



CONSTITUTION

AUSTRALIAN WATER BROKERS ASSOCIATION
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PART 1 PRELIMINARY

1. Definitions

1.1 In this constitution:

Act means the *Associations Incorporation Act 2009*.

affiliate member means a **member** approved by the **committee** as an **affiliate member** who has met the criteria to be an **affiliate member** as determined in clause 8

annual general meeting means the annual general meeting called in accordance with clause 34

Appendix means the supplementary material added to this constitution that may be changed from time to time and **published**.

approved professional experience means experience gained in the water broking profession as determined and **published** by the **committee**.

association means the Australian Water Brokers Association Incorporated, also known as the AWBA.

association member's logo means the **association's** current logo which is a registered trademark

continuing professional development means the systematic maintenance, improvement and broadening of knowledge and skills and the development of personal qualities necessary for the execution of professional and technical duties as a **member**, as determined by the **committee** and **published** from time to time.

Commissioner means the commissioner of the New South Wales Office of Fair Trading.

committee means the **committee** appointed by the **members** consisting of office-bearers and **ordinary committee members**.

communications includes, without limitation, all reports, report covers, business cards, "with compliments" slips, envelopes, letterheads, facsimiles, electronic mail and web pages

Director-General means the **Director-General** of the Department of Services, Technology and Administration.

electronic transmission means:

- (a) a communication of information in the form of data, text or images by means of guided or unguided electromagnetic energy, or both, or

- (b) a communication of information in the form of sound by means of guided or unguided electromagnetic energy, or both, where the sound is processed at its destination by an automated voice recognition system.

financial year means the period beginning on the 1 July and ending on the 30 June each year.

full member means a **member** approved by the **committee** as a **full member** who has met the criteria to be a **full member** as determined in clause 8

member means a person listed in the register of **members** who has been approved as a **member** pursuant to clause 6 in any category of membership referred to in clause 8

ordinary committee member means a **member** of the **committee** who is not an office-bearer of the **association**.

president means the president of the **association** for the time being appointed pursuant to clause 23

provisional member means a **member** approved by the **committee** as a **provisional member** who has met the criteria to be a **provisional member** as determined in clause 8

registered office means the principal place of administration of the **association** as set out in clause 3

Regulation means the *Associations Incorporation Regulation 2010*.

public officer means the **full member** appointed to the office of public officer as referred to in section 34 of the **Act**.

published means information placed on the **association's website**

secretary means:

- (c) the person holding office under this constitution as **secretary** of the **association**, or
- (d) if no such person holds that office—the **public officer** of the **association**.

special general meeting means a general meeting of the **association** other than an **annual general meeting**.

special resolution means a resolution of the **association** passed in accordance with clause 41.

treasurer means the **committee member** elected to the office of treasurer of the **association** in accordance with clause 23

vice president means the **committee member** elected to the office of vice president of the **association** in accordance with clause 23

website means the domain name registration of the **association** approved by the **committee**.

1.2 In this constitution:

- (a) a reference to a function includes a reference to a power, authority and duty, and
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

1.3 The provisions of the *Interpretation Act 1987* apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the **Act**.

PART 2 – THE ASSOCIATION

2. Incorporation

The **association** is an association incorporated under the *Associations Incorporation Act 2009 (NSW)* as amended from time to time.

3. Registered office

The **registered office** of the **association** is:

50-56 Banna Avenue
Griffith NSW 2680

or such other principal place of administration registered with the New South Wales Office of Fair Trading from time to time.

4. Objects of the association

4.1 The objects of the **association** are:

- (a) to raise the status and advance the interests of the water broking profession in Australia;
- (b) to provide education for the long term benefit of **members** and the public;
- (c) to represent the views and interests of the water broking profession;
- (d) to promote a high standard of integrity and efficiency in the work undertaken by water broking professionals;
- (e) to facilitate and engage in the provision of courses, meetings, seminars, etc. for the education of individuals prior to becoming **members** and **members** of kindred organisations and the **continuing professional development of members**;
- (f) to encourage, manage and engage in research in the water broking discipline;
- (g) to provide opportunities for **members** to promote and protect their mutual interests; and
- (h) to publicise the objects and benefits of the **association** so as to further the interests of **members**, in particular by:
 - (i) promotion through the media;
 - (ii) issuing information papers, research papers, technical notes, etc.; and
 - (iii) publishing books, journals and periodicals.

5. Income and property of the association

- 5.1 The income and property of the **association** will be applied towards the promotion of the objects set out in clause 4.1.
- 5.2 No portion of the income and/or property of the **association** may be used to pay a dividend or bonus, whether directly or indirectly, to past or present **members** or to any person claiming through them.
- 5.3 Notwithstanding clause 5.2, nothing will prevent the payment of remuneration or reimbursement of expenses to:
- (i) any office bearer or servant of the **association**: or
 - (ii) any **member** or other person for any services actually rendered to the **association**.

