

Rules Of Association

Adopted at
Special General Meeting
6 September 2006

Amended at
Special General Meeting
4 May 2017

**STORMWATER INDUSTRY ASSOCIATION
OF VICTORIA
INCORPORATED**

Registration No. A0040838U

Incorporated under the
ASSOCIATIONS INCORPORATION ACT 1981
(Victoria)

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Rules of Stormwater Industry Association of Victoria Incorporated

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1. Name

1) The name of the incorporated association is:

STORMWATER INDUSTRY ASSOCIATION OF VICTORIA INCORPORATED trading as STORMWATER VICTORIA

(in these rules called "the Association").

2. Alteration of the Rules

1. These rules and the statement of purposes of the Association shall not be altered except by a special resolution passed by a majority of not less than three-fourths of the members of the Association who cast their vote electronically in advance of the meeting, are present, or who are represented by proxy and entitled to vote, voting electronically, in person or by proxy, or otherwise in accordance with Sections 22 and 29 of the Act.

3. Definitions

1) In these rules, unless the contrary intention appears:

- "Committee" means the Committee of Management of the Association.
- "Financial year" means the year commencing 1 July and ending 30 June in the following year.
- "General Meeting" means a special general meeting or annual general meeting of members convened in accordance with Rule 13.
- "Member" means a natural person whose application for membership has been accepted.
- "Ordinary Member of the Committee" means a member of the Committee who is not an officer of the Association under Rule 22.
- "Ordinary Resolution" means a resolution passed by a majority of members present and voting either personally or by proxy.
- "Ordinary Business" means business that requires an ordinary resolution to be passed.
- "Records" means books of account and minutes.
- "Special Business" means business that requires a special resolution to be passed.
- "Special Resolution" means a resolution passed by a majority of not less than three-fourths of such members of the Association as being entitled under these rules so to do, vote electronically in advance of the meeting, vote in person or by proxy at a general meeting of which not less than 14 days notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules.
- "The Act" means the Associations Incorporation Act 1981.
- "The Regulations" means regulations under the Act.
- "relevant documents" has the same meaning as in the Act.

2) In these Rules, a reference to the Secretary of the Association is a reference:

- a) where a person holds office under these rules as Secretary of the Association, to that person; and
- b) in all other case, to the Public Officer of the Association.

3) In these rules, unless the contrary intention appears:

- a) words importing the feminine gender include the masculine gender;
- b) words importing the masculine gender include the feminine gender;
- c) words in the singular include the plural; and
- d) words in the plural include the singular.

- 4) Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Interpretation of Legislation Act 1984 and the Act as in force from time to time.

4. Statement of Purposes

- 1) The purposes of the Association are:
 - a) To develop a unified industry approach to stormwater management and quality;
 - b) To be the advocate for the stormwater industry;
 - c) To promote the use of innovative and sustainable practice or technologies;
 - d) To improve the management of natural and built stormwater systems and
 - e) To provide an advisory and reference service for the industry.
- 2) In order to further its purposes the Association shall:
 - a) have the rights, powers and privileges of a natural person;
 - b) recognise the diversity of social, communal and professional interests, activities and disciplines of the stakeholders of the stormwater industry; and
 - c) encourage consulting engineers, landscape architects, town planners, urban designers, architects, manufacturers, local government professionals, environmental management professionals and other practitioners and interested parties drawn from private practice, local government and peak stormwater management organisations to participate in the management and activities of the association.
- 2) The assets and income of the organisation shall be applied solely in furtherance of its above-mentioned objects and no portion shall be distributed directly or indirectly to the members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.'

5. Membership, Joining Fees and Subscriptions

- 1) A natural person who applies and is approved for membership as provided in these Rules is eligible to be a member of the Association on payment of the joining fee and the subscription fee determined by the Committee.
- 2) An applicant shall not be admitted to membership unless:
 - a) the applicant applies as provided in sub-Rule (3); and
 - b) the application is approved.
- 3) An application for membership of the Association shall:
 - a) be made in writing by letter or electronically via email or online in a form approved by the Committee containing at least details of the applicant's name, mailing address and contact telephone number;
 - b) be lodged with the Secretary of the Association; and
 - c) shall be accompanied by the joining fee and the subscription fee set out in the application form.
- 4) As soon as practicable after the receipt of an application the Secretary shall assess the appropriateness of the application and:
 - a) if the Secretary has any reservations about the appropriateness of the application, the Secretary shall refer the application to the Committee for consideration; otherwise
 - b) the application will be deemed to have been approved by the Committee and shall be processed as provided by sub-clause (7) of this Rule.
- 5) If an application is referred to the Committee, the committee shall determine whether to approve or reject the application.

- 6) If the committee rejects an application, the committee must, as soon as practicable, notify the applicant in writing that the application has been rejected.
- 7) Upon a nomination being approved by the Committee, the Secretary shall enter the applicant's name in the register of members kept by the Secretary and, upon the name being so entered, the applicant shall become a member of the Association.
- 8) A right, privilege, or obligation of a person by reason of the person's membership of the Association:
 - a) is not capable of being transferred or transmitted to another person; and
 - b) terminates upon the cessation of the person's membership whether by death or resignation or otherwise.
- 9) Subject to any undertakings agreed by the Committee with respect to any protocols under sub-Rule 21(5), the Committee may determine or alter the joining fee and annual subscription for each year, and in so doing may determine to apply different joining fees and annual subscriptions for different categories of members as it thinks fit.
- 10) The annual subscription is payable in advance on or before 1 July in each year.

