

# Rules of Abundant Water Inc

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Effective 17 October 2022

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## 1. NAME OF ASSOCIATION

- 1.1. The name of the association is Abundant Water Inc. (“the Association”).

## 2. COMMON SEAL

- 2.1. The Common Seal shall not be used without the express authorisation of the Board. Every use of the Seal shall be recorded in the Association’s minutes. Two Board members must witness every use of the Seal.
- 2.2. A Director nominated by the Board shall have custody of the Common Seal.

## 3. OBJECTS OF THE ASSOCIATION

- 3.1. The Association is established solely for the objects (the “**Objects**”). The Objects are to:
- (a) reduce the incidence of water borne disease and illness through the use of clay water filters;
  - (b) promote the social and environmental benefits of clay water filters;
  - (c) train clay potters in Laos, Timor-Leste, Philippines and elsewhere to manufacture clay water filters;
  - (d) train local people in Laos, Timor-Leste, Philippines and elsewhere to use the clay water filters;
  - (e) encourage the development of micro-businesses in Laos, Timor-Leste, Philippines and elsewhere to manufacture or sell clay water filters;
  - (f) develop networks and to support local businesses in Laos, Timor-Leste, Philippines and elsewhere to purchase and distribute water filters locally;
  - (g) advance the operations and activities of the Association;
  - (h) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objects.

## 4. POWERS OF THE ASSOCIATION

- 4.1. The powers of the Association under the *Associations Incorporation Act 1991 (ACT)* (the ‘Act’) must be used only for the purposes of the Objects.

## 5. MEMBERSHIP

- 5.1. Subject to the By-Laws, a person who accepts the Objects of the Association may apply to the Board for membership. An application for membership or membership renewal must be made in writing in a form approved by the Board.

### **Discretion to Accept or Reject Application or Renewal**

- 5.2. The Board may approve or reject an application for membership or renewal of membership and the Board shall not be required or compelled to provide any reason for acceptance or rejection.
- 5.3. The Board must as soon as practicable after that decision, notify the applicant of the approval or rejection of the application.
- 5.4. Where the Board accepts an application, membership shall be deemed to commence on the date of the application.

## **Renewal**

- 5.5. Members must renew their membership annually in accordance with the procedures set down by the Board.

## **Deemed Membership**

- 5.6. All persons who are, prior to the approval of these Rules under the Act, Members of the Association shall be deemed Members from the date of effect of these Rules.

## **6. SUBSCRIPTIONS AND FEES**

- 6.1. The annual membership fee and any other fees payable by Members to the Association, including the due date, shall be determined by the Board.

## **7. REGISTER OF MEMBERS**

- 7.1. The Association shall maintain a written or electronic register in which shall be entered (as a minimum):

- (a) the full name, address and date of entry of each Member; and
- (b) where applicable, the date of termination of membership of any Member.

## **Inspection and Use of Register**

- 7.2. Subject to the Act, confidentiality considerations and privacy laws:
- (a) an extract of the Register, excluding the address or other direct contact details of any Member, shall be available for inspection (but not copying) by Members, upon reasonable request; and
  - (b) the Register may be used to further the Objects, in such manner as the Board considers appropriate.

## **8. EFFECT OF MEMBERSHIP**

- 8.1. Members acknowledge and agree that:
- (a) these Rules form a contract between each of them and the Association and that they are bound by these Rules; and
  - (b) they shall comply with these Rules and any determination, resolution or policy which may be made or passed by the Board.

## **9. CESSATION OF MEMBERSHIP**

- 9.1. A person ceases to be a Member if the person:
- (a) dies; or
  - (b) subject to clause 9.3, resigns from membership of the Association;
  - (c) is expelled from the Association;
  - (d) subject to clause 9.2, fails to pay any monies owed to the Association; and
  - (e) subject to clause 9.2, fails to renew membership of the Association.
- 9.2. Membership shall not be discontinued under clause 13.1(d) or (e) without the Board first giving the Member the opportunity to pay moneys owing or renew membership.

