



**STORMWATER**  
NEW SOUTH WALES

**RULES OF THE  
STORMWATER INDUSTRY ASSOCIATION  
OF NEW SOUTH WALES INC.**

**incorporated under the  
Associations Incorporation Act (NSW), 1984  
as amended at the SGM on 9<sup>th</sup> February 2017**

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## 1 Preliminary

### 1.1 Definitions

- 1.1.1. In these rules **Association** means the Stormwater Industry Association of New South Wales Inc.
- 1.1.2. In these rules **committee** means the committee comprising office bearers (refer Rule 3.2.2) and ordinary committee members (refer Rule 1.1.4) whose powers are detailed in Rule 3.1.
- 1.1.3. In these rules **Director-General** means the Director-General of the Department of Fair Trading.
- 1.1.4. In these rules **committee member** means an individual member or representative of a corporate member who serves on the committee as either an office-bearer or as an ordinary committee member.
- 1.1.5. In these rules **ordinary committee member** means a member of the committee who is not an office-bearer of the association, as referred to in Rule 3.2.2.
- 1.1.6. In these rules **Secretary** means:
- 1.1.6.a. the person holding office under these rules as Secretary of the association; or
  - 1.1.6.b. if no such person holds that office the public officer of the association.
- 1.1.7. In these rules **Special general meeting** means a general meeting of the association other than an annual general meeting.
- 1.1.8. In these rules a **term** is defined as one year.
- 1.1.9. In these rules **the Act** means the *Associations Incorporation Act 1984*.
- 1.1.10. In these rules **the Regulation** means the *Associations Incorporation Regulation 1999*.
- 1.1.11. In these rules an **individual member** is a person who has joined the association as an individual.
- 1.1.12. In these rules an **individual committee member** is a committee member that holds individual membership with the association.

1.1.13. In these rules a **corporate member** is a commercial enterprise or government entity that is represented by a nominated employee or representative of the enterprise or entity.

1.1.14. In these rules a **corporate committee member** is a committee member that represents a corporate membership with the association.

1.1.15. In these rules a reference to:

1.1.15.a. a **function** includes a reference to a power, authority or duty; and

1.1.15.b. the **exercise** of a function includes, if the function is a duty, a reference to the performance of the duty.

1.2. The provisions of the *Interpretation Act 1987* apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Associations Incorporation Act 1984.

## 2.0. **Membership**

2.1. Membership qualifications. A person is qualified to be a member of the association if, but only if:

2.1.1. the person is a person referred to in *Section 15(1) (a), (b) or (c) of the Act* and has not ceased to be a member of the association at any time after incorporation of the association under the Act;

2.1.1.a.1. who has been nominated for membership of the association as provided by Rule 2.2; and

2.1.1.a.2. who has been approved for membership of the association by the committee of the association.

2.2. Nomination for membership

2.2.1. A nomination of a person for membership of the association:

2.2.1.a. must be made by a member of the association in writing in the form set out in Appendix B to these rules; and

2.2.1.b. must be lodged with the Secretary of the association.

2.2.2. 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.

2.2.3. As soon as practicable after the committee makes that determination, the Secretary must:

2.2.3.a. notify the nominee, in writing, that the committee approved or rejected the nomination (whichever is applicable); and

2.2.3.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 these rules by a member as entrance fee and annual subscription.

2.2.4. the Secretary must, on payment by the nominee of the amounts referred to in Rule 2.2.3.b within the period referred to in that provision, enter the nominee's name and contact details in the register of members and, on the name being so entered, the nominee becomes a member of the association.

2.3. Cessation of membership. A person ceases to be a member of the association if that person:

2.3.1. dies; or

2.3.2. resigns membership; or

2.3.3. is expelled from the association.

2.4. Membership entitlements not transferable. A right, privilege or obligation which a member has by reason of being a member of the association:

2.4.1. is not capable of being transferred or transmitted to another person; and

2.4.2. terminates on cessation of the person's membership.

2.5. Resignation of membership

2.5.1. A member of the association is not entitled to resign that membership except in accordance with this rule.

2.5.2. A member of the association who has paid all amounts payable by the member to the association in respect of the member's membership 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.

- 2.5.3. If a member of the association ceases to be a member under Rule 2.5.2, 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.

2.6. Register of members

- 2.6.1. The Secretary of the association must establish and maintain a register of members of the association specifying the name and contact details of each person who is an individual member or representative of a corporate member, together with the date on which membership commenced.
- 2.6.2. The register of members must be kept at the principal place of administration of the association and a members name list only must be open for inspection, free of charge, by any member of the association at any reasonable hour.
- 2.6.3. A member of the association may obtain a copy of the members name list only on payment of a fee of \$1 for each page copied or, if some other amount is determined by the committee, that other amount.

