
- (b) is suspended as a member of the Association; or
- (c) becomes an insolvent under administration within the meaning of the Corporations Act; or
- (d) resigns from office by notice in writing given to the Secretary.

26 Meetings of the committee

- (1) The committee must meet at least 3 times in each year at such place and such times as the committee may determine.
- (2) Special meetings of the committee may be convened by the President or by any 4 members of the committee.

27 Notice of committee meetings

- (1) Written notice of each committee meeting must be given to each member of the committee at least 2 business days before the date of the meeting.
- (2) Written notice must be given to members of the committee of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

28 Quorum for committee meetings

- (1) Any 5 members of the committee constitute a quorum for the conduct of the business of a meeting of the committee.
- (2) No business may be conducted unless a quorum is present.
- (3) If within half an hour of the time appointed for the meeting a quorum is not present—
 - (i) in the case of a special meeting—the meeting lapses;
 - (ii) in any other case—the meeting shall stand adjourned to the same place and the same time and day in the following week.
- (4) The committee may act notwithstanding any vacancy on the committee.

29 Use of Technology is Allowed

A committee meeting may be held using any means by which each committee member participating can hear and be heard by each and every other committee member participating.

30 Presiding at committee meetings

At meetings of the committee—

- (a) the President or, in the President's absence, the Vice-President presides; or
- (b) if the President and the Vice-President are absent, or are unable to preside, the members present must choose one of their number to preside.

31 Voting at committee meetings

- (1) Questions arising at a meeting of the committee, or at a meeting of any subcommittee appointed by the committee, shall be determined on a show of hands or, if a member requests, by a poll taken in such manner as the person presiding at that meeting may determine.
- (2) Each member present at a meeting of the committee, or at a meeting of any subcommittee appointed by the committee (including the person presiding at the meeting), is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

32 Circular Resolution

The committee may pass a resolution without the committee meeting being held if all the committee members entitled to vote on a resolution sign a document containing a statement that they are in favour of the resolution set out in the document. The resolution is passed when the last committee member signs. Committee members may sign separate documents if the wording of the resolution and statement is identical in each copy. A facsimile or e-mail message containing the text of the document expressed to have been signed by a committee member that is sent to the Secretary of the Association is a document signed by that committee member at the time of its receipt by the Secretary of the Association.

33 Removal of committee member

- (1) The Association in general meeting may, by resolution, remove any member of the committee before the expiration of the member's term of office and appoint another member in his or her place to hold office until the expiration of the term of the first-mentioned member.
- (2) A member who is the subject of a proposed resolution referred to in subrule (1) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.

- (3) The Secretary or the President may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting.

34 Minutes of meetings

The Secretary of the Association must keep minutes of the resolutions and proceedings of each general meeting, and each committee meeting, together with a record of the names of persons present at committee meetings.

35 Funds

- (1) The Treasurer of the Association must—
 - (a) collect and receive all moneys due to the Association and make all payments authorised by the Association; and
 - (b) keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members of the committee.
- (3) The funds of the Association shall be derived from annual membership fees, payments from the clean energy regulator (and/or other bodies) for provision of the list of members and their status, grants, donations and such other sources as the committee determines.

36 Seal

- (1) The common seal of the Association must be kept in the custody of the Secretary.
- (2) The common seal must not be affixed to any instrument except by the authority of the committee and the affixing of the common seal must be attested by the signatures either of two members of the committee or, of one member of the committee and of the public officer of the Association.

37 Notice to members

Except for the requirement in rule 12, any notice that is required to be given to a member, by or on behalf of the Association, under these Rules may be given by—

- (a) delivering the notice to the member personally; or
- (b) sending it by prepaid post addressed to the member at that member's address shown in the register of members; or
- (c) facsimile transmission, if the member has requested that the notice be given to him or her in this manner; or
- (d) electronic transmission, if the member has requested that the notice be given to him or her in this manner.

38 Winding up

In the event of the winding up or the cancellation of the incorporation of the Association, the assets of the Association must be disposed of in accordance with the provisions of the Act.

