



Members Terms & Conditions

1. Membership process

- 1.1. Parties wanting to become members of Open Cities must submit a membership application form
- 1.2. Membership applications must be approved by Open Cities CEO.
- 1.3. More information may be requested to approve Membership and some applications may be deferred to the Board of Directors.
- 1.4. Members must comply with the Open Cities Code of Conduct.
- 1.5. Membership levels need to be approved by the CEO.

2. Fees

- 2.1 Open Cities will review membership fees levels from time to time.

3. Eligibility

- 3.1 Open Cities membership is open to organisations in decarbonised utility and mobility infrastructure and service sectors.
- 3.2 The Board has an absolute discretion to determine whether an applicant fits within a Membership category. Organisations will be accepted as:
 - 3.2.1 **Open City - Small:** a city government with a population of less than 150,000 people
 - 3.2.2 **Open City - Large:** a local Government with more than 150,000 population
 - 3.2.3 **Research and Emerging:** research organisations and organisations with less than five employees.
 - 3.2.4 **Growing members** Small organisations with less than \$50M annual turnover.
 - 3.2.5 **Established members** organisations with an annual turnover greater than \$50M.
 - 3.2.6 **Not for Profit members** peak associations or not for profits with an interest in catalyzing Next-Gen circular and zero carbon infrastructure and service solutions
- 3.3 Exceptions to these rules may exist depending on the level of contribution an organization can deliver.
- 3.4 Members are entitled to receive all membership benefits relevant to their membership category or otherwise determined by the CEO or Board.

4. Changes in Membership

- 4.1 Members must inform Open Cities of changes to turnover derived from their utility/mobility activities.
- 4.2 Open Cities may request membership upgrades that reflect a member's growth
- 4.3 Members can request an upgrade if their business activities change.

5. New Member fees

- 5.1 Members are admitted once the CEO or Board approves their membership application and adds the member to the Members Register on the website.
- 5.2 Membership will not be approved until fees have been paid.
- 5.3 Membership fees pay for a 12-month membership and must be paid within 30 days of the invoice.
- 5.4 Members may choose to pay by direct debit monthly.
- 5.5 If membership fees are not paid in full within 60 days of the agreed membership fee invoice, a new membership application will need to be submitted for review unless exempted by the CEO.
- 5.6 If monthly Direct Debit payments are not paid on time or within the following 21 days a new membership application will need to be submitted and DD may not be accepted.
- 5.7 The CEO can from time to time exempt some members from paying fees.

6. Existing Member fees

- 6.1 Annual membership renewal fees will be invoiced 30 days prior to their annual expiration.
- 6.2 Membership benefits roll over into the next year.
- 6.3 If annual memberships are cancelled, a pro rata fee will be incurred for services up to the date notice is received by Open Cities.
- 6.4 Once payment is overdue – all rights and privileges of membership will cease until such time as fees are paid.

7. Cancellation of Memberships

- 7.1 Memberships stop if:
 - 7.1.1 A member resigns
 - 7.1.2 Fails to pay membership fees (90 days after invoice for annual payments or 21 days for monthly DD payments)
 - 7.1.3 An individual member dies
 - 7.1.4 A member is unable to pay its debts as and when they are payable
 - 7.1.5 The Board determines the member no longer satisfies Open Cities member qualification criteria.
- 7.2 Once Membership is cancelled the Members details will be moved from the online registry.
- 7.3 The Board cannot expel a member without:
 - 7.3.1 Hearing from the member (written or verbal) as to why they should not be expelled
 - 7.3.2 Providing written notice of their intention 30 days prior to expulsion
 - 7.3.3 a two thirds majority in favour of the expulsion
- 7.4 Membership can be cancelled if a member:
 - 7.4.1 breaches any clause in the Constitution
 - 7.4.2 breaches the Code of Conduct
 - 7.4.3 engages in conduct which in the reasonable opinion of directors is inappropriate or adverse to the interests of Open Cities, including:
 - 7.4.3.1 sexual harassment
 - 7.4.3.2 harassment
 - 7.4.3.3 discrimination
 - 7.4.3.4 financial misconduct