



Stormwater Industry Association Ltd

Proposed Constitution

To be considered for adoption by Special Resolution – June 26 2025

Contents

1. Name
2. Objects
3. Powers
4. Definitions and Interpretation
5. Membership
6. Fees
7. [Deleted]
8. Register of Members
9. Cessation of Membership
10. General Meetings
11. Proceedings at General Meetings
12. Special Resolutions
13. Votes of Members
14. Appointment and Removal of Directors
15. Proceedings of Directors
16. Directors' Interests
17. Powers and Duties of Directors
18. By-Laws
19. Secretary
20. Inspection of Books
21. Service of Notices
22. Accounts and Audit
23. Indemnity and Insurance
24. Interpretation

Constitution

Incorporating Amendments Passed by Special Resolution – April 2025

1. Name of the Company

The name of the Company is **Stormwater Industry Association Ltd.**

2. Objects

⚠ This clause remains unchanged as required under Clause 26.2 of the 2018 Constitution.

The objects for which the Company is established are:

To provide a national voice for the stormwater industry in Australia.

To represent and promote the interests of Members.

To encourage and facilitate the sharing of information and resources between Members.

To promote best practice in stormwater management, planning, design and construction.

To promote the use of science and innovation in stormwater management.

To improve awareness of the benefits of sustainable stormwater management to the community.

To provide a forum for professional networking and collaboration.

To support the professional development and education of practitioners.

To represent the stormwater industry with other national and international organisations.

To secure funding, conduct programs, publish materials and undertake activities consistent with these objects.

To do all things as may be incidental or conducive to the attainment of the above objects.

3. Powers

Solely for the purpose of carrying out the objects set out in Clause 2, the Company has the legal capacity and powers of a company limited by guarantee as set out under the Corporations Act 2001 (Cth).

4. Definitions and Interpretation

In this Constitution, unless the context otherwise requires:

Act means the Corporations Act 2001 (Cth), as amended from time to time.

Authorised Representative means an elected official of a state stormwater association.

Board means the Board of Directors of the Company.

Chairperson means the person elected by the Board to chair meetings of the Board or General Meetings of the Company.

Company means Stormwater Industry Association Ltd.

Constitution means this Constitution as amended from time to time.

Deputy Chair means the Director elected as Deputy Chair of the Company by the Board.

Director means a person appointed or elected to the Board in accordance with this Constitution.

General Meeting means a general meeting of Members duly called in accordance with this Constitution.

Immediate Past President means the most recent past Chairperson of the Board who is invited by the Board to serve in that capacity.

Member means a person, organisation or body that has been admitted to membership of the Company in accordance with this Constitution.

Member Representative means an individual authorised in writing by a Member that is an organisation or association to represent that Member in Company affairs, including at General Meetings.

Objects means the objects of the Company as stated in Clause 2.

Office Bearers means the Chairperson, Deputy Chair, Secretary and Treasurer of the Company elected by the Board in accordance with this Constitution.

Primary Member means the individual nominated by a Sustaining/Corporate Member as its representative within a state member association. A Sustaining/Corporate Member may only nominate one Primary Member per state association.

Register means the register of Members maintained by the Secretary in accordance with the Act.

Registered Address means the official address of the Company as notified to the Australian Securities and Investments Commission. As at April 2025, this is:
15/11-13 Pearl St, Kingscliff NSW 2487

Secretary means the person appointed to perform the duties of company secretary of the Company.

Special Resolution has the meaning given in the Act and includes any resolution that requires at least 75% of the votes cast by Members entitled to vote on the resolution.

State Association means a Member that is an incorporated association representing the stormwater industry in an Australian state or territory, admitted to membership under Clause 5.

Sustaining/Corporate Member means a non-voting Member admitted to the Company under Clause 5.1(b), typically an organisation or individual with an interest in stormwater management.

5. Membership

5.1 Categories of Membership

The membership of the Company shall consist of two categories:

(a) State Association Members (Voting Members)

Membership shall be open to incorporated stormwater associations in each state or territory of the Commonwealth of Australia which:

- a) Have a constitution and objectives consistent with those of Stormwater Industry Association Ltd; and
- b) Are accepted by the Directors in accordance with this Constitution.

These associations shall be **Members** of the Company and shall have the **right to vote**, including at General Meetings and in the nomination of Directors.

