

# **WATER DIRECTORATE INCORPORATED**

## **CONSTITUTION**

Incorporation Number INC9878918 under the Associations Incorporation Act 2009 (NSW)

**ADOPTED**  
**11 November 2021**

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# WATER DIRECTORATE INCORPORATED CONSTITUTION

## Part A – The Association

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### 1. Definitions

1.1. In this Constitution, except as so far as the context or subject matter otherwise indicates or requires:

**Act** means the *Associations Incorporation Act 2009* (NSW) as modified or amended from time to time and includes any regulations made under that Act and any exemption or modification to that Act applying to the Association;

**Association** means Water Directorate Incorporated (registered number INC9878918);

**Constitution** means this constitution, consistent with the Act, as amended from time to time and which may include specific rules from the model rules under the Act if so required;

**Delegate** means an individual appointed by a Member Council to represent it and exercise its rights at general meetings;

**Election Date** means the date on which election results are declared under clause 20.8

**Executive Committee** means the committee of management described in Part C of this Constitution and as required by section 28 of the Act

**Member** means a member of the Association

**Objects** are the purposes for which the Association is established consistent with the Act

**Office Bearers** means the Chair and Deputy Chair as the case may be in accordance with clause 23 of this Constitution

**Public Officer** means the person appointed by the Executive Committee as the Public Officer of the Association as required under the Act

**Register** means the register of Members established in accordance with clause 11 of this Constitution

**Term** means the 2-year period commencing on 1<sup>st</sup> of March following the Election Date and concluding on 28<sup>th</sup> of February in the second following year.

1.2. In this Constitution, the following rules of interpretation apply unless the context requires otherwise:

- a. a reference to a function includes a reference to a power, authority and duty;
- b. a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty;
- c. a gender includes all genders;
- d. singular includes plural and vice versa;
- e. where a word or phrase is defined, its other grammatical forms or parts of speech have corresponding meaning;
- f. a reference to any legislation or to any provision of any legislation includes any modification or re-enactment of it, any legislation substituted for it and any regulations and statutory instruments issued under it;
- g. the word person means a natural person and any corporation, association, body or entity whether incorporated or not; and
- h. the words 'writing' and 'written' include any mode of representing or reproducing words, figures, drawings or symbols in a visible or communicable form.

## **2. Name and incorporation**

- 2.1. The name of the Association is *Water Directorate Incorporated*.
- 2.2. The Association is incorporated under the Act.

## **3. Objects**

- 3.1. The Association's Objects are to provide independent technical advice to local water utilities to ensure they deliver high quality water supply and sewerage services to regional communities in NSW.
- 3.2. The Association pursues its Objects through a range of activities and services that may include but not be limited to:
  - a. developing guidelines on how to implement various legislation and regulations related to the water industry;
  - b. providing a technical support base to Member Councils;
  - c. working with Local Government NSW to develop policy;
  - d. increasing government awareness (at all levels) of its position on various issues;
  - e. developing strategies for increasing industry efficiencies and encouraging long term planning; and
  - f. doing anything ancillary to the Objects.
- 3.3. The Association may only exercise the powers given to it under the Act to carry out the Objects and to do all things incidental or convenient in relation to the exercise of power.

#### **4. Not-for-profit organisation**

- 4.1. The Association must not distribute any surplus, income or assets directly or indirectly to its Members in the form of dividend or distribution of profits.
- 4.2. Clause 4.1 does not prevent the Association from making a payment:
  - a. as reimbursement for out-of-pocket expenses incurred in good faith on behalf of the Association;
  - b. the payment of reasonable and proper remuneration to any employee(s) of the Association; or
  - c. payments to any Member(s), in return for services rendered, or expenses incurred on behalf of the Association;

subject in all cases to any such payments being appropriately authorised in accordance with processes as determined by the Executive Committee from time to time.

### **Part B - Membership**

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#### **5. Membership**

- 5.1. Membership of the Association shall consist of Councils and organisations that the Executive Committee in its absolute discretion admits to membership in accordance with this Constitution.
- 5.2. There are two classes of membership:
  - a. Member Councils; and
  - b. Associate Members.
- 5.3. Membership is open to:
  - a. In the case of Member Councils:
    - i. Councils providing water supply and/or sewerage services in NSW; and
    - ii. Councils that provide bulk water supply and/or sewerage services, such as County Councils, to a Member Council.
  - b. In the case of Associate Members:
    - i. Corporations that provide water supply and/or sewerage services in NSW; and
    - ii. Other organisations with an interest in the water industry as the Executive Committee considers will further the Objects; and
- 5.4. The Executive Committee may provide for categories of membership within each class of membership on such conditions as the Executive Committee determines provided that the rights of Members shall be in accordance with this Constitution.