6. Register of Members

- 1) The Secretary must keep and maintain a register of members containing:
 - a) the name and address of each member; and
 - b) the date on which each member's name was entered in the register.

7. Ceasing Membership

- 1) A member of the Association who has paid all moneys due and payable by that member to the Association may resign from the Association by giving one month's notice in writing to the Secretary of that member's intention to resign.
- 2) After the expiry of the period referred to in sub-Rule (1):
 - a) the member ceases to be a member; and
 - b) the Secretary must record in the register of members the date on which the member ceased to be a member.

8. Discipline, Suspension and Expulsion of Members

- 1) If in the opinion of the Committee a member has:
 - a) refused or neglected to comply with these rules; or
 - b) been guilty of conduct prejudicial to the interests of the Association; then the Committee may by resolution either expel a member from the Association or suspend a member from membership of the Association for a specified period. The Association shall not have the power to fine a member.
- 2) A resolution of the Committee under sub-Rule (1):
 - a) does not take effect unless the Committee, at a meeting held not earlier than 14 and not later than 56 days after the service on the member of a notice under sub-Rule (3), confirms the resolution in accordance with this rule; and
 - b) where the member exercises a right of appeal to the Association under this rule, does not take effect unless the Association confirms the resolution in accordance with this rule.
- 3) Where the Committee passes a resolution under sub-Rule (1), the Secretary shall, as soon as practicable, cause to be served on a member a notice in writing:
 - a) setting out the resolution of the Committee and the grounds on which it is based;

- b) stating that the member may address the Committee at a meeting to be held not earlier than 14 and not later than 56 days after the service of notice;
 - c) stating the date, place and time of that meeting;
 - d) informing the member that the member may do one or more of the following:
 - i) attend that meeting;
 - ii) give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution; and
 - iii) not later than 24 hours before the date of the meeting, lodge with the Secretary a notice to the effect that the member wishes to appeal to the Association in general meeting against the resolution.
- 4) At a meeting of the Committee held in accordance with sub-Rule (2), the Committee:
 - a) shall give to the member an opportunity to be heard;
 - b) shall give due consideration to any written statement submitted by a member; and
 - c) shall by resolution determine whether to confirm or revoke the resolution.
 - 5) Where the Secretary receives a notice under sub-Rule (3)(d)(iii), the Secretary shall notify the Committee and the Committee shall convene a general meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.
 - 6) At a general meeting of the Association convened under sub-Rule (5):
 - a) no business other than the question of the appeal shall be transacted;
 - b) the Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
 - c) the member shall be given an opportunity to be heard; and
 - d) the members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.
 - 7) If at the general meeting:
 - a) two-thirds of the members present in person or by proxy vote or who vote electronically in advance of the meeting vote in favour of the confirmation of the resolution, the resolution is confirmed; and
 - b) in any other case, the resolution is revoked.

9. Disputes and Mediation

- 1) The grievance procedure set out in this rule applies to disputes under these Rules between:
 - a) a member and another member; or
 - b) a member and the Association.
- 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.
- 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.
- 4) The mediator must be:
 - a) a person chosen by agreement between the parties; or
 - b) in the absence of agreement –
 - i) in the case of a dispute between a member and another member, a person appointed by the committee of the Association; or
 - ii) 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).

- 5) A member of the Association who is not a party to the dispute may be a mediator.
- 6) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 7) The mediator, in conducting the mediation, must:
 - a) give the parties to the mediation process every opportunity to be heard; and
 - b) allow due consideration by all parties of any written statement submitted by any party; and
 - c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 8) The mediator must not determine the dispute.
- 9) 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 otherwise at law.

10. Annual General Meetings

- 1) The committee may determine the date, time and place of the annual general meeting of the Association.
- 2) The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- 3) The ordinary business of the annual general meeting shall be:
 - a) to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting; and
 - b) to receive from the committee reports upon the transactions of the Association during the last preceding financial year; and
 - c) to elect the ordinary members of the committee; and
 - d) to receive and consider the Annual Statement by Public Officer required to be lodged in accordance with the Act.
- 4) The annual general meeting may conduct any special business of which notice has been given in accordance with these Rules.

11. Special General Meetings

- 1) In addition to the annual general meeting, any other general meeting may be held in the same year.
- 2) All general meetings other than the annual general meeting are special general meetings.
- 3) The committee may, whenever it thinks fit, convene a special general meeting of the Association.
- 4) If, but for this sub-rule, more than 15 months would elapse between annual general meetings, the committee must convene a special general meeting before the expiration of that period.
- 5) The committee must, on the request in writing of members representing not less than 5 per cent of the total number of members, convene a special general meeting of the Association.
- 6) The request for a special general meeting must:
 - a) state the objects of the meeting; and
 - b) be signed by the members requesting the meeting; and
 - c) be sent to the address of the Secretary.
- 7) If the committee does not cause a special general meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the members making the request, or any other committee member, may convene a special general meeting to be held not later than 3 months after that date.
- 8) SIA Victoria Rules 6 September 2006 (8) If a special general meeting is convened by members in accordance with this rule, it must be convened by the committee and all reasonable expenses

incurred in convening the special general meeting must be refunded by the Association to the persons incurring the expenses.

