



Rules

Victorian Water Industry Association Inc.

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1. Name

The name of the Association is the Victorian Water Industry Association Inc. (**the Association**).

2. Purpose and Powers

- (a) The Purpose for which the Association is established is to:
 - (i) build industry and external capacity through collaboration;
 - (ii) improve sector literacy through information with its Members and stakeholders; and
 - (iii) influence government policy and advocate for Members on matters critical and materially influential on the sector.
- (b) Solely to carry out the Purpose, the Association may exercise all of the powers of an individual and an association under the Act.

3. Not-For-Profit

- (a) The income and property of the Association must be applied solely towards the Purpose.
- (b) No part of the income or property of the Association may be paid or transferred directly or indirectly to Members or Directors by way of dividend, bonus or other profit distribution in their capacity as Members or Directors.
- (c) Rule 3(b) does not stop the Association from making a payment:
 - (i) to a Member for goods or services provided or expenses properly incurred at fair and reasonable rates or rates more favourable to the Association;
 - (ii) to a Member in carrying out the Association's Purpose;
 - (iii) of premiums for insurance indemnifying Directors to the extent allowed for by law and these Rules;
 - (iv) of reimbursement of expenses properly incurred in performing a duty as a Director;
 - (v) with the prior approval of the Ordinary Members:
 - (A) to a Director of fair and reasonable Sitting Fees; or
 - (B) to the Chair of an honorarium.

4. Membership

4.1 General

The Association must have at least five Members.

4.2 Rights not transferable

A right, privilege, or obligation of a Member:

- (a) is not capable of being transferred or transmitted to organisation or person; and
- (b) terminates on the cessation of Membership.

4.3 Eligibility

To be eligible for Membership, an organisation must be committed to the Purpose of the Association and meet the requirements set out in rule 4.4(a)(i) or 4.4(a)(ii).

4.4 Membership Classes

- (a) The Association will have the following Membership Classes:
 - (i) Ordinary Members – being a Water Business within the State of Victoria; and
 - (ii) Associate Members – being any corporate body or organisation, which, in the determination of the Board, has an interest, allied to the water industry and whose admission to associate membership would, in the opinion of the Board, benefit the Association.
- (b) Associate Members are non-voting Members.

4.5 Application

A Membership application must be:

- (a) made in writing in the form set out in Schedule 1(a) or 1(b) (or a substantially similar form);
- (b) signed by the applicant's chair, managing director or chief executive officer; and
- (c) lodged with the Chief Executive Officer of the Association.

4.6 Admission

- (a) The Board must consider and resolve whether to accept or reject each Membership application within a reasonable time.
- (b) If the Board accepts an application, the Chief Executive Officer must notify the applicant in writing and as soon as possible that:
 - (i) the Membership application has been approved; and
 - (ii) the Joining Fee is due and payable within 28 days of the applicant receiving the notification.
- (c) The Chief Executive Office must enter the applicant's name onto the Register upon receipt of the Joining Fee. An organisation becomes a Member when their name is entered onto the Register.
- (d) If the Board rejects a Membership application, the Chief Executive Officer must notify the Member in writing of the rejection as soon as possible.

4.7 Annual Membership Fee and Joining Fee

- (a) The Board may determine the Annual Membership Fee for Ordinary Members and Associate Members.
- (b) The Annual Membership Fee is exclusive of any goods and services tax payable in accordance with the *A New Tax System (Goods and Services) Act*. Each Member will be liable for any goods and services tax resulting from this Act.
- (c) The Board may determine that any new Member who joins after the start of a Financial Year must, for that Financial Year, pay a Joining Fee equal to:
 - (i) the full Annual Membership Fee;
 - (ii) a pro rata Annual Membership Fee based on the remaining part of the Financial Year; or
 - (iii) a fixed amount determined from time to time by the Board.
- (d) Unless otherwise determined by the Board, the Annual Membership Fee is due and payable on 1 July each year.
- (e) If a Member does not pay their Annual Membership Fee by 31 August, the Board may resolve (in its sole discretion) to cancel the Member's membership or extend the time for payment.

4.8 Register

- (a) The Chief Executive Officer must maintain the Register.
- (b) The Register must contain:
 - (i) the name, address, Membership Class, and date of admission to Membership – for each current Member; and
 - (ii) the name, date of admission to Membership and date of ceasing to be a Member – for each organisation who ceased to be Member in the past seven years.
- (c) Notices may be served on a Member at the address in the Register.

4.9 Representative

- (a) Each Ordinary Member must appoint an individual as its Representative. The Representative must be a director, officer or executive of the Member. The Representative shall attend General Meetings. The Representative is also expected to support the Association by attending industry forums arranged by or in conjunction with the Association in instances where the matters raised at these forums are relevant to the Ordinary Member.
- (b) Each Associate Member may appoint a Representative to attend Annual General Meetings, General Meetings and any forums arranged by or in conjunction with the Association.
- (c) Appointments of Representatives (which may include an appointment for an Alternate Representative) must be made in writing to the Chief Executive Officer in the form set out in Schedule 1(c) (or a substantially similar form).
- (d) The Appointment of a Representative is a standing appointment and continues until:
 - (i) a notice of revocation as set out in Schedule 1(d) (or a substantially similar form) is submitted to the Chief Executive Officer;
 - (ii) the Representative dies;
 - (iii) the Member resigns by notice in writing delivered to the Chief Executive Officer of the Association; or
 - (iv) the Representative ceases to be a director, officer or executive of the Member.
- (e) A Representative may exercise any and all powers of the Member.
- (f) The appointment may be made by reference to a position held.
- (g) If a Member appoints more than one Representative, only one Representative:
 - (i) may exercise the Member's powers at any one time; and
 - (ii) may be counted for the purposes of determining a quorum at a General Meeting.

