



MWOA ANNUAL GENERAL MEETING AGENDA



LOCATION VIA ZOOM
 DATE WEDNESDAY 11TH NOVEMBER 2020
 TIME 1.30 PM TO 2.00 PM
 CONVENER LYNN UNDY (BOARD CHAIR)

INVITEES: MWOA Members

ATTACHMENTS:

- Attachment 1 – Minutes of the MWOA Annual General Meeting 13th November 2019
- Attachment 2 - MWOA Annual Report 2020
- Attachment 3 – MWA Association Rules
- Attachment 4 – AGM Attendees

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MWOA'S ANNUAL GENERAL MEETING COMMENCED AT 1.30 PM

1. Welcome

Lynn Undy (Chair) welcomed all attendees to the MWOA's Annual General Meeting (AGM)

2. Apologies

AGM Apologies:

Stephen Wise, St John Ambulance

Rob Cosgrove, Wangaratta City

Steve White, Whitehorse City

AGM Proxies:

Proxies	Organisation	Resolution i	Resolution ii
Shane Beeseker	Whitsunday Shire	Agree	Agree
David Eltringham	Horsham City	Agree	Agree
Richard Beard	William Adams	Agree	Agree
John Merlo	William Adams	Agree	Agree
Wynton Brown	William Adams	Agree	Agree
Michael Mattiacci	William Adams	Agree	Agree
Ben Harries	City of Whittlesea	Agree	Agree
Derek Robertson	City of Whittlesea	Agree	Agree
Remo Iannella	City of Whittlesea	Agree	Agree
Brad Byrne	City of Whittlesea	Agree	Agree
Scott Bowden	SignFix	Agree	Agree
Alex Koroneos	Brimbank City	Agree	Agree
Andrew Jamison	City of Whittlesea	Agree	Agree
Cameron Wigney	City of Whittlesea	Agree	Agree

AGM Attendees:

42 Attendees (detailed with in Attachment 4)

QUORUM: A QUORUM WAS PRESENT

3. Declaration of Conflicts of Interest

Lynn Undy (Chair) asked members to declare any potential conflict of interest arising out of any of the issues to be put to the meeting.

4. Previous Meeting Minutes

The Draft MWOA Annual General Meeting Minutes of the 13 November 2019 (Attachment 1) were presented for consideration and final approval.

Resolution

Motion: That the MWOA Membership resolve to:

- a) Approve MWOA Annual General Meeting Minutes of the 13 November 2019.

Moved: Neil Whiteside

Seconded: Peter Young

CARRIED UNANIMOUSLY

5. Business

i. Adoption of the MWOA Annual Report

Author: CEO

Approved: Finance Director, Board Chair

Attachments: Attachment 2 - MWOA Annual Report 2020

Purpose

This report seeks a resolution from the MWOA's membership to note and approve the MWOA's Annual Report 2019-20 inclusive of the Independent Audit Report from Davidsons Assurance Services Pty Ltd.

Discussion

The MWOA's 2020 Annual Report was prepared and adopted by the MWOA's Board at its meeting of the 14 October 2020. The financial statements detailed within the report were independently audited by Davidsons Assurance Services Pty Ltd.

The Annual Report is presented for adoption in accordance with the Associations Incorporation Reform Act 2012.

Resolution

Motion: That the MWOA membership resolve to:

- a) Note and approve the MWOA's Annual Report 2019-20 inclusive of the Independent Audit Report from Davidsons Assurance Services Pty Ltd.

Moved: Brett Quarrier

Seconded: Ray Leak

CARRIED UNANIMOUSLY

6. Special Business

ii. Adoption of Revised Association Rules

Author: CEO

Approved: MWOA Governance Review Board

Attachments: Attachment 3 - MWA Association Rules

Purpose

To seek a *special resolution* for the adoption of the name of the Association be changed to “Municipal Works Australia Incorporated” and for the current rules of the Association be revoked in their entirety and replaced with new rules as attached to this Agenda and marked Attachment 3.

Background

The MWOA’s current rules were “created” utilizing a combination of ad-hock clauses combined with sections of the “model rules”. Model Rules are a standard rule template that were developed by Consumer Affairs Victoria for use by Associations that comply with all the mandatory requirements listed within Schedule 1 of the Act. Many Associations have chosen to adopt these “model rules’ for use because they offer a robust and compliant governance framework.

A review of the Associations current rules has identified a range of anomalies (i.e. they do not reflect the way the association currently operates in some cases, and they do not factor in the use of recent technologies such as video conferencing for branch meetings and online surveys for member consultation and branch elections etc.). This is not surprising given that some time has passed since the Rules were adopted on 9 November 2016. For this reason, they need to be updated. Further to this, Consumer Affairs Victoria recommends that is important to ensure that your Association Rules remain “fit for purpose” in that they allow the Association to operate in a robust and effective manner.

Adopting new rules that more closely align with the “model rules” produced by Consumer Affairs Victoria offers a time and cost-effective method of developing a new set of rules that eliminated the anomalies identified within the Association’s current Rules, as well as providing a set of rules that align with the *MWOA’s future operating model* (as detailed within Item 19 of the MWOA’s Strategic Plan).

Resolution

Motion: That the MWOA Membership resolve by *special resolution* to:

- a) That the name of the Association be changed to “Municipal Works Australia Incorporated.”
- b) That the current rules of the Association be revoked in their entirety and replaced with new rules as attached to this Notice and marked Attachment 3.

Moved: Peter Donato

Seconded: Darren Findlay

CARRIED UNANIMOUSLY

MEETING CLOSED AT 2.05 PM.

PETER ALI



CEO
11TH OF NOVEMBER 2020

LYNN UNDY



BOARD CHAIR
11TH OF NOVEMBER 2020

Attachments

Attachment 1 – Minutes of the MWOA Annual General Meeting 13th November 2019



MWOA Annual General Meeting 13th November 2019

Minutes

Date: Wednesday 11th November 2019
Time: 6.00 PM to 7.00 PM
Location: Windy Hill Venue, Napier Street, Essendon

Attachments:

Description	Comments
MWOA AGM Meeting (21/11/2018) Minutes	Draft Minutes distributed to MWOA Members as part of distribution of the MWOA Annual General Meeting (13/11/2019) Agenda.
MWOA 2018/19 Annual Report (including MWOA Financial Report and Auditors Statement)	MWOA Annual Report distributed to members via the MWOA Website posted on 3 October 2019
Certificate signed by MWOA Finance Director certifying that the financial statements give a true and fair view of the financial position and performance of the Association	Certificate signed by MWOA Finance Director distributed to MWOA Members as part of distribution of the MWOA Annual General Meeting (13/11/2019) Agenda.

1. Welcome

Peter Ali (Interim Executive Officer)

Board Member Attendees: Peter Ali, Darren Findlay, Shane Hickey, Neil Whiteside, Lynn Undy (Chair), Ray Leak and Peter Young.

Names of the Members Attending the AGM: (detailed in attachment 1 - *AGM Attendance Sheet*)

2. Apologies: Steve Van Orsouw, Tony Gellatly, Robert Cosgrove, Terry Ough, Ron Sneddon.

3. Declaration of Conflict of Interest:

Nil.

4. Previous Meeting (21/11/2018) Minutes

The MWOA AGM (21/10/2018) Minutes were distributed to MWOA Members as part of the MWOA AGM Agenda for consideration for final approval.

5. **AGM Introduction**

Lynn Undy, Board Chairperson provided an introduction detailing the achievements of the MWOA for the 2018-19 Financial Year and acknowledged the work of the Board and the Executive team, and the support of the Associations sponsors.

6. **MWOA Annual Report Presentation**

Neil Whiteside, MWOA Finance Director provided an overview of the MWOA's Annual Report, including an overview of the including MWOA's 2018/19 Financial Report and the associated Auditors Statement.

Neil Whiteside called for questions from the floor on the Annual Report and the Finance Report. No questions were presented from any MWOA member in relation to the MWOA's Annual Report or the MWOA's 2018/19 Finance Report and Auditors Statement.

Motion: That the MWOA Membership resolve, based on the Report presented to the Members at the Annual General Meeting on 13 November 2019, and the Independent Audit Report from Davidsons Assurance Services Pty Ltd contained within the MWOA Annual Report 2018-2019, to endorse and adopt the MWOA Financial Report for 2018-2019.

