



Institute of Water
Administration

INSTITUTE OF WATER ADMINISTRATION INCORPORATED

Association Number A0032949H

ABN 96 103 789 875

**Revisions approved by members at the
Annual General Meeting held on 17 November 2016**

RULES





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ASSOCIATIONS INCORPORATION REFORM ACT 2012

RULES OF INSTITUTE OF WATER ADMINISTRATION INC.

Association Number A0032949H

ABN 96 103 789 875

1 Name

The Association's name is the "Institute of Water Administration Incorporated".

2 Interpretation

2.1 In these Rules, unless the contrary intention appears:

"Act" means the Associations Incorporation Reform Act 2012.

"Appointed Director" means one of the Directors in the positions set out in clause 24.3.4.

"Association" means this association constituted as an incorporated association under the Act.

"Director" means an Elected Director or an Appointed Director.

"Elected Director" means one of the Directors in the positions set out in clause 24.3.1, 24.3.2 or 24.3.3.

"Board" means the Board of the Association, acting with a quorum of Directors, and which is the committee having management of the Association for the purposes of the Act.

"Member" means a member of the Association for the time being, and irrespective of whether the person belongs to a class of Membership known by any other description.

"Financial Year" means the year ending 30 June.

"General Meeting" means a general meeting of the Members, and includes an annual general meeting and any special general meeting.

"Board Meeting" means a meeting of the Board held from time to time in accordance with these Rules.

"Secretary" has the same meaning as in the Act.

"Regulations" means Regulations made under the Act.

"Rules" means these rules of the Association, which incorporates the purposes of the Association.



"Water Administration" means the profession and practice of water administration, including, without limitation, the disciplines of customer service, engineering, finance, people management, governance, strategy, information technology and communications in respect of the management of water supply, waste water treatment and disposal, water recycling, groundwater, waterway management and stream management generally, environmental management, drainage and all other aspects associated with water supply, recovery and preservation.

"Water Organisation" means any Government, Local Government or Statutory Authority or other water related business providing water and or related services.

- 2.2 A reference to a person includes reference to a body corporate unless otherwise provided.
- 2.3 Words or expressions contained in these Rules shall be interpreted in accordance with the rules of interpretation applying to subordinate instruments within the meaning of Interpretation of Legislation Act 1984.

3 Purposes

The purposes of the Association are:

- 3.1 to advance the practice and science of Water Administration by providing the opportunity for Members to elevate their professional and general knowledge;
- 3.2 to increase the proficiency of water industry management;
- 3.3 to promote the highest standard of integrity in the work of the Members;
- 3.4 to foster efficiency and effectiveness in Water Administration and development through professional development;
- 3.5 to maintain high standards of service from the water industry to the community generally;
- 3.6 to give Members the opportunity to participate in and contribute to future directions in the water industry; and
- 3.7 To provide to the Members and others information on all matters affecting the work of water professionals that may seem conducive to any of the purposes of the Association.

4 Powers

- 4.1 Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.
- 4.2 Without limiting clause 4.1, the Association may:
- 4.2.1 acquire, hold and dispose of real or personal property;
- 4.2.2 open and operate accounts with financial institutions;
- 4.2.3 invest its money in any security in which trust monies may lawfully be invested;



- 4.2.4 raise and borrow money on any terms and in any manner as it thinks fit;
 - 4.2.5 secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - 4.2.6 appoint agents to transact business on its behalf; and
 - 4.2.7 enter into any other contract it considers necessary or desirable.
- 4.3 The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

5 Membership

The Members are:

- 5.1 the Members on the date these Rules were adopted; and
- 5.2 any Members admitted pursuant to clause 6 and 8;

until the person dies (or in the case of a body corporate, is wound up or ceases to exist) or ceases to be a Member pursuant to clauses 9 or 10. The rights of Members are personal and cannot be transferred or transmitted to any other person.

6 Classes of Membership

There shall be the following classes of Membership:

- 6.1 **Honorary Life Fellow (F.I.W.A. Hon.)** – shall be a person who has been nominated for such Membership class by the Board in its absolute discretion on the basis that the person has rendered such services to the Association or possesses such knowledge and experience of and connected with the provision of Water Administration as entitles the person to that distinction and after such nomination election shall occur only by a majority vote of those Members present at a General Meeting.
- 6.2 **Fellow (F.I.W.A.)** – shall be a person who has been elected to that Membership class by the Board on the basis that the person:
 - 6.2.1 holds an approved certificate of qualification as determined acceptable by the Board;
 - 6.2.2 is and has been for a period of not less than 10 years in a full-time capacity (or equivalent accepted by the Board) involved in Water Administration; and
 - 6.2.3 has held the Membership class of Associate for at least five (5) years; or
 - 6.2.4 has rendered such services in the field of Water Administration or for the Association in particular which in the opinion of the Board entitles the person to such a distinction (which may include serving the role of President;

provided however, that the Board may only elect additional persons to this class if the number of persons elected as Fellows does not exceed 40% of the total number of Members at the date of the Board's decision.