#### **6. Rights of Members**

- 6.1. Member Councils have the following rights:
  - a. to receive notices of and to attend and to speak at general meetings;

- b. to nominate candidates for election as Executive Committee members; and
  - c. to vote at general meetings and on resolutions put to the membership and on the election of Executive Committee members.
- 6.2. Associate Members are entitled to receive notices of and to attend general meetings, but are not entitled to speak unless at the invitation of the chair of the meeting.
- 6.3. For the purposes of clarity, the Executive Committee may extend privileges of membership that may differ between classes and categories of membership and within categories of membership but no such privilege will affect the rights of Members in this clause 6.
- 6.4. A Member who has not paid any fees payable under clause 12.1 by the due date will not be entitled to exercise their membership rights or access any membership privileges and benefits while the fee remains unpaid.

## **7. Applying or Membership**

- 7.1. An application for membership must be made by the applicant in the form and manner as may be from time to time prescribed by the Executive Committee.
- 7.2. The application for membership must be submitted to the Executive Committee or a person delegated by the Executive Committee to receive applications.
- 7.3. The Executive Committee may delegate the consideration and determination of any membership application.
- 7.4. The Executive Committee may refuse any application for membership without being compelled to give the reasons.
- 7.5. Subject to clause 7.4, when a decision regarding an applicant for membership has been made the Public Officer or other individual delegated by the Executive Committee shall send to the applicant written notice of that decision.
- 7.6. The acceptance of an applicant to be a Member is subject to payment of any relevant fees and if such payment is not made then the Executive Committee may, in its discretion, cancel its acceptance of the applicant for membership of the Association.
- 7.7. If the applicant is not admitted to membership in due course, then any moneys paid by them for membership will be returned to them
- 7.8. Subject to clause 7.6, an applicant becomes a Member and is entitled to exercise the rights and privileges of that membership when their name is entered in the Register.

## **8. Cessation of Membership**

- 8.1. A Member ceases to be a Member if they:
  - a. are a council or corporation that is dissolved;
  - b. resign from the Association;
  - c. fail to pay the annual membership fee under clause 12.1 within 6 months after the fee is due; or

- d. are expelled from the Association.
- 8.2. A Member Council that has been amalgamated with another Member Council (or multiple Member Councils) will continue its rights, privileges and obligations as one single Member without the need for any conveyance, transfer or assignment.
- 9. Membership entitlements not transferrable**
- 9.1. 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. terminates upon cessation of the person's membership.
- 10. Resignation of Membership**
- 10.1. A Member may resign from membership of the Association by giving notice in writing of the Member's intention to resign.
- 10.2. Where a Member ceases to be a Member pursuant to clause 10.1, and in every other case where a Member ceases to hold membership, the Association shall make an appropriate entry in the Register recording the date on which the Member ceased to be a Member.
- 11. Register**
- 11.1. The Association shall establish and maintain a register of Members of the Association specifying the name and address of each Member together with the date on which the Member became a Member.
- 11.2. The Register shall be kept at the principal place of administration of the Association. The Register shall be open for inspection by any Member, subject to that Member having made an appointment with the Public Officer for this purpose.
- 11.3. If a Member requests that any information contained on the Register about the Member (other than the Member's name) not be available for inspection, that information must not be made available for inspection.
- 11.4. A Member must not use information about a person obtained from the register to contact or send material to the person, other than for:
- a. the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Association or other material relating to the Association, or
  - b. any other purpose necessary to comply with a requirement of the Act.
- 12. Membership fees**
- 12.1. Membership fees, including entrance fees, annual fees, levies and charges, and the time and manner of payment of such fees, levies and charges are as determined by the Executive Committee from time to time.
- 12.2. The Executive Committee may determine different fees as between Members and as between categories of Members if any. The Executive Committee may determine that no fee is payable by a Member.

- 12.3. No part of any fee paid shall be refunded to a Member who ceases to be a Member in accordance with clause 8.1.

### **13. Member's liabilities**

- 13.1. The liability of a Member to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the Member in respect of membership of the Association.

