RULES OF ASSOCIATION

RULE 1 NAME

The name of the incorporated association with the Business Name of Stormwater Queensland, in these rules called **"**the association**"** is the Stormwater Industry Association of Queensland Inc.

RULE 2 OBJECTS

1. The objects for which the association is established are:

a) to promote the efficient management of stormwater drainage services in order to:
   i. manage flooding;
   ii. maintain environmental values of receiving waters;
   iii. obtain the betterment of community amenity;
   iv. achieve the cost effective management of stormwater infrastructure;
   v. encourage a whole of water cycle approach to stormwater management;

b) to encourage best practice in the industry and to provide a forum for the various industry members;

c) to provide industry representation as the principal advisory body for the stormwater drainage industry;

2. In furtherance of the objects of the Association the Association may function by ways and means of:

a) liaising with educational and professional bodies, whether governmental or otherwise for the furtherance of the objects and to obtain and use specialist advisors as may be necessary;

b) engaging professional or other assistance of any kind and to remunerate any persons for services rendered or to be rendered in or about the formation, carry on, or promotion of the association or its objects, or in the conduct of its affairs;

c) establishing, acquiring, administering and maintaining for the purposes of the association, any real or personal property and in particular, any lands, buildings, furniture or furnished fittings and appliances and in so far as the law from time to time may allow to sell, demise, let, mortgage or dispose of the same;

d) subscribing-, becoming a member of, and co-operating with any other association or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the association, provided that the association shall not subscribe to or support with its funds, any association or organisation which does not prohibit the distribution of its

property amongst its members;

e) buying, selling and dealing in all kinds of articles and commodities for the members of the association or persons frequenting the associations' premises;

f) purchasing, taking on, leasing, exchanging, hiring and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights and privileges which may be required for the purpose of or capable of being conveniently used in connection with any of the objects of the association;

g) entering in any arrangements with any government or authority that are incidental or conducive to the attainment of the objects, and the exercise of the powers of the association to obtain from any government, such government or authority, any rights, privileges and concessions which the association may think it desirable to obtain;

h) remunerating any personal body corporate for services rendered or to be rendered;

i) investing and dealing with the money of the association not immediately required in such manner as may from time to time be thought fit by the association;

j) lending and advancing money or giving credit to any person or body corporate;

k) borrowing or raising money either alone or jointly with any other person or legal entity in such manner as may be thought proper;

l) drawing, making, accept, make endorsement, discount, execute and issue promissory notes, bill of exchange, bills of lading and other negotiable or transferable instruments;

m) selling, improving, managing, developing, exchanging, leasing, disposing of, turning to account or otherwise dealing with all or any part of the property and rights of the association;

n) taking any gift or property, subject to any special trust or not for any one or more of the objects the association;

o) printing and publishing any newspapers, periodicals, books or leaflets the association may think desirable for promotion of its objects;

p) amalgamating with any one or more incorporated associations or committees having objects altogether or in part similar to those of the association and which shall prohibit the distribution of its or their income and property among its or their members;

q) carrying on any other business which directly or indirectly relates to the objects of the association;

r) employing such person or persons as are required to achieve and maintain the objects of the association.

RULE 3 POWERS

1. The association takes over the funds and other assets and liabilities of the previous

unincorporated association known as the “Stormwater Industry Association of Queensland”.

2. The association has, in the exercise of its affairs, all the powers of an individual.

3. The association may, for example:

   a) enter into contracts; and

   b) acquire, hold, deal with and dispose of property; and

   c) make charges for services and facilities it supplies; and

   d) do other things necessary or convenient to be done in carrying out its affairs.

4. The association may also issue secured and unsecured notes, debentures and debenture stock for the association.

RULE 4 CLASSES OF MEMBERSHIP *(Amended 29 March 2001)*

1. Membership of the Association shall consist of:

a) Individual
b) Corporate; and
c) Student members

2. The number of individual members shall be unlimited.

3. Corporate membership shall be open to any business or corporation.

4. Student membership shall be open to a student undertaking full time tertiary studies at any recognised University, Institute or College.

