

Water Industry Operators Association of Australia Ltd.

Constitution

Part 1 – Name

1. Name

The name of the Company is Water Industry Operators Association of Australia Ltd.

Part 2 –Purpose and Powers

2. Purpose

- (1) The purpose of the Company is:
 - (a) To disseminate knowledge and information;
 - (b) To foster research; and
 - (c) To provide services of an educational and training nature throughout Australia
– in relation to and for the benefit of the water industry.
- (2) Without derogating from sub-clause (1) the Company's purpose shall include the following objects:
 - (a) To accumulate and disseminate knowledge and information in relation to any aspect of the water industry.
 - (b) To increase participation in research by persons engaged in the water industry.
 - (c) To increase the knowledge and skills of persons engaged in the water industry.
 - (d) To promote standards of education and training to ensure the competency of persons engaged in the water industry.
 - (e) To develop key partnerships to deliver high quality education and training in a cost efficient manner.
 - (f) To ensure that the Company's educational focus reflects priorities and needs for the water industry.
 - (g) To improve equity of access to educational resources regardless of location.
 - (h) To provide training and facilitate professional development for supervisors and mentors.
 - (i) To integrate continuous quality improvement processes into all aspects of the management and delivery of programmes.
 - (j) To do all such things as are incidental and conducive to the attainment of the above objectives throughout Australia.

3. Guiding Principles

- (1) The Company shall seek to preserve clean waterways and protect public health as well as the environment.

- (2) The Company shall seek to promote the sustainable management of water.

4. Legal Capacity and Powers

- (1) The Company has:
- (a) The legal capacity and powers of an incorporated body; and
 - (b) As provided by Section 124 of the *Corporations Act* – subject to sub-clauses (2) – (5).
- (2) The Company may only:
- (a) Exercise its powers; and
 - (b) Use its income, assets and profit – for its purpose as prescribed in clause 2(1).
- (3) The Company must not distribute any profit, income or assets directly or indirectly to members.
- (4) Sub-clause (3) does not prevent the Company from paying members:
- (a) Reimbursement for expenses properly incurred by them, and
 - (b) For goods supplied and services provided by them –
- if this is done in good faith on terms no more favourable than if the member were not a member.
- (5) If upon the winding up or dissolution of the Company there remains, after satisfaction of all its debts and liabilities, any property whatsoever the same shall not be paid to or distributed among the members of the Company but shall be given or transferred to some other company or incorporated body:
- (a) Having objects similar to the objects of the Company;
 - (b) Whose constitution prohibits the distribution of its income and property among its members to the extent at least as great as is imposed on the Company under this clause;
 - (c) Which is entitled to the same concessions and exemptions granted to the Company pursuant to any legislation whether of a taxation nature or otherwise; and
 - (d) Whose constitution contains a provision similar to this sub-clause –
- such company or incorporated body to be determined by the members of the Company at or before the time of the dissolution of the Company and in default thereof by application to the Supreme Court of Victoria for determination.

Part 3 – Members' Liability

5. Members' Liability

- (1) The liability of members of the Company is limited.
- (2) Each member of the Company undertakes to contribute to the property of the Company in the event of its being wound up while the member is a member of the Company or within one year after the member ceases to be a member for the payment of debts and liabilities of the Company contracted or incurred

at the time at which the member ceased to be member and the costs, charges and expenses of winding up and for an adjustment of the rights of contributories among themselves as may be required not exceeding ten dollars (\$10.00).

Part 4 – Membership

6. Members

- (1) Membership is only open to:
 - (a) Individuals with an involvement or interest in the water industry; and
 - (b) Organisations which provide services to persons engaged in the water industry.
- (2) Subject to clause 6(1) there may be admitted to membership such other body, incorporated or unincorporated, or individual as the Company in general meeting by unanimous resolution shall approve ("an Associate member").

7. Admission to Membership

- (a) Once a member is admitted to membership the Board of Directors shall ensure that the Register of Members is endorsed accordingly.
- (b) A person (whether individual or incorporated) may only be admitted to membership with the consent in writing of all the non-associate individual members for the time being.

8. Rights of Members

Subject to clause 13 all members shall have all the rights conferred on a member by this Constitution including the right to attend and to vote at Annual General Meetings and general meetings of the Company.

9. Rights of Associate Members

An Associate Member shall have all the rights conferred on a member by these Articles including the right to attend but not to vote at Annual General Meetings and general meetings of the Company.