12. Special Business

- 1) All business that is conducted at a special general meeting and all business that is conducted at the annual general meeting, except for business conducted under the rules as ordinary business of the annual general meeting, is deemed to be special business. at least 21 days.

13. Notice of General Meetings

- 1) The Secretary of the Association, at least 21 days before the date fixed for holding a general meeting of the Association or a meeting at which a special resolution is to be considered, must cause to be sent to each member of the Association, a notice stating the place, date and time of the meeting, method of voting and the nature of the business to be conducted at the meeting.
- 2) At the Committee's direction, notice may be sent:
 - a) by prepaid post to the address appearing in the register of members; or
 - b) by facsimile transmission or by electronic transmission including email; or
 - c) be deemed to be sent by publication in printed or internet media which is regularly distributed or published on behalf of the Association.
- 3) No business other than that set out in the notice convening the meeting may be conducted at the meeting.
- 4) A member intending to bring any business before a meeting may notify the Secretary of that business in writing or by electronic transmission and the Secretary must include that business in the notice calling the next general meeting.

14. Quorum at General Meetings

- 1) No item of business may be conducted at a general meeting unless a quorum of members entitled to vote under these Rules is present at the time when the item is being considered.
- 2) Five members entitled under these Rules to vote at a general meeting and being personally present constitute a quorum for the conduct of the business of a general meeting.
- 3) If, within half an hour after the appointment time for the commencement of a general meeting, a quorum is not present:
 - a) in the case of a meeting convened upon the request of members, the meeting must be dissolved; and
 - b) in any other case, the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson 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.
- 4) If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, three or more members personally present shall be a quorum.

15. Presiding at General Meetings

- 1) The Chairperson, or in the Chairperson's absence, the President, shall chair each general meeting of the Association.
- 2) If the Chairperson and the President are absent from a general meeting, or are unable to preside, the members present must select one of their number to chair the meeting.

16. Adjournment of Meetings

- 1) The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.
- 2) No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- 3) If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with rule 13.
- 4) Except as provided in sub-rule (3), it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

17. Voting at General Meetings

- 1) Upon any question arising at a general meeting of the Association, a member has one vote only.
- 2) All votes must be allowed by electronic means in advance of the meeting, given personally or by proxy.
- 3) In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- 4) A member is not entitled to vote at a general meeting unless all moneys due and payable by the member to the Association other than the amount of the annual subscription payable in respect of the current financial year have been paid.

18. Poll at General Meetings

- 1) If at a meeting a poll on any question is demanded by not less than 3 members, it must be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- 2) A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.
- 3) The demand for a poll may be withdrawn.

19. Manner of Determining Whether Resolution is Carried

- 1) A question arising at a general meeting of the Association shall be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairperson that a resolution has been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minute Book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

20. Proxies

- 1) Each member is entitled to appoint another member as a proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- 2) The notice appointing the proxy must be in writing in a form approved by the Committee.

21. Committee of Management

- 1) The affairs of the Association shall be managed by the committee of management.
- 2) The committee:

- a) shall control and manage the business and affairs of the Association; and
 - b) subject to these Rules, the Act and the Regulations, may 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 general meetings of the members of the Association; and
 - c) subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the committee to be essential for the proper management of the business and affairs of the Association.
- 3) Subject to section 23 of the Act,:
- a) the committee shall consist of the officers of the Association; and the ordinary committee members;
 - b) the 19 ordinary committee members shall be confirmed as elected at the annual general meeting of the Association in each year and the President, Vice-President, Treasurer and Secretary shall be elected at the first committee meeting thereafter; and
 - c) one of the ordinary members will be elected to the position of Chairperson in accordance with Rule 30; and
 - d) The Committee may appoint four additional ordinary committee members to ensure that a wide range of stormwater industry disciplines, representation and experience are represented on the committee.
- 4) The Committee may delegate its responsibilities to a sub-committee of its membership.
- 5) The Committee shall have the power to agree any necessary protocols that promote the Associations purposes and enable interaction with state or national associations having similar purposes.

22. Office Holders

- 1) The officers of the Association shall be:
 - a) a President, also known as the Convenor;
 - b) a Vice-President;
 - c) a Treasurer; and
 - d) a Secretary.
- 2) The provisions of rule 24 and rule 30, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any other officers referred to in sub-Rule (1). Each officer of the Association, shall hold office for a period of two years, until the annual general meeting held two years-after the date of his or her election but is eligible for re-election.
- 3) Election of the officers of the association may be staggered to allow for continuity in the management of the association. This will mean that one year the position of President and Vice President shall be available for election and the next year the positions of Secretary and Treasurer shall be available for election.
- 4) Officers of the association can remain in the same position for a period of two (2) terms or a period of (4) years. At the end of two (2) terms or four (4) years, the officer may nominate for another position on the Executive.
- 5) In the event of a casual vacancy in any office referred to in sub-Rule (1), the committee may appoint one of its members to the vacant office and the member appointed may continue to occupy that office up to and including the conclusion of the annual general meeting at which the position becomes due for re-election.