RULE 4(a) RIGHTS OF MEMBERS *(Inserted 29 March 2001)*

1. An Individual member shall be entitled to all the rights of membership with this Association.

2. Corporate members shall be entitled to nominate up to four (4) persons to receive all the benefits of individual members, including the right to vote at any and all General Meetings of the Association (through their four (4) nominees). However, such nominees shall not have the right to vote in person but shall vote on behalf of the corporate member. A corporate member may change any nominees at any time by giving written notice to the secretary of the Association. Corporate members may also nominate an unlimited number of other employees and contract employees to receive the benefits of individual members, except for the right to vote and the right to hold office in the association.

3. A student member shall have all the rights of an individual member except for the right to vote and the right to hold office in the association.

RULE 4(b) NATIONAL SUSTAINING MEMBERS *(Inserted 29 March 2001)*

1. All sustaining members of Stormwater Australia (Stormwater Industry Association Ltd ie the National Association) shall have the right to nominate up to four (4) persons to receive all of the benefits of an individual member of this association and shall have the right to vote at any general meeting of this association. However, such vote shall be exercised on behalf

of the sustaining member.

2. *A sustaining member may change a nominee/nominees at any time by giving written notice to the secretary of the association.*

3. *Sustaining members of Stormwater Australia may also nominate an unlimited number of other employees and contract employees to receive the benefits of individual members, except for the right to vote and the right to hold office in the association.*

RULE 6 MEMBERSHIP FEES *(Amended 29 March 2001)*

1. *Membership fees for each class of membership shall be determined in accordance with the protocols issued by Stormwater Australia (Stormwater Industry Association Ltd) in such sum as the* management committee *determine*s *from time to time.*

2. The membership fees for each class of membership shall be payable at such time and in such manner as the management committee shall from time to time determine. *(Unchanged)*

3. *All membership fees shall include a payment for the annual subscription for the publications of Stormwater Australia (Stormwater Industry Association Ltd.)*

RULE 7 ADMISSION AND REJECTION OF MEMBERS

1. At the next meeting of the management committee after the receipt of any application and the fee applicable for any class of membership, such application shall be considered by the management committee, who shall thereupon determine upon the admission or rejection of the applicant.

2. Any applicant who receives a majority of the votes of the members of the management committee present at the meeting at which such application is being considered shall be accepted as a member to the class of membership applied for.

3. Upon the acceptance or rejection of an application for any class of membership the secretary shall forthwith give the applicant notice in writing of such acceptance or rejection.

RULE 8 TERMINATION OF MEMBERSHIP

1. A member may resign from the association at any time by giving notice in writing to the secretary.

2. Such resignation shall take effect at the time such notice is received by the secretary unless a later date is specified in the notice when It shall take effect on that later date.

3. If a member:

   a) is convicted of an indictable offence; or

   b) fails to comply with any of the provisions of these rules; or

   c) has membership fees in arrears for a period of two (2) months or more; or

d) conducts himself or herself in a manner considered to be injurious or prejudicial to the character or interests of the association,

the management committee shall consider whether the member's membership shall be terminated.

4. The member concerned shall be given a full and fair opportunity of presenting the member's case and if the management committee resolves to terminate the membership it shall instruct the secretary to advise the member in writing accordingly.

RULE 9 APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP

1. A person whose application for membership has been rejected or whose membership has been terminated may within one (1) month of receiving written notification thereof, lodge with the secretary written notice of the person's intention to appeal against the decision of the management committee.

2. Upon receipt of a notification of intention to appeal against rejection or termination of membership the secretary shall convene, within three (3) months of the date of receipt by the secretary of such notice, a general meeting to determine the appeal.

3. At any such meeting the applicant shall be given the opportunity to fully present the applicant's case and the management committee or those members thereof who rejected the application for membership or terminated the membership subsequently shall likewise have the opportunity of presenting its or their case.

4. The appeal shall be determined by the majority vote of the members present and eligible to vote at such meeting.

5. Where a person, whose application is rejected, does not appeal against the decision of the management committee within the time prescribed by these rules or so appeals but the appeal is unsuccessful, the secretary shall forthwith refund the membership fee paid by the person.

RULE 10 REGISTER OF MEMBERS

1. The management committee shall cause a register to be kept in which shall be entered the names, postal and residential addresses of all person admitted to membership of the association and the dates of their admission.