10. Register of Members

- (1) A register of Members of the Company shall be kept in the office of the Company setting forth the names in full and addresses of all members of the Company. The Register shall also show:
 - (a) The date of admission to and cessation of membership; and
 - (b) Such other information as the Board may from time to time determine.
- (2) Each member shall notify the Secretary in writing of any change in that member's address within a period of one (1) month next following such change and all notices to the address last notified shall be considered fully received.

11. Subscriptions

- (1) A member shall pay such annual subscriptions as the Board may determine.
- (2) The Board is empowered to set subscriptions and the payment of same in such manner as it may think fit.

12. Cessation Of Membership

- (1) Every member of the Company shall have the right at any time to resign from membership of the Company by giving written notice to the Secretary.
- (2) A member shall cease to be a member:
 - (a) On the passing of a resolution in accordance with sub-clause (3);
 - (b) Upon the member resigning; or
 - (c) In the case of individual members, on the death of the member; or
 - (d) In the case of incorporated members, on the liquidation or winding-up of the member except for the purposes of reconstruction or amalgamation.
- (3) If any member shall:
 - (a) Willfully refuse, or neglect to comply with the provisions of the Constitution of the Company; or
 - (b) Be guilty of any conduct which in the opinion of the Board is unbecoming of a member or prejudicial to the interest of the Company the Board shall have power by a special resolution of the Board to expel the member from the Company and to erase the member's name from the Register of Members PROVIDED THAT at least one (1) month before the meeting of the Board at which such a resolution is passed the member shall have had notice of such meeting and of what is alleged against that member and of the intended resolution and that member shall at such meeting and before the passing of such resolution have an opportunity of giving orally or in writing any explanation or defence the member may think fit.
- (4) A right, privilege or obligation which a person has by reason of being a member:
 - (a) Is not capable of being transferred or transmitted to another person; and
 - (b) Subject to the Act and this Constitution, terminates upon cessation of the person's membership.

Part 5 – The Board of Directors

13. The Board of Directors

- (1) The Board of directors shall have a membership of not less than four (4) members and not more than six (6) members including the person referred to in sub-clause (2).
- (2) The Chief Executive Officer of the Company for the time being (howsoever described) shall be a Director by virtue of his position as chief executive officer.
- (3) Each incorporated member:
 - (a) Is responsible for the endorsement and nomination in writing to the Company of its representative or representatives; and

- (b) May remove any of its representatives by notification in writing to the Company which shall upon receipt of such notification declare the nominated representative's seat on the Board of Directors vacant.
- (4) The Company shall not be required to enquire and is prohibited from enquiring into the validity or otherwise of the appointment of any endorsee upon written notification in writing of an endorsee's endorsement and notification.

14. First Directors

The first Directors shall be determined in writing by the subscribers to the Constitution of the Company or a majority of them who shall hold office until the first General Meeting following incorporation of the Company save and except the person referred to in sub-clause 13(2).

15. Changes in the Number of Directors

The Company may by unanimous resolution increase or reduce the number of directors and may also determine in what rotation the increased or reduced number is to go out of office.

16. Chairperson

The Directors shall elect one of their number to be Chairperson who shall hold office until the next Annual General Meeting of the Company following his appointment. A Chairperson shall be eligible for re-election provided that a Chairperson shall not serve more than four (4) consecutive terms as Chairperson unless approved by a majority of the other Directors.

17. Deputy Chairperson

The Directors shall elect one of their number to be a Deputy Chairperson who shall hold office until the next Annual General Meeting of the Company following his appointment. A Deputy Chairperson shall be eligible for re-election.

18. Status of Directors

Directors shall be natural persons all of whom shall ordinarily reside in Australia.

19. Appointment of Directors

All Directors shall retire at the next annual General Meeting of the Company after their appointment save and except the person referred to in sub-clause 13(2) but shall be eligible for re-appointment.

20. Alternate Directors

Directors shall be permitted to appoint alternate directors.

21. Directors' Remuneration

- (1) The Directors shall be paid such remuneration as is from time to time determined by the Company in general meeting.
- (2) That remuneration shall be deemed to accrue from the day to day.
- (3) The Directors may also be paid all travelling and other expenses properly incurred by them in attending and returning from meetings of the Directors or

any committee of the Directors or general meetings of the Company or otherwise in connection with the business of the Company.