4.10 Ceasing to be a Member

- (a) A Member may resign from the Association by giving one month's notice in writing to the Chief Executive Officer.
- (b) Membership ceases on:
 - (i) resignation, following the expiration of the one month notice period;
 - (ii) cancellation of the Member's membership in accordance with rule 4.7(e); or
 - (iii) being dissolved or otherwise ceasing to exist.
- (c) There will be no liability for any loss or injury suffered by a Member as a result of any decision made in good faith under this rule.

4.11 Disciplinary procedure

- (a) The Board may suspend a Member from the Association if it decides that a Member or Representative:
 - (i) has refused or neglected to comply with these Rules; or
 - (ii) has acted in a manner prejudicial to the Association.
- (b) A resolution of the Board to suspend a Member in accordance with rule 4.11(a) does not take effect unless:
 - (i) a Board meeting is held not earlier than 14 days and not later than 28 days after the disciplinary decision is made; and
 - (ii) the suspended Member is given 14 days' notice of the meeting setting out the resolution of the Board and the grounds on which it was based; and
 - (iii) the Member is given the opportunity to be heard at the meeting; and
 - (iv) the Board confirms its decision to suspend the Member at the meeting.

4.12 Liability of Members

The liability of Members to contribute to the:

- (a) debts and liabilities of the Association; and
 - (b) costs, charges and expenses of the winding up of the Association;
- is limited to any unpaid Joining Fee or Annual Membership Fee.

5. General Meetings

5.1 Convening meetings

- (a) The Board may call a General Meeting.
- (b) The Board must call a General Meeting upon receipt of a written application addressed to the Chief Executive Officer and signed by at least 25% of Ordinary Members.

5.2 Entitlement to receive notice

Notice of meetings must be given to all Members.

5.3 Content of notice of meetings

Notice of meetings must:

- (a) state the place, day and time of the meeting (as determined by the Board, or in its default the Chair);
- (b) provide details of any technology that will be used to facilitate the meeting;
- (c) state the general nature of the business to be transacted at the meeting;
- (d) in the case of a General Meeting:
 - (i) state the wording of any Special Resolution to be considered (and state that it is proposed as a Special Resolution);
 - (ii) include the information under rule 6.3; and
 - (iii) include the proxy form in Schedule 1(e) (or a substantially similar form).

5.4 Timing of notice of meetings

- (a) At least 21 days' notice must be given of the Annual General Meeting and any special General Meeting at which a special resolution will be proposed.
- (b) At least seven days' notice must be given of all other General Meetings.

5.5 Annual General Meeting

- (a) The Board must hold an Annual General Meeting at least once in every calendar year, within five months of the end of the Financial Year.
- (b) The ordinary business of an Annual General Meeting will include:
 - (i) the minutes of the previous Annual General Meeting;
 - (ii) the annual Board report of the activities of the Association;
 - (iii) the annual financial statements and any auditor's report; and
 - (iv) the appointment of Directors.
- (c) The Annual General Meeting may also consider special business, provided it is included in the notice.

5.6 Chairperson

- (a) The Chair will preside as chairperson at every General Meeting.
- (b) If there is no Chair or if the Chair is not present within 15 minutes of the commencement time or if the Chair is unwilling to act as chairperson for all or part of the meeting, the Ordinary Member Representatives present must elect an Ordinary Member Representative to preside as chairperson.

5.7 Quorum

- (a) No business may be transacted at a General Meeting (other than electing a chairperson or adjourning the meeting) unless a quorum is present at the time the business is dealt with.
- (b) A quorum for a General Meeting is the next whole number greater than 25% of the total number of Ordinary Members.
- (c) If a quorum is not present within 30 minutes of the commencement time, then:
 - (i) if the meeting was called at the request of the Ordinary Members, the meeting will dissolve;
 - (ii) otherwise:
 - (A) the meeting stands adjourned to the same day and time in the following week and (unless another place is specified by the Chair at the time of adjournment or by written notice to Members given the day before the day to which the meeting is adjourned) the same place; and
 - (B) if at the resumption of the meeting a quorum is not present within 30 minutes of the commencement time, the meeting will dissolve.
- (d) Each Ordinary Member Representative or proxy present must be counted for the purpose of determining a quorum.

5.8 Adjournment of meetings

- (a) The chairperson may, with the consent of the meeting, adjourn a meeting or any business, motion, or discussion being considered or remaining to be considered.
- (b) Only unfinished business may be transacted at a meeting resumed after an adjournment.
- (c) It is not necessary to give any notice of an adjournment, or of the business to be transacted at any adjourned meeting, unless:
 - (i) a meeting is adjourned for 14 days or more; or
 - (ii) a meeting is adjourned to a different location under rule 5.7(c)(ii)(A).

5.9 Member raised matters

- (a) A Member who wishes to bring any matter before the Association or desires any

action to be taken by the Association (a **matter**) may submit to the Chief Executive Officer a written statement of the matter in writing.

- (b) Unless the matter relates to business to be dealt with at an Annual General Meeting or a General Meeting that has already been scheduled, the Chief Executive Officer must:
 - (i) place the matter on the agenda for the next Board meeting; or
 - (ii) if the Chief Executive Officer thinks the matter is sufficiently urgent, bring it to the attention of the Board before the next Board meeting as the Chief Executive Officer thinks is appropriate.
- (c) The Board must examine all matters forwarded by a Member for submission to a meeting. If the Board considers that any matter is not within the ambit of the Purposes it may exclude it from the agenda for that meeting.
- (d) If the Board decides that any matter brought before it is of sufficient urgency it may act on that matter in its discretion.