2. Particulars shall also be entered into the register of deaths, resignations, terminations and reinstatements of membership and any further particulars as the management committee or the members at any general meeting may require from time to time.

3. The register shall be open for inspection at all reasonable times by any member who previously applies to the secretary for such inspection.

4. However, the management committee may, on the application of a member of the association, withhold information about the member (other than the member’s full name) from the register available for inspection if the management committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

5. A member of the association must not use information obtained from the register of members of the association to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes; or disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes. This rule does not apply if the use or disclosure of the information is approved by the association.

RULE 11 SECRETARY

1. The secretary must be an individual residing in Queensland who is:
   (a) a member of the association elected by the association as secretary; or
   (b) any of the following persons appointed by the management committee as secretary:
      (i) a member of the association's management committee;
      (ii) another member of the association;
      (iii) another person.

2. If the association has not elected an interim officer as secretary for the association before its incorporation, the members of the management committee must ensure a secretary is appointed or elected for the association within one (1) month after incorporation.

3. If a vacancy happens in the office of secretary, the members of the management committee must ensure a secretary is appointed or elected for the association within one (1) month after the vacancy happens.

4. If the management committee appoints a person mentioned in subrule (1)(b)(ii) as secretary, other than to fill a casual vacancy on the management committee, the person does not become a member of the management committee.

5. However, if the management committee appoints a person mentioned in subrule (1)(b)(ii) as secretary to fill a casual vacancy on the management committee, the person becomes a member of the management committee.

6. If the management committee appoints a person mentioned in subrule (1)(b)(iii) as secretary, the person does not become a member of the management committee.

7. In this rule, "casual vacancy" on a management committee, means a vacancy that happens when an elected member of the management committee resigns, dies or otherwise stops holding office.

8. The management committee may appoint and remove the secretary at any time.

RULE 11(a) PRESIDENT *(Inserted 29 March 2001)*

1. The association shall elect a president of the association for a term of two years.

2. The president shall be a person recognised in the stormwater industry as seeking to promote the objects of this association and a person of good standing within Stormwater Queensland (Stormwater Industry Association Ltd.)

3. *The election of president shall take place in the following manner:*

   a) Any two members of the association shall be at liberty to nominate another member subject to sub paragraph 2 hereof to serve as president of the Association.

   b) The nomination shall be in writing and signed by the member and the member's proposer and seconder and shall be lodged with the secretary at least fourteen (14) days before the election for president is to take place.

   c) The election of president shall take place with the election of officer bearers and other members of the management committee.

   d) A list of the candidates' names in alphabetical order with the proposers and seconders name shall be published on the association's website prior to the annual general meeting at which the election is to take place.

   e) Balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order and each financial member present at the Annual General Meeting shall be entitled to vote for the candidate of their choice.

   f) Should, at the commencement of such meetings there be an insufficient number of candidates nominated, nominations may be taken from the floor of the meeting.

4. *The president shall serve as chairman of the management committee.*

5. *At the end of two years following the president's election the president shall retire from office but shall be eligible upon nomination for re-election.*

RULE 12 MEMBERSHIP OF MANAGEMENT COMMITTEE

1. The management committee of the association shall consist of a president, vice president, treasurer, *secretary*, and up to twelve other members, all of whom shall be members of the association, and such number of other members as the members of the association at any general meeting may from time to time elect or appoint. *("secretary" inserted AGM 14 August 2013)*

2. At the annual general meeting of the association, all the members of the management committee for the time being shall retire from office but shall be eligible upon nomination for re-election.

3. The election of officer bearers and other members of the management committee shall take place in the following manner:

   (a) any two (2) members of the association may nominate another member (the candidate) to serve as a member of the management committee;

   (b) the nomination must be:
      (i) in writing; and
      (ii) signed by the candidate and the members who nominated him or her; and
      (iii) given to the secretary at least fourteen (14) days before the annual general meeting

at which the election is to be held;

(c) each member of the association present and eligible to vote at the annual general meeting may vote for one (1) candidate for each vacant position on the management committee;

(d) if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.

4. A person may be a candidate only if the person:
   (a) is an adult; and
   (b) is not ineligible to be elected as a member under section 61A of the Act.