PART 3 MEMBERSHIP

6. Membership qualifications

- 6.1 A person is eligible to be a **member** of the **association** if:
- (a) the person is a natural person of good character and repute,
 - (b) the person has been nominated and approved for membership of the **association** in accordance with clause 7; and
 - (c) the **committee** is satisfied the person meets the criteria for membership **published** in the category of membership they have applied for; and
 - (d) the person has been approved for membership of the **association** by the **committee**.

7. Nomination for membership

- 7.1 A nomination of a person for membership of the **association**:
- (a) must be made by a nominating **member** in writing in the form set out in Appendix 1 to this constitution, and
 - (b) must be lodged with the **secretary**.
- 7.2 As soon as practicable after receiving a nomination for membership, the **secretary** must refer the nomination to the **committee** which is to determine whether to approve or to reject the nomination.
- 7.3 As soon as practicable after the **committee** makes that determination, the **secretary** must:
- (a) notify the nominee, in writing, that the **committee** approved or rejected the nomination (whichever is applicable), and
 - (b) if the **committee** approved the nomination, request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable under this constitution by a **member** as entrance fee and annual subscription.
- 7.4 The **secretary** must, on payment by the nominee of the amounts referred to in clause 7.3(b) within the period referred to in that provision, enter or cause to be entered the nominee's name in the register of **members** and, on the name being so entered, the nominee becomes a **member** of the **association**.

8. Membership categories

- 8.1 The categories of membership are:

- (a) **affiliate member**;
- (b) **provisional member**; and
- (c) **full member**.

- 8.2 The qualifications and experience required to be an **affiliate member**, **provisional member** or **full member**, and the procedures for applying for such categorisation, must be determined from time to time by the **committee** and **published**.
- 8.3 The procedures determined by the **committee** for assessment of nominees for a particular class of membership must be fair and reasonable.
- 8.4 The **committee** may change any **member's** category of membership at any time where that **member** no longer satisfies the criteria for the relevant category of membership.
- 8.5 The **committee** will review each **member's** category of membership on 1 July every year.

9. Certificates of membership

- 9.1 Every **member** will be entitled to obtain a certificate of membership specifying that **member's** category of membership.
- 9.2 The certificate of membership will be issued for a finite period of time.
- 9.3 The **committee** will issue renewal certificates of membership to each **member** provided the **member** has at the time of renewal satisfied the criteria for the particular class of membership.
- 9.4 The certificate of membership may be issued subject to any conditions and on payment of any fees or other sums as the **committee** may from time to time determine.
- 9.5 Any person ceasing to be a **member** must return to the **secretary** their certificate of membership, but any **member** retiring from practice may, at the discretion of the **committee**, retain the certificate.

10. Cessation of membership

A person ceases to be a **member** of the **association** if the person:

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled from the **association**, or
- (d) fails to pay the annual membership fee or subscriptions referred to in clause 14 within 3 months after the fee is due.

11. Membership entitlements not transferable

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 on cessation of the person's membership.

12. Register of members

12.1 The **public officer** of the **association** must establish and maintain a register of **members** of the **association** specifying:

- (a) the name and postal or residential address of each person who is a **member** together with the date on which the person became a **member** and
- (b) the category of membership of each **member**.

12.2 The register of **members** must be kept in New South Wales:

- (a) at the main premises of the **association**, or
- (b) if the **association** has no premises, at the **association's registered office**.

12.3 The register of **members** must be open for inspection, free of charge, by any **member** at any reasonable hour.

12.4 A **member** may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.

12.5 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.

12.6 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** or the **Regulation**.

13. Resignation of membership

13.1 A **member** may resign from membership of the **association** by first giving to the **secretary** written notice of at least one month (or such other period as the **committee** may determine) of the **member's** intention to resign and, on the expiration of the period of notice, the **member** ceases to be a **member**.

- 13.2 If a **member** ceases to be a **member** under clause 13.1 and in every other case where a **member** ceases to hold membership, the **secretary** must make an appropriate entry in the register of **members** recording the date on which the **member** ceased to be a **member**.

14. Fees and subscriptions

- 14.1 A member of the **association** must, on admission to membership, pay to the **association** a fee of \$1 or, if some other amount is determined by the **committee** from time to time, then such other amount as is **published**.
- 14.2 The annual subscription which is payable to the **association** on 1 July each year by **affiliate member**, **provisional member** and **full member members** will be an amount determined by the **committee**.
- 14.3 Every **member** will be liable to pay an annual subscription until his or her name had been removed from the register of **members**.
- 14.4 No **member** who is in arrears with their subscriptions will be entitled to vote or take part in the proceedings of any meeting.
- 14.5 Any **member** whose category of membership has changed in accordance with clause 8.4 may be required by the **committee** to pay an additional fee pro-rata from the date of the status change specified in the resolution of the **committee**.