### **14. Disciplining of Member Councils**

- 14.1. Where the Executive Committee is of the opinion that a Member:
- a. has persistently refused or neglected to comply with a provision or provisions of this Constitution; or
  - b. has persistently and wilfully acted in a manner prejudicial to the interests of the Association.

the Executive Committee may, by resolution:

- c. expel the Member from the Association; or
  - d. suspend the Member from membership of the Association for a specified period.
- 14.2. Written notice must be given to the Member of the proposed suspension or expulsion at least 28 days before the Executive Committee meeting at which the proposal is to be considered by the Executive Committee.
- 14.3. The notice given to the Member must state:
- a. when and where the Executive Committee meeting is to be held which may be held using technology;
  - b. the grounds on which the proposed suspension or expulsion is based; and
  - c. that the Member may do either or both of the following:
    - i. attend and speak at that meeting;
    - ii. submit to the Executive Committee at or prior to the date of that meeting written representations.
- 14.4. At the Executive Committee meeting, the Executive Committee must —
- a. give the Member an opportunity to make oral representations;
  - b. give due consideration to any oral representations and to any written representations submitted to the Executive Committee by the Member at or prior to the meeting; and
  - c. by resolution determine:
    - i. whether or not to suspend the Member's membership and, if the decision is to suspend the membership, the period of suspension; or
    - ii. whether or not to expel the Member from the Association.
- 14.5. The Executive Committee must give the Member written notice of the Executive Committee's decision, and the reasons for the decision, within



7 days after the Executive Committee meeting at which the decision is made.

## **15. Right of appeal of disciplined Member**

- 15.1. A Member may serve notice of appeal to the Association in general meeting against a resolution of the Executive Committee under clause 14.4, within 28 days after notice of the resolution is served on the Member, by lodging with the Public Officer a notice to that effect.
- 15.2. The notice may, but need not, be accompanied by a statement of the grounds on which the Member intends to rely for the purposes of the appeal.
- 15.3. On receipt of a notice from a Member under clause 15.1, the Executive Committee is to convene a general meeting of the Association, on a date and time mutually agreed with the Member, to be held within 45 days after the date on which the Public Officer received the notice.
- 15.4. At a general meeting of the Association convened under clause 15.3:
  - a. no business other than the question of the appeal is to be transacted, and
  - b. the Executive Committee and the Member must be given the opportunity to state their respective cases orally or in writing, or both, and
  - c. the Members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 15.5. A Member may not vote by proxy at the meeting.
- 15.6. The appeal is to be determined by a 75% majority of the votes cast.

## **16. Resolution of internal disputes**

- 16.1. In the case of disputes between Members (in their capacity as Members), and disputes between Members and the Association, all reasonable attempts shall be made by all parties concerned to resolve any dispute. Should such attempts to resolve disputes fail, these disputes are to be referred to a community justice centre for mediation in accordance with the Community Justice Centres Act 1983 (NSW).

## **Part C - The Executive Committee**

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### **17. Powers of the Executive Committee**

- 17.1. The business and affairs of the Association shall be administered by the Executive Committee which shall, subject to the Act and this Constitution:
  - a. control and manage the affairs of the Association;
  - b. exercise all the functions as may be exercised by the Association other than those functions that are required by this Constitution or the Act to be exercised by general meeting of Members; and
  - c. have power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the Association.

- 17.2. The Executive Committee may delegate any of its powers and/or functions to one or more sub-committees, working parties, any employee of the Association or any other person as the Executive Committee thinks fit. In exercising any powers so delegated, the sub-committee, working party, employee or person must comply with any terms and conditions that may be set by the Executive Committee.
- 17.3. The Executive Committee may by resolution make, amend or revoke by-laws for the purposes of giving effect to any provision of this Constitution or to govern the procedures and activities of the Association. These by-laws are binding on the Executive Committee and the Members.

## **18. Composition of Executive Committee**

- 18.1. The Executive Committee will be constituted in accordance with Schedule 1. Schedule 1 may only be amended in accordance with clause 48.

## **19. Terms of office**

- 19.1. The term of office for Executive Committee members will be 2 years commencing on 1st of March following the Election Date and ending on 28th of February of the second following year.
- 19.2. A retiring Executive Committee member is eligible for re-election.
- 19.3. There is no maximum number of consecutive terms for which an Executive Committee member may hold office.