2.7. Fees and subscriptions

- 2.7.1. 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, that other amount.
- 2.7.2. In addition to any amount payable by the member under Rule 2.7.1, a member of the association must pay to the association an annual membership fee of \$2 or, if some other amount is determined by the committee, that other amount:
- 2.7.2.a. except as provided by Rule 2.7.2.b, before 1 July in each calendar year; or
- 2.7.2.b. if the member becomes a member on or after 1 July in any calendar year - on becoming a member and before 1 July in each succeeding calendar year.

- 2.8. Members liabilities. The liability of a member of the association 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 Rule 2.7.



2.9. Resolution of internal disputes.

2.9.1. Disputes between;

- 2.9.1.a. members (in their capacity as members) of the association;
- 2.9.1.b. members and the office bearers or committee members of the association;
- 2.9.1.c. committee members and office bearers of the association;  
or
- 2.9.1.d. office bearers of the association

are to be referred to a community justice centre for mediation in accordance with the *Community Justice Centres Act 1983*.

- 2.9.2. 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.

2.10. Disciplining of members.

- 2.10.1. A complaint may be made to the committee by any person that a member of the association:

- 2.10.1.a. has persistently refused or neglected to comply with a provision or provisions of these rules; or
- 2.10.1.b. has persistently and willfully acted in a manner prejudicial to the interests of the association.

- 2.10.2. On receiving such a complaint, the committee:

- 2.10.2.a. must cause notice of the complaint to be served on the member concerned;
- 2.10.2.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
- 2.10.2.c. must take into consideration any submissions made by the member in connection with the complaint.

2.10.3. If after considering the complaint and submissions presented under Rule 2.10.2 the committee is satisfied that the facts alleged in the complaint have been proved, the committee may, by resolution, suspend the member from membership of the association for a specified period of time or expel the member from the association.

2.10.4. 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 Rule 2.11;

2.10.4.a. until the expiration of the period within which the member is entitled to appeal against the resolution concerned; or

2.10.4.b. if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under Rule 2.11.5, whichever is the later.

#### 2.11. Right of appeal of a disciplined member.

2.11.1. A member may appeal to the association in general meeting against a resolution of the committee under Rule 2.10, within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.

2.11.2. 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.

2.11.3. On receipt of a notice from a member under Rule 2.11.1, 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.

2.11.4. At a general meeting of the association convened under Rule 2.11.3:

2.11.4.a. no business other than the question of the appeal is to be transacted;

2.11.4.b. the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both; and

2.11.4.c. the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or

revoked.

- 2.11.5. If at the general meeting the association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

### 3.0. **The Committee**

- 3.1. Powers of the committee. The committee is to be called the committee of management of the association and, subject to the Act, the Regulation and these rules and any resolution passed by the association in general meeting:

3.1.1. is to control and manage the affairs of the association;

3.1.2. may exercise all such functions as may be exercised by the association, other than those functions that are required by these rules to be exercised by a general meeting of members of the association; and

3.1.3. 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.

3.2. Constitution and membership.

3.2.1. Subject in the case of the first members of the committee to *Section 21 of the Act*, the committee is to consist of:

3.2.1.a. the office-bearers of the association; and

3.2.1.b. a minimum of 8 ordinary members as determined by the committee.

3.2.2. The office-bearers of the association are to be:

3.2.2.a. the President;

3.2.2.b. the Vice-President;

3.2.2.c. the Treasurer; and

3.2.2.d. the Secretary.

The committee can decide from time to time that multiple committee members can simultaneously hold the same position of any office bearer of the association except Secretary. In this event the committee must clearly document the procedure for allocating the respective

responsibility for chairing each of the committee meetings pursuant to clause 3.9.8.

- 3.2.3. Committee members must resign or stand for re-election by ballot under Rule 3.3 after two consecutive terms. Each member of the committee is, subject to these rules, to hold office until the conclusion of the second annual general meeting following the date of the members' election to the committee.
- 3.2.4. The President shall be eligible to stand for election for not more than two consecutive terms.
- 3.2.5. Not less than 50% of the committee members are to stand for re-election or resign from the committee at the annual general meeting of the association under Rule 3.3.
- 3.2.6. If the provisions of Rule 3.2.5 cannot be agreed between the committee members before the annual general meeting the committee will hold a secret ballot to nominate committee members that must resign from the committee at the annual general meeting.
- 3.2.7. In the event of a individual committee member casual vacancy occurring in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.
- 3.2.8. In the event of a corporate committee member casual vacancy occurring in the membership of the committee, the vacancy may be filled by a new representative of the corporate member and the member so appointed is to hold office, subject to these rules, continuing with the two terms of the original elected committee member.
- 3.2.9. Under Rule 3.2.8, if the corporate member does not appoint a representative then the committee may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.