Moved: Peter Young
Seconded: Cameron Wigney

CARRIED

7. **MWOA Interim Executive Officer Report**

Peter Ali, MWOA's Interim Executive Officer provided an overview of the plans and goals for the forthcoming financial year.

8. **General Business**

Issues raised from the floor about the possibility for a change in venue for the National Works and Engineering Conference. The MWOA's Interim Executive Officer provided a response stating that the identification of a possible alternative venues was being undertaken as part of the Conference Organising Committees risk management process, and that this work may identify a venue that could be used should there be a need.

Meeting Concluded 7.00 PM

9. **Next MWOA Board Meeting:**

Wednesday 11th December 2019
R&S Grating, 13 Healey Rd, Dandenong South
Time to be confirmed

Attachment 1 – AGM Attendance Sheet



AGM Attendance Sheet

Windy Hill Venue, Napier Street, Essendon

Wednesday 13th November 2019

The MWOA is a membership-based organisation that aims to foster the professional development of our members through the sharing of ideas and best practice case studies within the municipal infrastructure services sector.

Name	Organisation
Shane Hickey	Life Member - A.P.S.
Lynne Under	AWS.
CHAS BAKER	COLAC OTWAY SHIRE
RAY LEAK	" " "
BRYAN DOWGL	RETIRED CARDINIA
Victor Bilasch	Retired Cof Y
A Youder	wyndham
S. HOCKHAM	SWL R+S
MARK WAKEFIELD	THE DRAIN WARR.
JONATHAN WALMSLEY	CITY OF GREATER BENDIGO
Aaron Ficker	" "
TONY LANE	THE MANAGEMENT EDGE
ANGIE ZHANG	✓ ✓ ✓
CARLETON GRAMM	RET. (R)
NEIL WHITESIDE	BRIMBANK
Gary Bottas	Deneefe Signs
KRISTAL MILLEN	MORNINGTON PENINSULA SHIRE

Municipal Works Operations Association
 PO Box 1254, Geelong Vic 3220
 ABN: 602 8655 0760



AGM Attendance Sheet

Windy Hill Venue, Napier Street, Essendon

Wednesday 13th November 2019

The MWOA is a membership-based organisation that aims to foster the professional development of our members through the sharing of ideas and best practice case studies within the municipal infrastructure services sector.

Name	Organisation
GARY JOHNSON	GEMM
NEIL WARD	RTS GRATING
ANDREW JAMIESON	CITY OF WHITTLESEA
REGINA WENIN	" "
GEOFF WEEGON	" "
CAMERON WIGNEY	CITY OF WHITTLESEA
ROD BRAZIER	RETIRED
RENJKE JAYAWARDENA	DAREBIN City Council
SANTHA KUMARAN	CITY OF DAREBIN
BRAWKO BUBICA	" " "
DARREN FINOLLY	MOUSSON BAY
PETER AI	MWOA

Attachment 2 - MWOA Annual Report 2020

Municipal Works Operations Association



ANNUAL REPORT

30 June 2020



Email: admin@mwoa.com.au

Website: www.mwoa.com.au

ABN: 60 286 550 760

ARN: A0019537H

Registered office:

MWOA Inc

7 Allan Street,

Aberfeldie, Vic, 3040

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TO OUR STAKEHOLDERS

This annual report provides a comprehensive overview of the activities and achievements of the Municipal Works Operations Association (MWOA) over the 2019/20 financial year.

About the MWOA

The MWOA is a not-for-profit member-based association established to support individuals and organisations in the field of municipal works. Founded in 1936 as the Victorian Municipal Superintendents of Works and Overseers Association, the MWOA remains an organisation whose purpose is to foster excellence in the provision of municipal works and services. This is achieved by delivering professional development, peer support and networking events. The works fields traditionally associated with the MWOA include:

- Road, footpath and road related infrastructure construction and maintenance,
- Drainage construction and maintenance,
- Public place cleaning and municipal waste management services,
- Park and open space maintenance,
- Plant and equipment supply, hire and maintenance.

The MWOA also has members within industry training, development and education, and IT systems and support. This makes our association the most targeted and effective collaborative forum for local government employees and companies that supply products and services in the municipal works sector.



OUR BOARD & EXECUTIVE

Executive Officers

Peter Ali | Chief Executive Officer
peter@mwoa.com.au

Amanda Van Den Nouwland | Business Support Officer
admin@mwoa.com.au

Board of Directors

Lynn Undy | Australian Warning Systems (Board Chair)
lynn@warningsystems.com.au

Tony Gellatly | Bendigo City
t.gellatly@bendigo.vic.gov.au

Terry Ough | West Wimmera Shire
wksmgr@westwimmera.vic.gov.au

Darren Findlay | Hobsons Bay City
dfindlay@hobsonsbay.vic.gov.au

Rob Cosgrove | Wangaratta Rural City
r.cosgrove@wangaratta.vic.gov.au

Steve Van Orsouw | Ballarat City
stevevanorsouw@ballarat.vic.gov.au

Neil Whiteside | Brimbank City (Finance Director)
neilw@brimbank.vic.gov.au

Peter Young | Mornington Peninsula Shire
peter.young@mornpen.vic.gov.au

Mauro Starc | William Adams
maurostarc@wadams.com.au

Ray Leak | Colac Otway Shire
ray.leak@colacotway.vic.gov.au

Peter Donato | Clarence City
pdonato@ccc.tas.gov.au



CHAIR'S STATEMENT

I am pleased to report on the achievements of the Municipal Works Operations Association Inc. and its activities undertaken for the 2019/2020 financial year.



The association continues to operate in a stable financial position with sufficient cash at bank to supply working capital for operations, fund our capital expenditure requirements and pay all debts. The Board has continued to adopt a conservative 'low risk' approach to financial management by delivering a balanced (revenue and cost neutral) operating budget for 2020/2021.

We continue to pursue the vision and mission detailed within our strategic plan:

Our Vision: To bring people together to improve the municipal works and services industry across Australia.

Our Mission: To support the development, advance the knowledge, and strengthen the influence of people and organisations working within the municipal works and services industry, and to foster innovation and best practice in the provision of municipal works and services through facilitating professional development, peer support, networking events and programs.

A successful strategic planning day was held on Wednesday 5th February 2020 at the Koorringal Golf Course, Altona, Victoria. The workshop, which was chaired by our CEO, brought together the Board and Branch Presidents and Secretaries to develop an initial draft of the association's Strategic Plan 2020-2023. The plan was ultimately adopted by the Board in March 2020 after further stakeholder consultation. The plan sets the strategic direction for the association's future while acknowledging the association's past. Within the plan, under four strategic priority areas, *membership*, *voice*, *value*, and *sustainability*, 23 actions have been set



out. The implementation of these actions is well underway, as presented in detail on pages 17 and 18 of this report.

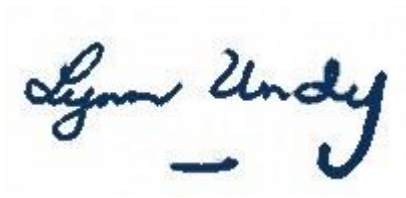
The year has seen some significant challenges. Most notably the operating pressures caused by the COVID-19 pandemic affected some of the services traditionally offered by the association. The pandemic also significantly affected our corporate and local government members. In the face of what has been described as an *unprecedented event*, it was fantastic to see that our membership increased. I would like to particularly acknowledge the loyalty shown by our corporate sponsors, typified by Komatsu Australia, who increased their commitment to the association during the height of the pandemic by “signing on” as the association’s Major Corporate Partner. I would like to also acknowledge all our corporate sponsors, including our platinum sponsors: Avery Dennison, Dial Before You Dig, Downer EDI Works, Hiway Stabilizers Australia, Omnigrip Direct, SuperSealing, The Management Edge and William Adams CAT.

The disruption caused by the pandemic allowed us to fast track some of the major initiatives detailed within our strategic plan. The most significant of these was the goal to expand the association’s reach to other areas in Australia. This included combining our governance arrangements with the Tasmanian Association of Municipal Supervisors (TAMS) and progressing similar arrangements with the Works Officers Association of Queensland (WOAQ). We are well on the way to transiting to a truly national association representing the interests of employees and service providers in the municipal works industry throughout Australia. The final step of this journey will be the adoption of the Municipal Works Australia brand and associated revised association rules, which will be considered at this year’s Annual General Meeting.

