



**VicWater**  
BETTER TOGETHER

# **VicWater** **Rules of Association** 22 July 2019

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# Victorian Water Industry Association Inc.

## Rules Of The Association

### 1. NAME

- 1.1 The name of the incorporated association is **Victorian Water Industry Association Inc.**

### 2. VISION

- 2.1 To lead an innovative water industry that manages water resources sustainably and creates partnerships that focus on the needs of the community, stakeholders and the environment.

### 3. MISSION

- 3.1 To be the leading advocate for Victorian Water Businesses in their interaction with government, its agencies and the community.

### 4. OBJECTIVES

- 4.1 To be a focal point for Members and government in dealing with key water industry policy issues.
- 4.2 To be a forum for Members to discuss and to decide a collective approach to issues, practices and policy development.
- 4.3 To foster good working relationships and effective communication with Commonwealth, State and Local Governments, their agencies and other influential organisations.
- 4.4 To facilitate the delivery of projects that improves the performance of the Victorian water sector.

### 5. POWERS

- 5.1 Solely to further the purposes set out above the Association shall have power:
- i. To sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any other part of the property and rights of the Association;
  - ii. To take any gift or property or donation of monies, whether subject to any special trust or not, for any one or more of the purposes of the Association provided always that in case the Association shall take or hold any property or monies which may be subject to any trust the Association shall only deal with the same in such manner as is allowed by law having regard to such trust.
  - iii. To print and publish any directory, newsletter, periodical, book or leaflet that the Association may think desirable for the promotion of its purposes; and
  - iv. To do such other things and carry out such other activities as are incidental or conducive to the attainment of the purposes and the exercise of the powers of the Association.
- 5.2 The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

### 6. INTERPRETATION

- 6.1 In these rules, unless the contrary intention appears:
- i. **Alternate Representative** shall mean a substitute representative appointed by a Member as hereinafter provided.
  - ii. **Annual General Meeting** means a meeting of members convened in accordance with Rule 11.
  - iii. **Annual Subscriptions** means the annual fees payable by each category of member as

determined by the Council under Rule 8.

- iv. **Associate Member** means an associate member of the Association.
  - v. **Association** means the Victorian Water Industry Association Inc. or its successors or assignees.
  - vi. **Board** means the board of management of the Association.
  - vii. **Board Charter** shall mean a Board Charter approved in accordance with Rule 17.8.
  - viii. **Board Meeting** means a meeting of the Board.
  - ix. **Business Plan** means the annual business plan of the Association.
  - x. **Chair** shall mean the Chair of the Association and the Chair of the Board.
  - xi. **Chief Executive Officer** means the person employed in that role by the Board.
  - xii. **Committee** shall mean a committee appointed in accordance with Rule 35.
  - xiii. **Council** shall mean the body of appointed Representatives of Members.
  - xiv. **Council Meeting** means a meeting of the Council members.
  - xv. **Deputy Chair** shall mean the Deputy Chair of the Association and the Deputy Chair of the Board.
  - xvi. **Director** means a member of the Association Board nominated or elected under Rule 16.
  - xvii. **Financial Year** means each period of 12 months ending on 30 June.
  - xviii. **General Meeting** means a meeting of representatives of the Members and Associate Members of the Association.
  - xix. **Member** means a Water Business that is a Member of the Association.
  - xx. **Metropolitan Sector** refers to wholesale and retail Water Businesses that supply the metropolitan area of Victoria as listed in Schedule 3.
  - xxi. **Regional Sector** refers to all Water Businesses that supply services throughout regional Victoria as listed in Schedule 3.
  - xxii. **Register** means the register of members kept in accordance with Rule 9.
  - xxiii. **Registrar** means the Registrar of Incorporated Associations.
  - xxiv. **Representative** means a duly nominated representative of a Member.
  - xxv. **Sector** means any one or more of Metropolitan Sector and Regional Sector.
  - xxvi. **Sitting Fee** shall mean any fee adopted for specified Directors in accordance with Rule 25. The Act means the *Associations Incorporation Reform Act 2012* and includes any Regulations under that Act.
  - xxvii. **The Regulations** means Regulations under the Act.
  - xxviii. **Water Business** shall mean any duly constituted water, sewerage or irrigation authority, trust or company constituted in the State of Victoria under the *Water Act 1989* or the *Water Industry Act 1994*.
- 6.2 Words or expressions contained in these rules will be interpreted in accordance with the provisions of the *Interpretation of Legislation Act 1984* and the Act as in force from time to time.
- 6.3 The words “he, him or his” shall also mean “she, her or hers” and vice versa.