- 6.3 **Associate (A.I.W.A.)** – shall be a person who has been elected to that Membership class by the Board on the basis that the person:
- 6.3.1 holds an approved certificate of qualification as determined acceptable by the Board;
 - 6.3.2 is and has been for a period of not less than five (5) years employed in a full-time capacity (or equivalent accepted by the Board) in Water Administration by a Water Organisation; and
 - 6.3.3 has held the Membership class of “Member” for at least three (3) years; or
 - 6.3.4 has rendered such services in the field of Water Administration or for the Association in particular which in the opinion of the Board entitles the person to such distinction, which may include serving the role of a Director.
- 6.4 **Member (M.I.W.A.)** – shall be a person who applies for Membership in this class and has been elected to that Membership class by the Board on the basis that the person:
- 6.4.1 holds an approved certificate of qualification as determined acceptable by the Board; and
 - 6.4.2 is and has been for a period of not less than three (3) years (full time equivalent) employed in Water Administration by a Water Organisation whether on a full-time or part-time basis; and
 - 6.4.3 has attained an approved status acceptable to the Board in the capacity as either a full-time or part-time water manager.
- 6.5 **Corporate Member (M.I.W.A. Corp.)** - shall be any Federal or State Government Department, Authority, Trust, Statutory Body, or other corporation, partnership or business entity, which has made application to the Association and the Board elects that person into such Membership class.
- 6.6 **Honorary Member (M.I.W.A. Hon.)** - shall be a person nominated by the Board who in the opinion of the Board has rendered such service to the Association or Water Administration generally or possesses such knowledge and experience of and connected with the profession of Water Administration as reasonably entitles that person to the distinction and after such nomination of the Board the election to Membership shall occur only by a majority vote of those Members present at a General Meeting.
- 6.7 **Retired designation (add "Ret." to prior Membership designation e.g. A.I.W.A.-Ret.)** - shall be any person who:
- 6.7.1 held Membership under any class of Membership ;
 - 6.7.2 permanently retires and wishes to maintain their Membership ; and
 - 6.7.3 who has applied to the Board which shall in its discretion be entitled to classify that Member as retired.



7 Additional Membership Provisions

- 7.1 A Member of the Association who is entitled to vote has the right:
- 7.1.1 to receive notice of General Meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
 - 7.1.2 to submit items of business for consideration at a General Meeting; and
 - 7.1.3 to attend and be heard at General Meetings; and
 - 7.1.4 to vote at a General Meeting; and
 - 7.1.5 to have access to the minutes of general meetings and other documents of the Association as provided under rule 75; and
 - 7.1.6 to inspect the register of Members; and
 - 7.1.7 to nominate for the position of Elected Director; and
 - 7.1.8 to be a recipient or apply for any awards offered by the Association from time to time.
- 7.2 A Member is entitled to vote if:
- 7.2.1 the Member is a member other than an Honorary Member or Corporate Member; and
 - 7.2.2 more than 10 business days have passed since he or she became a Member of the Association; and
 - 7.2.3 the Member's membership rights are not suspended for any reason.
- 7.3 The following provisions shall apply to the relevant classes of Membership
- 7.3.1 While a person is a Member, they will be entitled to use the abbreviated designation for their class of Membership as set out in the headings of clause 6 in accordance with the policies established by the Board regarding such use.
 - 7.3.2 An Honorary Member shall be entitled to attend but shall have no voting rights in the proceedings of the Association and shall not be entitled to be nominated or elected to the Board but may hold the position of Secretary or Treasurer.
 - 7.3.3 A Corporate Member may appoint a person to be the representative of the Corporate Member to attend but shall have no voting rights in the meetings and proceedings of the Association from time to time and may remove any representative so appointed and appoint another in that person's place. The Association shall be entitled to rely upon the last written notification of such a representative. Any written advice regarding appointment or removal of such representative shall be addressed to the Secretary. The person may hold the position of Secretary or Treasurer.



- 7.3.4 All other Members shall have a single vote in any meeting with exception of the Chairperson as provided in these Rules.
- 7.3.5 Any Member who fails to pay on any subscription, joining fee or other fee levied by the Association shall regardless of any other action taken by the Association or Board be expelled from Membership if they fail to pay the relevant fee within the Financial Year it became due.