## **Notice of Resignation**

- 9.3. A Member who has paid all arrears of fees payable to the Association may resign from membership of the Association by giving one month's notice in writing to the Board.

## **10. DISCIPLINE**

- 10.1. Subject to section 50 of the Act, if the Board is of the opinion that a Member has:
- (a) breached, failed, refused or neglected to comply with a provision of these Rules or any resolution or determination of the Board;
  - (b) acted in a manner unbecoming of a Member, or prejudicial to the purposes and interests of the Association; or
  - (c) brought the Association or any other Member into disrepute,
- the Board may by resolution expel or suspend the Member from the Association.

## **11. POWERS OF THE BOARD**

- 11.1. The Committee of the Association shall be known as the Board.
- 11.2. Subject to the Act and these Rules, the business of the Association shall be managed and the powers of the Association shall be exercised by the Board. The Board shall act in accordance with the Objects.
- 11.3. The Board has the power to perform all acts and do all things that appear to the Board to be necessary or desirable for the proper management of the Association.

## **12. COMPOSITION OF THE BOARD**

- 12.1. The Board shall comprise up to nine Directors elected under clause 18.
- 12.2. All Directors must be members of the Association.
- 12.3. The duties of the Directors shall be determined by the Board.
- 12.4. The Board must appoint a Chairperson from amongst its number.

## **13. PUBLIC OFFICER**

- 13.1. Subject to the Act, the Board must appoint a Director to be the Public Officer.
- 13.2. If there is no Director who is eligible to be appointed as Public Officer, the Board may appoint a Member as Public Officer, provided that person is eligible for appointment under the Act and agrees to the appointment.
- 13.3. A Public Officer continues to hold office until the Public Officer resigns, is no longer eligible to hold office under the Act or is removed by the Board.

## **14. ELECTIONS**

### **Term of Directors**

- 14.1. The Directors elected at the annual general meeting each year hold office from the conclusion of the annual general meeting at which the election occurred until the conclusion of the annual general meeting following.

### **Nominations**

- 14.2. Notification of the election is to be circulated to all Members in conjunction with the notice of the annual general meeting.

- 14.3. Nominations must be:
- (a) in writing;
  - (b) in the form required by the Board (if any); and
  - (c) delivered to the Board not less than seven days before the before the annual general meeting at which the election is to take place.

#### **Voting**

- 14.4. If the number of nominations received is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Board, then those nominated shall be declared elected if approved by the majority of Members present.
- 14.5. If there are insufficient nominations received to fill all vacancies on the Board, or if a person is not approved under clause 14.4, the positions will be deemed casual vacancies under clause 15.
- 14.6. If the number of nominations exceeds the number of vacancies to be filled, voting shall be conducted in such a manner and by such a method as determined by the Board from time to time.
- 14.7. In the case of an equality of votes for an election of office, it shall be resolved by lot.

#### **15. CASUAL VACANCY**

- 15.1. A casual vacancy arises when a Director:
- (a) dies;
  - (b) is not a Member;
  - (c) resigns from the office;
  - (d) is disqualified from office under the Act;
  - (e) is removed by Special Resolution at a general meeting; or
  - (f) fails to attend three consecutive Board meetings without offering an apology.

#### **Filling the Vacancy**

- 15.2. The remaining Directors may fill any casual vacancy by appointing appropriately qualified Members of the Association, who are willing to accept the position of Director.
- 15.3. A director appointed under clause 19.3 holds office until the next annual general meeting.

#### **Board May Act**

- 15.4. In the event of a casual vacancy or vacancies on the Board, the remaining Directors may act. However, if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of the Board, they may act only for the purpose of increasing the number of Directors to a number sufficient to constitute a quorum.