## 7. MEMBERSHIP

### Members and Associate Members

- 7.1 Membership of the Association is open to Water Businesses within the State of Victoria.
- 7.2 Associate Membership of the Association is available to 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.
- 7.3 Applications for Associate Membership will be dealt with in the same manner as provided in these Rules for applications for Membership with any necessary modifications.
- 7.4 An application for Membership or Associate Membership of the Association:
  - i. will be made in writing in the form set out in Schedule 1(a) or 1(b) signed by the Chair, Managing Director or Chief Executive Officer of the applicant; and
  - ii. will be lodged with the Chief Executive Officer of the Association.
- 7.5 As soon as is practicable after the receipt of an application, the Chief Executive Officer will refer the application to the Board.
- 7.6 Upon an application being referred to the Board, the Board will determine whether to approve or to reject the application.
- 7.7 When an application has been approved by the Board, the Chief Executive Officer will, with as little delay as possible, notify the applicant in writing that it is approved for membership of the Association and request payment within the period of 28 days after receipt of the notification of the sum payable under these rules as the first year's annual subscription.
- 7.8 The Chief Executive Officer will, upon payment of the annual subscription referred to in Rule 7.7 enter the applicant's name in the Register of Members kept by him and, upon the name being so entered, the applicant becomes a Member of the Association.
- 7.9 If the Board rejects an application for Membership or Associate membership, the Chief Executive Officer must, as soon as practicable, notify the applicant in writing that the application has been rejected.
- 7.10 A right, privilege, or obligation of a Water Business by reason of its membership of the Association:
  - i. is not capable of being transferred or transmitted to another Water Business or person; and
  - ii. terminates upon the cessation of its membership whether by dissolution or resignation or otherwise.

### Representation

- 7.11 Each Member is required to nominate an individual Representative who shall become a Member of the Council and shall attend, in the Member's name, Annual General Meetings, General Meetings, Council Meetings, Special Council Meetings, and any forums arranged by or in conjunction with the Association.
- 7.12 Each Associate Member may be represented at Annual General Meetings, General Meetings and any forums arranged by or in conjunction with the Association.
- 7.13 Each Member and each Associate Member may, by notice in writing to the Chief Executive Officer in the form as set out in Schedule 1(c) appoint any Director, Member or officer of such body as its Representative or Alternate Representative and may by a like notice revoke or change such representation in the form as set out in Schedule 1(d).

- 7.14 Any such Representative or Alternate Representative shall forthwith cease to hold office as a Representative or Alternate Representative if:
- i. he or she dies;
  - ii. the Member resigns by notice in writing delivered to the Chief Executive Officer of the Association; or
  - iii. he or she ceases for any reason to be a Director, Member or officer of the Member that made the appointment.

## **8. ANNUAL SUBSCRIPTION**

- 8.1 The VicWater Board will approve the annual subscription fee for Membership and Associate Membership of the Association.
- 8.2 The membership subscription fee is exclusive of any goods and services tax payable in accordance with the A New Tax System (Goods and Services) Act, and each Member will be liable for the payment of any goods and services tax resulting from this Act.
- 8.3 Unless provision is otherwise made by the Council, the annual subscription fee shall be due and payable on the first day of July each year.
- 8.4 Failure to pay the annual subscription fee within two months of the date referred to in Rule 8.3 may, at the discretion of the Board, result in the cancellation of a Member's membership or an Associate Member's associate membership of the Association.

## **9. REGISTER OF MEMBERS**

- 9.1 The Chief Executive Officer will keep and maintain a Register of Members in which will be entered the full name, address and date of entry of the name of each Member and Associate Member.
- 9.2 The Register will be available for inspection by Members at the registered office of the Association during business hours.

## **10. RESIGNATION OF MEMBERS AND ASSOCIATE MEMBERS**

- 10.1 A Member or Associate Member that has paid all moneys due and payable by it to the Association may resign from the Association by giving one month's notice in writing to the Chief Executive Officer of its intention to resign and upon the expiration of that period of notice, the Member or Associate Member will cease to be a Member or Associate Member (as the case may be).
- 10.2 Upon the expiration of a notice given under Rule 10.1, the Chief Executive Officer will make in the Register of Members an entry recording the date on which the Member or Associate Member ceased to be a Member or Associate Member (as the case may be).

## **11. ANNUAL GENERAL MEETING**

- 11.1 The Association will convene an Annual General Meeting of the Members no more than five months after the end of the Financial Year.
- 11.2 The Annual General Meeting will be held on a date determined by the Board.
- 11.3 The Annual General Meeting will be so specified in the notice convening it.
- 11.4 The ordinary business of the Annual General Meeting will be:
- i. to confirm the minutes of the previous Annual General Meeting;
  - ii. to receive from the Board reports upon the transactions and principal activities of the Association during the preceding Financial Year;

- iii. to confirm the result of the election of Directors of the Board; and
  - iv. to receive and consider the financial statements submitted by the Association in accordance with the Act.
- 11.5 The Annual General Meeting may transact special business of which notice is given in accordance with these rules.
- 11.6 The Annual General Meeting will be in addition to any other General Meetings that may be held in the same year.
- 11.7 A report of the proceedings of the Annual General Meeting together with all statements of accounts prepared as hereinafter provided shall be printed and a copy forwarded to each Member and Associate Member.