8 Procedure for Applying for Membership

- 8.1 A person seeking to be admitted as a Member or to change his or her Membership class for which clause 6 requires applications, may apply for such admission or change in writing to the Secretary in the form and together with such information and references as the Board from time to time shall require.
- 8.2 Any application for such Membership shall be accompanied by the application fee and annual subscription set by the Board from time to time applicable to the class of Membership sought.
- 8.3 The Board may approve or refuse any application for Membership and shall not be required to give any reason for its refusal. Any application approved will be promptly notified to the applicant and the Register updated by the Secretary accordingly. Any application refused shall result in any additional fee or subscription paid being refunded.

9 Resignation

- 9.1 A Member may resign from the Association by giving not less than one (1) month's notice in writing to the Secretary.
- 9.2 At the expiration of a notice as given under this clause 9.1
 - 9.2.1 the person ceases to be a Member; and
 - 9.2.2 the Secretary must record on the Register of Members that the person ceased to be a Member;

10 Expulsion

- 10.1 Subject to these Rules the Board may by resolution:
 - 10.1.1 expel a Member from the Association;
 - 10.1.2 suspend a Member's rights and entitlements for any period up to a maximum of two (2) calendar months;
 - 10.1.3 fine a Member an amount up to one year's Membership fee
- or any combination of the three if it is the opinion of the Board that the Member has refused or neglected to comply with these Rules, or is guilty of conduct unbecoming a Member or prejudicial to the interests of the Association or has refused or neglected to comply with any resolutions of a General Meeting or of the Board.



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- 10.2 The resolution of the Board under clause 10.1:
- 10.2.1 does not take effect unless the Board at an Board Meeting held not earlier than 14 days and not later than 28 days after the service on a Member of a notice under clause 10.3, confirms the resolution in accordance with this clause; and
 - 10.2.2 where the Member exercises the right of appeal to a General Meeting under this clause such resolution does not take effect unless a General Meeting confirms the resolution in accordance with this clause.
- 10.3 If the Board passes a resolution under clause 10.1, the Secretary must, as soon as practicable, cause to be served on the Member a notice in writing:
- 10.3.1 setting out the resolution of the Board and the grounds on which it is based; and
 - 10.3.2 stating that the Member (through a representative or other person) may address the Board at an Board Meeting to be held not earlier than 14 days and not later than 28 days after service of the notice; and
 - 10.3.3 setting out the date, place and time of that meeting; and
 - 10.3.4 informing the Member that the Member (through a representative or other person) may do one or more of the following:
 - (a) attend the Board Meeting;
 - (b) give the Board before the date of that meeting a written statement seeking the revocation of the resolution; and
 - (c) not later than between 48 hours before the time of the meeting lodge with the Secretary a written notice to the effect that the Member wishes to appeal to a General Meeting against the resolution;
- 10.4 At an Board Meeting held in accordance with this clause 10.3 the Board –
- 10.4.1 must give to the Member’s delegate or other representative an opportunity to be heard;
 - 10.4.2 must give due consideration to any written statements submitted on behalf of the Member; and
 - 10.4.3 must by resolution decide whether to confirm or revoke the resolution;
- 10.5 If the Secretary receives a notice under this clause 10.3 seeking to appeal against the resolution, the Secretary must convene a General Meeting within three (3) calendar months from the day on which the Secretary received the notice and if the Board resolution called for the expulsion of the Member then until such time as that meeting is convened, the Member’s Membership is suspended; and
- 10.6 At a meeting convened under clause 10.5, the Member or any person acting on behalf of the Member must be given the opportunity to be heard, the Board may place before the Meeting details of the grounds for the resolution and the reasons for the passing of the resolution and the Members attending at the meeting shall



vote by way of a simple majority to decide whether the resolution should be confirmed, varied or revoked.

11 Consequences of ceasing to be a Member

Upon a person ceasing to be a Member:

- 11.1 any outstanding monies due to the Association from the person will be a debt due and payable on demand and if necessary recoverable by legal proceedings;
- 11.2 the person must cease to use any designation or post-nominals of the Association, and must not represent he or she has any connection or association with the Association (and the Association may publish a public notice of that fact); and
- 11.3 the person must return his or her Membership certificate if required to do so under clause 15.2.

12 Grievance procedure

- 12.1 The grievance procedure applies to disputes under these Rules between
 - 12.1.1 a Member and another Member;
 - 12.1.2 a Member and the Board;
 - 12.1.3 a Member and the Association.
- 12.2 A Member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.
- 12.3 The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.
- 12.4 If the parties to a dispute are unable to resolve the dispute between themselves within the time required by clause 12.3, the parties must within 10 days:
 - 12.4.1 notify the Board of the dispute; and
 - 12.4.2 agree to or request the appointment of a mediator; and
 - 12.4.3 attempt in good faith to settle the dispute by mediation.
- 12.5 The mediator must be person chosen by agreement between the parties; or in the absence of agreement:
 - 12.5.1 if the dispute is between a Member and another Member—a person appointed by the Board; or
 - 12.5.2 if the dispute is between a Member and the Board or the Association—a person appointed or employed by the Dispute Settlement Centre of Victoria.