The Board and I recognise the assistance provided by our partner associations in this journey, including the Board and Executive Officers of the Institute of Public Works Engineering Australasia Victoria (IPWEA Vic), and other industry associations. I would also like to recognise the skill and effort provided by our executive team, which includes my fellow Board members, our CEO and business support officer. Our CEO, who was appointed 12 months ago, has provided exceptional strategic thinking in support delivering the Board’s strategic ambitions.



I look forward to continuing working with the Board, management, and all the association's stakeholders to progress the MWOA's highly regarded reputation as the voice of the municipal works industry.

A handwritten signature in black ink that reads "Lynn Undy". The signature is written in a cursive style with a horizontal line under the first name.

LYNN UNDY
MWOA BOARD CHAIR



CEO'S STATEMENT

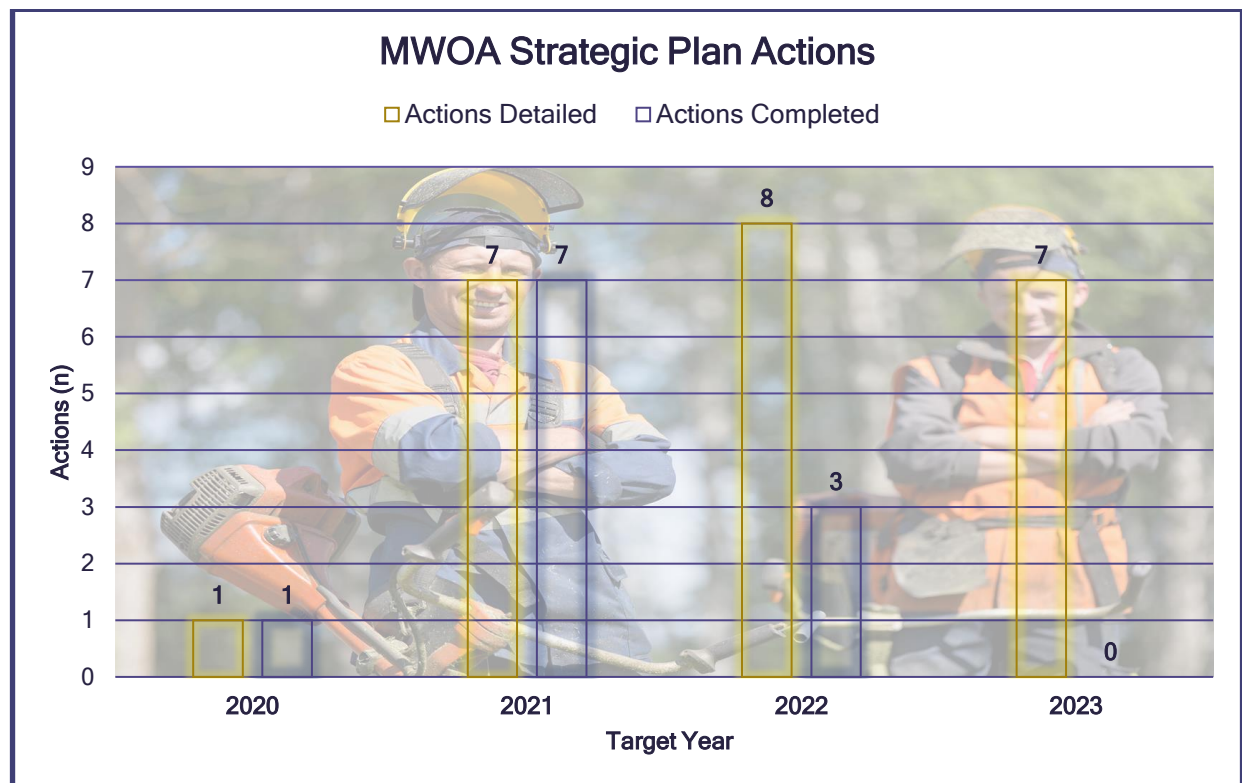
This time last year the MWOA provided a vision of the future of the association: that we would take a detailed look at the way we operate to ensure that our operating model continues to adapt to changes in our external environment. Our strategic thinking would focus on:



- Opportunities to improve the way we communicate with our members and stakeholders;
- An understanding of the needs of our industry partners, and how we can best service these needs;
- How we can use technology to make it easier for our members to interact with the association;
- How we can improve access to training and development programs;
- How we can get better engagement with, and increase, the number of local government members;
- How we maximise collaboration with our existing industry partners.

Our strategic plan, released in March 2020, provided an action plan to deliver these outcomes. This plan was established after extensive consultation to tap into the inherent knowledge of members, past and present. The actions that were programmed for 2020 and 2021 have been taken. We are well on the way to completing the actions scheduled for 2022, with three of the eight having been finalised. The action plan, and the work undertaken so far, is explained in more detail in pages 17 and 18.





MWOA Strategic Plan Action Completions

Some of the most significant actions completed this year include:

- The implementation of technology to expand the reach of MWOA's marketing and communications capability;
- The expansion of our geographical membership coverage to areas outside our traditional Victorian base;
- The development of a proposed new association name and logo that reflects the association's mission and purpose.

We could not have implemented these changes without the unqualified support of the Board and our corporate and local government members. On that note, I would like to acknowledge and thank all of those people that make up the MWOA community for the support that they have provided to me during my first 12 months in this position.



We continue to work collaboratively with our industry partners, including IPWEA Vic, and our other partner associations in Australia and overseas to ensure that we continue to deliver value to our members and stakeholders.

This year we have made a significant change in our financial reporting practices. Membership and event related subscriptions received prior to the commencement of the financial year are now treated as *Income Received in Advance* (refer to Note 9 in the Financial Statement). This change in practice has resulted in a change in the “total equity” listing within the MWOA’s Statement of Financial Position (\$141K for 2020 compared to a figure of \$331K for 2019). \$170K has been received as Income Received in Advance meaning that the total equity figure would have been \$311K had the change in reporting practice not been made. The change has resulted in a lower reported revenue figure (\$360K for 2020 compared to a figure of \$556K for 2019). The revenue figure for 2020 would have been \$530K had the change in reporting practice not been made. The new reporting practice has been implemented to allow a more intuitive view of the Associations’ finances for each financial year and more accurate budget reporting during the year.

A summary of the more significant achievements for this reporting period are detailed below:

Strategic Highlights:

- Membership remains strong, and the MWOA brand remains highly regarded within the municipal works industry.
- The association continues to be supported by our sponsor partners.

Financial Highlights:

- Our events continue to operate in accordance with our budget forecasts.
- The financial position of the MWOA remains strong, with our revenue exceeding our expenses for 2019/20 resulting in an increase in our cash equivalents of \$7K for the year.



Operating Highlights:

- We welcomed new corporate sponsors and local government members.
- We met our event commitments by running our annual program of events to the standard expected by our members and corporate sponsors.
- We have significantly improved the quantity and quality of the information we provide our members through improvements in the technology we use to communicate with our members.

I look forward to the continuing the exciting growth trajectory that the MWOA is on throughout the 2020/21 year. I have every confidence that well be in an even better operational and financial position when we provide next year's Annual Report.



PETER ALI
CHIEF EXECUTIVE OFFICER



MWOA OPERATIONS

The MWOA is an industry association that exists for the benefit of people and organisations that work in and service the municipal works industry.

Membership

The MWOA's membership numbers have continued to grow significantly over the 2019/20 year. As of 1 January 2020, the MWOA had 402 registered members. This rose steadily to 522 by 1 July 2020. These 120 new members represented an increase of approximately 25% over a six-month period.