## **20. Elections**

- 20.1. Subject to this clause 20, the Executive Committee may make by-laws regarding the procedures for the conduct of elections and the nomination process (election by-laws).
- 20.2. Member Councils will elect the members of the Executive Committee in accordance with the procedures set out in the election by-laws.
- 20.3. No later than 4 weeks before the end of the Term, the Executive Committee will call for nominations for election of the Executive Committee members.
- 20.4. The Executive Committee will appoint a returning officer who must not be an Executive Committee member or a candidate.
- 20.5. Nominations will:
  - a. be lodged with the returning officer no later than the date prescribed in the election by-laws;
  - b. be in the form determined by the Executive Committee from time to time;
  - c. include any required information (such as the candidate's skills and experience) as determined by the Executive Committee from time to time; and
  - d. contain the signed consent of the candidate who must be an employee of the nominating Member Council.
  - e. be a maximum number of one nominated candidate from any Member Council

- 20.6. At the close of nominations if there are more candidates for election than there are vacant positions to be filled from a region specified in Schedule 1, then a ballot will be conducted.
- a. There will be separate ballots held for each region. Only Member Councils allocated to that region may vote in the relevant ballot for their region.
  - b. The ballots will be conducted using the standard preferential system.
- 20.7. If at the close of nominations there are the same number or fewer candidates for election than there are vacant positions to be filled from a region, then all eligible candidates from that region shall be deemed to have been elected and no ballot will be held. Any resulting vacancies will be deemed casual vacancies.
- 20.8. The returning officer must declare in writing the results of the election.
- 20.9. Local Government NSW will nominate two Executive Committee members, being:
- a. A board member of Local Government NSW who is a Councillor in a NSW Council
  - b. An employed Policy Officer of Local Government NSW,
- both of whom shall be appointed by the remaining members of the Executive Committee at the first Executive Committee meeting of each term.

## **21. Casual vacancies**

- 21.1. If a casual vacancy occurs on the Executive Committee, the Executive Committee may:
- a. in consultation with the Member Councils in the relevant region, appoint an eligible individual to fill the vacancy; or
  - b. hold a by-election of the relevant region to fill the vacancy. The Executive Committee may make by-laws regarding the procedures for the conduct of by-elections and the nomination process and such procedures will be as far practicable consistent with clauses 20.4 to 20.8.
  - c. Any individual so appointed to fill a casual vacancy on the Executive Committee will hold office for the remainder of the term of that vacancy.
- 21.2. The office of an Executive Committee member becomes vacant if:
- a. the Executive Committee member dies;
  - b. the Executive Committee member resigns office by notice in writing to the Association;
  - c. the Executive Committee is removed from office under clause 20.1;
  - d. the Executive Committee member becomes insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth;

- e. due to physical or mental impairment, the Executive Committee member is unable to properly perform their duties as an Executive Committee member;
  - f. the Executive Committee member is absent without the consent of the Executive Committee from all meetings of the Executive Committee held during a period of 6 consecutive months, unless the Executive Committee otherwise resolves to confirm the Executive Committee member's position;
  - g. the Executive Committee member is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, unless the Executive Committee otherwise resolves to confirm the Executive Committee member's position;
  - h. the Executive Committee member is prohibited from being a director of a company by an order made under the *Corporations Act 2001* of the Commonwealth;
  - i. the Executive Committee member is or becomes ineligible under the Act;
  - j. the Member Council that nominated the Executive Committee member ceases to be a Member of the Association; or
  - k. the Executive Committee member is no longer employed by or an elected representative of the Member Council that nominated them.
- 21.3. The Executive Committee may act even if there are vacancies on the Executive Committee. However, if the number of Executive Committee members is reduced below seven (7), the continuing members may act only:
- a. in an emergency; or
  - b. for the purposes of appointing additional eligible individuals on to the Executive Committee up to the minimum number; or
  - c. to convene a general meeting.

## **22. Removal of Executive Committee member**

- 22.1. The Association in a general meeting may by resolution remove any member of the Executive Committee from office before the expiration of the member's term of office.
- 22.2. If an Executive Committee member to whom a proposed resolution referred to in clause 22.1 relates makes representations in writing to the Public Officer or Chair (not exceeding a reasonable length) and requests that the representations be notified to the Member Councils, the Public Officer must make a copy of the representations available to each Member Council or, if they are not so sent, the Executive Committee member is entitled to require that the representations be read out at the general meeting at which the resolution is considered.