39 Custody and inspection of books and records

- (1) Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Association.
- (2) All accounts, books, securities and any other relevant documents of the Association must be available for inspection free of charge by any member upon request.
- (3) A member may make a copy of any accounts, books, securities and any other relevant documents of the Association.

SCHEDULE 1

Purpose and Objectives

Introduction

The RAA has been established to represent, promote, advise, advocate, brief, monitor, regulate, and enforce the activities of Agents:

- in their day to day dealings with Clients; ;and
- with other Agents or members; and/or
- with regulators, governments, bodies or other third parties,

so that their interests are protected and that their conduct is in accordance with the *Renewable Energy (Electricity) Act 2000*, the *Renewable Energy (Electricity) Regulations 2001*; the *Clean Energy Act 2011* and the *Clean Energy Regulations 2011*; or other relevant laws.

The RAA does not represent Clients, but the Agents to whom RECs have been assigned by the Owners at the time of installation in return for a benefit from the Agent or the Installer to that Owner.

So, a Client may contact the RAA to ascertain whether an Agent is registered and/or accredited with RAA to assist Clients identify reputable Agents when transferring to them the right to create RECs.

Some of the core objectives and purposes of the RAA are as follows:

- (1) Promote the interests of the members and assist in promoting the integrity of regulatory mechanisms, especially market based mechanisms, that impact on Agents;

- (2) Develop and promote a Code of Practice for Agents that are members. The Code of Practice will define minimum levels of customer service and promote minimum business, technical and financial capabilities required to operate a business as an Agent.
- (3) Develop and promote a voluntary accreditation program that incorporates a higher level of compliance for those Agents that offer REC creation services to Clients.
- (4) Facilitate a high level of compliance amongst its members.
- (5) Work with the clean energy regulator and other relevant regulators and/or bodies such as the relevant state Office of Fair Trading and the Clean Energy Council to monitor and improve compliance to the relevant acts and regulations and alert the regulators of any serious non-compliance of which RAA becomes aware.
- (6) Publish and display a list of members including those members that have been suspended, discredited and / or ceased to be members.
- (7) Where a formal written complaint is received from the clean energy regulator requesting the RAA to suspend a member, RAA will automatically suspend the member until resolution of the complaint by the clean energy regulator or RAA and the suspended member waives all rights against the RAA when acting on the request of the clean energy regulator.
- (8) Deal with disputes and complaints brought against its members by third parties and establish a complaints resolution process for such disputes.
- (9) To accredit Agents and regulate accreditation so as to improve the standing of Agents in the community and provide Clients with a reputable means of identifying accredited Agents.
- (10) Facilitate community and political support for the Purpose and Objects.
- (11) RAA is to be a not-for-profit association funded by membership fees, clean energy regulator fees, donations, government grants and such other sources as the committee determine.

- (12) RAA may expand to cover other the environmental certificates and the agents dealing in such certificates and the requirements for accreditation.

SCHEDULE 2

Code of Practice

In addition to the Code of Conduct at Schedule 3, a Code of Practice is to be agreed by the members of the Association (*and endorsed by relevant stakeholders including industry associations, government and regulatory bodies*).

The Code of Practice governs the way a member should conduct their business as an Agent with Clients outlining minimum standards required of anyone seeking to register as an Agent with the clean energy regulator.

Signing and abiding by the Code of Practice will be a requirement of members.

The Code of Practice will be developed in consultation with members, industry associations, governments and regulators.

SCHEDULE 3

Code of Conduct

The RAA does not represent Clients, but the Agents to whom RECs have been assigned by the Owners at the time of installation in return for a benefit from the Agent or the Installer to that Owner.