5. A list of the candidates' names in alphabetical order, with the names of the members who nominated each candidate, must be posted on the association's website for at least seven (7) days immediately preceding the annual general meeting.

6. If required by the management committee, balloting lists must be prepared containing the names of the candidates in alphabetical order. If balloting lists are prepared, they must be posted on the association's website for at least seven (7) days immediately preceding the annual general meeting.

7. Upon announcement of the annual general meeting (AGM), the committee shall publish on its website a list of key issues faced by the association (for example, 3 to 5 issues). All applicants for president, vice president and secretary positions must provide to the association secretary in writing their positions on those matters. Responses must be provided to the secretary at least two (2) weeks prior to the AGM. The responses must include clarification for how the applicant proposes to manage those issues through the association. Responses shall be no less than half a page per issue and no more than one (1) page per issue. If an applicant's positions do not meet the requirements set out herein, the committee may deem at its discretion that the application was not properly made and not accept it. The association must publish the applicants' positions on its website at least seven (7) days prior to the AGM and advertise them to its members via email.

8. All committee members are expected to attend a minimum of 75% of the committee meetings held every year, and to submit an apology for each meeting they are unable to attend together with a nomination of a proxy. A committee member who does not attend a minimum of 75% of the committee meetings held every year may be required to show cause why he or she should not be requested to resign from the committee. The committee will take into consideration the contribution the committee member makes to the committee other than by attendance at committee meetings, before determining whether the committee member is required to show cause.

RULE 13 RESIGNATION OR REMOVAL FROM OFFICE OF MEMBER OF MANAGEMENT COMMITTEE

1. A member of the Management Committee may resign from the committee by giving written notice of resignation to the secretary.

2. The resignation takes effect at:

(a) the time the notice is received by the secretary; or
(b) if a later time is stated in the notice - the later time.

2. A member may be removed from office at a general meeting of the association if a majority of the members present and eligible to vote at the meeting vote in favour of removing the member.

3. Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.

4. A member has no right of appeal against the member's removal from office under this rule.

5. A member immediately vacates the office of member in the circumstances mentioned in Section 64(2) of the Act.

RULE 14 VACANCIES ON MANAGEMENT COMMITTEE

1. The management committee shall have power at any time to appoint any member of the association to fill any casual vacancy on the management committee until the next annual general meeting.

2. The continuing members of the management committee may act notwithstanding any casual vacancy in the management committee, but if and so long as their number is reduced below the number fixed by or pursuant to these rules as the necessary quorum of the management committee, the continuing member or members may act for the purpose of increasing the number of members of the management committee to that number or of summoning a general meeting of the association, but for no other purpose.

RULE 15 FUNCTIONS OF THE MANAGEMENT COMMITTEE

1. Subject to these rules or a resolution of the members of the association carried at a general meeting, the management committee has the general control and management of the administration of the affairs, property and funds of the association.

2. The management committee has authority to interpret the meaning of these rules and any matter relating to the association on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.
Note -
The Act prevails if the association's rules are inconsistent with the Act—see section 1B of the Act.

2. The management committee may exercise the powers of the association –

(a) to borrow, raise or secure the payment of amounts in a way the members of the association decide; and

(b) to secure the amounts mentioned in paragraph (a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the association in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the association's property, both present and future; and

(c) to purchase, redeem or pay off any securities issued; and

(d) to borrow amounts from members and pay interest on the amounts borrowed; and

(e) to mortgage or charge the whole or part of its property; and

(f) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the association; and

(g) to provide and pay off any securities issued; and

(h) to invest in a way the members of the association may from time to time decide.

4. For subrule (3)(d), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by –

(a) the financial institution for the association; or

(b) if there is more than one (1) financial institution for the association—the financial institution nominated by the management committee.

RULE 15(a) MANAGEMENT COMMITTEE CODE OF CONDUCT

1. Each member of the management committee will be required to sign and abide by the management committee Code of Conduct.

RULE 16 MEETINGS OF MANAGEMENT COMMITTEE

1. Subject to this rule, the management committee may meet and conduct its proceedings as it considers appropriate.

2. The management committee must meet at least once every four (4) months to exercise its functions.

3. The management committee must decide how a meeting is to be called.

4. Notice of a meeting is to be given in the way decided by the management committee.

5. The management committee may hold meetings, or permit a committee member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.