## **12. THE COUNCIL**

- 12.1 Policy directions for the Association will be set by the Council constituted as provided in Rule 7.11.
- 12.2 The Council shall:
- i. ensure that the interests of all Members and Sectors are served by the Association;
  - ii. provide advice to the Association on water industry issues and priorities;
  - iii. review policy directions and endorse the Business Plan;
  - iv. provide a strong industry presence through participation in forums and conferences arranged by the Association;
  - v. debate and vote on special business at Council meetings and the Annual General Meeting;
  - vi. endorse the outcomes of elections for Board positions; and
  - vii. approve an annual honorarium to be made available to the Chair.

## **13. COUNCIL MEETINGS**

- 13.1 The Council will meet as required.
- 13.2 At any time the Chair of the Association or the Board may call a special Council Meeting.
- 13.3 Upon the application in writing by not less than one quarter of the total number of Members and delivered to the Chief Executive Officer, the Board must call a special Council Meeting.

## **14. CONVENING OF COUNCIL, ANNUAL GENERAL MEETINGS AND GENERAL MEETINGS**

- 14.1 A notice in writing setting out the business to be transacted and the date time and place of meetings shall be given to all Members and Associate Members:
- i. at least 21 clear days before the date fixed for the Annual General Meeting; and
  - ii. at least seven clear days before the date fixed for any other Council or General Meeting.
- 14.2 Any such notice may be given to any Member or Associate Member by delivering it to the Representative of, or the secretary of, such Member or Associate Member or by email to such Representative or secretary or by putting it into the post in a prepaid envelope addressed to such Representative or secretary at the office of such Member or Associate Member and any notice so posted shall be deemed to have been given at the expiration of 24 hours after the time of posting.

- 14.3 The accidental omission to give notice, or the non-receipt of any such notice by any Member or Representative, shall not invalidate the proceedings of any meeting to which it relates.
- 14.4 All meetings of the Association shall be held on such date and at such time and place as the Board or in its default the Chair shall determine.
- 14.5 When a Member wishes to bring any matter before the Association or desires any action to be taken it may submit to the Chief Executive Officer a statement thereof in writing and unless the same relates to business to be dealt with at an Annual General Meeting or a special Council meeting, the time for the holding whereof has already been fixed under these Rules, the Chief Executive Officer shall:
- i. place the subject on the business paper for the next meeting of the Board; or
  - ii. if he or she thinks the same of sufficient urgency, place the subject on the business paper for the next meeting of such other task group as he or she may think appropriate.
- 14.6 The Board shall examine all such matters that are forwarded by a Member for submission to a meeting and if it considers any such matter not within the ambit of the purposes of the Association it may exclude it from the business paper for that meeting.
- 14.7 If the Board decides that any matter brought before it is of sufficient urgency it may act thereon in its discretion.

## **15. PROCEEDINGS AT COUNCIL AND GENERAL MEETINGS**

### **Chair**

- 15.1 The Chair will preside as Chair of all Council, Annual General Meetings and General Meetings of the Association.
- 15.2 If the Chair is absent from a Council or General Meeting, the Representatives present will elect one of their number to preside as Chair at the meeting.

### **Quorum**

- 15.3 No item of business will be transacted at a Council meeting or General Meeting unless a quorum of Members entitled under these Rules to vote is present during the time when the meeting is considering that item.
- 15.4 At any Council meeting, Annual General Meeting or General Meeting of the Association the number of Representatives equal to the next whole number greater than one quarter of the total number of Members shall form a quorum for the transaction of the business.
- 15.5 For the avoidance of doubt, a Member is deemed to be present at a meeting if the Member's Representative or Alternate Representative is present or if a proxy appointed by the Member in accordance with Rules 15.23, 15.24 and is present.

### **Adjournment of a meeting**

- 15.6 If within half an hour after the appointed time for the commencement of a scheduled meeting, a quorum is not present, the meeting will stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chair at the time of the adjournment or by written notice to Members given before the day to which the meeting is adjourned) at the same place and if at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the meeting will be dissolved.
- 15.7 If any meeting is convened upon the requisition of Members and a quorum is not present within half an hour after the appointed time for the commencement of the meeting, the meeting will be dissolved.
- 15.8 The Chair of a meeting at which a quorum is present may, with the consent of the meeting,



adjourn the meeting from time to time and place to place, but no business will be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

- 15.9 Where a meeting is adjourned for 14 days or more, a like notice of the adjourned meeting will be given as in the case of a General Meeting.
- 15.10 Except as provided in Rules 15.6 and 15.9, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