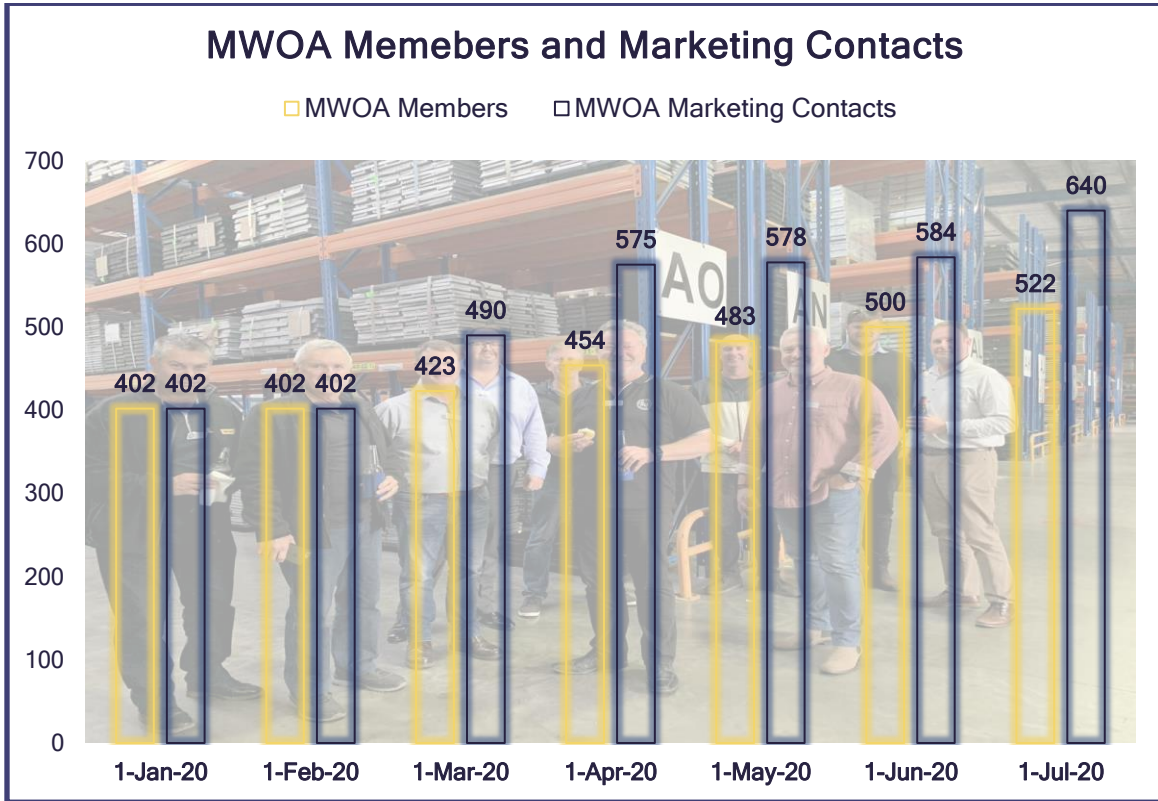
MWOA Members

Source: MWOA's MembershipWorks database



There is every indication that the association’s membership numbers will continue to grow throughout the 2020/21 year because of the investment the association has made in its communication technology.

As of July 2020, the MWOA had 640 contacts on its Mailchimp Marketing Database.



MWOA Membership and Marketing Contacts Growth

Source: MWOA’s MembershipWorks and Mailchimp databases

There are approximately 118 people listed on the MWOA’s Mailchimp marketing database that are not current members of the MWOA. A marketing plan is being developed to engage this group and other potential members once the MWOA’s new website has been launched (planned for November 2020).

Our corporate membership continues to expand, providing our members with the opportunity to foster innovative practices and learn about contemporary industry trends.



Branch Meetings

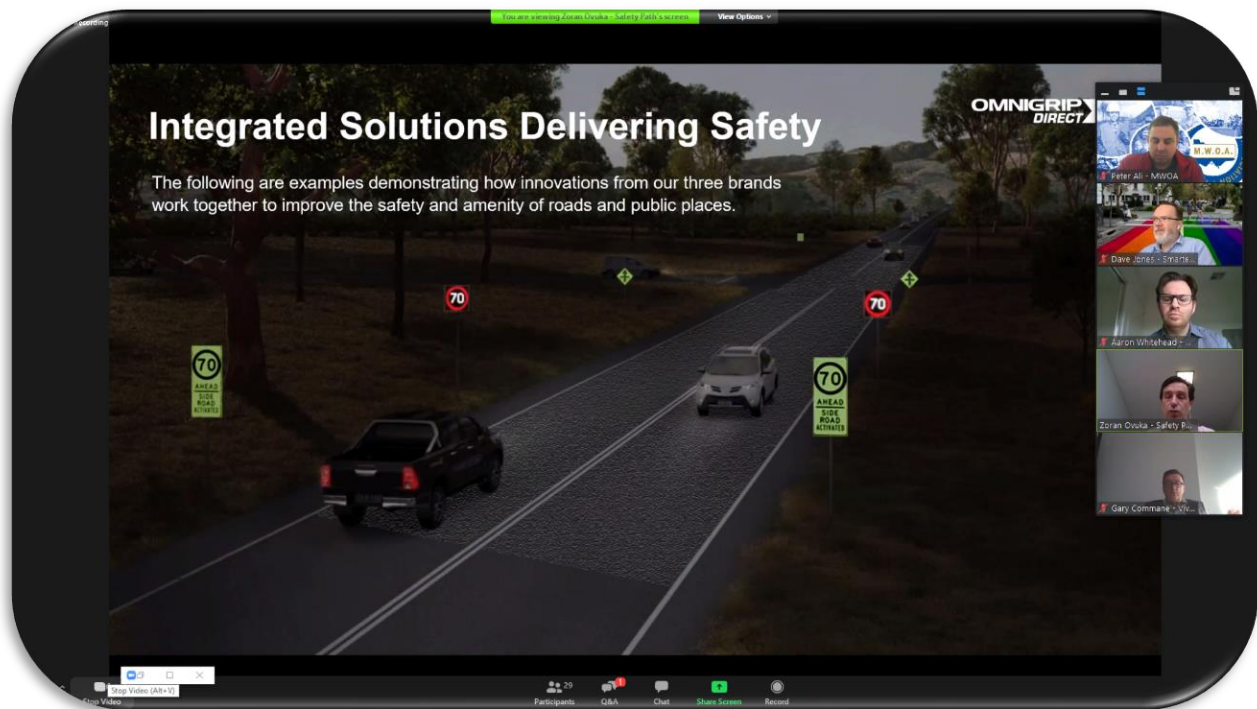
Our regional branch meetings remained well attended. The last round of meetings scheduled for the first half of 2020 were cancelled due to the Victorian State Government's social distancing rules in response to the COVID-19 pandemic. These meetings continue to provide an informal forum for networking and the sharing of ideas.



AFLW Player and Ballarat Local Katlyn Ashmore in a Question and Answer Session at the Ballarat Region Branch Meeting in November 2019.

Webinars

One of the more recent developments to emerge from the COVID-19 restrictions was the implementation of contemporary methods for the delivery of information to and from our members. One of the most popular formats trialed was the Association's Webinar Series. The series focused on the provision of best practice information about operational, technical and risk management related topics. Webinars will now form part of the Association's membership offering into the future based on the success of this year's events.



MWOA's Road Safety Innovation Webinar hosted by the team at Omnigrip Direct

Events

The National Works and Engineering Conference held in September 2019 at Prince of Wales Showgrounds in Bendigo continues to be the MWOA's 'flagship' event, providing an opportunity for all our local government and industry members to meet, interact and share ideas. A total of 450 delegates attended the 2019 event. It continues to grow in popularity, with local



government delegates increasing annually and attendees growing by 40% over the last seven years, including a 30% increase from 2017 to 2019.



International Study Award and Board Member Peter Young with MWOA Board Chair Lynn Undy at the 2018 National Works and Engineering Conference.

The MWOA's awards program remains an importance component of the conference. These awards give members the opportunity to further develop their professional skills through facilitating study tour opportunities. The International Study Award recipient will present the learnings gained from their trip to the delegates of the 2021 conference.