22. Vacancy of Director's Office

- (1) The office of a Director shall become vacant if the Director:
 - (a) Becomes bankrupt or makes any arrangement or composition with creditors generally.
 - (b) Becomes disqualified from being a Director of a company by reason of Part 2D.6 of the *Corporations Act*.
 - (c) Becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.
 - (d) Resigns his or her office by notice in writing to the Company.
 - (e) Ceases to hold the endorsement of the member that appointed him or her.
 - (f) In the case of the person referred to in sub-clause 13(2), ceases to hold the position of chief executive officer of the Company.
- (2) A Director may be removed from office by resolution of the Board of Directors if the Director is absent without permission of the Board for three (3) consecutive meetings of the Board.
- (3) In the event of a vacancy in the office of a Director the Directors may appoint a person to fill the vacancy and the person so appointed shall hold office until the next Annual General Meeting. The appointee shall not take office until endorsed by the relevant organisational members who had endorsed and nominated the Director whose office became vacant.

Part 6 – Powers And Duties of the Directors

23. Management of Company Affairs

- (1) Subject to the *Corporations Act* and to any other provisions of this Constitution the business and general affairs of the Company shall be under the management of the Directors who may pay all expenses incurred in promoting the Company and may exercise all such powers of the Company as are not by law or by this Constitution required to be exercised by the Company in general meeting.
- (2) The Directors may prepare adopt and amend rules for the efficient operation and management of the business of the Company provided that any rule of the Company prepared, adopted or amended by the Directors may be disallowed by the Company in general meeting.
- (3) Without limiting the generality of the preceding clause the Board may exercise all the powers of the Company to borrow or raise money to mortgage, charge, lease, licence or sell any property or business of the Company, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability, or obligation of the Company or of any other person.

24. Cheques

All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two Directors or in such other manner as the Board from time to time determines.

25. Financial Limits

Notwithstanding the preceding provisions the Company may in general meeting set financial limits in relation to the exercise of all or any of the powers of the Directors set out this Constitution in which case the Directors shall not exercise the powers in a manner which exceeds those financial limits without the prior approval of the Company in general meeting.

26. Attorneys

- (1) The Directors may by power of attorney, appoint any person or persons to be attorney or attorneys of the Company for such purposes with such powers and authorities and discretions (being powers, authorities and discretions vested in or exercisable by the Board), for such period and subject to such conditions as the Directors think fit.
- (2) Any such power of attorney may contain such provisions for the protection and convenience of persons dealing with the attorney as the Directors think fit and may also authorise the attorney to delegate all or any of the powers, authorities and discretions vested in the attorney.

27. Board Minutes

- (1) The Board shall cause minutes to be made:
 - (a) Of all appointments of officers and employees;
 - (b) Of names of members of the Board present at all meetings of the Company and of the Board; and
 - (c) Of all proceedings at all meetings of the Company and of the Board.
- (2) Such minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting.

Part 7 – Proceedings of the Directors

28. Directors' Meetings

- (1) The Directors may meet together for the dispatch of business and adjourn and otherwise regulate their meetings as they think fit provided that at least two meetings of Directors are held per year.
- (2) A Director may convene a meeting of Directors at any time by ten (10) days notice to each other Director, such notice to give details of the matters proposed to be raised and the time and place of the meeting.
- (3) The Secretary shall on the requisition of a Director by ten (10) days notice to each Director convene a meeting of Directors, such notice to give details of the matters proposed to be raised and the time and place of the meeting.

- (4) Any notice of a meeting of Directors may be given in writing or by facsimile, telex, telegram or cable or by telephone or any other means of communication.

29. Directors' Votes

- (1) Subject to this Constitution, questions arising at any meeting of the Board shall be decided by a majority of votes of Directors present and voting and any such decision shall for all purposes be deemed a decision of the Board.
- (2) In case of an equality of votes, the Chairman of the meeting in addition to his or her deliberative vote shall have a casting vote.

30. Directors' Quorum

The quorum necessary for the transaction of the business of the Board shall be fifty per cent (50) of the Directors as appointed from time to time.

31. Absence of Chairperson

Where a meeting of the Board is held and the Chairperson is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unable or unwilling to act the Directors present may elect one of their number to be chairperson of the meeting.