### **Voting at a Meeting**

- 15.11 Questions (other than an alteration to these Rules) shall be decided by a majority of the votes of the Representatives or Alternate Representatives voting at the meeting, in person or by proxy.
- 15.12 In the case of an equality of voting on a question, the Chair of the meeting is entitled to exercise a second or casting vote.
- 15.13 Upon any question arising at a meeting of the Association, a Member is entitled to a single vote, exercised by the Representative or Alternate Representative or proxy of the Member.
- 15.14 The Representative or Alternate Representative who may also deliver a proxy vote in accordance with Rules 15.23, 15.24 and 15.25 will give all votes personally on behalf of a Member.
- 15.15 Associate Members are not entitled to vote at any meeting or election.
- 15.16 The Chief Executive Officer is not entitled to vote at any meeting or election.
- 15.17 A Member is not entitled to vote at any General Meeting if any moneys due and payable by it to the Association have been in arrears for more than 60 days.
- 15.18 A question arising at a meeting of the Association will be determined on a show of hands unless before or on the declaration of the show of hands a poll is demanded.
- 15.19 A declaration by the Chair that a resolution has been carried or carried unanimously or carried by a particular majority or lost, shall be entered in the Minute Book of the Association and will be held to be evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
- 15.20 If at a meeting a poll on any question is demanded by not less than three Members, it will be taken at that meeting in the manner that the Chair of the meeting may direct and the resolution of the poll will be deemed to be a resolution of the meeting on that question.
- 15.21 A poll that is demanded on the election of a Chair of the meeting or on a question of an adjournment will be taken forthwith and a poll that is demanded on any other question will be taken at such time before the close of the meeting as the Chair of the meeting may direct.
- 15.22 No business transacted at any meeting at which a quorum is present shall be invalid in consequence only of there being some defect in the appointment of any Representative or Alternate Representative present thereat, nor on account of 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 such proceedings.

### **Appointment of a Proxy**

- 15.23 Any Member that will not be represented at a meeting is entitled to appoint a proxy by notice given to the Chief Executive Officer prior to the commencement of the meeting in respect of which the proxy is appointed.
- 15.24 The notice appointing the proxy will be in the form set out in Schedule 1(e).
- 15.25 A proxy must be given to a Representative or Alternate Representative of another Member.

## 16. BOARD OF MANAGEMENT

- 16.1 A Board of Management called the Board constituted as provided in Rule 16.3 will manage the affairs of the Association.
- 16.2 The Board:
- i. will control and manage the business and affairs of the Association;
  - ii. shall overview the development of the Business Plan, set and approve the membership fees and present the completed plan to the Council for endorsement;
  - iii. 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 functions that are required by these rules to be exercised by Council;
  - iv. will appoint appropriately qualified Auditors and shall advise the Council of the appointment;
  - v. may delegate such powers, save for the power to delegate; and
  - vi. 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 essential for the proper management of the business and affairs of the Association.
- 16.3 The Board shall consist of:
- i. One Representative from Melbourne Water nominated in odd numbered years, by Melbourne Water;
  - ii. One Representative from the Metropolitan Sector elected in even numbered years, by the nominated Representatives of the Metropolitan Sector Members;
  - iii. One Representative from either Goulburn Murray Water or Southern Rural Water, elected in odd numbered years; by the nominated Representatives of the Regional Sector Members;
  - iv. One Representative from the Regional Sector elected in odd numbered years, by the nominated Representatives of the Regional Sector Members;
  - v. One Representative from the Regional Sector elected in even numbered years, by the nominated Representatives of the Regional Sector Members; and
  - vi. A minimum of one Director and maximum of three Directors appointed through a call for nominations process as determined by the Board.
- Only Chairs, Board Members, Managing Directors or executives of Members are eligible to be elected to the Board.
- The Board must include a minimum of two Chairs, two Board Members and two Managing Directors of Members.
- 16.4 The Board shall elect one of their number to serve as Chair of the Association; and may also elect one of their number to serve as Deputy Chair of the Association. The Chair of the Association shall hold office for a maximum two-year term when they shall retire but shall be eligible for re-election up to a maximum six consecutive years in office.
- 16.5 In the event that Melbourne Water, or both Goulburn Murray Water and Southern Rural Water is not a financial Member of the Association, the position of the Board designated to be filled by a Representative from these businesses shall be filled by a Representative of any other business, to be elected by all other Members.
- 16.6 No Member shall take up more than one position on the Board.
- 16.7 The Directors of the Board shall hold office for a two-year term, until the completion of the election at the next Annual General Meeting two years after their appointment when they shall retire but shall be eligible for re-election up to a maximum of four consecutive years in office.
- 16.8 Subject to a resolution of Council, a Director will be eligible to extend the number of consecutive years of office beyond four years.

## 17. PROCEEDINGS AT BOARD MEETINGS

### Convening Meetings

- 17.1 The Board shall hold meetings at such times and in such manner as it may from time to time decide and in default as the Chair shall decide.
- 17.2 Any Director of the Board may in writing request the Chair to convene a special meeting of the Board and on receipt of such a request the Chair or in his or her default the Chief Executive Officer shall appoint a time and date for holding the meeting.
- 17.3 The Chief Executive Officer shall deliver or email or post to each Director of the Board a notice of every meeting, and of the business to be transacted thereat, at least seven days before the designated meeting date.
- 17.4 In the event of an urgent situation the Chair may call a meeting of the Board with less than seven days' notice, and any decision shall be ratified at a subsequent Board meeting.