(b) Sustaining/Corporate Members (Non-Voting Members)

Sustaining/Corporate Membership shall be open to any person, organisation or company with a national interest in stormwater management. These members:

- a) May apply for Sustaining/Corporate Membership in accordance with the Constitution;
- b) If approved, shall have the rights and privileges of membership within state member associations where the member maintains an office or conducts business;
- c) Shall **not have the right to vote or hold office** in the national Company, but may be entitled to hold office or vote in the affairs of their respective state member association(s), subject to that association's constitution;

- d) A Sustaining/Corporate Member may include multiple individuals as members within relevant state member associations; however, only the designated **Primary Member** shall have voting rights at the state level, subject to the rules of that state association.

5.2 State Association Members

The following incorporated stormwater associations shall constitute the initial voting Members of the Company:

- Stormwater Industry Association (NSW) Inc.
- Stormwater Industry Association (QLD) Inc.
- Stormwater Industry Association (SA) Inc.
- Stormwater Industry Association (VIC) Inc.
- Stormwater Industry Association (WA) Inc.

Additional state or territory-based stormwater associations from the **Northern Territory (NT)**, **Australian Capital Territory (ACT)**, or **Tasmania (TAS)** may apply to become voting Members of the Company, subject to:

- a) Having a constitution and objectives consistent with those of the Company; and
- b) **Approval by a Special Resolution** of the existing voting Members, in accordance with Clause 12.

5.3 National Membership Portal

The national association may offer an **online membership portal** to support the coordination and administration of membership services.

State associations shall be invited to participate in the use of this system. Where a state association elects to participate, it shall:

- a) Retain full **administration rights** over its members; and
- b) Retain control over its own **membership categories, fees, and payments**, consistent with its own constitution and policies.

6. Fees

6.1 State Associations

The Board will determine, on an annual basis, the amount of the membership fee and the frequency of payment required from each state association.

In making this determination, the Board will take into account:

- a) The level of services required by each state association; and
- b) The approved operating budget for the financial year.

The Board is entitled to review and adjust the membership fee for state associations:

- a) Annually, or
- b) At any time by Special Resolution.

6.2 Sustaining/Corporate Members

The Board shall determine the membership fee for Sustaining/Corporate Members on an annual basis.

7. [Deleted]

This clause has been deleted in accordance with the Special Resolution adopted in April 2025.

8. Register of Members

The Secretary must maintain a register of Members in accordance with the Corporations Act and record therein the name, address, and other required details of each Member.

The register must:

- a) Identify the category of each Member;
- b) Record the date on which each Member is admitted and, if applicable, the date of cessation of membership; and
- c) Be made available for inspection in accordance with the Act.

9. Cessation of Membership

A Member ceases to be a Member of the Company if:

- a) The Member resigns by giving written notice to the Secretary;
- b) The Member becomes insolvent, is wound up, or otherwise ceases to exist as a legal entity;

- c) The Member fails to pay any fees due to the Company within the time required and does not rectify the failure within 60 days of written notice; or
- d) The Member is expelled in accordance with any rules, policies, or resolutions of the Company adopted by the Board.

10. General Meetings

10.1 Convening of General Meetings

A General Meeting may be convened by the Board at any time.

10.2 Request by Members

The Board must convene a General Meeting if requested in writing by at least three (3) voting Members or as otherwise required by the Act.

10.3 Notice of Meeting

At least 21 days' written notice of a General Meeting must be provided to each Member entitled to receive notice. The notice must specify:

- a) The date, time and location (or virtual format) of the meeting;
- b) The general nature of the business to be transacted; and
- c) If a Special Resolution is proposed, the intention to propose the resolution and the wording of the resolution.

10.4 Quorum

No business may be transacted at any General Meeting unless a quorum is present. A quorum is constituted by Member Representatives from at least three (3) voting Members.

10.5 Adjournment

If a quorum is not present within 30 minutes of the time appointed for the meeting, the meeting must be adjourned to a date, time and place determined by the Chairperson. If at the adjourned meeting a quorum is still not present, the meeting may proceed with the voting Members present.

11. Proceedings at General Meetings

11.1 Chairing of General Meetings

The Chairperson shall preside at every General Meeting.

If the Chairperson is not present within 15 minutes after the time appointed for the meeting, or is unwilling to act, the Members present shall elect a Director to chair the meeting.

11.2 Quorum

No business shall be transacted at any General Meeting unless a quorum is present.

A quorum shall consist of Member Representatives from at least three (3) voting Members.

If a quorum is not present within 30 minutes from the time appointed for the meeting:

- a) The meeting shall stand adjourned to the same day and time in the following week, at a place determined by the Board; and
- b) If at the adjourned meeting a quorum is not present within 30 minutes, the meeting may proceed with those Members present and entitled to vote.