5.10 Circulating Member resolutions

- (a) This rule does not apply to a Special Resolution, a resolution to remove a Director or a resolution to appoint or remove an auditor.
- (b) A resolution may be passed without a meeting if:
 - (i) notice is given to all Members entitled to vote; and
 - (ii) at least 75% of Members entitled to vote approve the resolution in writing.
- (c) For the purpose of this rule:
 - (i) the notice must include the wording of the resolution and may be distributed by any means, including electronic communication;
 - (ii) approval in writing includes approval by email and any other means of electronic communication; and
 - (iii) the resolution will fail if it does not receive the required approval within seven days after the notice is given.
- (d) The resolution is passed when approval is given to the Secretary by the last person necessary to constitute a 75% majority in favour of the resolution.

5.11 Defects in appointment or procedure

No business transacted at any meeting at which a quorum is present will be invalid by reason only of:

- (a) any defect in the appointment of any Representative present; or
- (b) any informality or irregularity in the proceedings to which attention is not called at the time;

provided that such want of formality or regularity does not materially affect the result of the proceeding.

6. Voting at General Meetings

6.1 Voting rights at General Meetings

- (a) Each Ordinary Member has one vote, which must be exercised through their Representative (or proxy).
- (b) Associate Members are not entitled to vote at any meeting or election.
- (c) The Chief Executive Officer is not entitled to vote at any meeting or election.
- (d) An Ordinary Member is not entitled to vote at any General Meeting if any monies due and payable by it to the Association is more than 60 days in arrears.

- (e) If equal votes are cast, the chairperson will have a second or “casting” vote.

6.2 Method of Voting at General Meetings

- (a) Questions arising for determination will be decided by a majority of votes cast (unless otherwise provided in these Rules or the Act).
- (b) Voting will occur by show of hands unless a poll is demanded.
- (c) A poll can be demanded by three Ordinary Members (or their proxies) at any time prior to, or immediately after, the declaration of a result of a vote conducted by show of hands.
- (d) A poll must be taken in the manner directed by the chairperson. The resolution of the poll will be deemed to be the resolution of the meeting on the question.
- (e) A poll demanded on the election of the chairperson or on a question of adjournment must be taken immediately. A poll on any other question will be taken at such time before the close of the meeting as the chairperson directs.
- (f) A declaration by the chairperson that a resolution has been carried or lost must be entered in the minutes and is conclusive evidence of the fact without proof of the number of votes recorded in favour of or against the resolution.

6.3 Proxies

- (a) An Ordinary Member may appoint a proxy to act on their behalf in General Meetings.
- (b) A proxy may exercise any and all of the rights of the Ordinary Member who appointed them, subject to any directions or limitations specified in the proxy appointment.
- (c) The appointment must be in the form set out in Schedule 1(e) (or a substantially similar form).
- (d) The proxy form must be given to the Chief Executive Officer prior to the meeting.

6.4 Use of technology

- (a) The Association may hold a meeting at any two or more locations using any technology that allows Members to clearly and simultaneously communicate with each other participating Member.
- (b) A person participating through the use of technology will be deemed to be present at the meeting in person.

7. Grievance procedure

- (a) The Board will determine the procedure to be followed to determine any dispute arising between:
 - (i) a Member and another Member;
 - (ii) a Member and the Board; and
 - (iii) a Member and the Association.
- (b) The Board must ensure that:
 - (i) a Member may appoint any person to act on behalf of the Member in the grievance procedure;
 - (ii) each party to the dispute is given an opportunity to be heard on the matter which is the subject of the dispute; and
 - (iii) the outcome of the dispute is not determined by a biased decision-maker.

8. Board

8.1 Role of the Board

- (a) The affairs of the Association will be managed by the Board.
- (b) The Board:
 - (i) will control and manage the business and affairs of the Association;
 - (ii) must present the completed strategic plan to the Ordinary Members at a General Meeting for endorsement and endorse the business plan;
 - (iii) will set and approve the Annual Membership Fee;
 - (iv) must appoint appropriately qualified auditors and advise the Ordinary Members of the appointment;
 - (v) subject to these Rules and the Act, has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Association.
- (c) The Board cannot remove a Director or auditor.
- (d) The Board may delegate any of its powers to one or more Directors, the Chief Executive Officer, a Committee, an employee or any other person in accordance with the Board Charter and Schedule of Delegations Policy.
- (e) The Board may specify terms of the delegation (including the power to further delegate) and revoke a delegation.

8.2 Duties of Directors

Directors must comply with any duties imposed on them by the Act.

8.3 Number and composition of Directors

- (a) The Association must have at least six and no more than eight Directors.
- (b) The Chief Executive Officer may attend and speak at Board meetings but is not a Director and may not vote.

8.4 Eligibility

Any Ordinary Member chair, director or managing director is eligible to be a Director provided the person has consented in writing to be a Director.

8.5 Appointment and election of Directors

- (a) At least 12 weeks prior to each Annual General Meeting the Chief Executive Officer must issue a notice to Members stating:
 - (i) the number of vacancies that will arise on the Board at the Annual General Meeting; and
 - (ii) that each Ordinary Member may submit two candidates to the Nominations Committee (taking into consideration gender balance and diversity) using the form in Schedule 1(f) (or a substantially similar form).
- (b) All nominations must be received at least nine weeks prior to the Annual General Meeting.
- (c) The Nominations Committee (established pursuant to rule 11) must:
 - (i) review all nominations with regard to the desirability of:
 - (A) candidates having appropriate skills, qualifications and experience for the role;
 - (B) broad sector representation, including provision for a representative from the Metropolitan Sector and the Regional Sector, in addition to

Melbourne Water and either Goulburn-Murray Water or Southern Rural Water;