### Chair

- 17.5 The Chair will preside as Chair at each meeting of the Board.
- 17.6 If the Chair is absent from a meeting, the Directors present will elect one of their number to preside as Chair at the meeting.

### Quorum

- 17.7 No business shall be transacted at any meeting of the Board unless there is a quorum of at least four voting Directors present.

### Board Charter

- 17.8 A Board Charter may be adopted, as follows:
- i. the Board may direct the preparation of a Board Charter;
  - ii. the Board Charter may be reviewed from time to time, including at the Board direction;
  - iii. the adoption, or amendment, of the Board Charter is subject to the approval of the Association;
  - iv. once adopted, the Board and Directors must comply with the Board Charter.

### Adjournment of Meetings

- 17.9 If within half an hour after the appointed time for the commencement of a meeting, a quorum is not present, the meeting will stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chair at the time of the adjournment or by written notice to Directors given before the day to which the meeting is adjourned) at the same place and if at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the meeting will be dissolved.
- 17.10 The Chair of a Board meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business will be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 17.11 Where a meeting is adjourned for 14 days or more, a like notice of the adjourned meeting will be given as in the case of the General Meeting.
- 17.12 Except as provided in Rules 17.8 and 17.10, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

## **Voting at Meetings**

- 17.13 Upon any question arising at a meeting of the Board, each Director is entitled to a single vote, and questions shall be decided by a majority of the votes of the Directors present.
- 17.14 In the case of an equality of voting on a question, the Chair of the meeting is entitled to exercise a second or casting vote.
- 17.15 A question arising at a meeting of the Board will be determined on a show of hands unless before or on the declaration of the show of hands a poll is demanded.
- 17.16 A declaration by the Chair that a resolution has been carried or carried unanimously or carried by a particular majority or lost, shall be entered in the Minute Book of the Association and will be held to be evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
- 17.17 If at a meeting a poll on any question is demanded, it will be taken at that meeting in the manner that the Chair of the meeting may direct and the resolution of the poll will be deemed to be a resolution of the meeting on that question.
- 17.18 A poll that is demanded on the election of a Chair of the meeting or on a question of an adjournment will be taken forthwith and a poll that is demanded on any other question will be taken at such time before the close of the meeting as the Chair of the meeting may direct.
- 17.19 The Chief Executive Officer may participate in debate but is not entitled to vote at any Board meeting.
- 17.20 No business transacted at any meeting at which a quorum is present shall be invalid in consequence only of there being some defect in the appointment of any Director present, nor on account of 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 such proceedings.

## **18. ELECTIONS**

### **Returning Officer**

- 18.1 Every election shall be held before a Returning Officer and the Chief Executive Officer shall be the Returning Officer provided he or she is available to carry out the duties of that office.
- 18.2 If at any election the Chief Executive Officer is not so available then the Board shall appoint an other person to be Returning Officer for that election.
- 18.3 The Returning Officer shall conduct any election in the manner prescribed hereinafter and shall be authorised to appoint persons to assist and make arrangements for facilities necessary to carry out those duties in an efficient manner.
- 18.4 In the event of the Returning Officer being required to make a casting vote for any election, the casting vote shall be determined by lot in the presence of at least two witnesses.

### **Board Directors**

- 18.5 The relevant Sector or Member Representatives as listed in Rule 16.3 shall elect Directors of the Board.
- 18.6 Any person eligible for election to a Board position may nominate him or herself or be nominated by a like person within the relevant Sector.
- 18.7 Any nomination of a candidate for a Board position shall be delivered to the Returning Officer by the closing date as stipulated in Schedule 2, in the form of the relevant nomination paper in Schedule 1(f), or to like effect, stating the name in full of such candidate together with the other particulars required by and in the said form.

- 18.8 If only one eligible person is nominated for election to a specific Board position, as he or she shall be declared elected by the Returning Officer.
- 18.9 If the number of persons so nominated for a specific Board position exceeds one, a postal ballot for that position shall be held as hereinafter provided in Schedule 2.

#### **Declaration of the Poll**

- 18.10 Immediately following the counting of the votes for each position on the Board, the poll will be declared by the Returning Officer and the outcome communicated to all Members.
- 18.11 Results of all elections will be announced at the Annual General Meeting of the Association for due confirmation by voting Members.