### 3.3. Election of members.

- 3.3.1. Nominations of candidates for election as office-bearers of the association or as ordinary members of the committee:
  - 3.3.1.a. must be made in writing, signed by 2 members of the association and accompanied by the written consent of the

candidate, endorsed on the nomination form provided in Appendix A; and

3.3.1.b. must be received by the Secretary of the association at least 7 working days before the date fixed for the holding of the annual general meeting at which the election is to take place.

3.3.2. If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are elected unopposed and nominations for remaining vacancies can be made at the annual general meeting in person or by those presented by proxies.

- 3.3.3. If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- 3.3.4. If the number of nominations received to fill all vacancies on the committee equals the number of vacancies to be filled, the candidates nominated are elected unopposed and nominations for remaining vacancies can be made at the annual general meeting in person or by those presented by proxies.
- 3.3.5. If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held for the election of committee members at the annual general meeting in such usual and proper manner as the committee may direct by the members present and those presented by proxies.
- 3.3.6. A ballot for the election of office-bearers of the committee is to be undertaken by the newly elected committee conducted at the first committee meeting called after the annual general meeting in such usual and proper manner as the committee may direct.
- 3.3.7. The committee shall require nominations for the committee to be representative of the various professional and commercial interests of members, and all nominees for the committee must state their occupation and particular area of interest.
- 3.3.8. No more than 3 members may be elected to the committee from any one category, as defined in Appendix A by professional disciplines or commercial interests. If more than 3 members in one category stand for nomination, those members deemed to be entitled to nominate shall be decided by ballot at the annual general meeting by the members present and those presented by proxies.

3.4. President / Vice-President.

- 3.4.1. It is the duty of the President to:
  - 3.4.1.a. act as chairperson at any meetings specified under these rules and provide leadership in achieving association objectives; and
  - 3.4.1.b. represent the association members and committee at meetings and functions other than those specified in these rules.
- 3.4.2. It is the duty of the Vice-President to:

3.4.2.a. carry out the duties of the President if requested or required in the President's absence; and

3.4.2.b. provide general assistance to the President.

3.5. Secretary.

3.5.1. It is the duty of the Secretary to keep minutes of:

3.5.1.a. all appointments of office-bearers and members of the committee;

3.5.1.b. the names of members of the committee present at a committee meeting or a general meeting; and

3.5.1.c. all proceedings at committee meetings and general meetings.

3.5.2. 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.

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

3.5.4. An appointed public officer must assist, co-operate and take instruction from the Secretary in performing the duties of the Secretary.

3.6. Treasurer.

3.6.1. It is the duty of the Treasurer of the association to ensure:

3.6.1.a. that all money due to the association is collected and received and that all payments authorised by the association are made; and

3.6.1.b. that correct and accurate books and accounts are kept showing the financial affairs of the association, including full details of all receipts and expenditure on the activities of the association authorised by the committee.

3.7. Casual vacancies. For the purposes of these rules, a casual vacancy in the office of a member of the committee occurs if the member:

3.7.1. dies; or

3.7.2. ceases to be a member of the association; or

- 3.7.3. becomes an insolvent under administration within the meaning of the *Corporations Law*; or
- 3.7.4. is removed from office under Rule 3.8; or
- 3.7.5. resigns office by notice in writing given to the Secretary; or
- 3.7.6. is absent without the consent of the committee, which consent shall not unreasonably be withheld, from all meetings of the committee held during a period of 6 months.

3.8. Removal of member.

- 3.8.1. The association in general meeting may by resolution remove any member of the committee from the position of office bearer or ordinary committee member before the expiration of the member's term and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- 3.8.2. A member of the committee who is subject to a proposed resolution under Rule 3.8.1 has the right to submit a rebuttal to the resolution in writing to the Secretary or President (not exceeding a reasonable length) and to request that the members of the association be notified that a rebuttal has been received.
- 3.8.3. The Secretary or the President may send a copy of the rebuttal to each member of the association or, if the rebuttal is not so sent, then the rebuttal shall be read out at the meeting at which the resolution is considered.