- 12.6 A mediator appointed by the Board may be a Member or former member of the Association but in any case must not be a person who:
- 12.6.1 has a personal interest in the dispute; or
 - 12.6.2 is biased in favour of or against any party.
- 12.7 The mediator to the dispute, in conducting the mediation, must:
- 12.7.1 give each party every opportunity to be heard; and
 - 12.7.2 allow due consideration by all parties of any written statement submitted by any party;
 - 12.7.3 ensure that natural justice is accorded to the parties throughout the mediation process; and
 - 12.7.4 not determine the dispute.
- 12.8 If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

13 Register of Members

There shall be kept by the Secretary a register of Members in which shall be entered:

- 13.1 the name and address of each Member;
- 13.2 the date of which the person was entered on the register as a Member;
- 13.3 the dates for any changes in Membership class or classes; and
- 13.4 the date on which the person ceased to be a Member.

14 Address

Every Member shall notify the Secretary in writing of any change of address within 14 days of such a change.

15 Membership Certificates

A certificate of Membership in the form prescribed by the Board from time to time shall be issued to each Member and shall:

- 15.1 be signed by the President, one other Member of the Board and the Secretary; and
- 15.2 shall remain the property of the Association and be returned upon the demand of the Board on the Member or the heirs, executors and legal assigns of the Member.

16 Subscriptions/Fees

- 16.1 The Board may from time to time set fees in relation to the following:
- 16.1.1 Annual subscriptions for the respective Membership class in respect of each Financial Year;



- 16.1.2 Application and entrance fees in respect of the relevant Membership class;
- 16.1.3 Any other fees or levy applicable from time to time.
- 16.2 In setting fees, the Board must take into consideration:
 - 16.2.1 The financial position of the Association at that time;
 - 16.2.2 The extent of programs and services it plans to deliver during the year;
 - 16.2.3 Any other future liabilities; and
 - 16.2.4 Any other aspects the Board considers appropriate
- 16.3 The subscriptions / fees of the Association must be approved by the Board Council at a Meeting prior to the end of the financial year.
- 16.4 The Secretary must notify each Member or applicant for Membership as soon as practicable after the fixing of any fee, the nature of the fee and its due date for payment.
- 16.5 Each Member (or applicant for Membership) after receipt of notification of the relevant fee must pay the fee:
 - 16.5.1 in relation to annual subscriptions within one (1) month of receipt of notice of that annual subscription; and
 - 16.5.2 in relation to any other fees by the due date indicated on the particular notice.
- 16.6 Where any fee or levy under clause 16.1.3 is proposed to be imposed on Members or a particular class of Member, the proposal to make such a levy or fee shall be referred to a General Meeting which will make the final decision by way of a simple majority vote of Members present at the meeting.
- 16.7 The Board may in its absolute discretion in any particular case if in its opinion if circumstances warrant it remit or excuse the payment of any fee or part thereof.

17 Meetings

- 17.1 The Board may, from time to time, set the dates for the holding of General Meetings in the course of each calendar year. The Board shall detail the number, duration and place of such General Meetings, each year.
- 17.2 The Board shall determine during the course of any particular calendar year which General Meeting shall be the Annual General Meeting. An Annual General Meeting shall occur at least once every 12 months in accordance with the Act.
- 17.3 Any General Meeting other than the Annual General Meeting shall be called a Special General Meeting.
- 17.4 The Board may whenever it thinks fit or otherwise in accordance with these Rules, call a Special General Meeting, provided however, that if the Board receives a request or requests in writing signed or effectively signed by more than half of the



number of Members with voting rights at the Association, it shall call a Special General Meeting within one (1) month of receipt of such request.

- 17.5 Subject to the Act, the Board shall give whatever reasonable notice it thinks fit of the place, time, day, and duration of any General Meeting, provided however:
- 17.5.1 the accidental omission to give notice of a meeting or non receipt thereof by any person entitled to receive notice shall not invalidate the proceedings of that meeting; and
- 17.5.2 the failure to provide notice of any business to be conducted or proposed to be conducted at any meeting shall not preclude the discussion or voting on any such issue at any meeting.
- 17.6 The ordinary business of the meeting shall be to:
- 17.6.1 receive, consider and approve the minutes of the previous Meeting;
- 17.6.2 receive any committee reports;
- 17.6.3 receive and put motions to the vote of the Members;
- 17.6.4 in the case of the Annual General Meeting:
- (a) receive committee reports upon the transactions of the Association during the preceding Financial Year;
- (b) announce the results of the election of Elected Directors;
- (c) receive and consider financial statements which the Act requires to be prepared; and
- (d) conduct such other business as the Board considers appropriate.
- 17.7 All business not specified in clause 17.6 will be special business, and must be listed on the agenda. Only ordinary or special business can be considered at a General Meeting.