15. Members' liability

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** as required by clause 14.

16. Resolution of internal disputes

- 16.1 A dispute between a **member** and another **member** (in their capacity as **members**), or a dispute between a **member** or **members**, are to be referred to a community justice centre for mediation under the *Community Justice Centres Act 1983*.
- 16.2 At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.
- 16.3 If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.
- 16.4 The *Commercial Arbitration Act 2010* applies to any such dispute referred to arbitration.

17. Disciplining of members

- 17.1 A complaint may be made to the **committee** by any person that a **member**:
- (a) has refused or neglected to comply with a provision or provisions of this constitution, or
 - (b) has and wilfully acted in a manner prejudicial to the interests of the **association**.
- 17.2 On receiving such complaint the **committee** may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- 17.3 If the **committee** decides to deal with the complaint, the **committee**:
- (a) must cause notice of the complaint to be served on the **member** concerned, and
 - (b) must give the **member** at least 14 days from the time the notice is served within which to make submissions to the **committee** in connection with the complaint, and
 - (c) must take into consideration any submissions made by the **member** in connection with the complaint.
- 17.4 The **committee** may, by resolution, expel the **member** from the **association** or suspend the **member** from membership of the **association** if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- 17.5 If the **committee** expels or suspends a **member**, the **secretary** must, within 7 days after the action is taken, cause written notice to be given to the **member** of the action taken, of the reasons given by the **committee** for having taken that action and of the **member's** right of appeal under clause 18.
- 17.6 The expulsion or suspension does not take effect:
- (a) until the expiration of the period within which the **member** is entitled to appeal against the resolution concerned, or
 - (b) if within that period the **member** exercises the right of appeal, unless and until the **association** confirms the resolution under clause 18,
- whichever is the later.

18. Right of appeal of disciplined member

- 18.1 A **member** may appeal to the **association** in a **general meeting** against a resolution of the **committee** under clause 17, within 7 days after notice of the resolution is served on the **member**, by lodging with the **secretary** a notice to that effect.

- 18.2 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.
- 18.3 On receipt of a notice from a **member** under clause 18.1, the **secretary** must notify the **committee** which is to convene a **general meeting** of the **association** to be held within 28 days after the date on which the **secretary** received the notice.
- 18.4 At a **general meeting** of the **association** convened under clause 18.3:
- (a) no business other than the question of the appeal is to be transacted, and
 - (b) the **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.
- 18.5 The appeal is to be determined by a simple majority of votes cast by **members** of the **association**.

19. Professional practice

Members must observe the requirements of the **association's** Code of Ethics and Standards, as **published** by the **committee** from time to time.

PART 4 THE COMMITTEE

20. Powers of the committee

- 20.1 Subject to the **Act**, the **Regulation** and this constitution and to any resolution passed by the **association** in **general meeting**, the **committee**:
- (a) is to control and manage the affairs of the **association**, and
 - (b) may exercise all such functions as may be exercised by the **association**, other than those functions that are required by this constitution to be exercised by a **general meeting of members**, and
 - (c) has 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**.

21. Financial capacity of the committee

The **committee** will have full control of all moneys received by the **association** but it must not, without the approval of a **special resolution** at a **general meeting** of the **association**, assume a liability exceeding 25% of the net assets of the **association**.

22. Constitution of committee

- 22.1 Subject to section 21 of the **Act**, in the case of the first **members** of the **committee**, the **committee** is to consist of:
- (a) the office bearers of the **association**, and
 - (b) at least two **full members**,
- each of whom is to be elected at the **annual general meeting** of the **association** under clause 23.
- 22.2 The total number of committee **members** is to be six.
- 22.3 The office bearers of the **association** are to be:
- (a) the **president**
 - (b) the **vice president**
 - (c) the **treasurer**, and
 - (d) the **secretary**.
- 22.4 A **committee member** may hold up to 2 offices (other than both the **president** and **vice president** offices).

- 22.5 A **committee member** is, subject to this constitution, to hold office for a period of two years commencing from the conclusion of the **annual general meeting** following the date of the **member's** election, but is eligible for re-election.
- 22.6 Commencing on and from the **annual general meeting** held in the **financial year**, the following **committee members** must retire or nominate for re-election:
- (a) the **vice president** and the **secretary**; and
 - (b) the two **ordinary committee members** who received the lowest number of votes at the **annual general meeting**.
- 22.7 A **committee member** may serve a maximum of four consecutive terms unless it is agreed by **special resolution** that a **member** may serve an additional term or terms after the fourth.