32. Effect of Board Vacancy

The Board may act notwithstanding any vacancy in the Board but if and so long as their number is reduced below three, the continuing Director or Directors may act for the purpose of increasing the number of Directors to that number or of convening a general meeting of the Company, but for no other purpose.

33. Validity of Directors' Acts

All acts done by any meeting of the Board or a sub-committee of the Board or by any person acting as a Director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that the Directors or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

34. Directors' Resolutions

- (1) If all Directors have signed a document containing a statement that they are in favour of a resolution of the Board in terms set out in the document, a resolution in those terms shall be deemed to have been passed at a meeting of the Directors held on the day on which the document was signed and at the time at which the document was last signed by a Director or if the Directors signed the document on different days on the day on which and at the time at which the document was last signed by a Director.
- (2) For the purposes of this clause two (2) or more separate documents containing statements in identical terms each of which is signed by one or more Directors shall together be deemed to constitute one document containing a statement in those terms signed by those Directors on the respective days on which they signed the separate documents.

Part 8 – Teleconference Meeting of Directors

35. Teleconferencing

- (1) For the purpose of this Constitution the contemporaneous linking together by telephone, radio or other form of instantaneous audio and visual communication of a number of Directors constituting not less than the quorum required for the purpose of this Constitution whether or not one or more of the Directors is outside the Commonwealth of Australia shall be deemed to constitute a meeting of the Directors. All the provisions of this Constitution as to the meetings of the Directors shall apply to such meeting so long as the conditions set out in the following sub-clause are met.
- (2) The conditions referred to in the preceding sub-clause are that:
 - (a) All the Directors for the time being entitled to receive notice of a meeting of the Directors (including any Alternate Director for any Director for the time being unable to act as Director) shall be entitled to notice of the meeting to be conducted by telephone, radio or other form of instantaneous audio or audio and visual communication.
 - (b) Notice of any such meeting shall be given in accordance with this Constitution.
 - (c) Each of the Directors taking part in the meeting shall be linked by telephone, radio or other form of instantaneous audio or visual communication and must throughout the meeting be able to hear each of the other Directors so taking part.
 - (d) At the commencement of the meeting each Director must acknowledge his presence to all the other Directors taking part; and
 - (e) If the Secretary is not present at the meeting one of the Directors so present shall take minutes of the meeting.
- (3) A Director may not leave a meeting conducted pursuant to this clause by disconnecting his telephone, radio or other form of communication unless he had previously obtained the express consent of the Chairman of the meeting.
- (4) A Director shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting by telephone, radio or other form of instantaneous audio or audio and visual communication unless he had previously obtained the express consent of the Chairman of the meeting to leave the meeting.
- (5) A minute of the proceedings at a meeting held by telephone, radio or instantaneous audio or audio and visual communication shall be sufficient evidence of such proceedings and of the observance of all necessary formalities if certified as a correct minute by the Chairperson of the meeting or by the Secretary if present at the meeting.

Part 9 – Sub-Committees

36. Appointment of Sub-Committees

The Board may appoint from among its members sub-committees for any purpose whatever which from time to time it may think desirable and may delegate to any such sub-committee such powers as it may think fit not being duties imposed on the Board as the Directors of the Company by the *Corporations Act* or the general law.

37. Procedure of Sub-Committees

- (1) Each sub-committee appointed in accordance with the preceding clause shall have at least one (1) Director as a member of that sub-committee.
- (2) Unless otherwise specified in the minute of the Directors appointing the sub-committee the quorum of all sub-committees shall consist of a majority of the members of such sub-committees.
- (3) Any sub-committees so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board.
- (4) The Board and any sub-committee may also co-opt advisers who are not members of the Company but such advisers shall have no vote.
- (5) A sub-committee may elect a chairperson of its meetings. If no such chairperson is elected or if at any meeting the chairperson is not present within ten (10) minutes after the time appointed for holding the meeting, the members present may choose one of their number to be chairperson of the meeting.
- (6) A sub-committee may meet and adjourn as it thinks proper.
- (7) Questions arising at any meeting shall be determined by a majority of votes of the members of the sub-committee who are present, and in the case of an equality of votes, the chairperson in addition to his or her deliberative vote shall have a casting vote.