All members of the RAA need to abide by and be bound by this Code of Conduct as follows:

- (1) To act, in good faith, honestly and reasonably towards their clients and other members in a consistent, transparent and ethical manner.
- (2) To continuously work towards improving standards of service to Clients and the industry in general.
- (3) Provide general information to an Agent's Clients about the rights and obligations surrounding the creation of RECs.
- (4) Work with the relevant regulators, to monitor and improve compliance with the relevant regulations.
- (5) To alert the RAA and relevant regulators, of serious breaches of legislation, regulation, standards and similar.
- (6) Comply to all relevant laws, including without limitation:
 - a. The Corporations Act 2001 (Cth);
 - b. The Competition and Consumer Act 2010 (Cth);
 - c. The Renewable Energy (Electricity) Act 2000 (Cth);
 - d. The Renewable energy (Electricity) Regulations 2001 (Cth);
 - e. The Clean Energy Act 2011 (Cth) and relevant complementary legislation/regulations; and
 - f. Laws with respect to privacy and discrimination.
- (7) Prominently display this Code of Conduct both in the member Agents office branches and on their website as well as indicating whether they are accredited on correspondence.
- (8) Transparently provide terms and conditions to the Agent's Clients with full particulars of the Agent's:
 - a. standard fees and charges;
 - b. payment terms; and
 - c. recourse for failure to pay, without reasonable cause, on those terms (e.g. deposits);

- (9) Monitor legislative and regulation changes to the industry and maintain their level of professional competence.
- (10) Cease to create RECs if the relevant regulator either requests an investigation of a complaint against the member Agent or requests the Agents suspension.
- (11) Promptly supply documentation to RAA or the relevant regulator when a complaint or an investigation is requested.
- (12) Handle complaints expeditiously and fairly.
- (13) Report known fraudulent activity to the RAA and the relevant regulator.
- (14) Be willing to have their business name displayed on the RAA website register of members and accreditation list, and also be noted as to membership whether pending, current, suspended, de-accredited, cancelled or resigned a copy of which will be provided on a regular basis to the relevant regulator.
- (15) Maintain all relevant and required insurances.
- (16) Agents must not misrepresent to Clients or the wider public for commercial advantage:
 - a. their level of accreditation (if any) by RAA or other relevant association, and/or
 - b. the nature and workings of the REC market.

SCHEDULE 4

Dispute Resolution Procedure for disputes between members and Clients

If a written complaint is lodged with the RAA in accordance with rule 7 or rule 8(12), the Conduct Committee may conduct its own investigations into the complaint in accordance with the following procedures, namely:

- (1) Give due consideration to the nature of the complaint and whether in the opinion of the Conduct Committee the complaint is substantiated by the complainant and is not frivolous, or vexatious;
- (2) Give due consideration as to whether the complaint involves a breach or potential breach of the Code of Conduct or relevant law;
- (3) If the Conduct Committee decides that the complaint meets the above requirements, then the Conduct Committee will investigate the complaint by:
 - (a) Firstly, providing notice of the complaint to the member accompanied with a copy of the written complaint received by the RAA and direct the member to provide a written response to the complaint within 14 days of the member receiving the RAA's notice of the complaint unless otherwise agreed.
 - (b) The Conduct Committee shall meet within 14 days of receipt of the member's written response to decide whether the complaint is minor and/or rectifiable or whether it is serious and requires further investigation.
 - (c) If the Conduct Committee's investigations find that the member has not breached the Code of Conduct, then RAA will promptly re-instate the member's membership and provide a written report to both the member and the regulator of its high level findings and reasons for the Association's re-instatement of that member.
 - (d) If the Conduct Committee decides that the complaint is minor and/or rectifiable, the committee shall direct the member to resolve the dispute and/or breach within a prescribed period of time and following the receipt of written notice by

the member that the dispute/breach has been rectified, then the dispute shall cease subject to the payment by the member of the RAA's direct costs for dealing with the dispute.