23. Election of committee members

- 23.1 A person nominated as a candidate for election as an office-bearer or as an **ordinary committee member** of the **association** must be a **full member** of the **association**. **Affiliate members** and **provisional members** may not be elected to the committee.
- 23.2 Nominations of candidates for election as office-bearers of the **association** or as **ordinary committee members**:
- (a) must be made in writing, signed by two **full members** of the **association** and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
 - (b) must be delivered to the **secretary** of the **association** at least 7 days before the date fixed for the holding of the **annual general meeting** at which the election is to take place.
- 23.3 If insufficient nominations are received to fill all vacancies on the **committee**, the candidates nominated are taken to be elected and further nominations are to be received at the **annual general meeting**.
- 23.4 If insufficient further nominations are received, any vacant positions remaining on the **committee** are taken to be casual vacancies.
- 23.5 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- 23.6 If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- 23.7 The ballot for the election of office-bearers and **ordinary committee members** of the **committee** is to be conducted at the **annual general meeting** in such usual and proper manner as the **committee** may direct.

24. Secretary

24.1 The **secretary** of the **association** must, as soon as practicable after being appointed as **secretary**, lodge notice with the **association** of his or her address.

24.2 It is the duty of the **secretary** to:

- (a) keep minutes of:
 - (i) all appointments of office-bearers and **members** of the **committee**, and
 - (ii) the names of **members** of the **committee** present at a **committee** meeting or a **general meeting**, and
 - (iii) all proceedings at **committee** meetings and **general meetings**.
- (b) in person, or by appointment of a deputy, attend all meeting of the **association** and the **committee**;
- (c) ensure that notices, agendas and accompanying papers are issued in adequate time for all meetings;
- (d) ensure that minutes of all the proceedings of all meetings of the **association** and are entered in the minute books:
- (e) follow up with the parties responsible to carry out the decisions of the **committee** to ensure that the decisions are implemented and that the **committee** is informed of the progress of the actions being taken;
- (f) issue all notices calling **general meetings** of the **association** and meetings of the **committee**; and
- (g) supervise the persons engaged by the **association** on behalf of the **committee**, subject to the control of the **committee**.

24.3 Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

25. Treasurer

25.1 It is the duty of the **treasurer** of the **association** to:

- (a) ensure that all money due to the **association** is collected and received and that all payments authorised by the **association** are made,
- (b) ensure that correct books and accounts are kept showing the financial affairs of the **association**, including full details of all receipts and expenditure connected with the activities of the **association**;
- (c) ensure that the books and accounts are provided to the auditor in a timely manner to allow for the auditing of the accounts; and

- (d) provide a financial report at least once a quarter to the **committee**.

26. Casual vacancies

- 26.1 In the event of a casual vacancy occurring in the membership of the **committee**, the **committee** may appoint a **full member** of the **association** to fill the vacancy and the **member** so appointed is to hold office, subject to this constitution, until the conclusion of the **annual general meeting** next following the date of the appointment.
- 26.2 A casual vacancy in the office of a **member** of the **committee** occurs if the **member**:
- (a) dies, or
 - (b) ceases to be a **member** of the **association**, or
 - (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
 - (d) resigns office by notice in writing given to the **secretary**, or
 - (e) is removed from office under clause 19, or
 - (f) becomes a mentally incapacitated person, or
 - (g) is absent without the consent of the **committee** from 3 consecutive meetings of the **committee**, or
 - (h) is convicted of an offence involving fraud or dishonesty, or
 - (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

27. Removal of committee members

- 27.1 The **association** in a **general meeting** may by resolution remove any **member** of the **committee** from the office of **member** before the expiration of the **member's** term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the **member** so removed.
- 27.2 If a **member** of the **committee** to whom a proposed resolution referred to in clause 27.1 relates makes representations in writing to the **secretary** or **president** (not exceeding a reasonable length) and requests that the representations be notified to the **members** of the **association**, the **secretary** or the **president** may send a copy of the representations to each **member** of the **association** or, if the representations are not so sent, the **member** is entitled to require that the representations be read out at the meeting at which the resolution is considered.