Part 10 – General Meetings

38. Annual General Meeting

- (1) The Board must convene an annual general meeting each year, to be held within five (5) months of the end of the Company's financial year.
- (2) The ordinary business of the annual general meeting is:
 - (a) To verify the minutes of:
 - (i) The last annual general meeting, and
 - (ii) Any special general meetings since the last annual general meeting;
 - (b) To consider the financial report, the Directors' report and the auditor's report for the last financial year that ended before the annual general meeting in accordance with section 317 of the *Corporations Act*.
- (3) The Board must send copies of the documents referred to in the preceding sub-clause to members in accordance with section 315 of the *Corporations Act*.
- (4) The annual general meeting may only consider other business of which notice has been given in accordance with this Constitution.

39. Special General Meetings

- (1) The Board may by resolution convene a special general meeting.
- (2) Special general meetings may only consider business of which notice has been given in accordance with this Constitution.

40. Meeting Notices

- (1) At least 21 days notice in writing of general meetings must be given to:
 - (a) Each member of the Company;
 - (b) Each member of the Board; and
 - (c) The Company's auditor.
- (2) The notice must state:
 - (a) The date, time and place (or places) of the meeting.
 - (b) If the meeting is to be held at more than one place – the technology that will be used.
 - (c) The general nature of each item of business to be considered; and
 - (d) If a special resolution is to be proposed:
 - (i) The proposed resolution, and
 - (ii) That it is intended that the resolution be proposed as a special resolution.
- (3) The notice must also include:
 - (a) A statement that all members of the Company may appoint a proxy to attend, speak and vote instead of the member in accordance with the following clause; and
 - (b) A copy of the following clause.
- (4) The notice may (but need not) include a form of appointment for the purposes of sub-clause (3) and the following clause.
- (5) Despite sub-clause (1), the accidental omission to give notice of the meeting to a member or members, or the non-receipt by a member or members of notice of the meeting does not invalidate the meeting.

41. Representatives

- (1) Members may appoint individuals to represent them at general meetings as provided by section 250D of the *Corporations Act*.
- (2) Appointment of representatives must be:
 - (i) In writing naming the individual or individuals to represent the member;
 - (ii) Signed for or on behalf of the member; and
 - (iii) Given to the Chairperson no later than the commencement of the meeting.

42. Proxies

- (1) Members of the Company may appoint members of the Board or non-members as proxies.
- (2) Proxies must be individuals and not bodies.
- (3) Appointments of proxies must be:
 - (a) In writing, naming the person (or persons, in order) appointed;
 - (b) Signed by the member making the appointment; and

- (c) Given to the Chairperson no later than the commencement of the meeting.
- (4) An appointment of a proxy is valid even if it does not contain all the information required by section 250A of the *Corporations Act*.

43. Use of Technology

General meetings may be held at more than one place, provided that the technology used enables each person present at all places the meeting is held to clearly and simultaneously communicate with every other such person.

44. Quorum

- (1) The quorum for general meetings is the presence in person or by proxy of at least fifty (50) per centum of the members for the time being of the Company.
- (2) If a quorum is not present within 30 minutes of the time of which notice has been given, the meeting must not proceed.

45. Chairing

- (1) The Chairperson is entitled to chair general meetings.
- (2) If the Chairperson is not present, or does not wish to chair the meeting, the Deputy Chairperson is entitled to chair.
- (3) If neither the Chairperson nor the Deputy Chairperson is present, or if neither wishes to chair the meeting, the meeting must elect another member of the Board or a member of the Company to chair.
- (4) The chair of the meeting has a deliberative vote, but does not have a casting vote.

46. Participation

- (1) All members of the Company may attend and speak at general meetings.
- (2) Only members (through their representatives or proxies) may vote at meetings.
- (3) All members of the Board may attend and speak at general meetings but not vote unless they are also members of the Company or representatives of members.

47. Voting

- (1) Members entitled to vote shall have one vote at general meetings.
- (2) Members may vote in person or by proxy.
- (3) Unless a poll is demanded:
 - (a) Voting is by show of hands;
 - (b) Votes by proxy are to be counted; and
 - (c) The declaration by the Chairperson of the meeting of the result of the vote is conclusive evidence of that result.
- (4) If an equal number of votes are cast for and against a motion or amendment, the chair of the meeting must declare the motion or amendment lost.

48. Poll

- (1) The Chairperson of the meeting or any person entitled to vote may require a poll before or immediately after the declaration of the result on a show of hands.
- (2) The poll must be taken as directed by the chair of the meeting.