23. Ordinary Members of the Committee

- 1) Subject to these Rules, each ordinary member of the committee shall hold office until the annual general meeting next after the date of election but is eligible for re-election.
- 2) In the event of a casual vacancy occurring for the position of an ordinary member of the committee, the committee may appoint a member of the Association to fill the vacancy and the member appointed shall remain an ordinary member of the Committee, subject to these Rules, until the conclusion of the annual general meeting next following the date of the appointment.

24. Election of Officers and Ordinary Committee Members

- 1) Nominations of candidates for election as officers of the Association or as ordinary members of the Committee:
 - a) shall be made in writing, signed by two members of the Association and accompanied by the written consent of the candidate either as an endorsement of the nomination form or as a separate document; and
 - b) shall be delivered to the Secretary/Secretariat of the Association not less than 14 days before the date fixed for the holding of the annual general meeting.
- 2) In order to receive a nomination as a candidate for election as officers of the Association, a nominee must have held the role of an ordinary Committee Member for at least one year prior to election.
- 3) The election of officers and ordinary members of the Committee shall be conducted either by way of an electronic vote in advance of the Annual General Meeting or in person at the Annual General Meeting. During the meeting, the results of voting will be announced and up to 19 individuals will be accepted as ordinary members of the Committee. Following the announcement of the Committee, and, unless the meeting resolves otherwise, there shall be a separate election of each officer conducted in the sequence in which the officers are listed in Rule 21 (1). This may occur at the first committee meeting scheduled after the Annual General Meeting.
- 4) Where a person is elected as an officer and is a nominee in the election for any other office or as an ordinary member of the Committee, the second and any further nomination shall lapse.
- 5) Where the nominations are less than the number of vacancies to be filled:
 - a) Where no nomination is received for the election of an officer or of an ordinary member of the Committee, further nominations shall be received at the Annual General Meeting.
 - b) Where insufficient nominations are received to fill all the vacancies for the ordinary members of the Committee, each candidate nominated shall be deemed to be elected and further nominations for the vacancies then remaining shall be received at the Annual General Meeting.
- 6) Where in the case of the election of each officer, only one nomination is received, the person nominated shall be deemed to be elected and where in the case of the election of the ordinary members of the Committee, the number of nominations received is not more than the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- 7) The ballot for the election of officers and ordinary members of the Committee shall be conducted at the annual general meeting in such usual and proper manner as the Committee may direct but subject to the following:
 - a) the positions on the ballot paper of candidates names shall be determined by lot;
 - b) a member's vote shall not be invalid if they do not vote for all candidates but merely some of the candidates;
 - c) voting shall follow the simple plurality or "first past the post" system;
 - d) if two or more candidates receive an equal number of votes the result shall be declared by lot;

- e) members may vote by postal vote, the form for which must be forwarded to members by the Secretary in accordance with sub-Rule (6).
- 8) The Secretary shall forward to each member not less than 14 days prior to the date of the Annual General Meeting:
- a) a list of nominations for officers and ordinary members of the Association;
 - b) the candidates' residential addresses;
 - c) the names of the candidates' proposers and seconders;
 - d) at the option of the candidates, statements not exceeding 100 words may be provided detailing the candidates' experience, qualifications for office and policies; and
 - e) a postal voting form which includes the names of all candidates in the order determined for each position by lot.

25. Vacancies

- 1) Except as provided by Rule 30, the office of an officer of the Association, or of an ordinary member of the committee, becomes vacant if the officer or member:
- a) ceases to be a member of the Association; or
 - b) becomes an insolvent under administration within the meaning of the Corporations Law; or
 - c) resigns from office by notice given verbally at a committee, general or special general meeting or by notice given in writing to the Secretary.

26. Duties of Members of Committee

- 1) The President of the Association shall:
- a) represent and act as a spokesperson on behalf of the Association to non-members;
 - b) liaise with the Chairperson to establish the agenda for Committee meetings;
 - c) preside at all meetings of the Committee and of members when the rostered Chairperson is absent
 - d) present a written report to members prior to the Annual General Meeting; and
 - e) report to members either orally at a meeting of members or in writing on behalf of the Committee of Management on two occasions other than the Annual General Meeting on the activities of the Association since the President's previous report and proposed plans for the future.
- 2) The Vice President of the Committee shall:
- a) (a) assist the President in carrying out the President's duties;
 - b) (b) liaise with the Secretary to ensure that suitable and timely notices are forwarded to Committee members
- 3) The Treasurer of the Association:
- a) shall collect or oversee the collection of all moneys due to the Association and make all payments authorised by the Association;
 - b) shall keep correct accounts and books showing the financial affairs of the Association with full details of all receipts, expenditure, assets and liabilities connected with the activities of the Association;
 - c) shall be responsible for the management of funds of the Association subject to the direction of the Committee, including the payment of all Association funds into a bank, building society, credit union or trust account nominated by the Committee and invested in the name of the Association.
 - d) may invest funds not required for the day to day management of the Association in such investments that a Trustee is authorised to invest under Section 4 of the Trustee Act, 1958, as