Strategic Plan

	Strategic Priorities	Goal	Success Indicator	Status
Membership				
1	Develop a membership database to allow for the automation of administrative functions and to provide members with greater access to association information.	2020	The implementation of a fully functional database linked to the association's website and marketing material platforms.	Achieved: MembershipWorks platform established and implemented.
2	Undertake a review the structure of the general membership categories to ensure that they align with the association's strategic objectives.	2021	A membership prospectus developed for public consumption.	Achieved: Prospectus developed and circulated to prospective members.
3	Seek opportunities to expand our general membership base beyond our traditional local government base into other public and private sector employees engaged in municipal works and services.	2023	10% of the general membership base employed outside local government.	
4	Develop a program that can serve to engage local government operational managers as a key stakeholder reference group in order to ensure that the programs and events run by the MWOA continue to provide value and benefit to our general membership base.	2021	The establishment of an operational managers working group and at least one operational manager on two of the MWOA's key reference groups (Board, Conference Organising Committee, or other governance committee).	Achieved: Operations Forum membership category established and implemented. Ops Forum members represented on the MWOA Board and the NW&EC Committee.
5	Explore opportunities to expand our geographical coverage and/or examine options to partner with likeminded organisations located within other geographic regions.	2022	The MWOA membership base has active members within three other geographic regions other than Victoria.	Achieved: Some members are in Tasmania, Queensland and Western Australia.
6	Invest in technology to enable geographically isolated members to participate in MWOA events and governance related programs.	2022	The provision of video conferencing facilities as a standard practice for all of the MWOA's major events and meetings.	
Value				
7	Create mutually beneficial corporate membership proposals that provide benefits for both our local government and corporate members.	2021	Adopt a revised corporate membership package.	Achieved: Reviewed packages and associated implementation program adopted by the Board on 11 Dec 2019.
8	Identify opportunities to maximise the inherent knowledge and capabilities of our corporate members.	2022	Informal partnerships with at least three of our corporate members to assist in the operational functioning of the MWOA.	
9	Identify and engage 'like' organisations both locally and internationally to increase the brand awareness and to develop 'economy of scale' partnership opportunities.	2023	The organisation of two recurrent partnership programs between the MWOA and a like organisation.	
10	Investigate contemporary models of member engagement activities for inclusion within the MWOA's events.	2022	Increased member participation within the MWOA's events.	Achieved: MWOA's webinar series.



	Strategic Priorities	Goal	Success Indicator	Status
11	Examine options to partner with a registered training organisation or other educational organisation to develop a training certification program for members.	2023	The provision of an accredited online training module or similar accessible by members.	
12	Develop an accessible forum tool to allow members to ask questions, discuss topical issues, and obtain responses from other members to operational questions.	2021	The provision of electronic forum for member dialogue.	
Voice				
13	Increase utilisation of technology to expand the reach of the MWOA's marketing and communications capability.	2021	The production of a monthly e-newsletter that is actively viewed by over 70% of the MWOA's membership.	Achieved: MWOA Networker e-newsletter transitioned to an online format.
14	Develop a membership prospectus to explain the value provided by the MWOA in order to attract new general and corporate members.	2021	The development of a high-quality published brochure.	Achieved
15	Undertake a review of the MWOA's current branding (name, logo and marketing material) to ensure that they project with the mission and purpose of the association as defined within this strategic plan.	2022	The preparation presentation of a report for consideration by the Board detailing any changes if required.	Achieved: Report presented to the Board in June 2020.
16	Improved engagement and awareness of the MWOA within key state government areas and increased collaboration with these agencies.	2023	The development of two recurrent partnership arrangements with state agencies.	
17	Increase the recognition of the MWOA's Access Magazine.	2022	The electronic version of Access read by on average 70% of the readership that view the launching page of the magazine.	
18	Develop contemporary messaging material for the MWOA's social media platforms.	2023	Over 500 registered connections for each platform.	
Sustainability				
19	Review the articles of association to ensure that they align with the MWOA's future operating model.	2023	An adopted articles of association document that has been independently reviewed by a suitably qualified subject matter expert.	
20	Achieve budget surpluses in order to work towards growing retained earnings to an amount equal to 100% of the following year's expenditure.	2023	A retained earnings figure in excess of the MWOA's budgeted operating expenditure.	
21	Review the MWOA's current governance arrangements to ensure that they are optimised to deliver the association's mission and purpose.	2022	That the Board considers a report into governance models within the context of the MWOA's mission and purpose.	
22	The Board operates in an effective and efficient manner to make timely decisions in accordance with the principles of good corporate governance.	2021	That the Board achieves an 80% meeting attendance rate, that an annual events and meeting schedule program is developed and adopted, and that Board meeting agenda and minutes are circulated within relevant timeframes.	Achieved



Events Calendar 2021

Board Meetings

Wednesday, 3 February 2021
 Tuesday, 16 March 2021
 Wednesday, 21 April 2021
 Wednesday, 2 June 2021
 Wednesday, 4 August 2021
 Wednesday, 15 September 2021
 Wednesday, 10 November 2021
 Wednesday, 8 December 2021

Annual Dinner

Friday 25 June 2021 (to be confirmed)

27th National Works & Engineering Conference 2021

Thursday 11 to Friday 12 March 2021

Branch Meetings

Ballarat:

Wednesday, 21 April 2021
 Wednesday, 14 July 2021
 Friday, 12 November 2021

Gippsland:

Tuesday, 23 February 2021
 Tuesday, 16 November 2021

Melbourne:

Tuesday, 16 March 2021
 Wednesday, 2 June 2021
 Wednesday, 8 December 2021

South Western:

Tuesday, 25 May 2021
 Wednesday, 27 October 2021

Wimmera Mallee:

Monday, 24 May 2021
 Tuesday, 26 October 2021

Central:

Wednesday, 10 March 2021
 Thursday, 25 November 2021

North East:

Tuesday, 18 May 2021
 Wednesday, 24 November 2021



FINANCIAL STATEMENTS

The financial statements cover Municipal Works Operations Association Inc. as an individual entity. These financial statements are presented in Australian dollars.

General Information

Municipal Works Operations Association Victoria is a not-for-profit incorporated association and is domiciled in Australia. Its registered office and principal place of business are:

Registered office	Principal place of business
7 Allan Street Aberfeldie, Vic. 3040	7 Allan Street Aberfeldie, Vic. 3040

A description of the nature of the entity's operations and its principal activities are included in the directors' report, which is not part of the financial statements.

The financial statements were authorised for issue, in accordance with a resolution of directors, on 16th September 2020. The directors have the power to amend and reissue the financial statements.



Statement of Profit or Loss and other Comprehensive Income

Municipal Works Operations Association Inc.
For the year ended 30 June 2020

	Note	2020 \$	2019 \$
Revenue	2	360,000	556,819
Expenses			
Management - Board		-2,239	-26,355
Financial Management		-11,376	-11,314
Management - CEO		-158,184	-190,104
Administration		-96,018	-84,321
Events & Entertainment		-51,355	-67,636
Presentations		-4,000	-6,972
Conference		-226,219	-262,181
Other Expenses		-1,152	-17,103
		<hr/>	<hr/>
Total comprehensive income for the year attributable to the members of Municipal Works Operations Associations Victoria		-190,543	-109,167
		<hr/> <hr/>	<hr/> <hr/>



Statement of Financial Position

Municipal Works Operations Association Inc.
For the year ended 30 June 2020

	Note	2020 \$	2019 \$
Assets			
Current assets			
Cash and cash equivalents	4	177,497	170,921
Trade and other receivables	5	151,271	152,428
Total current assets		<u>328,768</u>	<u>323,349</u>
Non-current assets			
Property, plant, and equipment	6	0	287
Motor vehicles	7	20,908	29,872
Total non-current assets		<u>20,908</u>	<u>30,160</u>
Total assets		<u>349,676</u>	<u>353,509</u>
Liabilities			
Current liabilities			
PAYG Withholding Payable	8	11,802	0
Other	9	196,760	21,852
Total current liabilities		<u>208,562</u>	<u>21,852</u>
Non-current liabilities			
Leave Liability	10	0	0
Total non-current liabilities		<u>0</u>	<u>0</u>
Total liabilities		<u>208,562</u>	<u>21,852</u>
Net assets		<u>141,114</u>	<u>331,657</u>
Equity			
Retained surpluses		<u>141,114</u>	<u>331,657</u>
Total equity		<u>141,114</u>	<u>331,657</u>



Statement of Changes in Equity

Municipal Works Operations Association Inc.
For the year ended 30 June 2020

	Retained surpluses	Total equity
	\$	\$
Balance at 1 July 2018	440,824	440,824
Surplus after income tax expense for the year	-109,167	-109,167
Balance at 30 June 2019	<u>331,657</u>	<u>331,657</u>

	Retained surpluses	Total equity
	\$	\$
Balance at 1 July 2019	331,657	331,657
Surplus after income tax expense for the year	-190,543	-190,543
Balance at 30 June 2020	<u>141,114</u>	<u>141,114</u>



Statement of Cash Flows

Municipal Works Operations Association Inc.
For the year ended 30 June 2020

	Note	2020 \$	2019 \$
Cash flows from operating activities			
Receipts from customers		531,259	542,892
Payments to suppliers and employees		<u>-524,868</u>	<u>-708,961</u>
		6,391	-166,069
Interest received		<u>185</u>	<u>840</u>
Net cash from operating activities		<u>6,576</u>	<u>-165,229</u>
Cash flows from investing activities			
Payments for property, plant, and equipment		<u>0</u>	<u>0</u>
Net cash used in investing activities		<u>0</u>	<u>0</u>
Net increase/(decrease) in cash and cash equivalents		6,576	-165,229
Cash and cash equivalents at the beginning of the financial year		<u>170,921</u>	<u>336,150</u>
Cash and cash equivalents at the end of the financial year	4	<u><u>177,497</u></u>	<u><u>170,921</u></u>



Notes to the Financial Statements

Municipal Works Operations Association Inc.
For the year ended 30 June 2020

Note 1. Significant accounting policies

The principal accounting policies adopted in the preparation of the financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

Basis of preparation

In the directors' opinion, the entity is not a reporting entity because there are no users dependent on general purpose financial statements.