3.9. Meetings and quorum.

- 3.9.1. The committee can decide from time to time to hold less committee meetings provided that other mechanisms are established to ensure that the business of the committee can be adequately completed in a timely manner. This can include substitution by subcommittee meetings.
- 3.9.2. Additional meetings of the committee may be convened by the President or in response to a request to the President by any member of the committee.
- 3.9.3. 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.

- 3.9.4. Notice of a meeting given under Rule 3.9.3 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.
- 3.9.5. Any 6 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- 3.9.6. 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.
- 3.9.7. 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.
- 3.9.8. At a meeting of the committee:
  - 3.9.8.a. the President or, in the President's absence, the Vice-President is to preside; or
  - 3.9.8.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.
- 3.9.9. Any committee member must attend at least 80% of committee meetings called in each term at such place and time as the committee may determine. Not attending such meetings without consent from the committee, which consent shall not unreasonably be withheld by the committee, may invoke the powers under Rule 3.8 to any member not satisfying the attendance requirement.

3.10. Delegation by committee to sub-committee.

- 3.10.1. 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:
  - 3.10.1.a. this power of delegation; and
  - 3.10.1.b. a function which is a duty imposed on the committee by the

Act or by any other law.

- 3.10.2. A function the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.

- 3.10.3. 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.
- 3.10.4. Despite any delegation under this rule, the committee may continue to exercise any function delegated.
- 3.10.5. Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the committee.
- 3.10.6. The committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- 3.10.7. A sub-committee may meet and adjourn, as it thinks proper.

### 3.11. Voting and decisions.

- 3.11.1. 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 members of the committee or sub-committee present at the meeting.
- 3.11.2. Each 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.
- 3.11.3. Subject to Rule 3.9.5, the committee may act despite any committee member absence at the meeting or any casual vacancy on the committee.
- 3.11.4. 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.

## 4.0. **General Meeting**

### 4.1. Annual general meetings - holding of.

- 4.1.1. With the exception of the first annual general meeting of the association, the association must, at least once in each calendar year

and within the period of 6 months after the expiration of each financial year of the association, convene an annual general meeting of its members.

4.1.2. The association must hold its first annual general meeting:

4.1.2.a. within the period of 18 months after its incorporation under the Act; and

4.1.2.b. within the period of 6 months after the expiration of the first financial year of the association.

4.1.3. Rules 4.1.1 and 4.1.2 have effect subject to any extension or permission granted by the Director-General under *Section 26(3) of the Act*.

4.2. Annual general meetings - calling of and business at.

4.2.1. The annual general meeting of the association is, subject to the Act and to Rule 4.1, to be convened on such date and at such place and time as the committee determines.

4.2.2. 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:

4.2.2.a. to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting; and

4.2.2.b. to receive from the committee reports on the activities of the association during the last preceding financial year;

4.2.2.c. to elect ordinary members of the committee; and

4.2.2.d. to receive and consider the statement which is required to be submitted to members under *Section 26(6) of the Act*.

4.2.3. An annual general meeting must be specified as such in the notice convening it.

4.3. Special general meetings - calling of.

4.3.1. The committee may, whenever it thinks fit, convene a special general meeting of the association.

4.3.2. The committee must, on the requisition in writing of at least 5 per cent of

of the total number of members, convene a special general meeting of the association.

4.3.3. A requisition of members for a special general meeting:

4.3.3.a. must state the purpose or purposes of the meeting; and

4.3.3.b. must be signed by the members making the requisition; and

4.3.3.c. must be lodged with the Secretary; and

4.3.3.d. may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

4.3.4. If the committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.

4.3.5. A special general meeting convened by a member or members as referred to in Rule 4.3.4 must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee and any member who consequently incurs expenses that do not exceed the expenses that are normally incurred by the association when holding general meetings is entitled to be reimbursed by the association for any reasonable expense so incurred.

#### 4.4. Notice.

4.4.1. 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.

4.4.2. 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 Rule 4.4.1, the intention to propose the resolution as a special resolution.

4.4.3. 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 that may be transacted under Rule 4.2.2.

- 4.4.4. 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.

4.5. Procedure.

- 4.5.1. No item of business is to be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.

- 4.5.2. Six members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.

- 4.5.3. If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:

4.5.3.a. if convened on the requisition of members, is to be dissolved; and

4.5.3.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.

- 4.5.4. 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 meeting is to be dissolved.

4.6. Presiding member.

- 4.6.1. The President or, in the President's absence, the Vice-President, is to preside as chairperson at each general meeting of the association.