- (e) If the Conduct Committee decides that the dispute involves a serious breach of the Code of Conduct or any law, and the complaint cannot be immediately resolved, the committee may suspend the member's membership by providing notice in writing to the member that the Conduct Committee considers the member's breach to be of a serious nature requiring further investigation and will as part of that investigation invite both the member and the complainant to either address the committee either jointly and/or separately; and/or submit further evidence stating their case, within a reasonable time of such request on the matters the subject of the dispute.
- (f) Following the above further investigations, if the matter is not resolved between the parties to the satisfaction of the Conduct Committee, it will make a recommendation to the committee to either: fine the member including the direct costs of the RAA for administering the dispute; and/or continue the suspension of the member until the matter is resolved to the satisfaction of the committee; or expel the member and cancel the member's membership.
- (g) If a member's membership is suspended or cancelled, the member acknowledges and agrees that the RAA may publish such information on the RAA website and provide all relevant details to the relevant regulator.
- (h) If a member ceases to be a member of RAA for any reason, including expulsion, then the RAA will reimburse to the member a pro-rata proportion of their membership fees from the date of payment to the date the member's membership ceases less the direct costs of RAA for administering this dispute process.

APPENDIX 1

APPLICATION FOR MEMBERSHIP OF REC AGENTS ASSOCIATION

I, _____ of _____ desire to become a
(name and occupation) *(address)*

member of REC Agents Association

In the event of my admission as a member, I agree to be bound by the rules of the Association for the time being in force.

Signature of Applicant

Date

I, _____, a member of the Association,
(name)

nominate the applicant, who is personally known to me, for membership of the Association.

Signature of Proposer

Date

I, _____, a member of the Association, second
(name)

the nomination of the applicant, who is personally known to me, for membership of the Association.

Signature of Secunder

Date

APPENDIX 2

**FORM OF APPOINTMENT OF PROXY FOR MEETING OF ASSOCIATION CONVENED
UNDER RULE 7(7)**

I, _____
(name)

of _____
(address)

being a member of REC Agent Association

appoint _____
(name of proxy holder)

of _____
(address of proxy holder)

being a member of that Incorporated Association, as my proxy to vote on my behalf at the appeal to the general meeting of the Association convened under rule 7(7), to be held on—

(date of meeting)

and at any adjournment of that meeting.

I authorise my proxy to vote on my behalf at their discretion in respect of the following resolution: [*insert details of resolution passed under rule 7(1)*]

Signed: _____

Date: _____

APPENDIX 3

FORM OF APPOINTMENT OF PROXY

I, _____
(name)

of _____
(address)

being a member of REC Agent Association

appoint _____
(name of proxy holder)

of _____
(address of proxy holder)

being a member of that Incorporated Association, as my proxy to vote on my behalf at the *annual/*special general meeting of the Association to be held on—

(date of meeting)

and at any adjournment of that meeting.

My proxy is authorised to vote *in favour of/*against the following resolution: [*insert details of resolution*]

Signed: _____

Date: _____

*Delete if not applicable

APPENDIX 4

SCHEDULE OF FEES & ACCREDITATION

Membership Category	Membership Fee (Annual)	Votes	Benefits/Requirements
Gold Accredited (Accredited Agent) independent Agent Membership	\$20,000 (1000 or more Systems per annum).	10	Abide by higher standard prominent on website
Silver Accredited (smaller Agent) Membership	\$10,000 (less than 1000 Systems per annum)	5	Abide by higher standard
Associate (non Agent) Membership	\$1,000	Nil	For interested parties that are not Agents
General Membership (non – Accredited Agent)	\$150	1	Sign Code of Conduct

Note: all members must abide by the Code of Conduct where applicable

Accreditation

Accreditation – is a higher standard of compliance available for those Agents that offer REC creation services to solar companies, installers and consumers (this will be voluntary and involves recognition of higher standards)

Gold and Silver members are offered the Accreditation as a part of their membership fees.

A further fee will be required for Associate and General members to be accredited so that membership is accessible at a low entry price to prospective members.

An Associate member includes those parties that are not Agents and do not require accreditation, but are interested in the renewable energy sector and the role that Agents play and may include law firms, engineering practices etc.

General members is intended to include small and first time Agents who wish to be part of RAA so as to procure the benefits of belonging to an association of this nature and increased standing in the community through the adoption of the Code of Conduct and complying with these Rules.