Part 11 – Miscellaneous

49. Seal

- (1) The Board shall provide for the safe custody of the seal (if any).
- (2) The seal shall only be used by the authority of the Board.
- (3) Every document to which the seal is affixed shall be signed by a Director and shall be countersigned by the Secretary or by another Director or by some other person appointed by the Board to countersign that document or a class of documents in which that document is included.

50. Accounts

- (1) The Board shall cause proper accounting and other records to be kept and shall distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached thereto) accompanied by a copy of the Auditor's Report thereon as required by the *Corporations Act*.
- (2) The Board shall from time to time at what times and places and under what conditions or directions the accounting and other records of the Company shall be open to the inspection of members.

51. Audit

A properly qualified auditor or auditors shall be appointed and his, her or their duties regulated in accordance with the Law.

52. Notices Generally

- (1) Members must give the Company their address for notices, and any change in that address.
- (2) The address for notices may include a fax number and an email address.
- (3) The Company must enter any change in the address of a member of the Company in the register of members.
- (4) Notice may be given to a member by sending it to the address last given by the member.
- (5) In this Constitution a period of notice of a meeting expressed in days:
 - (a) Includes the day on which notice is given; but
 - (b) Does not include the day on which the meeting is held.
- (6) Notices sent by prepaid post are taken to have been given on the second day after posting that is not a Saturday, Sunday or public holiday at that address.
- (7) Notices sent by fax or email are taken to have been given on the first day after sending that is not a Saturday, Sunday or public holiday at that address.

53. Indemnity

Every Director, auditor, secretary and other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability arising out of the execution of the duties of his or her office which if incurred by him or her in defending any proceedings, whether civil or criminal, in which judgement is given in his or her favour or in which he or she is acquitted or in connection with any application under the *Corporations Act* in which relief is granted to him or her by the Court in respect of any negligence, default, breach of duty or breach of trust.

54. Secretary

The Secretary shall in accordance with the *Corporations Act* be appointed by the Directors for such term, upon such conditions as they think fit, and any secretary so appointed may be removed by them.

55. Replaceable Rules

The replaceable rules referred to in section 135 of the *Corporations Act* shall not apply to the Company.

56. Interpretation

(1) In this Constitution:

"Associate Member" means a person who is granted membership of the Company as an Associate Member and is registered in the Register as an Associate Member.

"Board" or "Board of Directors" means the Board of Directors of the Company.

"Chairperson" means the Chairperson of Directors elected pursuant to Clause 16.

"Company" means Water Industry Operators Association of Australia Ltd.

"Person" includes unincorporated associations, incorporated associations and corporations.

"Register" means the Register of Members kept pursuant to the *Act*.

"*The Act*" or "*the Corporations Act*" means the *Corporations Act 2001* and includes any amendment or re-enactment of the same or legislation passed in substitution.

"Seal" means the common seal of the Company.

"Secretary" means any person appointed to perform the duties of a secretary of the Company.

"Water Industry" refers to the operational and maintenance aspects of the urban and/or rural water supply industry.

- (2) Expressions referring to writing shall, unless the contrary intention appears, be constructed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form.
- (3) Words importing the masculine gender only include the feminine and neuter genders.
- (4) Section 46 of the *Acts Interpretation Act 1901* applies in relation to these regulations as if they were an instrument made by an authority under a power conferred by the *Act* as in force on the date on which these regulations become binding on the Company.

- (5) An expression used in a particular Part of a Division of the *Corporations Act* that is given by that Part or Division a special meaning for the purposes of that Part or Division has, in any of these regulations that deals with a matter dealt with by the Part of Division, unless the contrary intention appears, the same meaning as in that Part or Division.

We the several subscribers to this Constitution hereby agree to adopt the foregoing Constitution for the Company.

Name and Address of Subscribers

Executed by Water Industry Operators Association of Australia Inc. of 64 Brauman Street Shepparton VIC 3630 by being signed by those persons authorized to do so:

Committee Member

Name:

Address:

Committee Member

Name:

Address:

Signed by John Joseph Harris of 147 Daltons Road Warrnambool Victoria 3280

Signed by Ronald John Bergmeier of 269 Burgoyne Street Huntly Victoria 3551

Signed by Tony Laurence Hourigan of 54 Patrick Street Oakleigh East Victoria 3166

Date:

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