28. Committee Meetings and quorum at committee meetings

- 28.1 The **committee** must meet at least 3 times in each period of 12 months at such place and time as the **committee** may determine.
- 28.2 Additional meetings of the **committee** may be convened by the **president** or by any **member** of the **committee**.
- 28.3 Oral or written notice of a meeting of the **committee** must be given by the **secretary** to each **member** of the **committee** at least 48 hours (or such other period as may be unanimously agreed on by the **members** of the **committee**) before the time appointed for the holding of the meeting.
- 28.4 Notice of a meeting given under clause 28.3 must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the **committee members** present at the meeting unanimously agree to treat as urgent business.
- 28.5 Any three **full members** of the **committee** constitute a quorum for the transaction of the business of a meeting of the **committee**.
- 28.6 No business is to be transacted by the **committee** unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- 28.7 If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- 28.8 At a meeting of the **committee**:
- (a) the **president** or, in the **president's** absence, the **vice president** is to preside, or
 - (b) if the **president** and the **vice president** are absent or unwilling to act, such one of the remaining **members** of the **committee** as may be chosen by the **members** present at the meeting is to preside.

29. Appointment of sub-committee and delegation by committee to sub-committee.

- 29.1 The **committee** may appoint sub-committees to advise on and make recommendations subject to the delegation of the **committee**, on the following matters:
- (a) ethics, professional practice standards and conduct;
 - (b) finance and administration;
 - (c) memberships;
 - (d) membership services;
 - (e) public relations and marketing;

- (f) legislative review;
 - (g) strategic planning;
 - (h) education and educational standards;
 - (i) continuing professional development;
 - (j) technical Practice standards;
 - (k) national journal; and
 - (l) any other matters.
- 29.2 The **committee** may, by instrument in writing, delegate to one or more sub-committees (consisting of such **member** or **members** of the **association** as the **committee** thinks fit) the exercise of such of the functions of the **committee** as are specified in the instrument, other than:
- (a) this power of delegation, and
 - (b) a function which is a duty imposed on the **committee** by the **Act** or by any other law.
- 29.3 A function the exercise of which has been delegated to a sub-committee under this clause 29 may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- 29.4 A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- 29.5 Despite any delegation under this clause 29, the **committee** may continue to exercise any function delegated.
- 29.6 Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause 29 has the same force and effect as it would have if it had been done or suffered by the **committee**.
- 29.7 The **committee** may, by instrument in writing, revoke wholly or in part any delegation under this clause 29.
- 29.8 A sub committee may meet and adjourn, as it thinks proper.
- 29.9 A sub committee will cause minutes to be kept of meetings of any board, committee, panel, or group appointed or established by the **committee**. The minutes of any meeting signed by the chairman of the next meeting will be conclusive evidence of the transactions recorded in the Minutes.

30. "Paper" meeting

A resolution in writing proposed by the **president**, a copy of which has been forwarded to every **committee member** and subsequently signed by a majority of

committee members eligible to vote, will be as valid and effectual as if passed at a meeting of the **committee** duly called and constituted.

31. Voting and decisions

- 31.1 Questions arising at a meeting of the **committee** or of any sub-committee appointed by the **committee** are to be determined by a majority of the votes of **full members** of the **committee** or sub-committee present at the meeting.
- 31.2 Each **full member** present at a meeting of the **committee** or of any sub-committee appointed by the **committee** (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 31.3 **Affiliate members** and **provisional members** are not entitled to vote at a meeting.
- 31.4 Subject to clause 28.5, the **committee** may act despite any vacancy on the **committee**.
- 31.5 Any act or thing done or suffered, or purporting to have been done or suffered, by the **committee** or by a sub-committee appointed by the **committee**, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any **member** of the **committee** or sub-committee.

32. Privileges of former presidents

Any **member** who has been a **president** of the **association**, will, until the **member** resigns, be entitled to address the **committee**.

PART 5 GENERAL MEETINGS

33. Annual general meetings—holding of

- 33.1 The **association** must hold its first **annual general meeting** within 18 months after its registration under the **Act**.
- 33.2 The **association** must hold its **annual general meetings**:
- (a) within 6 months after the close of the **association's financial year**, or
 - (b) within such later time as may be allowed by the **Director-General** or prescribed by the Regulation.

34. Annual general meetings—calling of and business at

- 34.1 The **annual general meeting** of the **association** is, subject to the **Act** and to clause 33, to be convened on such date and at such place and time as the **committee** thinks fit.
- 34.2 In addition to any other business which may be transacted at an **annual general meeting**, the business of an **annual general meeting** is to include the following:
- (a) to confirm the minutes of the last preceding **annual general meeting** and of any **special general meeting** held since that meeting,
 - (b) to receive from the **committee** reports on the activities of the **association** during the last preceding financial year,
 - (c) to elect office-bearers of the **association** and **ordinary committee members**,
 - (d) to receive and consider any financial statement or report required to be submitted to **members** under the **Act**.
- 34.3 An **annual general meeting** must be specified as such in the notice convening it.