#### **16. MEETINGS OF THE BOARD**

- 16.1. The Board shall meet not less than 10 times in each twelve month period following the annual general meeting.
- 16.2. A meeting of the Board may be held where one or more of the Directors is not physically present at the meeting, provided that all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously whether by means of telephone or other form of communication.

### **Notice of Board Meetings**

- 16.3. Unless all Directors agree to hold a meeting at shorter notice, not less than two days written notice of the meeting of the Board shall be given to each Director.

### **Chairperson**

- 16.4. The Chairperson shall, preside as chair at every Board meeting, except where a conflict of interest exists.
- 16.5. If the Chairperson is not present, or is unable to preside the Directors present shall appoint another Director to preside as chairperson for that meeting only.

### **Voting Procedure**

- 16.6. Each Board member shall be entitled to one vote at meetings of the Board and voting shall be decided on a show of hands.

### **Chairperson May Not Exercise Casting Vote**

- 16.7. Where voting at a Board meeting is equal, the chairperson may not exercise a casting vote and the motion will be lost.

### **Resolutions Not in Meeting**

- 16.8. A resolution in writing that has been agreed by electronic communication by all the Directors is a valid determination of the Board.

### **Quorum**

- 16.9. At meetings of the Board, the quorum is four of its members and no business may be transacted unless a quorum is present.

## **17. GENERAL MEETING**

### **Meetings**

- 17.1. The Board may call a general meeting of the Members of the Association whenever it considers appropriate.

### **Notice of Motion**

- 17.2. A Member may submit a notice of motion for inclusion as special business at a general meeting. All notices of motion must be submitted to the Association not less than ten days prior to the general meeting. The Association must circulate the notice of motion to all Members.

## **18. ANNUAL GENERAL MEETING**

### **Date**

- 18.1. Subject to the Act, the Association's annual general meeting must be held on a date and at a venue determined by the Board.

### **Business**

- 18.2. The business to be transacted at the annual general meeting is the confirmation of minutes from the previous annual general meeting, consideration of accounts, reports of the Board and auditors for the previous Financial Year and the election of Board Members.

## **19. SPECIAL GENERAL MEETINGS**

- 19.1. The Association will convene a special general meeting when required by the Board or when requested by any five Members. A request by Members shall state the purpose of the meeting and be signed by the Members making the request.
- 19.2. Only business included in the notice of meeting may be dealt with at the special general meeting.
- 19.3. If the Board does not cause a special general meeting to be held within one month after the date in which the request is sent to the Association, the Members making the request, or any of them, may convene a special general meeting to be held no later than three months after that date.

## **20. PROCEEDINGS AT GENERAL MEETINGS**

### **Application**

- 20.1. This clause applies to any general meeting and includes the annual general meeting and special general meetings.

### **Notice**

- 20.2. Written notice of a general meeting shall be given to every Member at least fourteen days before the meeting and must include the place and time of the meeting and agenda.

### **Quorum**

- 20.3. A quorum for general meetings of the Association is five Members and no business may be transacted unless a quorum is present.

### **President to Preside**

- 20.4. The Chair person shall, preside as chair at every general meeting except where a conflict of interest exists.
- 20.5. If the Chairperson is not present, or is unable to preside the Members present shall appoint another Member to preside as chairperson for that meeting only.

### **Voting Procedure**

- 20.6. Each Member shall be entitled to one vote at General Meetings and voting shall be conducted in the manner determined by the Board from time to time.

### **Appointment of Proxies**

- 20.7. Each Member is entitled to appoint another Member as proxy by notice in the form required by the Board and given to the Association no later than 24 hours before the time of the meeting for which the proxy is appointed.

### **Chairperson May Not Exercise Casting Vote**

- 20.8. Where voting at General Meetings is equal, the chairperson may not exercise a casting vote and the motion will be lost.