#### **Vacant Positions on the Board**

- 18.12 For the purposes of these Rules, the office of Chair or a Director of the Board shall become vacant if:
- i. there is no nomination for a position as listed in Rule 16.3;
  - ii. the Water Business with which the Chair or a Director is associated ceases to be a Member of the Association;
  - iii. the Chair or Directors ceases for any reason to be a Chair, Directors or officer of the Water Business with which he/she was associated;
  - iv. the Director has, by advice in writing given to the Chief Executive Officer, resigned his or her office, in which case such resignation shall take effect from the time it was received by the Chief Executive Officer; or
  - v. The Director is removed from the Board following a successful vote, as detailed in rule 34.
- 18.13 If the office of Chair becomes vacant, however occurring, the Board may elect one of their number as replacement Chair who shall hold office until the completion of the election at the next Annual General Meeting.
- 18.14 Any other Board vacancy however occurring, subject to the provisions of Rule 16.3, may be filled by the Board, in consultation with the relevant Sector, by the appointment of a like person to fill the vacated office and any person so appointed shall hold office until the completion of the election at the next Annual General Meeting when he or she shall retire but shall be eligible for election subject to Rules 16.7 and 16.8.

### **19. TASK GROUPS**

- 19.1 The Board may from time to time establish single purpose task groups for such periods of time as it may think fit and alter or discontinue the same.
- 19.2 The Board, or the Chief Executive Officer by delegation, taking into account offers from Representatives, shall appoint the members, being Directors or officers of Members or Associate Members or others as appropriate, of such task groups.
- 19.3 Each task group so appointed shall perform such duties and exercise such powers as may from time to time be directed by the Board and shall report to the Council or Board as and when required by the Board.
- 19.4 Each such task group shall meet from time to time and may adjourn from place to place and may regulate its proceedings as it thinks fit.

## 20. CHIEF EXECUTIVE OFFICER

- 20.1 The Board shall from time to time appoint a Chief Executive Officer of the Association on terms and conditions as mutually agreed. The Chief Executive Officer shall report directly to the Board.
- 20.2 Subject to any delegation or direction that may from time to time be given to him/her by the Board, the Chief Executive Officer is accountable for the day- to-day running of the organisation in accordance with the approved Business Plan.
- 20.3 The Chief Executive Officer shall:
- i. be responsible for the employment of officers, employees and advisers as may be necessary to transact the business and carry out the purposes of the Association;
  - ii. receive and answer all correspondence, and give proper notice of all such meetings and of the business to be transacted thereat, keep in his custody or under his control 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. submit to each Annual General Meeting a report in writing summarising the principal activities of the Association;
  - iv. keep minutes of the resolutions and proceedings of each General Meeting, Council Meeting and Board Meeting.
  - v. carry out whatever tasks are necessary to ensure that the Association complies with all relevant State and Commonwealth laws and statutes;
  - vi. collect and receive all moneys due to the Association and make all payments authorised by the Association;
  - vii. 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. cause the accounts of the Association to be made up as at 30th day of June in each year in such 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.

## 21. SECRETARY

- 21.1 The Chief Executive Officer must perform any duty or function required under the Act to be performed by the secretary of an incorporated Association and will be responsible for lodging documents for the Association with the Registrar.

## 22. CONFLICT OF INTEREST

- 22.1 A Representative or a Director who has a material personal interest in a matter being considered at a Board, Council or Association meeting must disclose the nature and extent of that interest to the attendees of that meeting.
- 22.2 A Representative or a Director:
- i. must not be present while the matter relating to the conflict is being considered at the meeting; and
  - ii. must not vote on the matter.

- 22.3 This rule does not apply to a material personal interest:
- i. that exists only because the Representative, or a Director belongs to a class of persons for whose benefit the Association is established; or
  - ii. that the Representative or a Director has in common with all, or a substantial proportion of, the Members of the Association.

## **23. FINANCIAL ARRANGEMENTS**

- 23.1 The Board may from time to time invest moneys of the Association in the name of the Association in such securities as are by law allowed for in the investment of Trust Funds.
- 23.2 The Board shall ensure that appropriate instruments of delegation are in place to provide for the timely and efficient management of the Association's resources.
- 23.3 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two authorised signatories from a panel as decided from time to time by the Board except where responsibility is otherwise delegated in accordance with Rule 23.2.

## **24. COMMON SEAL**

- 24.1 The common seal of the Association will be kept in the custody of the Secretary.
- 24.2 The common seal will not be affixed to any instrument except by the authority of the Board and the signatures of the Chief Executive Officer and one other Member of the Board will attest the affixing of the common seal.

## **25. EXPENSES AND FEES OF DIRECTORS**

- 25.1 The Association may approve:
- i. an allowance of such an amount as it thinks fit to the Chair for personal use during the term of office; and
  - ii. a Sitting Fee for Directors (other than the Chair of the Board or Managing Directors and officers of a Member).
- 25.2 Directors may be reimbursed for relevant out-of-pocket expenses as approved from time to time by the Board.