## **23. Office Bearers**

- 23.1. The Office Bearers of the Association are as follows:

- a. Chair; and
  - b. Deputy Chair.
- 23.2. The Office Bearers will be appointed by the Executive Committee from amongst their number at the first Executive Committee meeting held in each Term, or at any time a vacancy arises.
- 23.3. An Executive Committee member who holds an Office Bearer position will hold that office until:
- a. the end of the Term;
  - b. the Executive Committee resolves to remove that Executive Committee member from the Office Bearer position; or
  - c. the Executive Committee member ceases to be an Executive Committee member.
- 23.4. There is no maximum number of consecutive terms for which an Executive Committee member may hold an Office Bearer position.

## **24. Meetings of the Executive Committee**

- 24.1. The Executive Committee may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit.
- 24.2. No business shall be transacted by the Executive Committee unless a quorum is present. The quorum for an Executive Committee meeting shall be a majority of the Executive Committee as then constituted.
- 24.3. At a meeting of the Executive Committee:
- a. the Chair or, in the Chair's absence, the Deputy Chair is to preside as chair; or
  - b. if the Chair and the Deputy Chair are absent or unwilling to act, such one of the remaining Executive Committee members as may be chosen by the members present at the meeting is to preside as chair.
- 24.4. The Chair alone, or any 2 members of the Executive Committee, may convene a meeting of the Executive Committee.
- 24.5. A resolution is passed if at least a majority of votes are cast in favour of it, unless specified otherwise in this Constitution.
- 24.6. In the event of an equality of votes on any question, the chair of the Executive Committee meeting may exercise a second or casting vote.
- 24.7. The Executive Committee must ensure that minutes are made of all Executive Committee meetings and decisions made by electronic communication pursuant to clause 25.1.
- 24.8. Oral, written or electronic notice of a meeting of the Executive Committee should be given to each member of the Executive Committee at least 7 days or such other period as may be unanimously agreed upon by the members of the Executive Committee before the time appointed for the holding of the meeting.
- 24.9. In cases of urgency, an Executive Committee meeting can be held without notice being given in accordance with clause 24.8 provided that as much notice as practicable is given to each member of the Executive Committee by the quickest means practicable.

- 24.10. An Executive Committee meeting may be held using technology that allows the Executive Committee members in attendance to clearly and simultaneously communicate with each other.
- 24.11. An Executive Committee member who participates in an Executive Committee meeting using technology is taken to be present at the meeting and, if the Executive Committee member votes at the meeting, is taken to have voted in person.
- 24.12. The Executive Committee may, from time to time and at their discretion, invite individuals to attend meetings of the Executive Committee as observers.

## **25. Resolutions made outside of meetings**

- 25.1. When necessary the Executive Committee may consider and pass a resolution without an Executive Committee meeting being held. The resolution may be passed by written or electronic communication, provided the number of Executive Committee members who vote in favour of the matter equals or exceeds the number for a quorum.
- 25.2. Any such resolution may consist of multiple copies of the same document, each signed or authorised by one or more of the Executive Committee members. The document may be in the form of electronic communication.

## **26. Validity of acts**

- 26.1. Any act or thing done or suffered, or purporting to have been done or suffered, by the Executive Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Executive Committee.

## **Part D - General Meetings**

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### **27. Representation at General Meetings**

- 27.1. A Member Council may appoint an individual as its Delegate to represent the Member Council and exercise its rights at general meetings.

### **28. Calling of General Meetings**

- 28.1. An annual general meeting will be held within 6 months after the end of each financial year. The time and place or technology used for this meeting shall be determined by the Executive Committee.
- 28.2. The Executive Committee may whenever it thinks fit convene a general meeting of the Association.
- 28.3. A general meeting will also be convened by the Executive Committee upon the request of not less than 20% of Member Councils entitled to vote at general meetings.
- 28.4. A request for a general meeting:
- a. must state the purpose or purposes of the meeting, and
  - b. must be signed by the Member Councils making the request, and
  - c. must be lodged with the Public Officer, and

- d. may consist of several documents in a similar form, each signed by one or more of the Member Councils making the request.
- 28.5. For the purposes of clause 28.4:
- a. a requisition may be in electronic form, and
  - b. a signature may be transmitted, and a requisition may be lodged, by electronic means.
- 28.6. If the Executive Committee fails to give notice of a general meeting within 1 month after the date on which a request for the meeting is lodged, any one or more of the Member Councils who made the request may convene a special general meeting to be held not later than 3 months after that date.
- 28.7. A general meeting convened by Member Councils as referred to in clause 28.5 must be convened as nearly as is practicable in the same manner as general meetings are convened by the Executive Committee.