6. A committee member who participates in the meeting as mentioned in subrule (5) is taken to be present at the meeting.

7. A question arising at a committee meeting is to be decided by a majority vote of members of the committee present at the meeting and, if the votes are equal, the question is decided in the negative.

8. A member of the management committee must not vote on a question about a contract or proposed contract with the association if the member has an interest in the contract or proposed contract and, if the member does vote, the members vote must not be counted.

9. The president is to preside as chairperson at a management committee meeting.

10. If there is no president or if the president is not present within ten (10) minutes after the time fixed for a management committee meeting, the members may choose one (1) of their number to preside as chairperson at the meeting.

RULE 16(a) QUORUM FOR AND ADJOURNMENT OF MANAGEMENT COMMITTEE MEETINGS

1. At a management committee meeting, more than 50% of the members elected to the committee as at the close of the last general meeting of the members form a quorum.

2. If there is no quorum within thirty (30) minutes after the time fixed for a management committee meeting called on the request of members of the committee, the meeting lapses.

3. If there is no quorum within thirty (30) minutes after the time fixed for a management committee meeting called other than on the request of the members of the committee –

   (a) the meeting is to be adjourned for at least one (1) day; and

   (b) the members of the management committee who are present are to decide the day, time and place of the adjourned meeting.

4. If, at an adjourned meeting mentioned in subrule (3), there is no quorum within thirty (30) minutes after the time fixed for the meeting, the meeting lapses.

RULE 16(b) SPECIAL MEETING OF MANAGEMENT COMMITTEE

1. If the secretary receives a written request signed by at least 33% of the members of the management committee, the secretary must call a special meeting of the committee by giving each member of the committee notice of the meeting within fourteen (14) days after the secretary receives the request.

2. If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

3. A request for a special meeting must state -

   (a) why the special meeting is called; and
   (b) the business to be conducted at the meeting.

4. A notice of a special meeting must state -
   (a) the day, time and place of the meeting; and
   (b) the business to be conducted at the meeting.

5. A special meeting of the management committee must be held within fourteen (14) days after notice of the meeting is given to the members of the management committee.

RULE 16(c) MINUTES OF MANAGEMENT COMMITTEE MEETINGS

1. The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each management committee meeting are prepared after each management committee meeting and circulated to each member of the management committee as soon as possible.

2. To ensure the accuracy of the minutes, the minutes of each management committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next management committee meeting, verifying their accuracy.

RULE 17 APPOINTMENT OF SUB-COMMITTEES

1. The management committee may appoint subcommittees consisting of members of the association considered appropriate by the committee to help with the conduct of the association's operations.

2. A member of the subcommittee who is not a member of the management committee is not entitled to vote at a management committee meeting.

3. Each subcommittee must elect a chairperson of its meetings.

4. If a chairperson is not elected, or if the chairperson is not present within ten (10) minutes after the time fixed for a meeting, the members present may choose one (1) of their number to be chairperson of the meeting.

5. A subcommittee may meet and adjourn as it considers appropriate.

6. A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.

RULE 18 ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS

1. An act performed by the management committee, a subcommittee or a person acting as a member of the management committee is taken to have been validly performed.

2. Subrule 1 applies even if the act was performed when:

   (a) there was a defect in the appointment of a member of the management committee, subcommittee or person acting as a member of the management committee; or

   (b) a management committee member, subcommittee member or person acting as a member of the management committee was disqualified from being a member.

RULE 19 RESOLUTIONS OF MANAGEMENT COMMITTEE WITHOUT MEETING

1. The president may request the secretary to conduct a meeting by flying minute in respect of a routine matter where it is convenient to conduct a vote of members of the management committee by flying minute; or

   (a) an urgent matter where it is not reasonably possible for the matter to be referred to the next meeting of the management committee. A flying minute will be sent to the email addresses of the members of the management committee and will include the motion for consideration.

2. A motion will be deemed to have been passed at a meeting of the management committee held on the day on which and at the time at which the motion was approved by a simple majority of members of the management committee.