- (C) gender balance and diversity; and
 - (D) inclusion of Ordinary Member chairs, directors and managing directors;
- (ii) recommend eligible candidates to the Board to fill the vacant positions with regard to the criteria in rule 8.5(c) at least five weeks prior to the Annual General Meeting.
- (d) The number of eligible candidates recommended by the Nominations Committee must not exceed the number of vacant positions.
 - (e) The Board must review the recommendations of the Nominations Committee and recommend eligible candidates for election at the Annual General Meeting at least three weeks prior to the Annual General Meeting.
 - (f) Voting must be by ballot of Ordinary Members conducted prior to the Annual General Meeting. The voting method will be determined by the Board and may include electronic or paper ballots.
 - (g) All ballots must be received at least two weeks prior to the Annual General Meeting to be counted.
 - (h) In order to be appointed to the Board, each candidate must be approved by a majority of the votes cast.
 - (i) The outcome of the election must be announced at the Annual General Meeting.
 - (j) If there is a casual vacancy, the Board may appoint a Director (in consultation with the Nominations Committee) to fill the vacancy until the following Annual General Meeting.

8.6 Appointment of Office Bearers

- (a) The Board:
 - (i) must elect a Chair (who must be the chair of the board of an Ordinary Member); and
 - (ii) may elect a Deputy Chair;
 - from among the Board.
- (b) The Chair and Deputy Chair hold office until the end of the second Annual General Meeting following their appointment.
- (c) The Chair and Deputy Chair may be elected for a maximum of three successive terms (six consecutive years).
- (d) The Board may remove or suspend a person from holding any Office Bearer position by resolution passed at a Board meeting, provided:
 - (i) the resolution is passed by not less than two-thirds of the Directors present; and
 - (ii) at least 21 days' notice in writing of the resolution has been given to the Secretary and to the person who is the subject of the resolution.

8.7 Term of office

- (a) The term of office of a Director:
 - (i) commences at the end of the Annual General Meeting at which their appointment is announced; and
 - (ii) expires at the end of the second Annual General Meeting following the appointment.
- (b) The term of office of a Director appointed to fill a casual vacancy:

- (i) commences when they are appointed; and
 - (ii) expires at the end of the first Annual General Meeting following the appointment.
- (c) A Director may be appointed for up to three successive terms (a maximum of six consecutive years).

8.8 Ceasing to be a Director

- (a) A casual vacancy will arise in the office of a Director if:
- (i) the person resigns by written notice to the Chief Executive Officer;
 - (ii) the person ceases to be a chair, director or managing director of the Water Business;
 - (iii) the person is removed by Special Resolution of the Ordinary Members under the Act;
 - (iv) the person dies, or becomes subject to a Court order to receive treatment or have their finances managed by another person due to being of unsound mind or having a mental illness; or
 - (v) there is no appointment made or election held at the Annual General Meeting in respect of the position.
- (b) A person who has ceased to be a Director must return original copies of any relevant documents to the Board.

8.9 Establishment of Committees

- (a) The Board may establish or abolish Committees from time to time.
- (b) A Committee may be a standing or an ad hoc Committee.
- (c) Committees may be established for purposes including:
- (i) providing the Board and Association with advice and support in carrying out activities;
 - (ii) oversight of Board expenses;
 - (iii) advising on Director and Chair remuneration; and
 - (iv) any other matters the Board deems appropriate.
- (d) The Board, or the Chief Executive Officer by delegation, will appoint Committee members, who may include:
- (i) Directors (unless the purpose of the Committee includes oversight of Board expenses or advising on Director and Chair remuneration);
 - (ii) Association employees;
 - (iii) directors, officers or executives of Members; or
 - (iv) such other persons as the Board deems fit.
- (e) The meetings, proceedings and reporting obligations of Committees are:
- (i) subject to any terms of reference and/or delegation; and
 - (ii) otherwise governed as far as possible by the provisions of these Rules which regulate the proceedings of the Board.

8.10 Policies

- (a) The Board may establish policies for the general conduct and management of the Association and the business of the Board.
- (b) The Board may revoke and alter policies as it sees fit.

8.11 Insufficient Directors

- (a) If the number of Directors is insufficient to constitute a quorum under rule 9.3, or is less than the minimum number fixed under rule 8.3(a), the remaining Directors may, except in an emergency, act only to:
 - (i) increase the number of Directors to a number sufficient to constitute a quorum or meet that minimum number; or
 - (ii) convene a General Meeting.

8.12 Defects in appointment or procedure

- (a) No business transacted at any Board meeting at which a quorum is present, or act done by or with the participation of a Director will be invalid by reason only of:
 - (i) any defect in the appointment of any Director present; or
 - (ii) any informality or irregularity in the proceedings to which attention is not called at the time;

provided that such want of formality or regularity does not materially affect the result of the proceeding.

8.13 Board Charter

- (a) The Board may prepare or amend a Board Charter at any time.
- (b) The adoption of the Board Charter (including any amendment) is subject to the approval of the Ordinary Members.
- (c) Once adopted, the Board and Directors must comply with the Board Charter.

9. Board Meetings

9.1 Convening Board meetings

- (a) The Board may hold meetings when and in the manner it deems appropriate (and in default the Chair may decide).
- (b) Any Director may by written request convene or ask the Chair to convene a Board meeting. On receipt of a request, the Chair (or in default the Chief Executive Officer) must convene a Board meeting.

9.2 Notice of Board meetings

- (a) Notice of Board meetings must be given to every Director by the Chief Executive Officer.
- (b) A notice of a Board meeting must:
 - (i) specify the place, day and time of the meeting;
 - (ii) provide details of any technology that will be used to facilitate the meeting; and
 - (iii) specify the general nature of the business to be transacted at the meeting.
- (c) At least seven days' written notice must be given of Board meetings to all Directors. The Chair may call a meeting on shorter notice in an urgent situation, in which case any decision must be ratified at a subsequent Board meeting.