18 Quorum

- 18.1 No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business.
- 18.2 A quorum for any General Meeting shall be 15 Members holding voting rights present in person, by representative or by proxy.
- 18.3 If within one half hour of the time appointed for any meeting a quorum is not present, if the meeting were convened on the requisition of the Members it shall be dissolved. Otherwise the meeting will stand adjourned to such other day or at such other time and place as the Board may determine and if at the adjourned meeting a quorum is not present within one half hour of the time appointed for the adjourned meeting the Members present at that adjourned meeting shall constitute a quorum regardless of the other provisions of this clause.
- 18.4 The President or in the President's absence, the Vice President, or in the Vice President's absence, a Director elected by the Board, shall chair a General Meeting.



In their absence, the person to chair will be elected by and from the Members with the right to vote.

19 Voting

- 19.1 Voting at all meetings shall be dealt with in the following manner.
- 19.1.1 Unless as otherwise provided a matter put to the vote shall require a proposer and a seconder and a vote shall be made by a show of hands and at the declaration of the Chairperson the resolution may be carried unanimously, carried by a particular majority or lost and the entry of that fact into the Minute Book shall be conclusive evidence of that fact.
- 19.1.2 If on a call for a vote there is requested a poll by at least six (6) voting Members present in person then the vote shall be taken by way of a written poll.
- 19.1.3 Any request for a vote on a particular matter proposed and seconded by voting Members shall be put to the Meeting in the manner provided.
- 19.1.4 In the case of an equal number of votes the Chairperson of the Meeting shall have a second or casting vote.
- 19.2 All matters put to a vote shall be decided by a simple majority of those present at the meeting except:
- 19.2.1 any motion for the winding up of the Association;
- 19.2.2 any motion to amend these Rules; and
- 19.2.3 any other motion for which the Act requires a special resolution.
- which shall require a special resolution passed in accordance with the Act.
- 19.3 A Member may appoint another Member as his or her proxy to vote and speak on his or her behalf at a General Meeting other than at a disciplinary appeal meeting.
- 19.4 The appointment of a proxy must be in writing and signed by the Member making the appointment.
- 19.5 The Member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the Member in any matter as he or she sees fit.
- 19.6 If the Board has approved a form for the appointment of a proxy, the Member may use any other form that clearly identifies the person appointed as the Member's proxy and that has been signed by the Member.
- 19.7 Notice of a general meeting given to a Member under this rule must
- 19.7.1 state that the Member may appoint another Member as a proxy for the meeting; and
- 19.7.2 include a copy of any form that the Board has approved for the appointment of a proxy.



- 19.8 A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- 19.9 A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 24 hours before the commencement of the meeting.
- 19.10 A Member not physically present at a General Meeting may be permitted to participate in the meeting by the use of technology that allows that Member and the members present at the meeting to clearly and simultaneously communicate with each other.
- 19.11 For the purposes of this Part, a Member participating in a general meeting as permitted under 19.10 is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.

20 Minutes

- 20.1 The Board must ensure that minutes are taken and kept of each General Meeting.
- 20.2 The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- 20.3 In addition, the minutes of each Annual General Meeting must include
 - 20.3.1 the names of the Members attending the meeting; and
 - 20.3.2 proxy forms given to the Chairperson of the meeting under clause 19.3; and
 - 20.3.3 the financial statements submitted to the Members in accordance with clause 17.6.4; and
 - 20.3.4 the certificate signed by two Board members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
 - 20.3.5 any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

21 Conferences

- 21.1 The Board shall offer to its Members no less than three (3) conferences per year in order to improve and elevate the knowledge of Water Administrators and other persons from the water industry.
- 21.2 The Conferences will also be made available to any interested person to attend.
- 21.3 The purpose of such conferences shall be to further the purposes of the Association.
- 21.4 The Board, on advice of the Treasurer, and in accordance with any approved financial plan of the Board, set fees and charges for Members and non-Members for such conferences.



