

# AUSTRALIAN WATER

ASSOCIATION

## By-laws

Australian Water Association Limited, ACN 096 035 773

### 1. AUTHORITY

These By-laws are enacted by the Board of the Company called the Australian Water Association Limited as authorised by Rule 19.2(e) of the Constitution of the Company.

### 2. DEFINITIONS

In these By-laws unless otherwise provided or unless there is something in the subject matter or context which is inconsistent, the following expressions shall have the definitions or meanings provided below:

- **“The Association”** means the Company limited by guarantee called Australian Water Association Limited
- **“Board”** means the Board of Directors of the Association
- **“Body”** means a firm, a body corporate, an unincorporated association or other such organisation or an authority
- **“Branch”** means an operational unit of the Association established in accordance with Rule 5 of the Constitution
- **“Branch Committee”** means a committee of a branch established under Rule 5 of the Constitution
- **“Branch Manager”** means an employee or contractor of the Association who is responsible for management of a Branch
- **“By-laws”** means the administrative rules to be used in conjunction with the Constitution for managing the affairs of the Association made by the Board pursuant to Rule 29 of the Constitution
- **“Chief Executive”** means the employee who manages the operations of the Association under the delegated authority of the Board, in accordance with Rule 19.2 of the Constitution
- **“Deputy President”** means an office holder of the Board as defined in Rule 14.7 of the Constitution
- **“Director”** means a person elected or appointed to the Board of the Association
- **“Immediate Past President”** is the position held by the immediately retiring President, on retirement as President, in accordance with Rule 14.7 of the Constitution
- **“Law”** means the Corporations Law
- **“Member”** means any person or organisation admitted as a member of the Association in accordance with these Rules
- **“National Office”** means the main place of business for the central administration functions of the Association
- **“Person”** means a natural person
- **“President”** means the person appointed as President in accordance with Rule 14.7 of the Constitution
- **“President Elect”** means the person appointed as President Elect in accordance with Rule 14.7 of the Constitution
- **“Primary Contact”** means the official contact person as recorded in the Association’s membership database (Register of Members) for a corporate member for the purposes of billing or other membership service communications
- **“Register”** means the register of members of the Association
- **“Rules”** mean the Rules contained in the Constitution

- **“Secretary”** means any person appointed to perform the duties of a secretary of the Association
- **“Strategic Advisory Council”** means the persons appointed to represent the Branches and Sustaining Members in accordance with Rule 5 of the Constitution
- **“Sustaining Member”** means those organisations admitted to membership as a Sustaining Member in accordance with Rule 9.5 of the Constitution

### 3. **INTERPRETATIONS**

If a By-law listed in this document is inconsistent with a Rule in the Association Constitution, then the Rule will prevail. If any doubt arises as to the interpretation of any By-law, the decision of the Board shall be binding, provided it is recorded in the minutes of a Board meeting.

### 4. **SUPPORTING DELEGATIONS, POLICIES AND PROCEDURES**

The Board may develop and approve a range of delegations, policies, and procedures to support the By-laws and Rules in the operation of the Association. If any doubt arises as to the interpretation of any delegation, policy, procedure or associated guidelines, the decision of the Board shall be final provided it is recorded in the minutes of a Board meeting.

The following Policies, Delegations of Authority and Procedural guidelines have been approved by the Board to support the Constitution and By-laws in the effective operation of the Association. This list is not exhaustive and any policy or procedure approved by the Board as recorded in Board minutes whether listed below or not shall carry the same authority as these By-laws.

- Board Committee Terms of Reference
- Strategic Advisory Council Guidelines
- Board Charter and Code of Conduct
- Board Induction Policy
- Declarations of Interests Policy
- Staff - Board Linkages Policy
- Staff - Volunteers Linkages Policy
- Financial Delegations Policy and Schedule
- Internal Audit Program
- Investments Policy
- Risk Management Policy and Procedures
- Travel and Reimbursements Policy
- WHS Policy
- Reportable Gifts Policy
- Branch and Volunteer Operating Protocols
- Statutory Compliance Policy
- Election of Directors & President Elect Procedures
- Privacy Policy
- National Specialist Networks' Guidelines
- Logo Use
- Media Guidelines
- Code of Practice for External Communications
- Employee Manual
- EEO, Anti-discrimination, Bullying & Workplace Violence
- Grievance Procedures