- 4.6.2. 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.

4.7. Adjournment.

- 4.7.1. 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.

4.7.2. 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.

4.7.3. Except as provided in Rules 4.7.1 and 4.7.2, 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.

4.8. Making of decisions.

4.8.1. A question arising at a general meeting of the association is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, 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.

4.8.2. At a general meeting of the association, a poll may be demanded by the chairperson or by at least 3 members present in person or by proxy at the meeting.

4.8.3. If a poll is demanded at a general meeting, the poll must be taken:

4.8.3.a. immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of adjournment; or

4.8.3.b. in any other case, in such manner and at such time before the close of the meeting as the chairperson directs; and

4.8.3.c. the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

4.9. Special resolution. A resolution of the association is a special resolution:

4.9.1. if it is passed by a majority which comprises at least three-quarters of such members of the association as, being entitled under these rules so to do, vote in person or by proxy at a general meeting of which at least

least 21 daysq written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules; or

- 4.9.2. where it is made to appear to the Director-General that it is not practicable for the resolution to be passed in the manner specified in Rule 4.9.1 if the resolution is passed in a manner specified by the Director-General



4.10. Voting.

- 4.10.1. On any question arising at a general meeting of the association a member has one vote only.
- 4.10.2. All votes must be given personally or by proxy but no member may hold more than 5 proxies.
- 4.10.3. 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.
- 4.10.4. A member or proxy is not entitled to vote at any general meeting of the association unless all money due and payable by the member or proxy to the association has been paid, other than the amount of the annual subscription payable in respect of the then current year.

4.11. Appointment of proxies.

- 4.11.1. 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.
- 4.11.2. The notice appointing the proxy is to be in the form set out in Appendix C to these rules.

5.0. **Miscellaneous**

5.1. Insurance.

- 5.1.1. The association must effect and maintain insurance under *Section 44 of the Act*.
- 5.1.2. In addition to the insurance required under Rule 5.1.1, the association may effect and maintain other insurance.

5.2. Funds - source.

- 5.2.1. The funds of the association are to be derived from entrance 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.
- 5.2.2. All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank

account.

5.2.3. The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

5.3. Funds . management.

5.3.1. 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.

5.3.2. 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.

5.4. Alteration of objects and rules. The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the association.

5.5. Common seal.

5.5.1. The common seal of the association must be kept in the custody of the Secretary.

5.5.2. The common seal must not be affixed to any instrument except by the authority of the committee and the affixing of the common seal must be attested by the signatures either of 2 members of the committee or of 1 member of the committee and of the Secretary.

5.6. Custody of books. Except as otherwise provided by these rules, the Secretary must keep in his or her custody or under his or her control all records, books and other documents relating to the association.

5.7. Inspection of books. The records, books and other documents of the association must be open to inspection, free of charge, by a member of the association at any reasonable hour.

5.8. Service of notices.

5.8.1. For the purpose of these rules, a notice may be served on or given to a person:

5.8.1.a. by delivering it to the person personally; or

5.8.1.b. by sending it by pre-paid post to the address of the person;  
or

- 5.8.1.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.
  
- 5.8.2. For the purpose of these rules, a notice is taken, unless the contrary is proved, to have been given or served:
  - 5.8.2.a. in the case of a notice given or served personally, on the date on which it is received by the addressee;
  
  - 5.8.2.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
  
  - 5.8.2.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 the notice of that date.

## Nomination Form for SIA (NSW) Committee

In accordance with the Association's rules, there will be an election of the Committee. The election will be held at the AGM on {October \_\_ 20\_\_ at \_\_: \_\_pm at the \_\_\_\_\_, \_\_\_\_\_}. A minimum of 8 ordinary committee positions are proposed for election at each AGM for a period of 2-years.

Each nomination is to indicate if they wish to stand as one of 4 office bearers (President, Vice President, Secretary & Treasurer). The office bearers will be elected at the first committee meeting and not by the Association. The Association cannot accept more than three persons in any one category to serve on the committee and if there are more than three nominations within a category, then a ballot will be held at the AGM. This is to ensure there is a range of interests and disciplines representing the Association.

### **PERSON NOMINATED**

I herewith nominate \_\_\_\_\_ ... an Individual Member of the SIANSW Inc;

or

I herewith nominate \_\_\_\_\_ a Corporate Member of the SIANSW Inc, whose nominated representative is \_\_\_\_\_ for the position(s) of President / Vice President / Secretary / Treasurer / Ordinary member.