RULE 20 FIRST GENERAL MEETING

1. The first general meeting must be held not less than 1 month, and not more than 3 months, after the day the association is incorporated.

2. The management committee must decide where the meeting is to be held.

3. The business to be transacted at the first general meeting must include the appointment of an auditor.

RULE 21 – FIRST ANNUAL GENERAL MEETING

The first annual general meeting must he held within 18 months after the day the association is incorporated.

RULE 22 SUBSEQUENT ANNUAL GENERAL MEETINGS

Each subsequent annual general meeting must be held:

a) at least once each year; and

b) within six (6) months after the end date of the association's reportable financial year.

RULE 23 BUSINESS TO BE TRANSACTED AT ANNUAL GENERAL MEETING

1. The following business must be conducted at each annual general meeting of the association:
   (a) receiving the association's financial statement, and audit report, for the last reportable financial year;
   (b) presenting the financial statement and audit report to the meeting for adoption;
   (c) electing members of the management committee;
   (d) appointing an auditor for the present financial year.

RULE 24 SPECIAL GENERAL MEETING

1. The secretary shall convene a special general meeting by sending out notice of the meeting within fourteen (14) days of:

   a) being directed to do so by the management committee; or

   b) being given a requisition in writing signed by not less than one-third of the members presently on the management committee or not less than the number of ordinary members of the association which equals the number of members presently on the management committee plus one;

   c) being given a notice in writing of an (mention to appeal against the decision of the management committee to reject an application for membership or to terminate the membership of any person.

2. A requisition mentioned in subsection (1)(b) shall clearly state the reasons why such special general meeting is being convened anti the nature of the business to be transacted thereat.

RULE 25 QUORUM AT GENERAL MEETING

1. The quorum for a general meeting is at least the number of members elected or appointed to the Management Committee at the close of the association's last general meeting, plus one, in person or by proxy.

2. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.

3. For the purposes of this rule:

   "member" includes a person attending as a proxy or as representing a corporation which is a member.

4. If within half an hour from the time appointed for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members of the management committee or the association, shall lapse.

5. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the management committee may determine, end if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

6. The chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

7. When a meeting is adjourned for thirty (30) days or mare, notice of the adjourned meeting shall be given as in the case of an original meeting.

8. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

RULE 26 NOTICE OF GENERAL MEETING

1. The secretary shall convene all general meetings of the association by giving not less than 14 days' notice of any such meeting to the members of the association.

2. The manner by which such notice shall be given shall be determined by the management committee.

3. However, notice of any meeting convened for the purpose of hearing and determining the appeal of a member against the rejection or termination of his membership by the management committee, shall be given in writing.

4. Notice of a general meeting shall clearly state the nature of the business to be discussed thereat.

RULE 27 PROCEDURE AT GENERAL MEETING

1. Unless otherwise provided by these rules, at every general meeting:

   a) the president shall preside as chairperson, or if there is no president, or if the president is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the vice-president shall be the chairperson or it the vice-president is not present or is unwilling to act then the members present shall elect one (1) of their number to be chairperson of the meeting; and

   b) the chairperson shall maintain order and conduct the meeting in a proper and orderly manner; and

   c) every question, matter or resolution shall be decided by a majority of votes of the members present; and

   d) every member present shall be entitled to one (1) vote and in the case of an equality of votes the chairperson shall have a second or casting vote; and

   e) however, no member shall be entitled to vote at any general meeting if the member's annual subscription is more than one (1) month in arrears at the date of the meeting; and

   f) voting shall be by show of hands or a division of members, unless not less than one-fifth of the members present demand a ballot, in which event there shall be a secret ballot; and

   g) The chairperson shall appoint two (2) members to conduct the secret ballot in such manner as the chairperson shall determine and the result of the ballot as declared, by the chairperson shall be deemed to be the resolution of the meeting at which the ballot was demanded; and

   h) a member may vote in person or by proxy or by attorney and on a show of hands every person present who is a member or a representative of a member shall have one (1) vote and in a secret ballot every member present in person or by proxy or by attorney or

other duly authorised representative shall have one (1) vote; and

i) An individual member may hold a maximum of two (2) proxy votes; and

j) A corporate member nominee may hold up to three (3) proxy votes from the other nominees of the corporate member, plus one (1) additional proxy vote. A corporate member shall hold no more than one (1) additional proxy vote in total; and