## **5. GOVERNANCE**

### **5.1 Board and Strategic Advisory Council Meetings**

- a) The cost of attending Board and Strategic Advisory Council (SAC) meetings shall be paid by the Association. Reasonable costs of travel and accommodation will be paid or reimbursed in accordance with the current Travel and Reimbursements Policy.
- b) Reimbursements for out of pocket expenditure will be made only on submission by each Board/SAC member of a written application on the form provided and must be supported by receipts.
- c) The President shall act as chair for all meetings of the SAC.
  - i) When the SAC meets without the Board for the purpose of Director Elections, the President, President Elect, Chief Executive and Secretary shall also attend the meeting but shall have no vote.
  - ii) The President or in the President's absence the President Elect shall chair the meeting.
  - iii) The Secretary shall act as returning officer for the counting of votes for Directors.
- d) The SAC shall also meet with the Board to review the Association's strategic direction and to assist in the forward planning process.

### **5.2 Election of Directors**

- a) In accordance with Rule 14.3 the Secretary shall notify the members of any impending Board Vacancies advising them of the director nomination procedures, requirements and closing date as approved by the Board.
- b) Prior to the SAC meeting set aside for Director selection, the Secretary shall provide the voting members of the SAC with the details of all nominees in a format approved by the Board.
- c) At the SAC meeting just prior to the AGM, every second year, the SAC shall select, from the candidates available, suitable persons as nominees to be Directors of the Association. These nominations shall be presented at the AGM for ratification in accordance with the Rules.
- d) The Strategic Advisory Council (SAC) may use whatever secret ballot methodology is acceptable to the SAC representatives at the meeting, to derive the Board nominees from the presented candidates, providing that the methodology used is allowable under the Constitution, these By-laws and with regard to any criteria established by the Board.
- e) Any SAC member(s) seeking election as a Director must disqualify themselves from the Board selection process and associated SAC activities established to inform that selection process.
  - i) In these circumstances the Secretary shall advise the branch of the need to nominate an alternate SAC representative for the forthcoming election.
  - ii) This alternate representative will attend the SAC meeting as a full voting alternate as proxy votes will not be accepted in the Director Election process.

### 5.3 General Operations and Management

- a) The Chief Executive shall be appointed by and report to the Board.
- b) The Succession Planning Committee shall fix the remuneration of the Chief Executive within budget allocations set by the Board.
- c) The Succession Planning Committee shall be consulted prior to the appointment of any senior staff member (including a position which reports directly to the Chief Executive, with the exception of the Chief Executive's Personal or Executive Assistant)
- d) All other staff shall be appointed by the Chief Executive or as delegated by the Chief Executive, within the budget allocations set by the Board.
- e) The Association shall operate its accounts on a consolidated basis.

## 6. MEMBERSHIP

**CLASSES, AND CATEGORIES** - Within the three main Classes of membership as defined in Rule 9.2 of the Constitution, the Board may create categories of membership. The current Categories established under the three Classes are as set out below. Details of membership benefits and fees are available on the Association's website.

### 6.1 Individual Membership (refer to Constitution, Rule 9.3)

- a) **Professional Member**  
Professional membership recognises active involvement and professional standing in the water sector. Professional members have the right to vote at General Meetings of the Association and Branch elections and may hold office on a Branch Committee or as a Director of the Association. Use of the post nominals PMAWA is subject to application and meeting approved criteria.
- b) **Student Member**  
Student membership is for those engaged in full time study or under the age of 25. Student members have the right to vote at General Meetings of the Association and Branch elections and may hold office on a Branch Committee or as a Director of the Association.
- c) **Water Supporter**  
Water Supporter membership is for those in the community keen to support Australia's water future. Water Supporter members have the right to vote at General Meetings of the Association, but do NOT have the right to vote in branch elections or to hold any position of office on a Branch Committee or Specialist Network Committee or as a Director of the Association.
- d) **Honorary Life Membership**  
Honorary Life Members shall be members who, through long and distinguished service, have made a major contribution to the Association and whose nomination has been approved by the Board in accordance with the rules for awarding Honorary Life Membership. Honorary Life members shall enjoy the same privileges as Professional members but shall not be required to pay annual membership fees.
- e) **Gratis Membership**  
The Gratis Membership category is reserved for people important to the water sector who would not normally become members such as politicians with a water portfolio. This category is provided free of charge and is reviewed annually to ensure a continuing need for membership. Gratis members have the right to vote at General

Meetings of the Association, but do NOT have the right to vote in branch elections or to hold any position of office on a Branch Committee or Specialist Network Committee or as a Director of the Association.

## **6.2 Corporate Membership**

The Corporate Membership class contains the following categories: Bronze, Silver, Gold, Education, Platinum and Principal.