22 Special Interest Groups

- 22.1 From time to time, the Board may establish Special Interest Groups in order to advance the professional development of Members and other water professionals.
- 22.2 The Special Interest Groups may adopt their own rules with the approval of the Board.
- 22.3 Meetings of Special Interest Groups will generally be held in conjunction with any or all of the Conferences run by the Association and agendas will be developed by the Special Interest Groups.
- 22.4 Each Special Interest Group will appoint their own Chairperson and will report to the Board on the attendees, discussions items and any other matters no later than the next Board Meeting.
- 22.5 The President (or his or her nominee) has the right to attend a Special Interest Group meeting as an ex-officio member of the group to discuss issues, directions and any other matters pertaining to the purposes of the Association.

23 Awards and Recognition

From time to time, the Board may make available awards to Members to continue their professional development and recognise the major contributions made by a Member. The Board may establish awards and recognition by-laws, policies and procedures in relation to such awards and other public recognition.

24 Board

- 24.1 There shall be an Board.
- 24.2 The Board:
 - 24.2.1 shall control and manage the business and affairs of the Association;
 - 24.2.2 may, subject to these Rules, the Regulations and the Act, exercise all such powers and functions as may be exercised by the Association other than those powers and transactions that required by these Rules to be exercised by General Meetings; and
 - 24.2.3 subject to these Rules, the Regulations and the Act, has power to perform all such acts and things as appear to the Board to be appropriate for the proper management of the business and affairs of the Association.
- 24.3 The Board shall consist of twelve (12) Directors and shall include:
 - 24.3.1 A President, being an Elected Director determined in accordance with clause 26.6;
 - 24.3.2 A Vice President, being an Elected Director elected in accordance with clause 26.6;
 - 24.3.3 Eight (8) other Elected Directors elected in accordance with clauses 24.5 to 24.9; and



- 24.3.4 Two (2) Appointed Directors appointed by the Board from time to time on the basis of the skills, background and expertise deemed necessary or desirable by the Board (including, without limitation, to complement the Elected Directors) for the effective operation of the Board. An Appointed Director need not be a Member.
- 24.4 Each Elected Director shall hold office for three years between annual general meetings. To stagger the election of Elected Directors:
- 24.4.1 Three (3) Elected Directors shall be elected at the 2018 annual general meeting (and every third annual general meeting after that);
- 24.4.2 Three (3) Elected Directors shall be elected at the 2019 annual general meeting (and every third annual general meeting after that); and
- 24.4.3 Four (4) Elected Directors shall be elected at the 2020 annual general meeting (and every third annual general meeting after that).
- An Appointed Director may hold office for a period of up to three (3) years as determined by the Board at the time of making the appointment.
- 24.5 Within two (2) months of an Annual General Meeting, the Board shall cause to be sent to all Members of every class a notice in writing providing the following:
- 24.5.1 calling for nominations for election to the Board;
- 24.5.2 indicating which Elected Directors would be resigning and retiring, and indicating which will be remaining; and
- 24.5.3 requiring nominations to be lodged with the Secretary no later than 1 calendar month prior to the Annual General Meeting.
- 24.6 Each Nomination shall be in writing and shall incorporate:
- 24.6.1 the signature (indicating consent) of the person to be nominated; and
- 24.6.2 the signature of two Members of any Membership class.
- 24.7 If the number of applicants exceeds the positions vacant, the Secretary shall, with other papers Associated with the Annual General Meeting, send to each Member a ballot paper in the form and manner decided by the Board to allow Members to vote. Where the positions will be for different periods, those will be decided by agreement of the successful applicants, or in the absence of agreement, by drawing lots.
- 24.8 Ballot papers posted or delivered to the Association must be received by the Secretary no later than 48 hours prior to the commencing time of the Annual General Meeting.
- 24.9 The Secretary and such other person appointed by the Board as Returning Officer shall count the votes cast by postal ballot and shall provide to the Chairperson a statement indicating the number of votes cast for each candidate. At the Annual General Meeting, the returning officer (or the Chairperson, in the returning officer's absence) shall declare elected to the Board the relevant number of Members receiving the greatest number of votes. In the event of a tied vote to fill any required vacancy the Returning Officer shall have the casting vote. Where the positions will



be for different periods, the candidates receiving the greatest number of votes will receive the longest terms.