9.3 Quorum for Board meetings

- (a) No business may be transacted at any Board meeting unless a quorum is present.
- (b) A quorum is four voting Directors.
- (c) If a quorum is not present within 30 minutes of the commencement time, then:
 - (i) the meeting stands adjourned to the same day and time in the following week and (unless another place is specified by the Chair at the time of adjournment

or by written notice to Directors given the day before the day to which the meeting is adjourned) the same place; and

- (ii) if at the resumption of the meeting a quorum is not present within 30 minutes of the commencement time, the meeting will dissolve.

9.4 Adjournment of Board meetings

- (a) The chairperson may, with the consent of the meeting, adjourn a meeting or any business, motion or discussion being considered or remaining to be considered.
- (b) Only unfinished business may be transacted at a meeting resumed after an adjournment.
- (c) It is not necessary to give any notice of an adjournment, or of the business to be transacted at any adjourned meeting, unless:
 - (i) a meeting is adjourned for 14 days or more; or
 - (ii) a meeting is adjourned to a different location under rule 9.3(c)(i).

9.5 Use of technology in Board meetings

- (a) The Board may hold its meetings using any technology that is agreed to by the Board.
- (b) The Board's agreement may be a standing one.
- (c) A Director who attends by technology is deemed to be present in person at the meeting.

9.6 Chairperson of Board meetings

- (a) The Chair will preside as chairperson at Board meetings.
- (b) If the Chair is not present within 15 minutes after the commencement time or is unwilling to act as chairperson for all or part of the meeting then the Directors present may elect a Director to be chairperson of the meeting or part of it.

9.7 Voting rights at Board meetings

- (a) Each Director has one vote.
- (b) If the votes cast on a motion are equal, the chairperson will have a second or "casting" vote.

9.8 Method of voting at Board meetings

- (a) Questions arising for determination must be decided by a majority of Directors present and entitled to vote.
- (b) Any voting will occur by show of hands unless a poll is demanded.
- (c) A poll can be demanded at any time prior to, or immediately after, the declaration of a result of a vote conducted by show of hands.
- (d) A poll must be taken in the manner directed by the chairperson. The resolution of the poll will be deemed to be the resolution of the meeting on the question.
- (e) A poll demanded on the election of the chairperson or on a question of adjournment must be taken immediately. A poll on any other question will be taken at such time before the close of the meeting as the chairperson directs.
- (f) A declaration by the chairperson that a resolution has been carried or lost must be entered in the minutes and is conclusive evidence of the fact without proof of the number of votes recorded in favour of or against the resolution.

9.9 Resolutions without meetings

- (a) A Board resolution may be passed without a meeting if a majority of the Directors entitled to vote on the resolution sign a notice or respond to a notice sent by email stating that they are in favour of the resolution.

- (b) The resolution is passed at the time when the last Director in favour necessary to constitute a majority signs or responds to a notice sent by email stating that they are in favour of the resolution.
- (c) For the purpose of this rule:
 - (i) the notice must include the wording of the resolution;
 - (ii) the notice may be distributed by any means;
 - (iii) separate copies of the notice may be signed; and
 - (iv) the resolution fails if it has not achieved majority consent within 48 hours after the notice was given.

10. Conflicts of Interest

- (a) A Director who has a material personal interest in a matter being considered at a Board meeting must disclose the nature and extent of that interest and the relation of the interest to the activities of the Association:
 - (i) to the Board, as soon as the Director becomes aware of the interest; and
 - (ii) to the Members at the next General Meeting.
- (b) The Director:
 - (i) must not be present while the matter is being considered; and
 - (ii) must not vote on the matter.
- (c) This rule does not apply to a material personal interest:
 - (i) that exists only because the Director belongs to a class of persons for whose benefit the Association is established; or
 - (ii) that the Director has in common with all, or a substantial proportion of, the Members.

11. Nominations Committee

11.1 Role

The role of the Nominations Committee is to identify the best-qualified candidates for the Board by:

- (a) considering gaps in skills, expertise and representation (including any identified by the Board);
- (b) considering sector representation, gender balance, diversity and other relevant matters identified in rule 8.5(c);
- (c) undertaking recruitment processes; and
- (d) recommending eligible candidates to fill Board vacancies.

11.2 Composition

- (a) A Nominations Committee must be established by the Board.
- (b) The Nominations Committee comprises two current Directors and two independent non-Directors appointed by the Board.
- (c) Nominations Committee members must not be current Directors standing for election or re-election at the upcoming Annual General Meeting.

11.3 Terms of reference

The Board may determine terms of reference for the Nominations Committee, including provision for term of office, delegated responsibilities, the appointment process and any

remuneration.

12. Chief Executive Officer

- (a) The Board must appoint a Chief Executive Officer for a term, at the remuneration and on conditions mutually agreed.
- (b) The Chief Executive Officer reports directly to the Board.
- (c) The Chief Executive Officer may not be a Director.
- (d) The Chief Executive Officer is the Secretary for the purposes of the Act.
- (e) The Chief Executive Officer is accountable for the day to day running of the organisation in accordance with the Business Plan approved by the Board.
- (f) The Chief Executive Officer:
 - (i) is responsible to engage officers, employees and advisers as may be necessary to carry out the Purposes;
 - (ii) must receive and answer all correspondence, give proper notice of all meetings, manage all books, documents and securities of the Association and do all other things as may from time to time be directed by the Board;
 - (iii) must submit to each Annual General Meeting a report in writing summarising the principal activities of the Association;
 - (iv) must keep minutes of the resolutions and proceedings of each General Meeting and Board Meeting.
 - (v) must carry out whatever tasks are necessary to ensure that the Association complies with all relevant State and Commonwealth laws and statutes;
 - (vi) must collect and receive all moneys due to the Association and make all payments authorised by the Association;
 - (vii) must ensure that correct accounts and books show the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association and remit regular financial reports to the Board; and
 - (viii) must cause the accounts of the Association to be made up as at the 30th day of June in each year in such a manner as to give a true and fair view of the receipts and expenditure of the Association during the year and ensure that accounts are produced annually and audited by a qualified auditor and submitted to the Annual General Meeting.
- (g) The Directors may:
 - (i) confer powers, discretions and duties on the Chief Executive Officer as they see fit;
 - (ii) withdraw, suspend or vary any powers, discretions and duties conferred; and
 - (iii) authorise the Chief Executive Officer to delegate all or any of the powers, discretions and duties conferred.