- a) **Corporate Nominee (refer to Constitution, Rules 9.4 & 9.13)**  
Each Corporate Member must nominate a Corporate Nominee, who may attend and vote at General meetings of the Association on behalf of the Corporate Member organisation.
- b) **Included Professional and Water Supporter Memberships**  
Each Corporate Member is provided with a number of individual Professional and Water Supporter memberships (depending on the category of Corporate Membership) which the Corporate Member may allocate to its employees. These individual memberships carry the same rights and benefits as described in clause 6.1. An employee who ceases to work for a Corporate Member is not able to retain this individual membership and must arrange membership in their own right.
- c) **All employees of Corporate Members are eligible for Australian Water Association member discounts for events and products.**

## **6.3 Sustaining Members (refer to Constitution, Rule 9.5)**

The annual membership fee and any specific benefits and conditions of sustaining membership not covered by the Rules or these By-laws shall be as set out in a written agreement between the Association and the sustaining member.

## **6.4 Membership Administration**

- a) **Membership Changes**  
Members who change categories will retain their rights and cumulative membership record. A member who changes from a category to any other category shall be regarded as having had continuous membership and shall retain the full rights of the current category, in accordance with the Constitution.
- b) **Overseas based members**  
International members shall pay the same subscription as local individual members including GST and will not be allocated a branch membership unless they are expatriate Australians and choose to be allocated to a specific branch. International members with no branch affiliation will be recorded collectively as Overseas Members.
- c) **Membership Fees**  
The Board shall set membership fees from time to time at its sole discretion and in sufficient time to allow the fee changes to be incorporated into the annual operating budget.
  - i) **Renewing members shall pay the full annual fee for their membership class, and category regardless of the date on which the fee is paid.**
  - ii) **New members shall pay the full annual fee when joining and their renewal date shall be at the equivalent date (rounded monthly) in the following year.**
- d) **Membership Discounts**  
The requirements and the rate of any discounts shall be determined by the Board from time to time.
  - i) **Individual members paying a discounted subscription shall enjoy the same privileges as full fee paying Individual members.**

- ii) Employees of Corporate members may be eligible to purchase discounted Professional membership, depending on the category of Corporate membership.
  - iii) Current IWA members will be eligible for a maximum 10% discount on the standard Professional membership rate unless eligible for a greater discount via 6.4 d) ii) above.
- e) Applications for Association Membership
- i) Applications for membership shall be made online, by telephone or in writing in a form approved by the Secretary and must be accompanied by the appropriate payment.
  - ii) Applications shall be processed as soon as possible (nominally within one week) following receipt of payment.

## **7. MANAGEMENT OF BRANCH COMMITTEES**

### **7.1 Branch Committees**

- a) Number of members of the Branch Committee;  
Each branch shall be managed by a Committee of not fewer than four members and not more than 20.
- b) Office Bearers  
The Branch Committee shall elect the following office bearers from amongst its members:
- i) A Branch President who shall be the chairperson for the Branch Committee, and represent the Branch on the Strategic Advisory Council. (Note: Where a Branch determines that the President acts purely as a high profile figure-head then the normal Branch President and Chairperson functions, as detailed in the Rules and these By-laws shall pass to the Vice-President.)
  - ii) A Vice-President: if required by the circumstances in i) above, and/or to act in the President's absence for Branch Committee meetings. A Branch may choose not to maintain this position.
  - iii) A second representative to the Strategic Advisory Council. This role can be undertaken by the Vice-President.
  - iv) Such other positions as the Branch Committee may determine from time to time, to assist in the delivery of member services and other operations at the local and regional level.
- c) Residence  
Branch Committee members must be resident in the respective state or territory of the Branch. If a Committee member moves permanently to a different state or territory (or emigrates from Australia) they will no longer be eligible to sit on the Branch Committee. For the purposes of Branch Committee membership, the member's place of residence shall be deemed to be the state or territory where their employment is based. If a member moves for a short-term assignment, the Branch Committee can approve continued membership of the Committee with notice to the Chief Executive. In the case of any dispute, the National President's decision shall be final.

## **7.2 Branch Committee Election Procedures;**

- a) **Timing**  
The Branch Committee shall be elected on either an annual for half committee elections or biennial cycle for full committee by the current Association members of that branch (as defined in the Constitution 5.2 a) and these By-laws at 8.4 c) to oversee branch related activities.

Branch Committee elections shall be completed at least 60 days prior to the Association AGM and its associated SAC meeting.