### **PROPOSER:**

I am a current financial Member of the Stormwater Industry Association (NSW) Inc.

Name \_\_\_\_\_ Address \_\_\_\_\_

Signature \_\_\_\_\_ Date \_\_\_\_\_

### **SECONDER:**

I am a current financial Member of the Stormwater Industry Association (NSW) Inc.

Name \_\_\_\_\_ Address \_\_\_\_\_

Signature \_\_\_\_\_ Date \_\_\_\_\_

### **ACCEPTANCE:**

I have read the conditions and duties outlined on the reverse of this nomination form required of me if I am elected as a committee member and I agree to actively serve the SIA membership and represent the SIA in a professional capacity as agreed and in a manner determined by resolution of the committee. I believe I can make a valuable contribution to the Stormwater Industry Association by accepting this position on the Committee. I have filled out the reverse of this form to indicate my areas of interest and how I propose to be of service to the Stormwater Industry Association.

**I accept my nomination as a financial member of the Stormwater Industry Association (NSW) Inc.:**

**Signature:** \_\_\_\_\_ **Date** \_\_\_\_\_

All committee nominations must reach the Secretary of the SIA no later than 5.00pm, \_\_\_<sup>th</sup> October 20\_\_ by post or fax. Please post to: The Secretary, Stormwater Industry Association (NSW), PO Box A398, Sydney South. NSW 1235 Or fax: 1300 76 1144

1. I am an Individual Member; or  
a nominated representative for a Corporate Member

2. I have the following tertiary qualifications: \_\_\_\_\_

3. I am a Member; or  
have an interest in the following Associations / Institutes:  
 \_\_\_\_\_

4. My particular expertise/area of interest is:  
 \_\_\_\_\_

5. All committee members are required to attend at least 80% of Committee meetings called as outlined under Rule No.3.9.9.

6. My principle work and qualifications places me in the following SIA category.  
 (only circle one)

|                     |                                       |                  |                       |                      |
|---------------------|---------------------------------------|------------------|-----------------------|----------------------|
| Architect           | Community Representative              | Engineer         | Environmental Officer | Government Authority |
| Landscape Architect | Manufacturer (excluding pipes & GPTs) | Manufacturer GPT | Manufacturer Pipe     | Planner              |
| Practitioner        | Scientist                             | Surveyor         | Tradesman             | Utility Provider     |

7. I wish to serve on behalf of the SIA NSW on the following sub-committees.  
 (tick selections)

|                          |                                       |                          |   |
|--------------------------|---------------------------------------|--------------------------|---|
| <input type="checkbox"/> | Conference Working Group (CWG)        | <input type="checkbox"/> | Association/Institute Representations (AIR) |
| <input type="checkbox"/> | Seminars/Workshops Coordination (SWC) | <input type="checkbox"/> | Promotions/Sponsorship Coordination (PSC)   |
| <input type="checkbox"/> | Regional Group Liaison (RGL)          | <input type="checkbox"/> |   |

|  |  |  |  |
|--|--|--|--|
|  |  |  |  |
|--|--|--|--|

## Application for Membership of SIA (NSW) Inc.

Incorporated under the *Associations Incorporation Act 1984*.

I, [ ] .. (full name of individual applicant)

or

I, [ ] (full name of applicant's representative)

Representative of [ ] ..... (full name of Corporate applicant)

of [ ] ..  
(address)

Ph: [ ] .. Fax: [ ] Email:  
[ ]

[ ] (business activity type)

hereby apply to become a Individual Member / Corporate Member of the above named incorporated association. In the event of my admission as a member, I agree to be bound by the rules of the association for the time being in force.

Corporate Member additional nominees:

| No. | Name: | Phone: | Fax: | Email: |
|-----|-------|--------|------|--------|
|     |       |        |      |        |
|     |       |        |      |        |
|     |       |        |      |        |

[ ] .. Date [ ] ..  
(Signature of Applicant or Authorised Officer of Corporate Applicant)

---

### **NOMINATOR:**

I [ ] being a financial Individual Member / Corporate Member  
(full name)

of the Stormwater Industry Association (NSW) Inc., nominate the applicant, who is personally known to me, for membership of the association.

[ ] .. Date [ ] ..  
(Signature of nominator)

---

### **SECONDER:**

I [ ] being a financial Individual Member / Corporate Member  
(full name)

of the Stormwater Industry Association (NSW) Inc., second the nomination of the applicant, who is personally known to me, for membership of the association.