- amended, subject to the term of such investment not exceeding 180 days, unless notice of the intention to invest funds in excess of 180 days has been promulgated to the members 28 days prior to commencing the investment; and
- e) shall make available the accounts and books referred to in sub-Rule (b) for inspection by members at any reasonable hour, provided adequate notice is given.
- 4) The Secretary of the Association shall:
- a) keep minutes of the resolutions and proceedings of each general meeting and each committee meeting in books provided for that purpose together with a record of the names of persons present at committee meetings;
 - b) keep and maintain the register of members as provided in Rules 5 and 6;
 - c) act as the Public Officer of the Association unless the Committee otherwise decides;
 - d) receive applications for membership and deal with such in accordance with Rule 5;
 - e) forward notices of meetings to members as provided in Rules 13 and 24 and to members of the Committee as provided in Rule 25;
 - f) receive members' proxies and nominations of candidates for election as officers of the Association or as ordinary members of the Committee as provided in Rules 20 and 24;
 - g) have custody of records as provided in Rule 37; and
 - h) ensure that minutes of proceedings at a meeting are signed by the Chairperson of the meeting or by the Chairperson of the next succeeding meeting.

27. Meetings of the Committee

- 1) The committee must meet at least 6 times in each year at such place and such times as the committee may determine.
- 2) Special meetings of the committee may be convened by the President or by any 4 members of the committee.

28. Notice of Committee Meetings

- 1) Notice of each committee meeting must be given to each member of the committee at least 2 business days before the date of the meeting in writing or in such other manner as the Committee determines.
- 2) Written notice must be given to members of the committee of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

29. Quorum for Committee Meetings

- 1) Any 5 members of the Committee constitute a quorum for a meeting of the Committee.
- 2) No business may be conducted unless a quorum is present.
- 3) If within half of hour of the time appointed for the meeting a quorum is not present:
 - a) in the case of a special meeting, the meeting lapses;
 - b) in any other case, the meeting shall stand adjourned to the same place and the same time and day in the following week.
- 4) The committee may act notwithstanding any vacancy on the committee.

30. Presiding and Minute Taking at Committee Meetings

- 1) At 3 monthly intervals, or at such other frequency as the Committee determines, the Committee shall nominate one of their number to hold the office of Chairperson and another to hold the

office of minute taker. Where possible, the office of Chairperson will be rotated to ensure that no more than one Chairperson is drawn from any one industry category in any 12 month period.

- 2) At meetings of the committee:
 - a) the Chairperson, or in the Chairperson's absence, the President presides; or
 - b) if the Chairperson and the President are absent, or are unable to preside, the Vice President presides;
 - c) if the Chairperson, the President and the Vice President are absent, or are unable to preside, the members present must choose one of their number to preside at the meeting.

31. Voting at Committee Meetings

- 1) Questions arising at a meeting of the committee, or at a meeting of any sub-committee appointed by the committee, shall be determined on a show of hands or, if a member requests, by a poll taken in such manner as the person presiding at that meeting may determine.
- 2) Each member present at a meeting of the Committee or at a meeting of any sub-committee appointed by the Committee including the person presiding at the meeting is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

32. Removal of Committee Member

- 1) The Association in general meeting may by resolution remove any member of the committee before the expiration of the member's term of office and appoint another member in the member's place to hold office until the expiration of the term of the member who is being removed from office.
- 2) A member who is the subject of a proposed resolution referred to in sub-Rule (1) may make representations in writing, of a reasonable length, to the Secretary or President of the Association and may request that the representations be provided to the members of the Association.
- 3) The Secretary or the President may:
 - a) give a copy of the representations to each member of the Association; or
 - b) display the representations in some other manner which makes them reasonably available to members; or
 - c) if the representations have not been presented to members then, at the member's request, arrange for them to be read out at the meeting.

33. Minutes of Meetings

- 1) The minutes of Committee meetings will be taken in accordance with sub-Rule 30(1).
- 2) The minutes of other meetings will be taken by the Secretary or in the case of the Secretary's absence by a person nominated by the person chairing the meeting.
- 3) The Secretary of the Association must keep the minutes of the resolutions and proceedings of each general meeting, and each committee meeting, together with a record of the names of persons present at committee meetings.

34. Funds

- 1) (1) The Treasurer of the Association must:
 - a) collect and receive all moneys due to the Association and make all payments authorised by the Association; and

- b) keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.
- 2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members of the committee.
- 3) The funds of the Association shall be derived from joining fees, annual subscriptions, donations and such other sources as the committee determines.

35. Notice to Members

- 1) (1) Except for the requirement in Rule 13, any notice that is required to be given to a member, by or on behalf of the Association, under these Rules may be given, at the Committee's direction:
 - a) by delivering the notice to the member personally; or
 - b) by sending it by prepaid post to the address appearing in the register of members; or
 - c) by facsimile transmission or by electronic transmission including email; or
 - d) be deemed to be given by publication in printed or other media, including the Internet, which is regularly distributed or published on behalf of the Association and reasonably accessible to members.