### **Recording of Determinations**

- 20.9. The chairperson's declaration shall be conclusive evidence of the result of a vote. The declaration does not need to record the number of votes in favour of or against the resolution but the result of the resolution must be recorded in the Association's minutes.

## **21. RECORDS AND ACCOUNTS**

### **Records**

- 21.1. The Association shall establish and maintain proper records and minutes concerning all of its transactions, business, meetings and dealings (including those of the Association and the Board).
- 21.2. Subject to privacy and confidentiality considerations, Members may inspect the Association's records with the approval of the Board within a reasonable time.

### **Financial Year**

- 21.3. The financial year for the Association is the period of 12 months commencing on 1 July and ending on 30 June each year.

### **Accounts**

- 21.4. Proper accounting records shall be kept to enable statements of account to be prepared and audited in accordance with the Act.

## **22. FUNDS**

### **Source**

- 22.1. Income and assets of the Association shall be derived from such sources as the Board determines from time to time.

### **Expenditure**

- 22.2. Subject to the Act, the income and assets of the Association shall be applied solely towards the promotion of the Objects and no portion shall be distributed directly or indirectly to the Members of the organisation except as genuine compensation for services rendered or expenses incurred on behalf of the organisation.

### **Payments to Directors**

- 22.3. The Association must not pay fees to a Director for acting as a director.
- 22.4. The Association may:
- (a) pay a Director for work they do for the Association, other than as a director, if the amount is no more than a reasonable fee for the work done; or
  - (b) reimburse a Director for expenses properly incurred by the Director in connection with the affairs of the Association.
- 22.5. A payment made under clause 22.4 must be approved by the Board.

### **Negotiable Instruments**

- 22.6. All cheques and other negotiable instruments made out on behalf of the Association must be signed by two Board members or in such other manner as the Board determines.

## **23. LIABILITY OF MEMBERS**

- 23.1. The liability of a Member to contribute to the Association's debts or to the costs of winding up of the Association is limited to the amount of unpaid membership fees or other amounts owing to the Association by the Member.



## **24. WINDING UP**

- 24.1. In the event of the winding up or dissolution of the Association, any amount or assets remaining after payment of all debts and liabilities, shall be transferred to another organisation with similar purposes which is not carried on for the profit or gain of its individual members and to which income tax deductible gifts can be made.

## **25. REVOCATION OF DGR STATUS**

- 25.1. If the Association's endorsement as a deductible gift recipient is revoked, any surplus of the following assets shall be transferred to another organisation to which income tax deductible gifts can be made:
- (a) gifts of money or property for the principal purpose of the organisation;
  - (b) contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation; and
  - (c) money received by the organisation because of such gifts and contributions.

## **26. NOTICES**

- 26.1. Notices can be sent by pre-paid post or facsimile transmission or, where available, by electronic mail to the Member's registered address, facsimile number or electronic mail address.
- 26.2. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been effected three days after posting.
- 26.3. Where a notice is sent by facsimile transmission, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the facsimile was sent to the facsimile number to which it was sent.
- 26.4. Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected the next business day after it was sent.

## **27. TRANSITIONAL ARRANGEMENTS**

- 27.1. These Rules contain the rules of the Association for the purposes of the Act. The model rules under the Act are expressly displaced by these Rules and all earlier governing documents for the Association are replaced by these Rules. In accordance with the Act, these Rules comes into effect when notice of the amended Rules is lodged with the Registrar- General's Office.
- 27.2. The members of the Committee in office immediately prior to approval of these Rules shall continue as Directors and will assume the functions of the Board under these Rules.
- 27.3. At the first annual general meeting following the adoption of these Rules, the positions of all Directors become vacant and Directors will be elected in accordance with these Rules.

## **28. SEVERANCE**

### **Severance**

- 28.3. If any provision of this Constitution or any phrase contained in it is invalid or unenforceable, the phrase or provision is to be read down if possible, so as to be valid and enforceable. If the provision cannot be read down, it shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of these Rules.