## **29. Notice of General Meetings**

- 29.1. Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution, notice of a general meeting must be given to each Member Council at least 14 days before the date fixed for the holding of the general meeting.
- 29.2. The notice must specify the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 29.3. An annual general meeting must be specified as such in the notice convening it.
- 29.4. If the nature of the business proposed to be dealt with at a general meeting requires a special resolution, then notice must be given to each Member Council at least 21 days before the date fixed for the holding of the general meeting, and the notice should specify, in addition to the matters required under clause 29.2, the intention to propose the resolution as a special resolution and state the resolution.

## **30. Business at General Meetings**

- 30.1. No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business that may be transacted pursuant to clause 30.2.
- 30.2. In addition to any other business which may be transacted at an annual general meeting, the business of the annual general meeting includes the following:
- a. to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
  - b. to announce the Executive Committee members;
  - c. to receive from the Executive Committee reports from the activities of the Association during the last preceding financial year; and
  - d. to receive and to consider any financial statement or report required under the Act.

### **31. Quorum at General Meetings**

- 31.1. No business shall be transacted at any general meeting unless a quorum is present at the time when the matter is dealt with.
- 31.2. The quorum for the transaction of the business of a general meeting is ten Member Councils present in person by their Delegate or by proxy.

### **32. Chair at General Meetings**

- 32.1. The Chair shall chair each general meeting.
- 32.2. If the Chair is not present within 15 minutes after the time appointed for the commencement, or is unable or unwilling to act, the following may preside as chairperson of the meeting (in order of precedence):
  - a. The Deputy Chair;
  - b. any other Executive Committee member present who has been appointed as chair by those other Executive Committee members present; or
  - c. a Delegate present chosen by a majority of the Member Councils present.

### **33. Adjournment**

- 33.1. If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—
  - a. in the case of a meeting convened at the request of Member Councils —the meeting must be dissolved;
  - b. in any other case — the meeting must be adjourned to another date, time and place as determined by the Chair.
- 33.2. If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under clause 33.1.b the Member Councils present at the meeting (if not fewer than 2) may proceed with the business of the meeting as if a quorum were present.
- 33.3. The chair of a general meeting at which a quorum is present may, with the consent of the majority of Member Councils present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjournment meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 33.4. Where a general meeting is adjourned for 28 days or more, written or oral notice of the adjourned meeting must be given to each Member Council stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 33.5. Except as provided in clause 33.4 notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

### **34. Cancellation of General Meetings**

- 34.1. Except in the case of a general meeting called at the request of Member Councils, the Executive Committee may by resolution, cancel, postpone or change the venue of a general meeting at any time prior to the meeting. The Executive Committee must give notice of the



postponement, cancellation or change of venue to all persons entitled to receive notices of a general meeting.

### **35. Making of decisions**

- 35.1. Subject to clause 15.4.c, a question arising at a general meeting is to be determined by either:
  - a. a show of hands, or
  - b. if on the motion of the chair or if any Member Council present at the meeting decides that the question should be determined by a poll — a poll.
- 35.2. On a show of hands, the chair's decision is conclusive evidence of the result of the vote. The chair and the meeting minutes do not need to state the number or proportion of the votes recorded in favour or against on a show of hands.
- 35.3. If the question is to be determined by a poll, the poll is to be conducted in accordance with the directions of the chair.

### **36. Special resolutions**

- 36.1. A resolution of the Association is a special resolution if it meets the requirements of the Act.

### **37. Appointment of proxies**

- 37.1. Each Member Council shall be entitled to appoint a proxy by notice given to the Association no later than 48 hours before the time of the general meeting in respect of which the proxy is appointed.
- 37.2. The Executive Committee may prescribe a form of proxy but a proxy will be valid provided an instrument appointing a proxy is in writing, contains the Member's name and address, the Association's name, the proxy's name or the office held by the proxy, the meeting at which the appointment may be used and how the proxy is to vote on the matter/s before the meeting.
- 37.3. In the event of a Member Council not nominating a particular person as proxy on the proxy form, the proxy shall be exercised by the chair.