## **26. ALTERATION OF RULES**

- 26.1 The Council, the Board or a Member may initiate changes to these Rules.
- 26.2 Any Member that proposes an amendment to these Rules shall provide written particulars to the Chief Executive Officer at least 28 clear days before the meeting at which the proposed changes would be considered.
- 26.3 The Chief Executive Officer shall inform Members in writing of any proposed amendment to the Rules not less than 21 clear days before a meeting at which the proposed amendment will be considered.
- 26.4 Subject to the foregoing, these Rules may be amended by a resolution passed at an Annual General Meeting or General Meeting by a majority of not less than 75% of Members voting at the meeting, whether in person or by proxy.
- 26.5 Rules 15.23, 15.24 and 15.25 in relation to proxies apply to a meeting under this Rule 26.
- 26.6 Any Schedules or Attachments affixed to the Rules may be altered from time to time by a resolution of the Board passed by not less than five voting Board Directors.

- 26.7 The Chief Executive Officer shall inform all Members in writing of any proposed amendment to a Schedule not less than seven clear days before a Board meeting at which the proposed amendment will be considered.

## 27. NOTICES

- 27.1 A notice may be served by or on behalf of the Association upon any Member either personally or by sending it by post or email to the Member at its address shown in the Register of Members.
- 27.2 Where a document is properly addressed prepaid and posted to a person as a letter, the document will, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

## 28. DISPOSAL OF ASSETS

- 28.1 In the event of the winding up of the Association, the remaining assets after satisfying all debts and liabilities of the Association shall, subject to Rule 28.2 be dealt with or disposed of in accordance with a special resolution of the Members.
- 28.2 If upon the winding-up of the Association there remains any property whatsoever the same shall not be paid or distributed amongst the Members of the Association nor to any profit making body, but shall be given or transferred to some other organisation having similar objects to the Association and which shall prohibit the distribution of its income and property amongst its Members as may be approved by the membership.
- 28.3 The income and property of the Association shall be applied solely towards the promotion of the objects of the Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividends, bonuses or otherwise howsoever by way of profit or gain to the Members, except by way of bona fide compensation for services actually rendered to the Association or by way of reimbursement for authorised expenses incurred on its behalf.

## 29. CUSTODY OF BOOKS

- 29.1 Except as otherwise provided in these Rules, the Chief Executive Officer will keep in his custody or under his control all books, documents, minutes of general and Council meetings, financial statements and records, and securities of the Association.
- 29.2 Subject to reasonable notice to the Chair or the Chief Executive Officer and subject to 29.3 copies of the books referred to above must be made available to Members to inspect and copy at the office of the Association during business hours.
- 29.3 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 interest of the Association.
- 29.4 The Board must on request make copies of the Rules available to Members and applicants for membership free of charge.
- 29.5 Subject to 29.3 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 the provision of such a record.
- 29.6 For the purposes of this rule relevant documents mean the record and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following:
- i. its membership;
  - ii. its financial statements;
  - iii. its financial records;



- iv. records and documents relating to transactions, dealings, business or property of the Association.

### **30. SOURCE OF FUNDS**

- 30.1 The funds of the Association will be derived from Annual Subscriptions, grants, donations and such other sources as the Council determines.

### **31. REGISTERED ADDRESS**

- 31.1 The principal office of the Association will be at the place determined by the Board from time to time.
- 31.2 If the Board has not determined an address to be the registered address it becomes the postal address of the Secretary.

### **32. DISCIPLINE, SUSPENSION AND EXPULSION OF MEMBERS**

- 32.1 Subject to these Rules if the Board is of the opinion that a Member or Representative of a Member has refused or neglected to comply with these rules or has otherwise acted in a manner that is prejudicial to the Association the Board may:
  - i. suspend that Member from membership of the Association; or
  - ii. expel that Member from the Association.
- 32.2 A resolution of the Board to expel or suspend a Member in accordance with Rule 32.1 does not take effect unless:
  - i. a meeting of the Board is held not earlier than fourteen days and not later than 28 days after the decision to expel or suspend the Member is made; and
  - ii. the expelled or 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 expel or suspend the Member.

### **33. GRIEVANCE PROCEDURES**

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

- 33.5 A Member of the Association can be a mediator.
- 33.6 The mediator cannot be a Member who is a party to the dispute.
- 33.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 33.8 The mediator, in conducting the mediation, must--
- i. give the parties to the mediation process every opportunity to be heard; and
  - ii. allow due consideration by all parties of any written statement submitted by any party; and
  - iii. ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 33.9 The mediator must not determine the dispute.
- 33.10 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## **34. REMOVAL OF A BOARD DIRECTOR PROCEDURE**

- 34.1 A meeting of the Association may be called in accordance with rule 13, 14 and 15.
- 34.2 A meeting may by special resolution remove a Director from office.
- 34.3 A new Director may be elected in accordance with rule 18.

## **35. COMMITTEES**

- 35.1 The Board may, as it thinks fit, appoint one or more Committees to undertake tasks and to provide the Board and Association advice and support.
- 35.2 A Committee may be made up of people from one or more of the following--
- i. Board Directors;
  - ii. employees of the Association;
  - iii. directors of Members;
  - iv. officers of Water Businesses; or
  - v. other persons as the Board thinks fit.
- 35.3 A Committee may be asked to undertake activities, and for support and advice in respect of Association operations, Board appointment and a nomination processes, Director expenses, allowances to the Board Chair and Sitting Fees, and other matters the Board considers appropriate.
- 35.4 In any case where a Committee is providing advice regarding Board expenses, allowances to the Board Chair, Sitting Fees or other related matters:
- i. no Board Director may be a member of the Committee;
  - ii. the setting of any allowance or Sitting Fee must be approved by the Association through a Member vote.