ō ō ō ō ō ō ō ō ō ō ō ō ō ō ō ō . Date ō ō ō ō ō ō ō ō ō ..  
(Signature of seconder)



## Notice of Annual General Meeting

In accordance with the rules of the Association, notice is hereby given for the holding of the Annual General Meeting and the Election of Committee (NSW) for {20\_\_ - \_\_\_\_, October 20\_\_ at \_\_: \_\_ pm \_\_\_\_\_ Function Centre, \_\_\_\_\_, \_\_\_\_\_}, immediately following the lunchtime seminar {"\_\_\_\_\_"}.

### Agenda

1. Apologies
2. Ratification of the Minutes of the previous AGM, available on [www.stormwater.asn.au](http://www.stormwater.asn.au)
3. President's Report
4. Treasurer's Report
5. Secretary's Report
6. Appointment of Auditor
7. Election of Committee for 20\_\_ - 20\_\_

\*\*\*\*\*

## Proxy Form

I, \_\_\_\_\_ Address:  
\_\_\_\_\_  
(Full name)

being a financial Individual Member / Corporate Member of the Stormwater Industry Association (NSW) Inc., hereby appoint,

\_\_\_\_\_ Address:  
\_\_\_\_\_  
(Full name)

who is a Financial Member of the Stormwater Industry Association (NSW) Inc., as my Proxy, to vote for me on my behalf at the {AGM on \_\_<sup>nd</sup> October 20\_\_}, and any adjournment of that meeting. My proxy is authorised to vote in favour of / against the resolution;

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_ . to be inserted or attached if desired

\_\_\_\_\_ Date \_\_\_\_\_  
(Signature of member appointing proxy)

All committee proxy nominations must reach the Secretary of the SIA no later than 5.00pm, \_\_<sup>th</sup> October 20\_\_ by post or fax. Please post to: The Secretary, Stormwater Industry Association (NSW), PO Box A398, Sydney South. NSW 1235

*Or fax: 1300 76 1144*

## Ballot Paper

SIA NSW Annual General Meeting, \_\_ October 20\_\_

1. Only financial members on the Association's registry as of one day prior to the Annual General Meeting are eligible to vote.
2. Individual Members are entitled to one vote.
3. Corporate Members are entitled to one vote by their nominated representative.
4. Student Members are entitled to one vote.
5. Sustaining Members who operate business in NSW are entitled to one vote.
6. Voting entitlements will be checked by the scrutineers

Please tick boxes only next to your preferred candidates

|    | Candidate Name /<br>Corporate Member /<br>Sustaining Member<br>(whichever is applicable) | Employer/<br>Nominated Representative of<br>Corporate or Sustaining<br>Member (whichever is<br>applicable) | SIA Category |
|----|--|--|--------------|
| 1  |  |  |              |
| 2  |  |  |              |
| 3  |  |  |              |
| 4  |  |  |              |
| 5  |  |  |              |
| 6  |  |  |              |
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| 9  |  |  |              |
| 10 |  |  |              |
| 11 |  |  |              |
| 12 |  |  |              |
| 13 |  |  |              |

## Schedule of Rules Amendments

### **Special resolution approved to amend the Rules at AGM 9<sup>th</sup> November 1999, as follows:**

- (i) That rule 14(1)(b) be amended to read:  
"8 Ordinary Members, 50% of whom is to be elected at the annual general meeting of the association under rule 15."
- (ii) Add new rule 14(3)(b) to read:  
"The Chairman shall be eligible to stand for election for not more than two consecutive terms.+"
- (iii) Add new rule 15(7) to be:
  - (a) The Committee shall encourage nominations for committee elections to be representative of the various professional and commercial interests of members, and all nominees for the committee must state their occupation and particular area of interest.
  - (b) No more than 3 members may be elected to the Committee from any one area of professional or commercial discipline, and if there are more than 3 nominees with like interests standing, they shall be decided by ballot.
- (iv) Amend Rule 20 (5) to read:  
"Any 6 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee"

### **Special resolution approved to change the name of the Association, as follows:**

- (i) That the Association shall change its name to "Stormwater Industry Association of NSW Inc.", and such change to take effect from 1<sup>st</sup> January 2000.