### **38. Voting**

- 38.1. Upon any question arising at a general meeting a Member Council has one vote.
- 38.2. Votes shall be given in person via the Delegate or by proxy.
- 38.3. In the case of an equality of votes on a question at a general meeting, the question is decided in the negative.
- 38.4. A Member Council is not entitled to vote at any general meeting unless all money due and payable by the Member Council to the Association has been paid.

### **39. Postal or electronic ballots**

- 39.1. No resolution shall be determined by a postal or electronic ballot unless determined by the Executive Committee. If the Executive Committee so determines, the postal or electronic ballot shall be conducted under the

procedures set by the Executive Committee from time to time and in accordance with the Act.

#### **40. Use of technology at general meetings**

- 40.1. A general meeting may be held using any technology approved by the Executive Committee that gives the Members a reasonable opportunity to participate.
- 40.2. A Member Council who participates in a general meeting using that technology is taken to be present at the meeting and, if the Member Council votes at the meeting, is taken to have voted in person.

#### **41. Minutes of General Meetings**

- 41.1. The Executive Committee must ensure that minutes are taken and kept of each general meeting.

### **Part E - Administration**

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#### **42. Service of notices**

- 42.1. A notice may be served on or given to the Association by:
  - a. delivering it to the street address or posting it to the postal address of the registered office of the Association; or
  - b. or by electronic means of transmission to the email address of the Association.
- 42.2. A notice may be served on or given to a Member Council either personally to its Delegate or by sending it by post or by electronic means of transmission to the Member Council's address or details shown in the Register.
- 42.3. For the purpose of this Constitution, a notice is taken, unless the contrary is proved, to have been given or served:
  - a. in the case of a notice given or served personally, on the date on which it is received by the Delegate or Association, and
  - b. in the case of a notice sent by post, on the third day after it is posted, and
  - c. in the case of a notice sent by electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

#### **43. Financial year**

- 43.1. The financial year of the Association commences on the 1st day of July and ends on the 30th day of June on the next calendar year.

#### **44. Funds – Source**

- 44.1. The funds of the Association will be derived from membership fees in accordance with clause 12, investments, sponsorship, sale of goods and services, advertising and such other sources as the Executive Committee determines.

44.2. All money received by the Association shall be deposited as soon as practicable and without deduction to the credit of the Association's bank account.

#### **45. Funds – Management**

45.1. The funds of the Association shall be managed and used in pursuance of the Association's purpose in such manner as the Executive Committee determines.

45.2. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed as the Executive Committee decides.

#### **46. Custody and inspection of books etc**

46.1. The Executive Committee or its delegate shall keep in their custody or under their control all records, books and other documents relating to the Association.

46.2. Member Councils may, by prior appointment with the Public Officer, inspect free of charge:

- a. subject to clauses 11.3 and 11.4, the Register;
- b. the minutes of general meetings;
- c. subject to clause 46.3, the financial records, books and other financial documents of the Association.

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

46.4. Subject to clauses 46.3, 11.3 and 11.4, a Member Council may make a copy of the records of the Association referred to in this clause and the Member Council may be charged a reasonable fee for a copy of such a record.

#### **47. Dissolution of the Association**

47.1. If upon the dissolution of the Association, there remains after satisfaction of all its debts and liabilities, any property whatsoever, the same shall be transferred to an institution or institutions:

- a. having objects similar or in part similar to the Objects;
- b. required by its constitution to apply its profits or other income in promoting its objects; and
- c. whose constitution shall prohibit the distribution of its income and property among its members.

47.2. Such institution or institutions to be determined by a special resolution of the Association at or before the time of dissolution.

47.3. Voluntary dissolution of the Association may only be achieved by special resolution and following the requirements of section 62 of the Act.

#### **48. Alteration of Constitution**

48.1. This Constitution may be altered, rescinded or added to only by a special resolution and following the requirements of the Act.

#### **49. Transitional arrangements**

##### **Executive Committee**

49.1. The elected Executive Committee members in office at the time of adoption of this Constitution will continue as Executive Committee members under this Constitution and their term will end on 28<sup>th</sup> February 2023 unless their term ends earlier in accordance with this Constitution.

49.2. Representatives of Local Government NSW that were Executive Committee members at the time of adoption of this Constitution will continue as Executive Committee members under this Constitution and their term will end at the first Executive Committee meeting in 2023 unless their term ends earlier in accordance with this Constitution.