# Schedule 1: Model Forms

- a Application for Membership
- b Application for Associate Membership
- c Registration of Representatives
- d Change of representation
- e Appointment of a proxy
- f Nominations for Board Directors

**Schedule 1(a)**

**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**

**Alternate Representative**

Name \_\_\_\_\_

Name \_\_\_\_\_

Position \_\_\_\_\_

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 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**

**Alternate Representative**

Name \_\_\_\_\_ Name \_\_\_\_\_

Position \_\_\_\_\_ 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 to the Council of  
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**

**Alternate Representative**

Name

Name:

\_\_\_\_\_

\_\_\_\_\_

Position

Position

\_\_\_\_\_

\_\_\_\_\_

Address for correspondence:

Address for correspondence:

\_\_\_\_\_

\_\_\_\_\_

Fax:

Fax:

\_\_\_\_\_

\_\_\_\_\_

Phone/s:

Phone/s:

\_\_\_\_\_

\_\_\_\_\_

Mobile:

Mobile:

\_\_\_\_\_

\_\_\_\_\_

Email:

Email:

\_\_\_\_\_

\_\_\_\_\_

Partners Name:

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)**

**Victorian Water Industry Association Inc  
Change of Representative or Alternate Representative**

It is hereby notified that (name of Member business) \_\_\_\_\_

hereby 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.

**Victorian Water Industry Association Inc.  
Appointment of Proxy**

Name \_\_\_\_\_

of (Member Business) \_\_\_\_\_

being a duly nominated Representative of a Member of the Victorian Water Industry Association Incorporated, hereby appoint the person named hereunder 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 he/she sees 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.



**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 do hereby

nominate \_\_\_\_\_

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

Signature \_\_\_\_\_

and I, the above named \_\_\_\_\_ do hereby consent

to such Nomination and I declare that I am a Board Member or officer of \_\_\_\_\_

\_\_\_\_\_

which is a financial Member of the Victorian Water Industry Association.

Signature \_\_\_\_\_

Date \_\_\_\_\_

Nominations must be lodged by 4:00pm, on \_\_\_\_\_ of \_\_\_\_\_ 20 \_\_\_\_\_

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

# Schedule 2: Election Procedures

## 1. General

- 1.1 Elections to the Board of the Association will take place by postal vote in accordance with Rule 18.
- 1.2 At the commencement of the election process, the Returning Officer will prepare and circulate a schedule of dates relating to each stage of the election process.
- 1.3 There will be a period of five working days between the call for nominations and the closing date for nominations.
- 1.4 There will be seven working days between the posting out of ballot papers and the closing date for the return of postal votes.

## 2. Constituents

- 2.1 The constituents who can be nominated for and vote for each position shall be in accordance with Rule 12.3.

## 3. Election of Chair

- 3.1 The Board shall, at the first ordinary meeting of the Board following the AGM, elect one of their number as Chair, to serve for a two-year term. A Board Director elected as Chair will be eligible to be re-elected for two further two-year terms, up to a maximum six-year consecutive term.

## 4. Election of Board Directors

- 4.1 Nominations for the Board positions designated in Rule 12.3. (in the years they fall vacant) will be called no later than 28 working days before the Annual General Meeting.
- 4.2 The closing date for nominations shall be 21 working days before the Annual General Meeting.
- 4.3 In the event of a ballot being necessary for any position, the Returning Officer shall on the day of the closing date for nominations determine by lot the order in which the name of each candidate is to appear on the ballot paper and send to each constituent, a ballot paper setting out the name of each candidate and his respective Water Business.
- 4.4 The postal ballot material will include an internal and external envelope suitably prepared so that all eligible voters may preserve the anonymity of their vote.
- 4.5 Each constituent shall be required to vote by circling one preferred candidate.
- 4.6 Each voter shall ensure that the ballot paper so marked reaches the Returning Officer no later than close of business on the designated closing date which shall be 14 working days before the Annual General Meeting.
- 4.7 At the expiration of the voting period, the Returning Officer shall count the votes and the person receiving the greatest number of votes (including the casting vote of the Returning Officer if required) shall be declared by the Returning Officer to have been elected to the particular Board position.

# Schedule 3: Water Businesses By Sector

(As at 22 July 2019)

## 1. Metropolitan Sector

City West Water

Melbourne Water

South East Water

Yarra Valley Water

## 2. 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

Western Water

Westernport Water



L2, 466 Little Lonsdale Street, Melbourne VIC 3000  
phone 03 9639 8868 [www.vicwater.org.au](http://www.vicwater.org.au)