11.3 Adjournment

The Chairperson may, with the consent of any meeting at which a quorum is present, and must, if so directed by the meeting, adjourn the meeting from time to time and from place to place.

No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

Notice of the adjourned meeting must be given if the meeting is adjourned for 30 days or more.

11.4 Voting Rights

Only state associations that are fully paid-up Members of the Company are entitled to vote at General Meetings.

Each such voting Member is entitled to two (2) votes.

If only one representative is present on behalf of a voting Member, that representative may exercise both votes by appointing a proxy in accordance with Clause 11.7.

11.5 Method of Voting

Unless a poll is requested, a resolution put to the vote at a General Meeting must be decided by a show of hands of Member Representatives present.

A declaration by the Chairperson that a resolution has been carried (or not carried) and an entry in the minutes is sufficient evidence of the outcome.

11.6 Polls

A poll may be requested by:

- a) The Chairperson; or
- b) At least two (2) Member Representatives entitled to vote.

A poll may not be requested on the election of the Chairperson or on a motion to adjourn.

If a poll is requested:

- a) It must be taken immediately or at such time as the Chairperson directs;
- b) The result of the poll is the resolution of the meeting;

The Chairperson has a casting vote if there is an equality of votes.

11.7 Proxies

A Member may appoint a proxy to attend and vote on their behalf, provided:

- a) The proxy is a person entitled to vote;
- b) The appointment is in writing, signed by an authorised officer of the Member; and
- c) The appointment is received by the Secretary at least 48 hours before the meeting.

12. Special Resolutions

A resolution is a Special Resolution if:

- a) It is described as a Special Resolution in the notice of the General Meeting at which it is proposed; and
- b) It is passed by at least 75% of the votes cast by Members entitled to vote on the resolution.

13. Votes of Members

Except where otherwise provided in this Constitution or required by law, all resolutions put to a General Meeting shall be decided by a simple majority of votes cast by those Members entitled to vote.

In the case of an equality of votes on a resolution (other than a Special Resolution), the Chairperson of the meeting shall have a casting vote.

14. Appointment and Removal of Directors

14.1 Composition of the Board

14.1.1 The Board shall comprise:

- a) Up to two (2) Directors nominated by each state association that is a paid-up Member of the Company; and
- b) Up to two (2) Independent Directors appointed by the Board for their specialist skills, experience or knowledge that support the objectives of the Company.

The total number of Directors shall not exceed the sum of those nominated by paid-up state associations and those appointed as Independent Directors.

14.1.2 The Directors shall elect from among themselves the following Office Bearers:

- a) Chairperson/President
- b) Deputy Chair/Vice President
- c) Secretary
- d) Treasurer

14.1.3 The Board may also, at its discretion, establish the role of Immediate Past President, who may serve in an advisory capacity if invited.

14.1.4 No person may serve as Chairperson, Deputy Chair, Secretary or Treasurer for more than two consecutive terms unless otherwise resolved by the Board. Office Bearers may be re-elected to a different office.

14.2 Term of Appointment

(a) The term of office for any Director shall be two (2) years from the date their nomination or appointment is accepted, unless terminated earlier in accordance with this Constitution.

(b) A Director may be re-nominated or reappointed for additional terms.

A state-nominated Director will be deemed to be re-nominated unless the nominating Member advises otherwise.

14.3 Nomination and Appointment Process

(a) Each state association that is a fully paid-up Member may nominate up to two (2) individuals to serve as Directors.

(b) Nominations must be submitted in writing to the Secretary, signed by an authorised representative of the nominating state association.

(c) The appointment of a nominated Director takes effect:

Upon receipt of the nomination by the Company, or

On a future date specified in the nomination.

(d) The Board may appoint up to two (2) Independent Directors to the Board.

Independent Directors shall serve terms determined by the Board (up to two years) and may be reappointed.

14.4 Vacant Board Seats

(a) If a Director stands down prior to the expiration of their term, the vacancy shall be filled by nomination from the same state association that originally nominated the vacating Director.

(b) If the nominating Member cannot provide a replacement, the Board may seek an alternative nominee consistent with Clause 14.1 and applicable limits.

14.5 Remuneration

The Board may approve payment of sitting fees, reimbursement of reasonable expenses, or payment for services rendered by Directors in connection with their duties to the Company.

14.6 Vacation of Office

A Director's office becomes vacant if the Director:

- a) Resigns by written notice to the Company;
- b) Is disqualified or removed under the Act;
- c) Becomes insolvent;
- d) Is absent without leave from two consecutive Board meetings and the Board declares the position vacant;
- e) Becomes of unsound mind or subject to relevant legal action; or
- f) Dies.