36. Winding Up

- 1) In the event of the winding up or the cancellation of the incorporation of the Association, the assets of the Association must be disposed of in accordance with the provisions of the Act.
- 2) In the event of the organisation being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes and taxation status, and which is not carried on for the profit or gain of its individual members

37. Custody and Inspection of Books and Records

- 1) Except as otherwise provided by the Act or in these Rules, the Secretary shall keep in the Secretary's custody or under the Secretary's control all books, documents, magnetic or electronic media, computer records, and securities of the Association.
- 3) A member may inspect the records of the Association at any reasonable hour, provided adequate notice is given. The member may make copies of such records at the member's own expense, but may not remove or take away such records. The member will not be entitled to examine records that disclose private information that relates to solely to other members. Where, in the Secretary's opinion, the inspection may disclose private information relating to other members, the member must provide a written undertaking in a form approved by the Committee not to divulge that private information to other parties.

38. Limitation of Term as an Office Bearer

- 1) A member shall not occupy the position of any one office for more than two consecutive terms but shall be eligible for election to another office if required to relinquish an office by this Rule.
- 2) Sub-Rule (1) shall not prevent an ordinary member being appointed to assist a recently elected officer, at the request of the recently elected officer. An Office Bearer term of office is two years.

39. Circular Resolutions by Committee Members

- 1) A resolution in writing signed by a majority of committee members entitled to vote in relation to a resolution and stating that the signatories are in favour of the resolution will be as valid and effectual from the time it is signed by the last committee member as if it had been passed at a duly convened Committee Meeting provided each committee member has received reasonable notice of the resolution and provided that the number of committee members proposing and supporting the resolution are not less than a quorum.
- 2) The document to be signed may be substituted by several documents in identical form each signed by one or more members and may also be substituted by several documents transmitted electronically which purport to have been signed or transmitted by a committee member provided:
 - a) facsimile transmissions are received in legible form; and
 - b) email transmissions are acknowledged by return email.
- 4) The documents will be taken to have been signed as follows;
 - a) Hardcopy documents –at the time they were signed
 - b) Facsimile documents –at the time a legible copy was transmitted
 - c) Email documents –48 hours after the acknowledgement was transmitted.
- 5) Every such resolution shall be taken to have been passed on the day and at the time that the last document was signed as provided in sub-Rule (3).

40. Indemnity

- 1) (1) To the extent permitted by law every Committee Member and employee (and former Committee Member and employee) of the Association shall be indemnified out of the funds of the Association against all costs, expenses and liabilities incurred as such a Committee member or employee (or former Committee member or employee). However, no such Committee Member or employee (or former Committee Member or employee) shall be indemnified out of the funds of the Association under this Rule:
 - a) If it is in respect of a liability to another person (other than the Association or a related body corporate to the Association) where the liability to the other person arises out of conduct involving a lack of good faith; or
 - b) unless it is in respect of a liability for costs and expenses incurred:
 - I. in defending proceedings, whether civil or criminal, in which judgment is given in favour of the Committee Member or employee (and former Committee Member or employee) or in which the Committee Member or employee (and former Committee Member or employee) is acquitted; or
 - II. in connection with an application, in relation to such proceedings, in which the court grants relief to the Committee Member or employee (and former Committee Member or employee) under the Law.
- 2) To the extent permitted by law the Association shall enter into and/or pay a premium in respect of a policy of insurance insuring a Committee Member or employee (and former Committee Member or employee) of the Association against any liability incurred by such person in that capacity (whether in respect of acts or omissions prior to or after the date of the issue of the policy or both) except for:
 - a) a liability arising out of conduct involving a wilful breach of duty in relation to the Association; or
 - b) a contravention of Law.
- 3) The Committee shall have the discretion to approve the terms and conditions of any such policy of insurance.

- 4) Where an Officer (or former Officer) has the benefit of an indemnity pursuant to an insurance policy in respect of his actions or omissions then the Company shall not be required to indemnify the Officer under sub-Rule (1) except to the extent that the indemnity affected by the insurance policy does not fully cover the persons liability.
- 6) The indemnity granted by the Company contained in clause 40(1) shall continue in full force and effect notwithstanding the deletion or modification of that clause, in respect of acts and omissions occurring prior to the date of the deletion or modification.

41. Rights and Liabilities of Members

- 1) Except as otherwise provided by the Act and for the amount, if any, unpaid by the member in respect of membership fees, a member or officer of the Association shall not by reason only of being such a member or officer, be liable to contribute towards the payment of the debts and liabilities of the Association or the costs, charges or expenses of the winding up of the Association.
- 2) Except where otherwise expressly provided by the Act, membership of the Association shall not be deemed to confer upon members any right, title or interest, whether legal or equitable, in the property of the Association.