- 24.10 The office of Director shall be deemed to be vacated and the Director disqualified if that person:
- 24.10.1 holds any office of profit under the Association;
 - 24.10.2 becomes bankrupt or makes an arrangement or composition with creditors generally;
 - 24.10.3 conducts themselves in a manner contrary to the purposes and Rules of the Association;
 - 24.10.4 is of unsound mind;
 - 24.10.5 resigns the office by notice in writing to the Association;
 - 24.10.6 in the case of an Elected Director — ceases to be a Member;
 - 24.10.7 dies;
 - 24.10.8 fails to attend any two (2) consecutive Board Meetings in a year or any two (2) meetings (other than Board Meetings) in succession without the prior written approval of the Board; or
 - 24.10.9 is directly or indirectly interested in any contract with the Association and fails to declare the nature of that interest in the manner similar to that under the Water Act 1989.
- 24.11 The Board may delegate to a member of the Board, a subcommittee or staff, any of its powers and functions other than
- 24.11.1 this power of delegation; or
 - 24.11.2 a duty imposed on the Board by the Act or any other law.
- 24.12 The delegation must be in writing and may be subject to the conditions and limitations the Board considers appropriate.
- 24.13 The Board may, in writing, revoke a delegation wholly or in part.
- 24.14 An Board member who is not physically present at an Board meeting may participate in the meeting by the use of technology that allows that Director and the Directors present at the meeting to clearly and simultaneously communicate with each other.
- 24.15 For the purposes of this section, a Director participating in an Board meeting as permitted under clause 24.14 is taken to be present at the meeting and, if the Director votes at the meeting, is taken to have voted in person.



25 Removal of Directors

- 25.1 A General Meeting may resolve to remove any Director before the expiration of that person's term of office if the General Meeting is of the opinion that the Director:
- 25.1.1 has refused or neglected to comply with these Rules; or
 - 25.1.2 has been guilty of conduct unbecoming a Director or Member or prejudicial to the interests of the Association; or
 - 25.1.3 has refused or neglected to comply with any resolutions of a General Meeting or of the Board.
- 25.2 Upon passage of a resolution under clause 25.1, the Director ceases to hold office as such.
- 25.3 After passing the resolution referred to in clause 25.1, the Board Council may replace that Member in accordance with clause 26.7.
- 25.4 Where the Director to whom a proposed resolution referred to in clause 25.1, makes representation in writing to the Secretary or President (not exceeding a reasonable length) and requests that they be notified to the Members, the Secretary or President may send a copy of the representation to each Member or, if they are not so sent, the Director may require that they be read out at the meeting.

26 Board Meetings

- 26.1 The Board shall meet not less than three (3) times per year.
- 26.2 Conduct of any meeting of Board shall be carried out in the manner the Board thinks fit.
- 26.3 Any questions arising at an Board Meeting shall be determined by a simple majority of Directors present and in the case of an equality of votes the Chairperson shall have the casting vote.
- 26.4 A quorum for an Board Meeting is five (5) Directors.
- 26.5 If:
- 26.5.1 insufficient nominations are received to fill a vacancy on the Board at an Annual General Meeting;
 - 26.5.2 any Director resigns from their position as an Director;
 - 26.5.3 any Director ceases to be eligible to be a Director;
- then that position becomes a casual vacancy.
- 26.6 The Board shall appoint two Elected Directors to the position of President and Vice President respectively.
- 26.7 If there is a casual vacancy on the Board:



- 26.7.1 in the case of the President, Vice President – the Board may appoint an Elected Director to fill that vacancy, and that person's previous position becomes a casual vacancy; and
- 26.7.2 in the case of any Elected Director other than the President and Vice President – the Board may appoint any eligible Member to fill that vacancy.
- 26.7.3 in the case of any Appointed Director – the Board may appoint a person in accordance with clause 24.3.4.
- 26.8 Any person appointed as a Director under clause 26.7.1 or 26.7.2 shall hold office until the next annual general meeting, at which time a replacement will be elected in accordance with clause 24.5 to 24.9 to serve the balance of the original Director's term of office.
- 26.9 The Board shall appoint a Secretary and Treasurer of the Association. The person so appointed may or may not be Members, and the same person may be appointed to both positions. The Board may pay to each person appointed such remuneration (if any) as it thinks fit. The Board may remove a Secretary or Treasurer and appoint a replacement.

27 Seal

- 27.1 The common seal of the Association must be kept in the possession of the Secretary.
- 27.2 The common seal must not be affixed to any instrument except by authority of the Board.
- 27.3 The affixing of the common seal must be attested by the signatures of the President (or in his/her absence the Vice President), and one other Director.

28 Custody of records

Except as otherwise provided in these Rules, the Secretary must keep custody or control of all books, documents and securities of the Association in the manner directed by and at the places determined by the Board.

29 Financial records and reporting

- 29.1 The Association must keep financial records that
 - 29.1.1 correctly record and explain its transactions, financial position and performance; and
 - 29.1.2 enable financial statements to be prepared as required by the Act.
- 29.2 The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- 29.3 The Treasurer must keep in his or her custody, or under his or her control
 - 29.3.1 the financial records for the current financial year; and
 - 29.3.2 any other financial records as authorised by the Board.