35. Special general meetings—calling of

- 35.1 The **committee** may, whenever it thinks fit, convene a **special general meeting** of the **association**.
- 35.2 The **committee** must, on the requisition in writing of at least 5 per cent of the total number of **full members**, convene a **special general meeting** of the **association**.
- 35.3 A requisition of **full members** for a **special general meeting**:
- (a) must state the purpose or purposes of the meeting, and
 - (b) must be signed by the **full members** making the requisition, and

- (c) must be lodged with the **secretary**, and
 - (d) may consist of several documents in a similar form, each signed by one or more of the **full members** making the requisition.
- 35.4 If the **committee** fails to convene a **special general meeting** to be held within one month after that date on which a requisition of **full members** for the meeting is lodged with the **secretary**, any one or more of the **full members** who made the requisition may convene a **special general meeting** to be held not later than three months after that date.
- 35.5 A **special general meeting** convened by a **full member** in accordance with clause 35.2 or clause 35.4 must be convened as nearly as is practicable in the same manner as **general meetings** are convened by the **committee**.

36. Notice of general meetings

- 36.1 Except if the nature of the business proposed to be dealt with at a **general meeting** requires a **special resolution** of the **association**, the **secretary** must, at least 14 days before the date fixed for the holding of the **general meeting**, give a notice to each **member** specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 36.2 If the nature of the business proposed to be dealt with at a **general meeting** requires a **special resolution** of the **association**, the **secretary** must, at least 21 days before the date fixed for the holding of the **general meeting**, cause notice to be given to each **member** specifying, in addition to the matter required under clause 36.1, the intention to propose the resolution as a **special resolution**.
- 36.3 No business other than that specified in the notice convening a **general meeting** is to be transacted at the meeting except, in the case of an **annual general meeting**, business which may be transacted under clause 34.2.
- 36.4 A **member** desiring to bring any business before a **general meeting** may give notice in writing of that business to the **secretary** who must include that business in the next notice calling a **general meeting** given after receipt of the notice from the **member**.

37. Quorum for general meetings

- 37.1 No item of business is to be transacted at a **general meeting** unless a quorum of **members** entitled under this constitution to vote is present during the time the meeting is considering that item.
- 37.2 Five **members** present (being **members** entitled under this constitution to vote at a **general meeting**) constitute a quorum for the transaction of the business of a **general meeting**.
- 37.3 If within half an hour after the appointed time for the commencement of a **general meeting** a quorum is not present, the meeting:
- (a) if convened on the requisition of **members**, is to be dissolved, and

- (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to **members** given before the day to which the meeting is adjourned) at the same place.

37.4 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the **members** present (being at least 3) are to constitute a quorum.

38. Presiding member

38.1 The **president** or, in the **president's** absence, the **vice president**, is to preside as chairperson at each **general meeting** of the **association**.

38.2 If the **president** and the **vice president** are absent or unwilling to act, the **members** present must elect one of their number to preside as chairperson at the meeting.

39. Adjournment

39.1 The chairperson of a **general meeting** at which a quorum is present may, with the consent of the majority of **members** present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

39.2 If a **general meeting** is adjourned for 14 days or more, the **secretary** must give written or oral notice of the adjourned meeting to each **member** of the **association** stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

39.3 Except as provided in clauses 39.1 and 39.2, 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.

40. Making of decisions

40.1 A question arising at a **general meeting** of the **association** is to be determined by either:

- (a) a show of hands, or
- (b) if on the motion of the chairperson or if 3 or more **members** present at the meeting decide that the question should be determined by a written ballot—a written ballot.

40.2 If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or 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.

- 40.3 If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

41. Special resolutions

- 41.1 A **special resolution** may only be passed by the **association** in accordance with section 39 of the **Act**.
- 41.2 A resolution of the **association** is a **special resolution**:
- (a) if it is passed by a majority which comprises at least 75% of the **members** as are entitled under this constitution to vote in person or by proxy at a **general meeting** of which at least 21 days' written notice specifying the intention to propose the resolution as a **special resolution** was given in accordance with this constitution, or
 - (b) where it is made to appear to the **commissioner** that it is not practicable for the resolution to be passed in the manner specified in clause 41.1 if the resolution is passed in a manner specified by the **commissioner**.

42. Voting at a general meeting

- 42.1 On any question arising at a **general meeting** of the **association** a **member** has one vote only.
- 42.2 In the case of an equality of votes on a question at a **general meeting**, the chairperson of the meeting is entitled to exercise a second or casting vote.
- 42.3 A **member** is not entitled to vote at any **general meeting** of the **association** unless all money due and payable by the **member** to the **association** has been paid.
- 42.4 A **member** is not entitled to vote at any **general meeting** of the **association** if the **member** is under 18 years of age.