Historical cost convention

The financial statements have been prepared under the historical cost convention.

Revenue recognition

Revenue is recognised when it is probable that the economic benefit will flow to the entity and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable.

Sales revenue

Events, fundraising, and raffles are recognised when as the event or function is held.

Donations

Donations are recognised at the time the pledge is made.

Grants

Grants are recognised at their fair value where there is a reasonable assurance that the grant will be received, and all attached conditions will be complied with.

Memberships

Memberships are recognised on a time basis over the period of the membership

Interest

Interest revenue is recognised as interest accrues using the effective interest method. This is a method of calculating the amortised cost of a financial asset and allocating the interest income over the relevant period using the effective interest rate, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the net carrying amount of the financial asset.

Other revenue

Other revenue is recognised when it is received or when the right to receive payment is established.

Cash and cash equivalents

Cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

Trade and other receivables

Other receivables are recognised at amortised cost, less any provision for impairment.

Property, plant, and equipment

Plant and equipment is stated at historical cost less accumulated depreciation and impairment. Historical cost includes expenditure that is directly attributable to the acquisition of the items.



The residual values, useful lives and depreciation methods are reviewed, and adjusted if appropriate, at each reporting date.

Employee benefits

Short-term employee benefits

Liabilities for wages and salaries, including non-monetary benefits, annual leave and long service leave expected to be settled wholly within 12 months of the reporting date are measured at the amounts expected to be paid at balance date.

Other long-term employee benefits

The liability for annual leave and long service leave not expected to be settled within 12 months of the reporting date are measured at the amount due as at balance date. This represents a change in accounting policy as leave entitlements had not previously been brought to account. The impact of the change has been reflected in the operating result for the period.

Defined contribution superannuation expense

Contributions to defined contribution superannuation plans are expensed in the period in which they are incurred.

Goods and Services Tax ('GST') and other similar taxes

Revenues, expenses and assets are recognised net of the amount of associated GST, unless the GST incurred is not recoverable from the tax authority. In this case it is recognised as part of the cost of the acquisition of the asset or as part of the expense.

Receivables and payables are stated inclusive of the amount of GST receivable or payable. The net amount of GST recoverable from, or payable to, the tax authority is included in other receivables or other payables in the statement of financial position.



Note 2. Revenue

	2020	2019
	\$	\$
<i>Sales revenue</i>		
Memberships & Sponsorships	4,480	137,859
Events & Entertainment	46,764	51,923
Conferences	290,299	361,651
Advertising	0	0
Financial Management	0	0
Awards	2,272	4,546
	<u>343,815</u>	<u>555,979</u>
<i>Other revenue</i>		
Interest	185	840
Government COVID Incentives	16,000	0
	<u>16,185</u>	<u>840</u>
Total Revenue	<u><u>360,000</u></u>	<u><u>556,819</u></u>

Note 3. Expenses

	2020	2019
	\$	\$
Surplus before income tax includes the following specific expenses:		
<i>Depreciation</i>		
Depreciation	9,251	9,087
Total depreciation	<u>9,251</u>	<u>9,087</u>
<i>Superannuation expense</i>		
Superannuation Expense	<u>11,310</u>	<u>19,412</u>



Note 4. Current assets - cash and cash equivalents

	2020	2019
	\$	\$
Cash at bank - Cheque Account	50,120	103,721
Cash at bank - Online Saver Account	<u>127,377</u>	<u>67,200</u>
	<u>177,497</u>	<u>170,921</u>

Note 5. Current assets - trade and other receivables

	2020	2019
	\$	\$
Trade receivables	<u>151,271</u>	<u>152,428</u>
	<u>151,271</u>	<u>152,428</u>

Note 6. Non-current assets - property, plant & equipment

	2020	2019
	\$	\$
Office equipment	26,760	26,760
Less: Accumulated depreciation	<u>-26,760</u>	<u>-26,473</u>
	<u>0</u>	<u>287</u>

Note 7. Non-current assets - motor vehicle

	2020	2019
	\$	\$
Motor vehicle	59,762	59,762
Less: Accumulated depreciation	<u>-38,854</u>	<u>-29,890</u>



20,908	29,872
--------	--------

Note 8. Current liabilities - PAYG withholding payable

	2020	2019
	\$	\$
PAYG withholding payable	<u>11,802</u>	<u>0</u>

Note 9. Current liabilities - other

	2020	2019
	\$	\$
BAS amounts payable	18,173	21,852
Superannuation Payable	1,617	0
Income Received in Advance	170,287	0
Trade Creditors	6,683	0
	<u>196,760</u>	<u>21,852</u>

Note 10. Non-current liabilities

	2020	2019
	\$	\$
Leave Liability	<u>0</u>	<u>0</u>

Note 11. Remuneration of auditors

During the financial year the following fees were paid or payable for services provided by Davidsons Accounting:

	2020	2019
	\$	\$
<i>Audit services - Davidsons</i>		
Audit of the financial statements	<u>1,760</u>	<u>1,650</u>



Note 12. Contingent liabilities

The Association had no contingent liabilities as at 30 June 2020 and 30 June 2019.

Note 13. Commitments

The Association had no commitments for expenditure as at 30 June 2020 and 30 June 2019.

Note 14. Events after the reporting period

No matter or circumstance has arisen since 30 June 2020 that has significantly affected, or may significantly affect the Association operations, the results of those operations, or the Association's state of affairs in future financial years.

Note 15. COVID-19

In response to the COVID-19 pandemic MWOA has developed and implemented a pandemic business continuity plan which incorporates flexible working arrangements for staff, regular board meetings and continual review and contingency planning for business-critical events.

COVID-19 has meant the deferral of some events and functions that were to be held in 2020 and has had an impact on income some of which has been deferred until the 2021 financial year.



DIRECTORS' DECLARATION

In the directors' opinion:

- The entity is not a reporting entity because there are no users dependent on general purpose financial statements. Accordingly, as described in Note 1 to the financial statements, the attached special purpose financial statements have been prepared for the purposes of complying with the Associations Incorporations Reform Act 2012 requirements to prepare and distribute financial statements to the members of the Municipal Works Operations Association Victoria.
- The attached financial statements and notes give a true and fair view of the entity's financial position as at 30 June 2020 and of its performance for the financial year ended on that date; and
- There are reasonable grounds to believe that the entity will be able to pay its debts as and when they become due and payable.

Signed in accordance with a resolution of directors.

On behalf of the directors



NEIL WHITESIDE
MWOA FINANCE DIRECTOR



LYNN UNDY
MWOA BOARD CHAIR



INDEPENDENT AUDITOR'S REPORT



/ EST.1905

INDEPENDENT AUDITOR'S REPORT

To the members of Municipal Works Officers Association

Opinion

We have audited the financial report of Municipal Works Officers Association (the Entity), which comprises the statement of financial position as at 30 June 2020, the statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, and the declaration by those charged with governance.

In our opinion, the accompanying financial report of the Entity presents fairly the financial position as at 30 June 2020 and its financial performance for the year then ended in accordance with the Associations Incorporation Reforms Act 2012 and the accounting policies described in Note 1 to the financial statements.

Basis for Opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Report* section of our report. We are independent of the Entity in accordance with the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other responsibilities in accordance with the Code.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Responsibilities of Management and Those Charged with Governance for the Financial Report

Management is responsible for the preparation of the financial report in accordance with the Associations Incorporation Reform Act 2012, and for such internal control as management determines is necessary to enable the preparation of the financial report that is free from material misstatement, whether due to fraud or error.