- 29.4 For each financial year, the Board must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- 29.5 Without limiting clause 29.4, those requirements include
- 29.5.1 the preparation of the financial statements;
 - 29.5.2 if required, the review or auditing of the financial statements;
 - 29.5.3 the certification of the financial statements by the Board;
 - 29.5.4 the submission of the financial statements to the Annual General Meeting of the Association;
 - 29.5.5 the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.
- 29.6 It is the responsibility of the Treasurer:
- 29.6.1 to report on the finances of the Association:
 - (a) to the Board at regular intervals, and when requested by the Board to do so;
 - (b) to General Meetings when requested by the Board to do so;
 - 29.6.2 to present a report on the financial statements to the Annual General Meeting; and
 - 29.6.3 to confer regularly with the Secretary about the financial circumstances of the Association and the performance by the Secretary of the Secretary's responsibilities under this clause.
- 29.7 The Treasurer must:
- 29.7.1 collect and receive all payments due to the Association and make all payments authorised by the Association; and
 - 29.7.2 keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure arising from the activities of the Association.

30 Funds

The funds of the Association shall be derived from application fees, entrance fees, annual subscriptions, donations, conference receipts and such other sources as the Board determines.

31 Cheques

All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by a Director and by the Treasurer or other officer approved for the purposes by the Board.



32 Indemnity

Every Director, Secretary, Treasurer and agent of the Association shall be indemnified out of the assets of the Association against any liability incurred by that person in defending any civil or criminal proceedings relating to the affairs of the Association in which judgment is given in that person's favour or that person is acquitted or relief is granted to that person by a court in respect of any negligence, default, breach of duty or breach of trust or incurred by that person in applying successfully for such relief.

33 Alteration of rules and statement of purposes

These Rules must not be altered except in accordance with the Act.

34 Notices

34.1 A notice may be served by or on behalf of the Association upon any Member either personally or by sending it by post and or electronic mail to the Member of the Member's address shown in the register of Members (or in the case of Corporate Members who have appointed a representative, by serving it personally or sending it to that representative).

34.2 Where a document is properly addressed pre-paid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person of the time at which the letter would have been delivered in the ordinary course of mail.

35 Access to Books

35.1 Members may, on request and with two (2) days notice, inspect free of charge—

35.1.1 the register of Members;

35.1.2 the minutes of General Meetings;

35.1.3 subject to clause 35.2, the financial records, books, securities and any other relevant document of the Association, including minutes of Board meetings.

35.2 The Board may refuse to permit a Member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.

35.3 The Board must on request make copies of these rules available to Members and applicants for membership free of charge.

35.4 Subject to clause 35.2, a Member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.

35.5 For purposes of this rule, relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following

35.5.1 its membership records;

35.5.2 its financial statements;



- 35.5.3 its financial records;
- 35.5.4 records and documents relating to transactions, dealings, business or property of the Association.

36 Auditors

The Association may (and must, if required by the Act) appoint an auditor who will audit or review the Association's financial statements in accordance with the Act. If during the course of any year the auditors appointed by the annual general meeting ceases to act in that capacity the vacancy shall be filled by the Board appointing an alternative auditor or auditors. The auditor may otherwise be removed or replaced only in accordance with the Act.

37 Winding up or cancellation

- 37.1 The Association may be wound up voluntarily by special resolution.
- 37.2 In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.
- 37.3 Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual Members.
- 37.4 The body to which the surplus assets are to be given must be decided by special resolution.

38 Financial Year

The Association's financial year is the Financial Year.

39 Registered address

The Association's registered address will be determined from time to time by the Board.

40 Model rules not to apply

The model rules, as contained in the Regulations, do not apply to the Association.

41 Transition

Despite clause 24:

- 41.1 Of the five Directors elected at the 2016 annual general meeting under clause 24 of the former rules:
 - 41.1.1 three (3) will be deemed Elected Directors serving for three (3) years between annual general meetings until the 2019 annual general meeting; and
 - 41.1.2 two (2) will be deemed Elected Directors serving for two (2) years between annual general meetings until the 2018 annual general meeting,



as determined by agreement of those Directors, or in the absence of agreement by drawing lots at the first Board meeting after these amended rules come into operation.

41.2 The Directors elected before the 2016 annual general meeting under the former rules will be deemed Elected Directors and may continue to serve until the 2017 annual general meeting. At the 2017 annual general meeting, five (5) Elected Directors will be elected to replace those Directors and:

41.2.1 four (4) will serve for three (3) years between annual general meetings until the 2020 annual general meeting; and

41.2.2 one (1) will serve for one (1) year between annual general meetings until the 2018 annual general meeting,

as determined in accordance with clause 24.7 and 24.9.