43. Polls and Proxies at a general meeting

- 43.1 If a poll is demanded at a **general meeting**, the poll must be taken:
- (a) immediately in the case of a poll which related to the election of the chairperson of the meeting or the question of an adjournment, or
 - (b) in any other case, in such manner and at such time before the closes of the meeting as the chairperson directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

44. Appointment of Proxies

- 44.1 Each Member is to be entitled to appoint another **member** as 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.

44.2 The notice appointing the proxy is to be in the form set out in Appendix 2 to this constitution.

45. Postal ballots

45.1 The **association** may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 18).

45.2 A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.

PART 6 MISCELLANEOUS

46. Insurance

- 46.1 The **association** may effect and maintain insurance.
- 46.2 The **association** must acquire and maintain full indemnity insurance in favour of:
- (a) the **committee members**;
 - (b) the **members** of any sub-committee of the **committee**; and
 - (c) every **member** of any panel or group appointed by any the **committee** or any sub-committee, to carry out any action, pursuit, proceeding or obligation whatsoever on behalf of the Association
- to indemnify those persons against all reasonable costs, losses, damages and expenses incurred by those persons in carrying any action, pursuit, proceeding or obligation whatsoever in connected with the **association** or its affairs.
- 46.3 This indemnity insurance will not extend to costs, losses, damages and expenses are incurred in relation to or attach to that person in respect of any direct negligence, default, breach of duty or breach of trust of which he or she may be guilty in relation to the **association**.
- 46.4 The **association** may indemnify any **member** or employee of the **association** against any liability 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.

47. Funds—source

- 47.1 The funds of the **association** are to be derived from membership application fees and annual subscriptions of **members**, donations and, subject to any resolution passed by the **association** in **general meeting**, such other sources as the **committee** determines.
- 47.2 All money received by the **association** must be deposited as soon as practicable and without deduction to the credit of the **association's** bank or other authorised deposit-taking institution account.
- 47.3 The **association** must, as soon as practicable after receiving any money, issue an appropriate receipt.

48. Funds – accounts

- 48.1 The **committee** must ensure that proper accounting records are kept which correctly report and explain the transactions of the **association** and its financial position.

- 48.2 At each **annual general meeting**, the **committee** must submit to **members** a statement which is not misleading and which gives a true and fair view of the following:
- (a) the income and expenditure of the **association** during its last **financial year** ,
 - (b) the assets and liabilities of the **association** at the end of its last **financial year**.
 - (c) the mortgages, charges and other securities of any description affecting any of the property of the **association** at the end of its last **financial year**,
 - (d) in respect of each trust of which the **association** was trustee during a period, being the whole or any part of the last **financial year** of the **association**:
 - (i) the income and expenditure of the trust during that period,
 - (ii) the assets and liabilities of the trust during that period, and
 - (iii) the mortgages, charges and other securities of any description affecting any of the property of the trust at the end of that period.

for the **financial year** preceding the **annual general meeting**.

- 48.3 The **committee** must also have a copy of everything required to be submitted under clause 48.2 displayed at the **registered office** of the **association** for a period of not less than 14 days before the date of the **annual general meeting** of the **association**.
- 48.4 The **committee** must send a copy of everything required to be submitted under clause 48.2 to each **member** with the notice of the **annual general meeting** of the **association**.

49. Funds—management

- 49.1 Subject to any resolution passed by the **association** in **general meeting**, the funds of the **association** are to be used in pursuance of the objects of the **association** in such manner as the **committee** determines.
- 49.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 **members** of the **committee** or employees of the **association**, being **members** or employees authorised to do so by the **committee**.

50. Change of name, objects and constitution

- 50.1 The statement of objects and this constitution may only be altered, rescinded or added to only by a **special resolution** of the **association**.
- 50.2 An application to the **Director-General** for registration of a change in the **association's** name, objects or constitution in accordance with section 10 of the **Act** is to be made by the **public officer** or a **committee member**.

51. Custody of books etc

51.1 Except as otherwise provided by this constitution, the **public officer** must keep in his or her custody or under his or her control all records, books and other documents relating to the **association**.

52. Inspection of books etc

52.1 Subject to the rights of privacy when **members** matters or commercial in confidence matters are recorded in the **committee** records and other documents, the following documents must be open for inspection, free of charge, by any **member** at the **registered office** on any business day in New South Wales between the hours of 9am and 5pm:

- (a) records, books and other financial documents of the **association**,
- (b) this constitution, and
- (c) minutes of all **committee** meetings and **general meetings** of the **association**.

52.2 A **member** may obtain a copy of any of the documents referred to in clause 52.1 on payment of a fee of not more than \$1 for each page copied.

53. Service of notices

53.1 For the purpose of this constitution, a notice may be served on or given to a person:

- (a) by delivering it to the person personally, or
- (b) by sending it by pre-paid post to the address of the person, or
- (c) by sending it by facsimile transmission or some other form of **electronic transmission** to an address specified by the person for giving or serving the notice.