15. Proceedings of Directors

15.1 Meetings of the Board

The Board shall meet as often as necessary to properly conduct the business of the Company and must meet at least three (3) times each financial year.

Meetings may be conducted:

- a) In person
- b) By teleconference, videoconference, or
- c) By any other method agreed to by the Board

15.2 Quorum

A quorum for a meeting of the Board shall be four (4) Directors, or such other number as determined by resolution of the Board.

15.3 Chairing Board Meetings

The Chairperson shall preside at all Board meetings. If the Chairperson is not present or declines to act, the Directors present shall elect another Director to chair the meeting.

15.4 Decision-Making

Decisions of the Board are made by a majority vote of Directors present and voting. In the case of an equality of votes, the Chairperson shall have a casting vote in addition to their deliberative vote.

15.5 Written Resolutions

The Board may pass a resolution without a meeting if:

- a) The resolution is in writing; and
- b) It is signed or otherwise agreed to by all Directors entitled to vote on the resolution.

The resolution is taken to have been passed when the last Director signs or agrees to it.

16. Directors' Interests

16.1 Disclosure of Interests

A Director who has a material personal interest in a matter that relates to the affairs of the Company must disclose the nature and extent of that interest to the Board as soon as they become aware of it.

16.2 Participation in Decisions

Unless the Act provides otherwise, a Director who has disclosed a conflict:

- a) May still be counted in the quorum;
- b) May participate in discussions; and
- c) May vote on the matter, unless excluded by resolution of the Board.

17. Powers and Duties of Directors

17.1 Management of the Company

The Board is responsible for managing the business and affairs of the Company and may exercise all powers of the Company that are not required to be exercised by the Members under the Act or this Constitution.

17.2 Specific Powers

Without limiting the generality of the foregoing, the Board has the power to:

- a) Establish and delegate powers to committees;
- b) Appoint and remove the Secretary and other officers;

- c) Appoint a Chief Executive Officer/Executive Officer
- d) Establish and amend by-laws, policies, and procedures for the Company's operation;
- e) Approve the Company's budget and monitor financial performance;
- f) Authorize expenditures and manage the Company's financial affairs;
- g) Appoint and remove auditors;
- h) Enter into contracts and agreements on behalf of the Company; and
- i) Represent the Company in dealings with external organizations and authorities.

18. By-Laws

18.1 Establishment of By-Laws

The Board may establish, amend, or repeal by-laws relating to the management and operation of the Company, provided that such by-laws are not inconsistent with this Constitution or the Act.

18.2 Binding Nature of By-Laws

All by-laws made by the Board are binding on the Members and Directors as if they were provisions of this Constitution.

19. Secretary

19.1 Appointment

The Board shall appoint a Secretary of the Company for a term and on conditions determined by the Board. The Secretary may be a Director or an external appointee.

19.2 Responsibilities

The Secretary is responsible for:

- a) Maintaining the Company's records, including the register of Members and minutes of General Meetings and Board meetings;
- b) Ensuring that notices are issued in accordance with this Constitution and the Act;
- c) Lodging required documents with regulatory authorities; and
- d) Performing other duties as assigned by the Board or required by the Act.

20. Finance

20.1 Funds

The funds of the Company shall be derived from:

- a) Membership fees;

- b) Donations;
- c) Sponsorships;
- d) Grants; and
- e) Such other sources as the Board determines appropriate.

20.2 Banking

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

The Company must issue a receipt for all monies received.

20.3 Payments

All payments made by the Company must be approved by the Board and made:

- a) By cheque signed by two authorised signatories; or
- b) By electronic transfer authorised in accordance with a resolution of the Board.

20.4 Financial Records

The Company shall keep proper financial records and shall prepare financial statements in accordance with:

- a) The requirements of the Act; and
- b) Any applicable Australian accounting standards.

20.5 Financial Year

The financial year of the Company shall end on 30 June in each year, unless otherwise determined by the Board.

21. Removal of Directors

The Company may by Ordinary Resolution at a General Meeting remove a Director from office before the expiration of their term of office, and may by Ordinary Resolution appoint another person in their place.

The person so appointed:

- a) Holds office only until the time the removed Director's term would have ended; and
- b) Is eligible for reappointment at the end of that term.

22. Accounts and Audit

22.1 Appointment of Auditor

The Directors may appoint a suitably qualified independent person or firm as auditor.

An audit is not required unless:

- a) It is required by the Act; or
- b) The Members pass a resolution requiring an audit.