42. Security of Electronic Systems

- 1) Members sending messages by email or other electronic means must ensure that their anti-virus systems are maintained and must ensure that any transmissions to other members, the officers or committee members of the Association or entities regularly exchanging information or transmissions with the Association, or its members do not contain attachments or inserts which include scripts, macros or other executable code unless the prior agreement of the recipient has been obtained.
- 2) Where an email or other electronic transmission contains or is reasonably expected to contain attachments or inserts which include scripts, macros or other executable code is received by the Secretary pursuant to any business of the Association, then at the sole discretion of the Secretary, the transmission may be deleted and deemed not to have been sent.
- 3) Where passwords or other keys are provided to enable a member to access a web page or other information repositories containing restricted, private, or privileged information, the member must keep the passwords and keys secure. SIA Victoria

43. Scrutiny and Disposal of Voting Papers and Transmissions

- 1) Where votes, proxies or other transmissions are received by the Association in relation to a poll or election, the transmissions will be presented to the Committee for scrutiny at or soon after the resolution of the subject matter and the Committee will instruct the Secretary to destroy the transmissions after it is satisfied that the matters have been attended to in a proper manner.

Attachment

Sequence of Amendments to Rules of SIA Victoria

This attachment does not form part of the Rules. All amendments were considered at Special General Meetings.

Incorporation

- SIA Victoria adopted the Model Rules included in the Associations Incorporation Act 1981 (Victoria).

06/06/01

- A new set of Rules was adopted. The Rules document was entitled SIAVrules010606.doc

11/09/02

- Rules 21, 24 and 25 were amended. The Rules document was entitled SIAVrules020911.doc

03/09/03

- Rules 4, 5, 10 and 21 were amended. Rules 35 and 40 were deleted. Appendix 1 was deleted. Rules 36 to 39

and 41 to 46 were renumbered. The Rules document was entitled SIAVrules030903.doc

25/11/03

- Rule 35 was deleted. Rules 36 to 44 were renumbered. The references in Rule 27(4)(g) and renumbered Rule

40(5) were amended accordingly. The Rules document was entitled SIAVrules031125.doc

6/09/06

- Clauses 3(1), 5(1), 13(1), 21(3)(b), 21(3)(d), 22(1)(b), 22(4), 24(1)(b), 24(2), 26(1), 26(2), 30, 33 were amended to simplify the definition of Member, to revise some notice periods, to create the office of Vice-

President and to remove some redundancies

- The cover sheet was updated and the source Rules document was entitled SIAVrules060906.doc

10/08/2011

Under Clause (4) the following Not for Profit Clause was added

'The assets and income of the organisation shall be applied solely in furtherance of its above-mentioned objects and no portion shall be distributed directly or indirectly to the members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.'

Under Clause (36) the following dissolution clause was added.

'In the event of the organisation being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes and taxation status, and which is not carried on for the profit or gain of its individual members

Special General Meeting of Stormwater Victoria held on 4th May, 2017

Motion 1

That Clause: 2.1 of the constitution be amended to:

2. Alteration of the Rules

- 1) These rules and the statement of purposes of the Association shall not be altered except by a special resolution passed by a majority of not less than three-fourths of the members of the Association who cast their vote electronically in advance of the meeting, are present, or who are represented by proxy and entitled to vote, voting electronically, in person or by proxy, or otherwise in accordance with Sections 22 and 29 of the Act.

Motion 2

That Clause: 3, dot point 10 of the constitution be amended to:

3. Definitions

- 4) In these rules, unless the contrary intention appears:
 - "Committee" means the Committee of Management of the Association.
 - "Financial year" means the year commencing 1 July and ending 30 June in the following year.
 - "General Meeting" means a special general meeting or annual general meeting of members convened in accordance with Rule 13.
 - "Member" means a natural person whose application for membership has been accepted.
 - "Ordinary Member of the Committee" means a member of the Committee who is not an officer of the Association under Rule 22.
 - "Ordinary Resolution" means a resolution passed by a majority of members present and voting either personally or by proxy.
 - "Ordinary Business" means business that requires an ordinary resolution to be passed.
 - "Records" means books of account and minutes.
 - "Special Business" means business that requires a special resolution to be passed.
 - "Special Resolution" means a resolution passed by a majority of not less than three-fourths of such members of the Association as being entitled under these rules so to do, vote electronically in advance of the meeting, vote in person or by proxy at a general meeting of which not less than 14 days notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules.

Motion 3

That Clause: 8, section 2a, 3b and 7a be amended to:

8. Discipline, Suspension and Expulsion of Members

- 3) If in the opinion of the Committee a member has:
 - e) refused or neglected to comply with these rules; or
 - f) been guilty of conduct prejudicial to the interests of the Association; then the Committee may by resolution either expel a member from the Association or suspend a member from

membership of the Association for a specified period. The Association shall not have the power to fine a member.

- 4) A resolution of the Committee under sub-Rule (1):
 - c) does not take effect unless the Committee, at a meeting held not earlier than 14 and not later than 56 days after the service on the member of a notice under sub-Rule (3), confirms the resolution in accordance with this rule; and
 - d) where the member exercises a right of appeal to the Association under this rule, does not take effect unless the Association confirms the resolution in accordance with this rule.
- 4) Where the Committee passes a resolution under sub-Rule (1), the Secretary shall, as soon as practicable, cause to be served on a member a notice in writing:
 - a) setting out the resolution of the Committee and the grounds on which it is based;
 - b) stating that the member may address the Committee at a meeting to be held not earlier than 14 and not later than 56 days after the service of notice;
- 7) If at the general meeting:
 - c) two-thirds of the members present in person, or by proxy or who vote electronically in advance of the meeting vote in favour of the confirmation of the resolution, the resolution is confirmed; and

Motion 4

That Clause 10, section 3c be amended to:

10. Annual General Meetings

- 5) The committee may determine the date, time and place of the annual general meeting of the Association.
- 6) The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- 7) The ordinary business of the annual general meeting shall be:
 - a) to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting; and
 - b) to receive from the committee reports upon the transactions of the Association during the last preceding financial year; and
 - c) to elect the ordinary members of the committee; and
 - d) to receive and consider the Annual Statement by Public Officer required to be lodged in accordance with the Act.
- 8) The annual general meeting may conduct any special business of which notice has been given in accordance with these Rules.

Motion 5

That Clause 13, section 1 be amended to:

13. Notice of General Meetings

- 5) The Secretary of the Association, at least 21 days before the date fixed for holding a general meeting of the Association or a meeting at which a special resolution is to be considered, must cause to be sent to each member of the Association, a notice stating the place, date and time of the meeting, method of voting and the nature of the business to be conducted at the meeting.

Motion 6

That Clause 17, section 2 be amended to:

17. Voting at General Meetings

- 2) Upon any question arising at a general meeting of the Association, a member has one vote only.
- 5) All votes must be allowed by electronic means in advance of the meeting, given personally or by proxy.

Motion 7

That Clause 21, section 2 be amended to:

21. Committee of Management

- 3) The affairs of the Association shall be managed by the committee of management.
- 4) The committee:
 - d) shall control and manage the business and affairs of the Association; and
 - e) subject to these Rules, the Act and the Regulations, may 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 general meetings of the members of the Association; and
 - f) subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the committee to be essential for the proper management of the business and affairs of the Association.
- 4) Subject to section 23 of the Act,
 - e) the committee shall consist of the officers of the Association; and the ordinary committee members;
 - f) the 19 ordinary committee members shall be confirmed as elected at the annual general meeting of the Association in each year and the President, Vice-President, Treasurer and Secretary shall be elected at the first committee meeting thereafter; and
 - g) one of the ordinary members will be elected to the position of Chairperson in accordance with Rule 30; and
 - h) The Committee may appoint four additional ordinary committee members to ensure that a wide range of stormwater industry disciplines, representation and experience are represented on the committee.

Motion 8

That Clause 22, sections 2, 3, 4 and 5 be amended to:

22. Office Holders

- 6) The officers of the Association shall be:
 - a) a President, also known as the Convenor;
 - b) a Vice-President;
 - c) a Treasurer; and
 - d) a Secretary.
- 7) The provisions of rule 24 and rule 30, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any other officers referred to

in sub-Rule (1). Each officer of the Association, shall hold office for a period of two years, until the annual general meeting held two years-after the date of his or her election but is eligible for re-election.

- 8) Election of the officers of the association may be staggered to allow for continuity in the management of the association. This will mean that one year the position of President and Vice President shall be available for election and the next year the positions of Secretary and Treasurer shall be available for election.
- 9) Officers of the association can remain in the same position for a period of two (2) terms or a period of (4) years. At the end of two (2) terms or four (4) years, the officer may nominate for another position on the Executive.
- 10) In the event of a casual vacancy in any office referred to in sub-Rule (1), the committee may appoint one of its members to the vacant office and the member appointed may continue to occupy that office up to and including the conclusion of the annual general meeting at which the position becomes due for re-election..

Motion 9

That Clause 24, section 3 be amended to:

24. Election of Officers and Ordinary Committee Members

- 9) Nominations of candidates for election as officers of the Association or as ordinary members of the Committee:
 - a) shall be made in writing, signed by two members of the Association and accompanied by the written consent of the candidate either as an endorsement of the nomination form or as a separate document; and
 - b) shall be delivered to the Secretary of the Association not less than 14 days before the date fixed for the holding of the annual general meeting.
- 10) In order to receive a nominations as a candidate for election as officers of the Association, a nominee must have held the role of an ordinary Committee Member for at least one year prior to election.
- 11) The election of officers and ordinary members of the Committee shall be conducted either by way of an electronic vote in advance of the Annual General Meeting or in person at the Annual General Meeting. During the meeting, the results of voting will be announced and up to 19 individuals will be accepted as ordinary members of the Committee. Following the announcement of the Committee, and, unless the meeting resolves otherwise, there there shall be a separate election of each officer conducted in the sequence in which the officers are listed in Rule 21 (1). This may occur at the first committee meeting scheduled after the Annual General Meeting.

Motion 10

That Clause 38, section 1 be amended to:

38. Limitation of Term as an Office Bearer

- 3) A member shall not occupy the position of any one office for more than two consecutive terms but shall be eligible for election to another office if required to relinquish an office by this Rule. An office bearer term of office is two years.
- 4) Sub-Rule (1) shall not prevent an ordinary member being appointed to assist a recently elected officer, at the request of the recently elected officer.