##### **Office Bearers**

49.3. Upon this Constitution becoming effective, the individuals serving as Chair and Deputy-Chair will continue in these roles until the first Executive Committee meeting held in 2023 unless they vacate their office earlier in accordance with this Constitution.

##### **Specialist subcommittees and working parties**

49.4. Any specialist subcommittee or working party established under the constitution that this Constitution replaces will continue until such time as the Executive Committee determines otherwise. Terms of reference for such specialist subcommittees and working parties shall continue as previously determined until changed by the Executive Committee.

## Schedule 1 Executive Committee



The Water Directorate has divided regional NSW into 9 regions based around groups of Councils in a similar arrangement to that of the Institute of Public Works Engineers Australasia (NSW) Regional Groups, as follows:

### Member regions

<p><b><u>Central West region</u></b>                      Bathurst Regional Council                      Blayney Shire Council                      Cabonne Shire Council                      Central Tablelands County Council                      Cowra Shire Council                      Forbes Shire Council                      Lachlan Shire Council                      Lithgow Shire Council                      Oberon Council                      Orange City Council                      Parkers Shire Council                      Weddin Shire Council</p>	<p><b><u>Orana region</u></b>                      Bogan Shire Council                      Bourke Shire Council                      Brewarrina Shire Council                      Central Darling Council                      Cobar Shire Council                      Coonamble Shire Council                      Dubbo Regional Council                      Gilgandra Shire Council                      Mid Western Regional Council                      Narromine Shire Council                      Walgett Shire Council                      Warrumbungle Shire Council</p>
<p><b><u>Hunter region</u></b>                      Central Coast Council                      Hawkesbury City Council                      Muswellbrook Shire Council                      Singleton Shire Council                      Upper Hunter Shire Council</p>	<p><b><u>South East region</u></b>                      Bega Valley Shire Council                      Eurobodalla Shire Council                      Goulburn Mulwaree Council                      Queanbeyan-Palerang Regional Council                      Snowy Monaro Regional Council                      Upper Lachlan Shire Council</p>
<p><b><u>Illawarra region</u></b>                      Shoalhaven City Council                      Wingecarribee Shire Council</p>	

<p><b><u>Mid North Coast region</u></b>  Bellingen Shire Council  Coffs Harbour City Council  Kempsey Shire Council  MidCoast Council  Nambucca Shire Council  Port Macquarie-Hastings Council</p>	<p><b><u>South West region</u></b>  Albury City Council  Balranald Shire Council  Berrigan Shire Council  Bland Shire Council  Carrathool Shire Council  Cootamundra-Gundagai Regional Council  Edward River Council  Federation Council  Goldenfields Water County Council  Greater Hume Council  Griffith City Council  Hay Shire Council  Hilltops Council  Junee Shire Council  Leeton Shire Council  Lockhart Shire Council  Murray River Council  Murrumbidgee Council  Narrandera Shire Council  Riverina Water County Council  Snowy Valleys Council  Temora Shire Council  Wagga Wagga City Council  Wentworth Shire Council</p>
<p><b><u>New England region</u></b>  Armidale Regional Council  Glen Innes Severn Council  Gunnedah Shire Council  Gwydir Shire Council  Inverell Shire Council  Liverpool Plains Shire Council  Moree Plains Shire Council  Narrabri Shire Council  Tamworth Regional Council  Tenterfield Shire Council  Uralla Shire Council  Walcha Shire Council</p>	
<p><b><u>North Coast region</u></b>  Ballina Shire Council  Byron Shire Council  Clarence Valley Council  Kyogle Council  Lismore City Council  Richmond Valley Council  Rous County Council  Tweed Shire Council</p>	

Councils and County Councils may be created, dissolved or amalgamated from time to time. The proclamation documentation for such changes will be used to inform how a Council will be assigned to a particular region. The assignment of a Member Council to a region will be made by resolution of the Executive Committee.

The Executive Committee will be constituted in accordance with this Schedule 1.

Eighteen (18) members will be elected from nine (9) regional groups of councils (based on the IPWEA regions) being;

- Three (3) members from the South West region;
- One (1) member from the Illawarra region; and
- Two (2) members from each of the remaining seven (7) regions.

Where there are no Member Councils for a particular region, the Executive Committee positions for that region shall remain vacant until such time that councils in the region become members