k) A sustaining member nominee may hold up to three (3) proxy votes from the other nominees of the sustaining member, plus one (1) additional proxy vote. A sustaining member shall hold no more than one (1) additional proxy vote in total; and

l) the instrument appointing a proxy shall be in writing, in the common or usual form under the hand of the appointor or of the appointor's attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised; and

m) a proxy may but need not be a member of the association; and

n) the instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot; and

l) the instrument appointing a proxy shall be deposited with the secretary prior to the commencement of any meeting or adjourned meeting at which the person named in the instrument proposes to vote; and

m) where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit.

ASSOCIATION: Stormwater Industry Association of Queensland Inc**.**

I, of, , being a member of the association, appoint of,

as my proxy to vote for me on my behalf at the (annual) general meeting of the association, to be held on the day of 20 , and at any adjournment of the meeting.

Signed this day of 20

Signature.

This form is to be used *in favour of/*against the following resolutions.

*Strike out whichever is not desired. (Unless otherwise instructed, the proxy may vote as the proxy thinks fit.)

RULE 27(a) MINUTES OF GENERAL MEETINGS

1. The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are recorded.

2. To ensure the accuracy of the minutes:

   (a) the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and

   (b) the minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the association that is a general meeting or annual general meeting, verifying their accuracy.

3. If asked by a member of the association, the Secretary must, within 28 days after the request is made:

   (a) make the minute book for a particular general meeting available for inspection by the member at a mutually agreed time and place; and

   (b) give the member copies of the minutes of the meeting.

4. The association may require the member to pay the reasonable costs of providing copies of the minutes.

RULE 28 BY-LAWS

The management committee may from time to time make, amend or repeal by-laws, not inconsistent with those rules, for the internal management of the association and any by-law may be set aside by a general meeting of members.

RULE 29 ALTERATION OF RULES

1. Subject to the Act, these rules may be amended, rescinded or added to from time to time by a special resolution carried at any general meeting.

2. However, an amendment, rescission or addition is valid only if it is registered by the chief executive.

RULE 30 COMMON SEAL

1. The management committee shall provide for a common seal and for its safe custody.

2. The common seal shall only be used by the authority of the management committee and every instrument to which the seal is affixed shall be signed by a member of the management committee and shall be countersigned by the secretary or by a second member of the management committee or by some other person appointed by the management committee for the purpose.

RULE 31 FUNDS AND ACCOUNTS

1. The funds of the association must be kept in an account in the name of the association in a financial institution decided by the management committee.

2. Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the association.

3. All amounts must be deposited in the financial institution account as soon as practicable after receipt.

4. A payment by the association of $100 or more must be made by cheque or electronic funds transfer.

5. If a payment of $100 or more is made by cheque, the cheque must be signed by any 2 of the following:

   (a) the president;

   (b) the secretary;

   (c) the treasurer;

   (d) any one (1) of three (3) other members of the association who have been authorised by the management committee to sign cheques issued by the association.

6. However, one (1) of the persons who signs the cheque must be the president, the secretary or the treasurer.

7. Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.

8. A petty cash account must be kept on the imprest system, and the management committee must decide the amount of petty cash to be kept in the account.

9. All expenditure must be approved or ratified at a management committee meeting.

10. The income and property of the association must be used solely in promoting the association's objects and exercising the association's powers.

RULE 32 DOCUMENTS

The management committee shall provide for the safe custody of books, documents, instruments of title and securities of the association.

RULE 33 FINANCIAL YEAR

The end date of the association's financial year is 30 June in each year.

RULE 34 DISTRIBUTION OF SURPLUS ASSETS TO ANOTHER ENTITY

1. This rule applies if the association:

   (a) is wound-up under part 10 of the Act; and

   (b) has surplus assets.

2. The surplus assets must not be distributed among the members of the association.

3. The surplus assets must be given to another entity:

   (a) having objects similar to the association's objects; and

   (b) the rules of which prohibit the distribution of the entity's income and assets to its members.

4. In this rule - *surplus assets* see section 92(3) of the Act.