In preparing the financial report, management is responsible for assessing the Entity's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Entity or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Entity's financial reporting process.

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under Professional Standards Legislation

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legally independent accounting firms **gmv**





Auditor's Responsibilities for the Audit of the Financial Report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial report.

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website at: <http://www.auasb.gov.au/Home.aspx>. This description forms part of our auditor's report.

Basis of Accounting and Restriction on Distribution

Without modifying our opinion, we draw attention to Note 1 to the financial report, which describes the basis of accounting. The financial report has been prepared for Entity for the purpose of fulfilling its financial reporting responsibilities to meet the requirements of its members. As a result, the financial report may not be suitable for another purpose.

Stephen Wight
Director

Dated this 24th day of September, 2020

Davidsons Assurance Services Pty Ltd
101 West Fyans Street
Geelong, Victoria 3220

Attachment 3 – MWA Association Rules



Rules
Municipal Works
Australia
Incorporated

Adopted 11 November 2020

Association Registration Number: A0019537H

ABN: 602 8655 0760

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TERMS

1. PRELIMINARY

1.1 Name

The name of the incorporated association is Municipal Works Australia Incorporated (referred to as “the Association” in these Rules).¹²

1.2 Purposes

The purposes of the association are to:

- (a) support the development, advance knowledge, and strengthen the influence of people and organizations working within the municipal works and services industry; and
- (b) foster innovation and best practice in the provision of municipal works and services through the facilitation of professional development, peer support, networking events and programs.

1.3 Financial year

The financial year of the Association is each period of 12 months ending on 30 June.

1.4 Definitions

In these Rules:

“**absolute majority**”, of the Board, means a majority of the Directors currently holding office and entitled to vote at the time (as distinct from a majority of Directors present at a board meeting);

“**associate member**” means a member referred to in rule 3.8;

“**Chairperson**”, of a general meeting or board meeting, means the person chairing the meeting as required under rule 5.5;

“**Board**” means the body having management of the business of the Association and is the committee for the purposes of the Act;

“**board meeting**” means a meeting of the Board held in accordance with these Rules;

“**Branch**” includes, but is not limited to, the following Branches – Ballarat, Gippsland, Melbourne, North East, Queensland, South Western, Tasmania and Wimmera Mallee;

“**Branch President**” means a President of a Branch;

¹ The persons who from time to time are members of the Association are an incorporated association by the name given in rule 1.1 of these Rules. Under section 46 of the *Associations Incorporation Reform Act 2012*, these Rules are taken to constitute the terms of a contract between the Association and its members.

² Under section 23 of the Act, the name of the association and its registration number must appear on all its business documents.

“**Director**” means a member of the Board elected or appointed under Division 3 of Part 5;

“**disciplinary appeal meeting**” means a meeting of the members of the Association convened under rule 3.17(c);

“**disciplinary meeting**” means a meeting of the Board convened for the purposes of rule 3.16;

“**disciplinary subcommittee**” means the subcommittee appointed under rule 3.14;

“**Election Year**” means 2021 and then every odd numbered following year.;

“**financial year**” means the 12-month period specified in rule 1.3;

“**general meeting**” means a general meeting of the members of the Association convened in accordance with Part 4 and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting;

“**member**” means a member of the Association;

“**member entitled to vote**” means a member who under rule 3.7(b) is entitled to vote at a general meeting;

“**special resolution**” means a resolution that requires not less than three-quarters of the members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution;

“**the Act**” means the *Associations Incorporation Reform Act 2012* and includes any regulations made under that Act;

“**the Registrar**” means the Registrar of Incorporated Associations.

2. POWERS OF ASSOCIATION

2.1 Powers of Association

- (a) Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.
- (b) Without limiting subrule 2.1(a), the Association may:
 - (i) acquire, hold and dispose of real or personal property;
 - (ii) open and operate accounts with financial institutions;
 - (iii) invest its money in any security in which trust monies may lawfully be invested;
 - (iv) raise and borrow money on any terms and in any manner as it thinks fit;
 - (v) secure the repayment of money raised or borrowed, or the payment of a debt or liability;

- (vi) appoint agents to transact business on its behalf;
- (vii) enter into any other contract it considers necessary or desirable.
- (c) The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

2.2 Not for profit organisation³

- (a) The Association must not distribute any surplus, income or assets directly or indirectly to its members.
- (b) Subrule 2.2(a) does not prevent the Association from paying a member:
 - (i) reimbursement for expenses properly incurred by the member; or
 - (ii) for goods or services provided by the member:

if this is done in good faith on terms no more favourable than if the member was not a member.

3. MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

DIVISION 1—MEMBERSHIP

3.1 Minimum number of members

The Association must have at least 5 members.

3.2 Who is eligible to be a member

Any person who supports and is committed to the purposes of the Association is eligible for membership.

3.3 Application for membership

- (a) To apply to become a member of the Association, a person must submit an application either electronically via the Associations website or via a written application, acknowledging that they
 - (i) wish to become a member of the Association; and
 - (ii) support the purposes of the Association; and
 - (iii) agrees to comply with the Association's Rules and Code of Ethics
- (b) The application:

³ Section 33 of the Act provides that an incorporated association must not secure pecuniary profit for its members. Section 4 of the Act sets out in more detail the circumstances under which an incorporated association is not taken to secure pecuniary profit for its members.

- (i) must be lodged by the applicant; and
- (ii) may be accompanied by the joining fee.⁴

3.4 Consideration of application

- (a) As soon as practicable after an application for membership is received, the Board must decide by resolution whether to accept or reject the application.
- (b) The Board must notify the applicant in writing or by electronic communications of its decision as soon as practicable after the decision is made.
- (c) If the Board rejects the application, it must return any money accompanying the application to the applicant.
- (d) No reason need be given for the rejection of an application.

3.5 New membership

- (a) If an application for membership is approved by the Board:
 - (i) the resolution to accept the membership must be recorded in the minutes of the board meeting; and
 - (ii) the Secretary must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members.
- (b) A person becomes a member of the Association and, subject to rule 3.7(b), is entitled to exercise his or her rights of membership from the date, whichever is the later, on which:
 - (i) the Board approves the person's membership; or
 - (ii) the person pays the joining fee.

3.6 Annual subscription and fee on joining

- (a) On an annual basis the Board must determine:
 - (i) the amount of the annual subscription (if any) for the following financial year; and
 - (ii) the date for payment of the annual subscription.
- (b) The Board may determine that a lower annual subscription is payable by associate members.
- (c) The Board may determine that any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to:
 - (i) the full annual subscription; or

⁴ The joining fee is the fee (if any) determined by the Association under rule 3.6(c).

- (ii) a pro rata annual subscription based on the remaining part of the financial year; or
 - (iii) a fixed amount determined from time to time by the Association.
- (d) The rights of a member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.

3.7 General rights of members

- (a) A member of the Association who is entitled to vote has the right:
- (i) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
 - (ii) to submit items of business for consideration at a general meeting; and
 - (iii) to attend and be heard at general meetings; and
 - (iv) to vote at a general meeting; and
 - (v) to have access to the minutes of general meetings and other documents of the Association as provided under rule 7.4; and
 - (vi) to inspect the register of members.
- (b) A member is entitled to vote if:
- (i) the member is a member other than an associate member; and
 - (ii) more than 10 business days have passed since he or she became a member of the Association; and
 - (iii) the member's membership rights are not suspended for any reason.

3.8 Associate members

- (a) Associate members of the Association include:
- (i) any members under the age of 15 years; and
 - (ii) any other category of member as determined by the Board
- (b) An associate member must not vote but may have other rights as determined by the Board or by resolution at a general meeting.

3.9 Rights not transferable

The rights of a member are only transferable upon approval by resolution of the Board at a board meeting.

3.10 Ceasing membership

- (a) The membership of a person ceases on resignation, expulsion, or death.
- (b) If a person ceases to be a member of the Association, the Secretary must, as soon as practicable, remove the members name from the register of members.

3.11 Resigning as a member

- (a) A member may resign by notice in writing given to the Association.⁵
- (b) A member is taken to have resigned if:
 - (i) the member's annual subscription is more than 12 months in arrears; or
 - (ii) the member chooses to opt out of the Association's membership database via the online provision within the database;
 - (iii) where no annual subscription is payable:
 - (A) the Secretary has made a written request to the member to confirm that he or she wishes to remain a member; and
 - (B) the member has not, within 3 months after receiving that request, confirmed in writing that he or she wishes to remain a member.