### **Special resolution approved to amend the Rules at SGM 14<sup>th</sup> October 2003, as follows:**

1. Amend Rule No 3.2.1b to read "at least 8 ordinary members."
2. Amend Rule No 3.2.1 to clarify the 50% rule, by relocating to Rule 3.2.3d to read "Greater than or 50% of the current committee is to stand for re-election or resign from the committee at the annual general meeting of the Association under Rule 15."
3. Amend Rule No 3.2.3a to read "Each member of the committee is, subject to these Rules, to hold office until the conclusion of the annual general meeting following the date of the members election, referred to as a term."
4. Amend Rule No 3.2.3b to read "The President shall be eligible to stand for election for not more than two consecutive terms."
5. Add Rule No 3.2.3c to read "Committee members must stand for re-election after a two-year term."
6. Amend Rule No 3.3.6 to read "the ballot for the election of 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."
7. Add Rule No 3.3.8 to read "The ballot for office bearers of the committee is to be conducted by the newly elected committee at the first committee meeting called after the annual general meeting in such usual and proper manner as the committee may direct."
8. Add Rule No 3.6 to define the duties of the President and Vice President.

**Special resolution approved to amend the Rules at AGM 8<sup>th</sup> November 2011, as follows:**

1. That Clause: 1.1.1 of the constitution be amended to:
  - a. In these rules **Association** means the Stormwater Industry Association of New South Wales Inc. trading as Stormwater NSW
2. That all references following clause 1.1.1 be changed from Stormwater Industry Association of New South Wales Inc to Stormwater NSW.
3. That Clause 3.2.4 of the constitution be amended to:
  - a. The President shall be eligible to stand for election for not more than two consecutive terms. In the event that the committee do not receive nominations for the role of President following the conclusion of the second term of the incumbent President, the Committee may vote to have the incumbent President undertake a further term in the role.
4. That Clause 3.9.9 of the constitution be amended to:
  - a. Any committee member must attend at least **60%** of committee meetings called in each term at such place and time as the committee may determine. Not attending such meetings without consent from the committee, which consent shall not unreasonably be withheld by the committee, may invoke the powers under Rule 3.8 to any member not satisfying the attendance requirement.
5. That the following clauses are added to section 3.9. of the constitution **Meetings and quorum:**
  - a. 3.9.10 A general meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the association's members a reasonable opportunity to participate. (Doesn't extend to the use of email)
  - b. 3.9.11 A committee meeting may be held at 2 or more venues using any technology that gives each of the committee members a reasonable opportunity to participate.
6. That the following clause be added to section **3.11** of the constitution **Voting and decisions**
  - a. 3.11.5 A postal ballot to pass any kind of resolution or permit meetings at more than one venue using technology that allows members in different places to participate.
7. That the following clause be added to section **5.3** of the constitution **Funds - management.**
  - a. 5.3.3 In the event that the association wishes to adopt the use of internet banking, payments must be authorised by two members of the committee or employees of the association, being members or employees authorised to do so by the committee.
8. That the following clause be added to section **5.5** of the constitution **Common seal**
  - a. 5.5.3 The common seal is not required to execute documents. Documents can be signed by two authorised signatories. The public officer is an authorised signatory by virtue of the office. The committee may appoint (and can revoke) other authorised signatories from among the members of the committee who are resident in Australia.

9. That the following clause be added to section **3** of the constitution.
  - a. **3.12 Statutory duties of committee members and obligations of office bearers:**  
Committee members and office bearers must disclose any potential conflict of interest; must not use their position or information for a dishonest purpose; and must hand over any documents of the association within 14 days after ceasing to hold office.
10. That the following clause be added to section 2.9 of the constitution.
  - a. 2.9.3 Resolution of internal disputes should first be dealt with by arranging a forum for discussion and mediation between the parties. The committee is to appoint independent persons to participate in the forum in a manner agreed by the committee and report their findings back to the full committee. If this is unsuccessful the matter is to be referred to a community justice centre for mediation in accordance with the Community Justice Centers Act 1983.

**Special resolution approved to amend the Rules at SGM 9<sup>th</sup> February, 2017 as follows:**

11. That the following clause be added to section: 3.2 of the constitution, **Constitution and Membership**, sub point 3.2.2.

“The committee can decide from time to time that multiple committee members can simultaneously hold the same position of any office bearer of the association except Secretary. In this event the committee must clearly document the procedure for allocating the respective responsibility for chairing each of the committee meetings pursuant to clause 3.9.8”.
12. That the following clause be amended to the section 3.9 of the constitution, **Meetings and Quorum**.

From: “The committee must meet at least 9 times in each period of 12 months at such place and time as the committee may determine.

To include the statement:  
“The committee can decide from time to time to hold less committee meetings provided that other mechanisms are established to ensure that the business of the committee can be adequately completed in a timely manner. This can include substitution by subcommittee meetings”.