- b) **Manner**  
The Branch Committee election can be undertaken at a meeting of members, by electronic/web based means or by postal ballot and shall be a secret ballot. For postal and web based voting the ballot shall remain open for at least 7 days.
- c) **Procedure**  
Branch Committee elections shall follow a methodology that provides;
- i) At least 30 days' notice to members advising the number of committee vacancies, the intended date for election and a call for nominations with at least 21 days for submission of nominations.
  - ii) Information about each nominee and the procedures for voting shall be made available to all branch members via email or notice or on the web via an email link at least 7 days prior to the opening of the voting period.
  - iii) The ballot form will list each candidate's name only. (All candidate biographical information will be made available on the nominee information referred to in ii) above.)
  - iv) Each member will place a tick or a cross or other electronic selection for their preferred candidates.
  - v) Ballots that contain votes for candidates in excess of the number of declared vacancies shall be void and not counted. (eg for 5 vacancies, ballots indicating votes for up to and including 5 candidates are valid. Ballots containing 6 or more ticks or crosses are to be discarded)
  - vi) Only individual category members of the branch (for which the election is being held) as recorded on the Association register at the time of voting shall be eligible to vote.
  - vii) Where evidence exists of members voting more than once (i.e. the membership number is used more than once) ALL such votes shall be declared null and void and if the member is also a nominee, the member will be disqualified from the election.
  - viii) If a tied vote occurs the branch may bring the extra person on to the committee.
  - ix) If the number of nominations for the Branch Committee is equal to or fewer than the number of vacancies, then no election will be held and the nominees will take office unopposed.

## **7.3 Responsibilities, Roles and Accountability of the Branch Committee**

The responsibilities, roles and accountability of the Branch Committee, procedural requirements for the management and operation of Branches shall be formalised through policies, procedures and operating guidelines under the delegated authority of the Chief Executive as approved by the Board from time to time.

## **8 INTERNATIONAL WATER ASSOCIATION AUSTRALIA COMMITTEE (IWAA)**

### **8.1 Introduction**

The Board of the Australian Water Association Ltd (the Association) has established the International Water Association Australia Committee (the Committee) as a sub-committee of the Association as part of the Board's plans to fulfil the Association's responsibilities as the IWA Governing Member for Australia and to facilitate an ongoing and productive collaboration with IWA. The following paragraphs set out the Committee's function and focus, authority and accountability, composition, meetings and reporting responsibilities.

### **8.2 Context**

The Australian Water Association is Australia's leading membership association for water professionals and organisations. It is a 'not-for-profit' company limited by guarantee which supports the Australian water sector in the delivery of effective and sustainable water management practices. Its mission is to foster knowledge, understanding and advancement in sustainable water management – its science, practice and policy – through advocacy, collaboration and professional development.

- a) The Australian Water Association is the IWA Governing Member for Australia.
- b) The International Water Association (IWA) is a not-for-profit organisation. Governing Members from geographic regions represent the interests of their regional constituency (individual and corporate members) and nominate representatives to the Governing Assembly.
- c) The International Water Association is a limited liability company, registered as a charity in the United Kingdom. The objects of IWA as set out in its Memorandum of Association are to:
  - i) promote the art and science of water management for the public benefit, particularly, but not exclusively, by the encouragement of education, training, study and research in water management and the publication of the useful results of such research
  - ii) advance education of members of the public in the science and practice of water management
  - iii) promote and enable the development and direct provision of water management schemes worldwide for the public benefit, where "water management" means the establishing, maintaining and securing the supply of safe and sustainable water supplies, stormwater systems and wastewater treatment and disposal systems.
- d) The IWA network is structured to promote multi-level collaboration among its diverse membership groups, and to share the benefit of knowledge on water science and management worldwide.

### **8.3 IWA GOVERNING MEMBER**

- a) The duties of an IWA Governing Member, in support of the objectives of IWA, are to:-
  - i) Promote Corporate, Individual and Student membership in their Geographic Area;
  - ii) Promote IWA's publications, to solicit papers and referees for international congresses;
  - iii) Promote and seek support for IWA's World Congress;
  - iv) Initiate and/or approve and support as appropriate specialist conferences and workshops in their Geographic Area;
  - v) Support all other relevant activities of IWA.



- b) Australian Representation at IWA's Governing Assembly will be:
  - i) The Chief Executive of the Association or their nominee;
  - ii) The Chairperson of IWAA Committee; and/or
  - iii) A nominated representative that is approved by the Association and that is willing to cover their own expenses to attend the IWA Governing Assembly.
- c) The Association will fund the attendance of the Chief Executive (or nominee) to exercise its vote at the Governing Assembly. The Board of the Association will review funding applications for additional representatives to the Governing Assembly on their merits.