13. Indemnities And Insurance

- (a) The Association indemnifies every present and past Director and executive officer of the Association to the full extent permitted by law against all losses and liabilities incurred as a result of their position as an officer of the Association.
- (b) This indemnity:
 - (i) is a continuing obligation and is enforceable even if the person has ceased to be an officer of the Association;

- (ii) is not subject to any requirement to first incur an expense or make a payment; and
- (iii) operates only to the extent that the relevant loss or liability is not covered by insurance.
- (c) The Association may, to the extent permitted by law, pay or agree to pay, a premium in respect of a contract insuring its officers.
- (d) Nothing in this rule 13 limits the Association's ability to indemnify or pay for insurance for any person not expressly covered by this rule.

14. Administration

14.1 Minutes

- (a) The Board must ensure that:
 - (i) minutes of all General Meetings and Board meetings; and
 - (ii) records of resolutions passed by Ordinary Members and the Board without a meeting;

are recorded and kept with the Association's records as soon as practicable (being no later than one month after the meeting or passing of the resolution).
- (b) The Association must ensure that minutes of a General Meeting or Board meeting are signed within a reasonable time by the chairperson of the meeting or of the next meeting.

14.2 Accounts and other records of the Association

- (a) The Board must:
 - (i) ensure that proper financial records are kept in accordance with all legal and regulatory requirements; and
 - (ii) ensure that records of its operations are kept; and
 - (iii) take reasonable steps to ensure that the Association's records are kept safe.
- (b) The Association must retain its records for at least seven years.

14.3 Custody and access to books and records

- (a) Except as otherwise provided in these Rules, all books, documents, minutes of meetings, financial statements and records, and securities of the Association will be kept in the Chief Executive Officer's custody or under their control.
- (b) Members may on request inspect:
 - (i) the Register;
 - (ii) minutes of General Meetings;
 - (iii) these Rules; and
 - (iv) subject to rule 14.3(c), Board meeting minutes, financial records, books, securities and other documents of the Association.
- (c) The Board may refuse any request to inspect books and records of the Association where:
 - (i) the records relate to confidential, personal, employment, commercial or legal matters; and/or
 - (ii) allowing the request would be prejudicial to the interests of the Association.
- (d) If the Association provides access to these Rules on the Association's website the Board will be deemed to have allowed a Member to inspect and copy these Rules, unless the Member informs the Association that they are unable to access the Rules

on the website.

14.4 Common seal

The Association does not have a common seal.

14.5 Execution of documents

The Association may execute documents by the signature of:

- (a) two Directors; or
- (b) one Director and the Secretary.

14.6 Registered address

The registered address of the Association is:

- (a) the address determined by the Board from time to time; or
- (b) if the Board has not determined an address to be the registered address, the address of the Secretary.

15. Audit and Finance

15.1 Audit

- (a) The Board must appoint and remunerate an auditor and advise the Members of the appointment.
- (b) Any auditor is entitled to attend any General Meeting and to be heard by the Members on any business of the meeting that concerns the auditor in their capacity as auditor.
- (c) The Members may remove an auditor by resolution at a General Meeting provided:
 - (i) the notice of General Meeting is provided at least two months before the General Meeting;
 - (ii) the notice is provided to the auditor; and
 - (iii) a copy of the notice is lodged with the Registrar.

15.2 Financial year

The financial year will begin on 1 July and end on 30 June, unless the Board passes a resolution to change the financial year.

15.3 Source of funds

The funds of the Association may be derived from Joining Fees, Annual Membership Fees, donations, fundraising activities, grants, interest and any other sources approved by the Board.

15.4 Management of funds

- (a) The Board may approve expenditure on behalf of the Association.
- (b) The Board may authorise the expenditure of funds on behalf of the Association without requiring approval from the Board for each item on which the funds are expended.
- (c) All cheques must be signed by at least two signatories authorised by the Board or otherwise authorised in accordance with any means determined by the Board.
- (d) The Board must ensure that systems and procedures for the management of the Association's funds (including appropriate instruments of delegation) are appropriate for its size and circumstances, and the complexity of its financial affairs.

16. Amending these Rules

- (a) The Association may only alter these Rules by Special Resolution in accordance with the Act.
- (b) The Board or a Member may initiate changes to these Rules.
- (c) A Member may propose an amendment to the Rules by providing written particulars of the proposed amendment to the Chief Executive Officer at least 28 days before the meeting at which the proposed amendment will be considered. The Chief Executive Officer must inform Members of the proposed amendment.
- (d) Schedules to these Rules may be amended by resolution of the Board, provided that:
 - (i) at least five Directors vote in favour; and
 - (ii) the Chief Executive Officer informs all Members in writing of the proposed amendment at least seven days before the Board meeting considers it.