53.2 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 addressee, and
- (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
- (c) in the case of a notice sent by facsimile transmission or some other form of **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.

54. Use of the association members' logo

- 54.1 The **committee** must **publish** policy for the use of the **association member's logo**. Bromides and stencils may only be obtained from the **association**.
- 54.2 Subject to this constitution, the **committee** may, for the purpose of administration, authorise the **secretary** to approve the use of the **association members' logo** by a **member**.
- 54.3 A register of users of the **association members' logo** must be kept by the **secretary**.
- 54.4 The **association members' logo** may be used as follows:
- (a) In the case of sole **full member** practitioners, the **association members' logo** may be used on all **communications** and office entry doors;
 - (b) In the case of firms, corporations and partnerships where all professional staff are **full members**, the **association members' logo** may be used on all **communications** and office entry doors.
 - (c) In the case of firms, corporations and partnerships which include professional staff other than **full members**, the **association members' logo** may only be used on **communications** of the **full members** for which the **full member** is solely responsible and which bears his or her name and/or personal signature and no other person's name.
- 54.5 The **association members' logo** must not be used by any **member** until proof copies of the various forms of **communications** bearing the **association members' logo** have been submitted to the **secretary** and written approval from the **committee** has been obtained.
- 54.6 Where an advertisement, which includes the **association members' logo**, carries a corporation name, only the names of **full members** can be included.
- 54.7 The **committee** may, in special circumstances, approve the use of the **association members' logo** for purposes other than those set out above.
- 54.8 Use of the **association members' logo** in any manner other than those permitted will constitute a breach of this constitution.
- 54.9 The **committee** may require any **member** or **members** to refrain from using the **association members' logo** and to conform to such new or revised regulations as to the use of the **association members' logo** as the **committee** may direct.

55. Use and designation of membership post-nominals

- 55.1 The committee will from time to time **publish** post-nominals that may be used by **members** to denote their membership classes.

56. Confidentiality

The following matters and things will be confidential:

- (a) All **communications** addressed to any **member** regarding any complaint against the **member**:
- (b) All proceedings conducted by any **committee** of the **association**, regarding any complaint affecting any **member**.

57. Election of auditors

- 57.1 At each **annual general meeting** of the **association** the auditor will be elected by the **members** to audit the accounts of the **association** which are to be presented to the next **annual general meeting** of the **association**.
- 57.2 Nominations for the office of auditor of the **association** must be:
- (a) in writing signed by the candidate and seconded by two **members**: and
 - (b) lodged with the **secretary** in preparation for the **annual general meeting**.
- 57.3 The criteria for nomination in clause 57.2 will not apply to retiring auditors who and seeking re-election.
- 57.4 No person other than a registered company auditor is eligible for election as an auditor, and no **member** is eligible for election as and auditor.
- 57.5 The **committee** may fill any casual vacancy in the office of auditor. While any vacancy continues, the surviving or continuing auditor or auditors may act.

58. Removal of auditor

A **special general meeting** of the **association** may be **special resolution** remove the auditor from office before the expiration of his or her term, and may appoint another auditor in their place to hold office only until the next **annual general meeting** of the **association**.

Appendix 1 - Application for membership of association

(Clause 7.1)

APPLICATION FOR MEMBERSHIP OF ASSOCIATION

Australian Water Brokers Association Inc.
(incorporated under the Associations Incorporation Act 2009)

I,
[full name of applicant]

of.....
[address]

.....
[occupation]

hereby apply to become a member of the abovenamed incorporated association in the category of

.....
[insert membership category]

In the event of my admission as a member, I agree to be bound by the constitution of the association for the time being in force.

.....
Signature of applicant Date

I,
[full name]
a member, nominate the applicant for membership of the association.

.....
Signature of proposer Date

I,
[full name]
a member, second the nomination of the applicant for membership of the association.

.....
Signature of seconder Date

Appendix 2 - Form of Appointment of Proxy

(Clause 44.2)

I, _____
Full name

of : _____
Address

Membership Number : _____

being a **full member** of the **Australian Water Brokers Association Inc.**

hereby appoint:

full name of proxy

of _____
Address of proxy

being a full member of that incorporated association, as my proxy to vote for me on my behalf at [*cross out whichever do not apply*]

- a. The general meeting of the Association
- b. The annual general meeting of the Association
- c. The special general meeting

to be held on the _____ day of _____ and at any adjournment of that meeting.
Month and year

My proxy is authorised to vote: (cross out whichever does not apply)

- a. In favour
- b. Against

Of the resolution as detailed here:

Signature of full member appointing proxy

Date:

NOTE: A proxy vote may not be given to a person who is not a **full member**.