#### **8.4 IWA AUSTRALIA COMMITTEE (IWAA)**

- a) Strategic Focus and Functions
 

The strategic focus of the IWAA Committee is to foster close collaboration between IWA and the Association to benefit the complementary objectives of both organisations and their respective members. This collaboration will include the IWAA Committee implementing and undertaking the following functions and activities:

  - i) Facilitate opportunities for Association/IWA members to engage locally and globally in IWA governance, thematic activities, specialist groups, publications and events
  - ii) Coordinate activities and communication between Association Specialist Networks and IWA Specialist Groups to maximise the exchange of knowledge and expertise between IWA and the Association
  - iii) Recommend and assist in securing IWA events in Australia as approved by the Association
  - iv) Promote the benefits of joint Association and IWA membership and advise and recommend how IWA benefits can be best promoted to and understood by Association members
  - v) Promote IWA's publications in Australia as sold through the Association Bookshop in accordance with the Association's reseller agreement with IWA publishing;
  - vi) Solicit Australian papers and referees for international IWA conferences and congresses;
  - vii) Recommend strategies for the Association to promote and support IWA's conferences and World Congresses;
  - viii) Utilising the Association's planning and budgeting protocols, initiate, select and support as appropriate IWA specialist conferences and workshops for inclusion in the Association's programme and calendar of Events; the target is for the Association to incorporate up to three IWA specialists conferences and/or workshops in Australia per annum;
  - ix) Through the Association generally support and promote participation of Australian water professionals and organisations in all other relevant activities of IWA.
- b) Accountability and Authority
 

The IWAA Committee operates and is supported in the same way as a Branch Committee of the Association and is accountable to the Association's Board of Directors to:

  - i) Operate the Committee in accordance with these Terms of Reference, Association By-laws and the Constitutions of Both the Association and IWA<sup>1</sup>
  - ii) Approve IWA events in Australia in consultation with the Association's Chief Executive as an ex officio member of the IWAA Committee and subject to the Association's Board approval based on the business case presented.

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<sup>1</sup> Where a conflict exists between these Terms of Reference, the Australian Water Association Rules (Constitution, By-laws, Policies and Procedures) and the IWA Rules (Constitution, By-laws, Policies and Procedures) the Australian Water Association Rules will take precedence. In such circumstances the Australian Water Association Board will consult with IWA HQ to determine an appropriate course of action.

- iii) With support from appropriate Association staff, deliver the annual Association-IWAA programme of activities and financial outcomes in accordance with the associated budget targets approved by the Association's Board.
- c) Composition and Election of Committee members
- i) The Committee shall comprise a maximum of 15 members including the ex-officio appointments.
  - ii) Committee members (and nominees for election to the Committee) must be members of both IWA and the Association.
  - iii) The election of the IWAA Committee will be in accordance with Association Branch Committee election procedures as detailed in these By-laws (Refer Clause 7.2).
  - iv) Committee Elections will be held every two years (or every year for half committee elections).
  - v) The terms of office of all Committee members will be two years with no limitation on the number of terms served consecutively although re-nomination and successful re-election is required.
  - vi) Only members of both IWA and the Association will be eligible to vote at IWAA Committee elections. The following Office Bearer positions will be elected by the committee members; The Chair, Vice-Chair and a 2nd SAC Representative if not the Vice-Chair. There is no requirement for other office holders.
  - vii) The Chief Executive of the Association (or their nominee) will have a position on the Committee ex-officio.
  - viii) The CEO of WSAA (or their nominee) will have a position on the Committee ex-officio whilst ever WSAA provides financial support for The Association's governing member status with IWA.
- d) Meetings
- i) The Committee will meet at least 6 times per annum.
  - ii) Meeting notes and actions will be recorded for all meetings and circulated to all Committee members.
- e) Representation on the Association's Strategic Advisory Council
- i) Two IWAA Committee Members (The Chair and one other) will represent the Committee on the Association's Strategic Advisory Council.
  - ii) The Chair of the IWAA Committee will enjoy the rights and status afforded all Association Branch Presidents.

## **8.5 Review of Terms of Reference**

These Terms of Reference will be reviewed in conjunction with the Association's By-laws review cycle or earlier as required. Such reviews will involve the IWAA Committee in the first instance prior to the normal review and approval processes of the Association Board.