17. Notices

- (a) Notices can be served personally, by post, email or other electronic means.
- (b) A notice may be given to a Member by:
 - (i) delivering it to the Member's Representative or secretary personally;
 - (ii) sending it by email to the Member's Representative or secretary;
 - (iii) sending it by post to the Member's Representative or secretary.
- (c) A notice may be given to a Director personally, by post, email or other electronic means.
- (d) Notices are taken to be served:
 - (i) in the case of a properly addressed and posted notice, five business days after posting; and
 - (ii) in the case of a notice delivered personally or sent by email, at the time of sending.
- (e) The non-receipt of notice or a failure to give notice, does not invalidate any thing done or resolution passed at the meeting if:
 - (i) the non-receipt or failure occurred by accident or error;
 - (ii) the individual waives notice before or after the meeting (including by attending the meeting); or
 - (iii) the individual notifies the Association of their agreement to that thing or resolution before or after the meeting.
- (f) In calculating a period of notice, both the days on which the notice is given or taken to be given and the day of the meeting must be disregarded.

18. Winding Up

- (a) If on the winding up of the Association or dissolution of the Association, there is a surplus of assets after satisfying all the Association's liabilities and expenses, the surplus:
 - (i) must not be paid or distributed to a Member in their capacity as a Member; and
 - (ii) must be given or transferred to an organisation or organisations which:
 - (A) has similar purposes to the Purposes; and

- (B) prohibit the distribution of profit or gain to its Members in their capacity as Members.
- (b) The Members must decide before any winding up or dissolution which recipient or recipients will receive a distribution. If the Members fail to decide, the matter must be determined by application to the Supreme Court in the State of Victoria.

19. Interpretation

19.1 Definitions

In these Rules:

“**Act**” means the *Associations Incorporation Reform Act 2012 (Vic)* and any regulations made under that Act, as amended from time to time.

“**Annual General Meeting**” means a meeting of Members convened in accordance with rule 5.5.

“**Annual Membership Fee**” means the annual fee payable by the Members as determined by the Board under rule 4.7.

“**Associate Member**” means an organisation listed on the Register as an Associate Member. Associate Members are non-voting Members.

“**auditor**” may mean a reviewer, if permitted by the Act.

“**Board**” means the body having management over the affairs of the Association.

“**chairperson**” means the person chairing a meeting.

“**Chair**” means the person appointed to the position of Chair under rule 11.

“**Chief Executive Officer**” means the person employed in that role by the Board.

“**Committee**” means a sub-committee appointed in accordance with rule 8.3.

“**Director**” means a person elected by the Members or appointed by the Board in accordance with rule 8.5. The Directors are the Committee Members of the Association under the Act.

“**General Meeting**” means a meeting of Members (including an Annual General Meeting and special General Meeting).

“**Joining Fee**” means the joining fee payable by the Members as determined by the Board under rule 4.7(c).

“**Member**” means a person whose name is entered in the Register as a Member of the Association in accordance with rule 4.6 and includes Associate Members and Ordinary Members.

“**Membership Class**” means a Membership Class listed in rule 4.4.

“**Metropolitan Sector**” refers to wholesale and retail Water Businesses that supply the metropolitan area of Victoria as listed in Schedule 2.

“**Office Bearer**” means Chair and Deputy Chair.

“**Ordinary Member**” means an organisation listed on the Register as an Ordinary Member.

“**person**” includes a natural person and a corporation within the meaning of s 57A of the Act.

“**Purpose**” means the purpose set out in rule 2.

“**Regional Sector**” refers to all Water Businesses that supply services throughout regional Victoria as listed in Schedule 2.

“**Register**” means the register of Members under the Act.

“**Registrar**” means the Registrar of Incorporated Associations in Victoria.

“**Representative**” means a person appointed to represent a Member in accordance with rule 4.9. Representative includes any Alternate Representative, provided that only one Representative may exercise the powers of the Member at any one time.

“**Sitting Fee**” means any fee approved by Ordinary Members in accordance with Rule 3(c)(v).

“**Special Resolution**” means a resolution passed at a General Meeting:

- (a) of which 21 days’ notice specifying the intention to propose the resolution as a Special Resolution has been given pursuant to these Rules and the Act; and
- (b) by not less than 75% of the Ordinary Members present and entitled to vote.

“**Water Business**” means any duly constituted water, sewerage or irrigation authority, trust or company constituted in the State of Victoria under the *Water Act 1989* (Vic) or the *Water Industry Act 1994* (Vic).

19.2 Interpretation

In these Rules:

- (a) If an expression in these Rules has a meaning in the Act, the meaning from the Act will apply to the expression, except where a contrary intention appears in these Rules.
- (b) A reference to any legislation or to any provision of any legislation includes any modification or re-enactment of it, any legislative provision substituted for it, and all regulations and statutory instruments issued under it.

20. Transitional Provisions

The following rules apply notwithstanding anything to the contrary in these Rules.

20.1 Members

The Members immediately following the adoption of these Rules will be those Members listed on the Register at the time of adoption.

20.2 Directors

- (a) All of the Directors in office immediately prior to the adoption of these Rules will continue to hold office until the date being six months after these Rules are adopted (**the New Board Commencement Date**).
- (b) If a casual vacancy arises before the New Board Commencement Date:
 - (i) the Board may appoint a Director to fill the vacancy; and
 - (ii) the term of office of that Director:
 - (A) commences when they are appointed; and
 - (B) expires on the New Board Commencement Date.
- (c) The Board must establish a Nominations Committee in accordance with rule 11 within two months of the adoption of these Rules.
- (d) After the Nominations Committee is established, new Directors must be elected pursuant to the process set out in rule 8.5, save that:
 - (i) all Board positions will be made vacant on the New Board Commencement Date;
 - (ii) the term “Annual General Meeting” must be replaced with the term “New Board Commencement Date”;
 - (iii) the outcome of the election will be announced by notice to the Members sent on or before the New Board Commencement Date.