22.2 Examination of Accounts

If an auditor is appointed:

The auditor must examine the accounts of the Company; and

- a) Report to the Members on the accuracy and compliance of the Company's financial statements with applicable laws and standards.
- b) The auditor's report shall be presented at the Annual General Meeting.

23. Indemnity and Insurance

23.1 Indemnity

(a) To the extent permitted by law, the Company indemnifies each Director and officer of the Company against any liability incurred in good faith in the performance of their duties.

(b) This indemnity does not extend to liabilities arising from conduct involving a lack of good faith, or conduct known to be wrongful by the Director or officer.

23.2 Insurance

The Company may pay or agree to pay a premium for a contract insuring a Director or officer against liability incurred in their capacity as a Director or officer of the Company, provided such insurance is consistent with the Act and applicable laws.

24. The Seal

A common seal may be adopted by the Company. The Company is not required to have a common seal.

- a) If a common seal is adopted:
- b) The Directors shall provide for its safe custody.
- c) It must only be used with the authority of the Board.
- d) Every instrument to which the seal is affixed must be signed by:
- e) Two Directors; or
 - a. One Director and the Secretary; or
 - b. One Director and another person authorised by the Board.

25. Winding Up

25.1 Application of Property

If upon the winding up or dissolution of the Company there remains, after satisfaction of all its debts and liabilities, any property or funds whatsoever, the same shall not be paid to or distributed among the Members of the Company.

25.2 Transfer to Similar Organisation

Such remaining property shall be given or transferred to:

- a) One or more institutions or organisations having objects similar to those of the Company; and
- b) Which shall also prohibit the distribution of its or their income and property among its or their members.

The decision as to which organisation(s) are to receive the property shall be made by:

- a) The Members at or before the time of winding up or dissolution; or
- b) If no such decision is made, by a judge of a court with jurisdiction in the matter.

26. Indemnity

26.1 Officer Indemnity

To the extent permitted by law, every person who is or has been a Director, Secretary or other officer of the Company shall be indemnified out of the assets of the Company against any liability incurred by that person in their capacity as such an officer.

This includes liability for:

- a) Costs and expenses incurred by the person in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted; or
- b) In connection with any application under the Act in which relief is granted to the person by the court.

26.2 Scope of Indemnity

This indemnity:

- a) Operates only to the extent that it is not inconsistent with the Act; and
- b) Is in addition to any other indemnity to which the person may be entitled under law or agreement.

27. Amendments

27.1 Amendment by Special Resolution

This Constitution may be altered or amended by a Special Resolution passed at a General Meeting of the Company, in accordance with the Corporations Act 2001.

27.2 Objects Clause Not to Be Amended

Despite Clause 27.1, Clause 2 (Objects) of this Constitution shall not be amended, except with:

- a) The approval of at least 75% of all voting Members of the Company and
- b) The prior written approval of any regulatory body or authority as required by law.

The Association whose full name and address is set out below, and who is a member of the company and whose authorised representative has duly executed this copy or a counterpart thereof agree to be bound by the Constitution for the Company as set out above.

The Parties may sign this Constitution in one (1) or more counterparts by the duly authorised representatives of the Parties, each of which constitutes an original and all of which taken together shall constitute the Agreement. The Parties may sign and deliver this Agreement by emailed (“**PDF**”) document (or other mutually agreeable document format), and a reproduction of this Constitution with a Party's signature made by PDF, sent by email to the Secretary shall have the same effect as and be enforceable as a signed and delivered original version of this Constitution.

We, the persons whose names and addresses are subscribed, agree to the foregoing Constitution.

SIGNING PAGE

**Stormwater Industry
Association of
Queensland Inc. (ABN
49 031 103 834) or
Stormwater
Queensland** of PO Box
2065, Chermside
Centre, QLD, 4032

Signature: Authorised Representative

Position / Title

Date:

**Stormwater Industry
Association of South
Australia Incorporated (ABN
24 179 739 386) or
Stormwater South Australia
(SA)** of PO Box 148
North Adelaide SA 5006

Signature: Authorised Representative

Position / Title

Date:

**Stormwater Industry
Association of Victoria Inc.
(ABN 13 151 464 564) Inc. of**

Signature: Authorised Representative

Position / Title

Date:

**Stormwater Industry
Association Inc. (NSW) (ABN
96 988 307 922) or
Stormwater New South
Wales** of PO Box 1221
Burwood, NSW 1805

Signature: Authorised Representative

Position / Title

Date:

**Stormwater Industry
Association (WA) Inc. (ABN
13 514 519 599) of 4/226
Carr Place, Leederville WA
6007**

Signature: Authorised Representative

Position / Title

Date: