

Special Resolution

for consideration at the 2014 annual general meeting of Blue Mountains Renewable Energy Co-op Ltd

That the following changes be made to the rules of the Co-operative:

SCHEDULE 1

Part 3 – Active membership provision

In order to establish active membership of the co-operative a member must:

~~(a) S~~subscribe to the Co-operative's electronic newsletter; ~~or and comply with one of the following requirements every year:~~

(a) attend at least one General Meeting per year; or

(b) undertake a minimum of 2 hours of volunteer work relevant to the objects of the Co-operative per year as approved by the Board, or

(c) attend at least one of the Co-operative's events per year; or

(d) make any purchase during the year of renewable energy or any green power or carbon offset product made available through the cooperative or related project specific company.

SCHEDULE 4

Part 1 – Number of directors, composition of the board and term of office of directors

The positions on the board shall consist of:

Chairperson, and Secretary ~~and Principal Executive Officer.~~

SCHEDULE 5 - CHANGES TO THE MODEL RULES

[Additions:]

REPLACE Rule 14.2 b) as follows:

b) The board shall submit those accounts, statements and report, together with the auditors' report on those accounts (if any), to the annual general meeting of the co-operative, in accordance with the Corporations Act 2001 as applied by the Act and the Regulation.

REPLACE Rule 18 as follows:

18 Appointing an auditor or reviewer for a small co-operative if there is a direction under the Law (CNL ss271 & 272)

a) If a small co-operative is directed to prepare a financial report under section 271 or 272 of the Law and the direction requires that the financial report be audited or reviewed, the board must appoint an auditor or reviewer (as the case may) within one month of the direction.

b) An auditor or reviewer appointed under this rule holds office until the financial report prepared as a result of the direction has been audited or reviewed and sent to members.

Explanation / Rationale for Rule Changes

Active membership change

This change effectively reduces the requirements for active membership, so that at a minimum, members need only subscribe to the Co-op's newsletter. The reasons this change is being proposed are three-fold: it reduces the barriers to new members joining, it reduces the administrative burden required to check and “enforce” the active membership provisions and it shifts the Co-op to an approach of encouraging engagement rather than requiring it through membership provisions. We intend to revisit the active membership provisions once the model for our first commercial solar project is finalised. Finally, we want to add an active membership option for purchasing Greenpower through the Co-operative, something we will be offering in the near future.

Board positions change

This change removes the position of Principle Executive Officer, which at the moment, must be elected at the annual general meeting. We have no need of this position at present.

Changes to rules 14 and 18 – removing the requirement of having accounts audited

This change allows us to choose whether or not to have our accounts audited in any particular year. Our current rules require that the accounts are audited, which was the law until earlier this year. The change to Rule 14 simply makes it optional. The original Rule 18 stated that the accounts must be audited and is replaced in this proposal by text copied from the new model rules under new co-operatives law passed in early 2014 that makes auditing optional for small co-operatives, for which we fall within the definition.