- (e) Notwithstanding anything in rule 8.7, the following provisions will apply to the Directors elected pursuant to rule 20.2(c):
 - (i) half of those Directors (chosen by lot) will be appointed for an initial term of three years and the other half of the Directors will be appointed for an initial term of two years;
 - (ii) a Director that serves for an initial term of three years may be appointed for two successive terms of two years each (a total of seven consecutive years).
- (f) Times served by a Director in office immediately prior to the adoption of these Rules will be taken into account (in the event of that Director's reappointment) for the purpose of rules 8.7 and 20.2(e)(ii).

20.3 Expiry of Transitional Provisions

Transitional Provisions will expire on the New Board Commencement Date.

Schedule 1(a) – Application for Membership

APPLICATION FOR MEMBERSHIP OF THE VICTORIAN WATER INDUSTRY ASSOCIATION INC.

Trading name of applicant _____

Address: _____

desires to become a Member of the Victorian Water Industry Association Inc. and in the event of its admission as a Member, agrees to be bound by the Rules of the Association and pay such fees as are decided by the Association from time to time.

For the purposes of the Rules of the Association, the applicant nominates the individuals described below as its Representative and Alternate Representative:

Representative

Name _____

Position _____

Alternate Representative

Name _____

Position _____

Signature on behalf of applicant organisation (Chair, Managing Director or CEO)

Position

Date

Please return to: Chief Executive Officer
 Victorian Water Industry Association
 Level 2, 466 Little Lonsdale Street
 Melbourne VIC 3000

Schedule 1(b) – Application for Associate Membership

APPLICATION FOR ASSOCIATE MEMBERSHIP OF THE VICTORIAN WATER INDUSTRY ASSOCIATION INC.

Trading name of applicant _____

Address: _____

desires to become an Associate Member of the Victorian Water Industry Association Inc. and in the event of its admission as an Associate Member, agrees to be bound by the Rules of the Association and pay such fees as are decided by the Association from time to time.

For the purposes of the Rules of the Association, the applicant nominates the individuals described below as its Representative and Alternate Representative:

Representative

Name _____

Position _____

Alternate Representative

Name _____

Position _____

Signature on behalf of applicant organisation (Chair, Managing Director or CEO)

Position _____ Date _____

Please return to:
Chief Executive Officer
Victorian Water Industry Association
Level 2, 466 Little Lonsdale Street
Melbourne VIC 3000

Schedule 1(c) – Registration of Representative and Alternate Representative

Victorian Water Industry Association Inc

Registration of Representative and Alternate Representative to the Victorian Water Industry Association

Name of Business _____,
being a duly admitted Member of the Victorian Water Industry Association, nominates the following

individuals as Representative and Alternate Representative for the Year _____ in
accordance with the Rules of the Association.

Representative

Name _____

Position _____

Address for correspondence:

Fax: _____

Phone/s: _____

Mobile: _____

Email: _____

Partners Name: _____

Alternate Representative

Name: _____

Position _____

Address for correspondence:

Fax: _____

Phone/s: _____

Mobile: _____

Email: _____

Partners Name: _____

This form should be delivered to the Chief Executive Officer of the Victorian Water Industry Association prior to the commencement of the General Meeting or election in respect of which the representation becomes effective.

Schedule 1(d) – Change of Representative or Alternative Representative

Victorian Water Industry Association Inc

CHANGE OF REPRESENTATIVE OR ALTERNATE REPRESENTATIVE

(name of Memberbusiness) _____
 revokes the appointment of _____
 as Representative/Alternate Representative and nominates _____
 to fill this position until further notice.

Contact details for the new Representative/ Alternate Representative are:

Name: _____

Position: _____

Address for correspondence:

Fax: _____

Phone/s: _____

Mobile: _____

Email: _____

Signature on behalf of Member (Chair, Managing Director or CEO)

Position _____

Date _____

This form should be delivered to the Chief Executive Officer of the Victorian Water Industry Association prior to the commencement of the General Meeting or election in respect of which the change of representation becomes effective.

Schedule 1(e) Appointment of Proxy

Victorian Water Industry Association Inc.

APPOINTMENT OF PROXY

(Name) _____

of (Member Business) _____

being a Representative of a Member of the Victorian Water Industry Association Incorporated, appoint the person named below as my proxy to vote on my behalf at the meeting of the Victorian Water Industry Association to be held on (date) and at any adjournment of that meeting.

Name of proxy: _____

who is the appointed Representative for _____

The proxy is authorised to:

vote in favour of the following resolutions:

vote against the following resolutions

vote as they see fit on any matters not listed above.

Signature _____

Date _____

This form should be delivered to the Chief Executive Officer prior to the commencement of the General Meeting in respect of which the proxy is appointed.

Schedule 1(f) – Nomination for board director

Victorian Water Industry Association Inc

NOMINATION FOR BOARD DIRECTOR

I, _____ being a Representative of

_____ a Water Business which is a financial Member of the Victorian Water Industry Association

nominate _____ as a candidate for election as Board Director of the Victorian Water Industry Association

Signature _____

and I, the above-named _____ consent

to Nomination.

Signature _____

Date _____

Nominations must be lodged by 4:00pm, on to

The Returning Officer
Victorian Water Industry Association
Level 2, 466 Little Lonsdale Street,
Melbourne VIC 3000

Schedule 2 – Water Businesses

Metropolitan Sector

Greater Western Water

Melbourne Water

South East Water

Yarra Valley Water

Regional Sector

Barwon Water

Central Highlands Water

Coliban Water

East Gippsland Water

Gippsland Water

Goulburn Valley Water

Goulburn Murray Water

Grampians Wimmera Mallee Water

Lower Murray Water

North East Water

Southern Rural Water

South Gippsland Water

Wannon Water

Westernport Water