3.12 Register of members

- (a) The Secretary must keep and maintain a register of members that includes:
 - (i) for each current member:
 - (A) the member's name;
 - (B) the address for notice last given by the member;
 - (C) the date of becoming a member;
 - (D) if the member is an associate member, a note to that effect;
 - (E) any other information determined by the Board; and
 - (ii) for each former member, the date of ceasing to be a member.
- (b) Any member may, at a reasonable time and free of charge, inspect the register of members.

⁵ Rule 7.3(c) sets out how notice may be given to the association. It includes by post or by handing the notice to a member of the board.

DIVISION 2—DISCIPLINARY ACTION⁶

3.13 Grounds for taking disciplinary action

The Association may take disciplinary action against a member in accordance with this Division if it is determined that the member:

- (a) has failed to comply with these Rules; or
- (b) fails to comply with the Association's Code of Ethics
- (c) refuses to support the purposes of the Association; or
- (d) has engaged in conduct prejudicial to the Association.

3.14 Disciplinary subcommittee

- (a) If the Board is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Board must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.
- (b) The members of the disciplinary subcommittee:
 - (i) may be Directors, members of the Association or anyone else; but
 - (ii) must not be biased against, or in favour of, the member concerned.

3.15 Notice to member

- (a) Before disciplinary action is taken against a member, the Secretary must give written notice to the member:
 - (i) stating that the Association proposes to take disciplinary action against the member; and
 - (ii) stating the grounds for the proposed disciplinary action; and
 - (iii) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the **disciplinary meeting**); and
 - (iv) advising the member that he or she may do one or both of the following:
 - (A) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
 - (B) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and

⁶ Under section 59 of the Act, access to the personal information of a person recorded in the register of members may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the Register of Members.

- (v) setting out the member's appeal rights under rule 3.17.
- (b) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

3.16 Decision of subcommittee

- (a) At the disciplinary meeting, the disciplinary subcommittee must:
 - (i) give the member an opportunity to be heard; and
 - (ii) consider any written statement submitted by the member.
- (b) After complying with subrule 3.16(a), the disciplinary subcommittee may:
 - (i) take no further action against the member; or
 - (ii) subject to subrule 3.16(c):
 - (A) reprimand the member; or
 - (B) suspend the membership rights of the member for a specified period; or
 - (C) expel the member from the Association.
- (c) The disciplinary subcommittee may not fine the member.
- (d) The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

3.17 Appeal rights

- (a) A person whose membership rights have been suspended or who has been expelled from the Association under rule 3.16 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- (b) The notice must be in writing and given:
 - (i) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
 - (ii) to the Secretary not later than 48 hours after the vote.
- (c) If a person has given notice under subrule 3.17(b), a disciplinary appeal meeting must be convened by the Board as soon as practicable, but in any event not later than 21 days, after the notice is received.
- (d) Notice of the disciplinary appeal meeting must be given to each member of the Association who is entitled to vote as soon as practicable and must:
 - (i) specify the date, time and place of the meeting; and

- (ii) state:
 - (A) the name of the person against whom the disciplinary action has been taken; and
 - (B) the grounds for taking that action; and
 - (C) that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

3.18 Conduct of disciplinary appeal meeting

- (a) At a disciplinary appeal meeting:
 - (i) no business other than the question of the appeal may be conducted; and
 - (ii) the Board must state the grounds for suspending or expelling the member and the reasons for taking that action; and
 - (iii) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- (b) After complying with subrule 3.18(a), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- (c) A member may not vote by proxy at the meeting.
- (d) The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

DIVISION 3—GRIEVANCE PROCEDURE

3.19 Application

- (a) The grievance procedure set out in this Division applies to disputes under these Rules between:
 - (i) a member and another member;
 - (ii) a member and the Board;
 - (iii) a member and the Association.
- (b) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

3.20 Parties must attempt to resolve the dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

3.21 Appointment of mediator

- (a) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 3.20, the parties must within 10 days:
 - (i) notify the Board of the dispute; and
 - (ii) agree to or request the appointment of a mediator; and
 - (iii) attempt in good faith to settle the dispute by mediation.
- (b) The mediator must be:
 - (i) a person chosen by agreement between the parties; or
 - (ii) in the absence of agreement:
 - (A) if the dispute is between a member and another member—a person appointed by the Board; or
 - (B) if the dispute is between a member and the Board or the Association—a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (c) A mediator appointed by the Board may be a member or former member of the Association but in any case must not be a person who:
 - (i) has a personal interest in the dispute; or
 - (ii) is biased in favour of or against any party.

3.22 Mediation process

- (a) The mediator to the dispute, in conducting the mediation, must:
 - (i) give each party every opportunity to be heard; and
 - (ii) allow due consideration by all parties of any written statement submitted by any party; and
 - (iii) ensure that natural justice is accorded to the parties throughout the mediation process.
- (b) The mediator must not determine the dispute.

3.23 Failure to resolve dispute by mediation

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

4. GENERAL MEETINGS OF THE ASSOCIATION

4.1 Annual general meetings

- (a) The Board must convene an annual general meeting of the Association to be held within five months after the end of each financial year.
- (b) Despite subrule 4.1(a), the Association may hold its first annual general meeting at any time within 18 months after its incorporation.
- (c) The Board may determine the date, time and place of the annual general meeting.
- (d) The ordinary business of the annual general meeting is as follows:
 - (i) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
 - (ii) to receive and consider:
 - (A) the annual report of the Board on the activities of the Association during the preceding financial year; and
 - (B) the financial statements of the Association for the preceding financial year submitted by the Board in accordance with Part 7 of the Act,
 - (iii) in an election year, to announce the election results;
- (e) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

4.2 Special general meetings

- (a) Any general meeting of the Association, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- (b) The Board may convene a special general meeting whenever it thinks fit.
- (c) No business other than that set out in the notice under rule 4.4 may be conducted at the meeting.⁷

4.3 Special general meeting held at request of members

- (a) The Board must convene a special general meeting if a request to do so is made in accordance with subrule (b) by at least 20% of the total number of members.
- (b) A request for a special general meeting must:
 - (i) be in writing; and

⁷ General business may be considered at the meeting if it is included as an item for consideration in the notice under rule 4.4 and the majority of members at the meeting agree.

- (ii) state the business to be considered at the meeting and any resolutions to be proposed; and
 - (iii) include the names and signatures of the members requesting the meeting; and
 - (iv) be given to the Secretary.
- (c) If the Board does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.
- (d) A special general meeting convened by members under subrule 4.3(c):
- (i) must be held within three months after the date on which the original request was made; and
 - (ii) may only consider the business stated in that request.
- (e) The Association must reimburse all reasonable expenses incurred by the members convening a special general meeting under subrule 4.3(c).

4.4 Notice of general meetings

- (a) The Secretary (or, in the case of a special general meeting convened under rule 4.3(c), the members convening the meeting) must give to each member of the Association:
- (i) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - (ii) at least 14 days' notice of a general meeting in any other case.
- (b) The notice must:
- (i) specify the date, time and place of the meeting; and
 - (ii) indicate the general nature of each item of business to be considered at the meeting; and
 - (iii) if a special resolution is to be proposed:
 - (A) state in full the proposed resolution; and
 - (B) state the intention to propose the resolution as a special resolution; and
 - (iv) comply with rule 4.5(e).
- (c) This rule does not apply to a disciplinary appeal meeting.⁸

⁸ Rule 3.17(d) sets out the requirements for notice of a disciplinary appeal meeting.

4.5 Proxies

- (a) A member may appoint another member as his or her proxy to vote and speak on his or her behalf at a general meeting other than at a disciplinary appeal meeting.
- (b) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (c) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.
- (d) If the Board has approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.
- (e) Notice of a general meeting given to a member under rule 4.4 must:
 - (i) state that the member may appoint another member as a proxy for the meeting; and
 - (ii) include a copy of any form that the Board has approved for the appointment of a proxy.
- (f) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- (g) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 24 hours before the commencement of the meeting.

4.6 Use of technology

- (a) A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.
- (b) For the purposes of this Part, a member participating in a general meeting as permitted under subrule 4.6(a) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

4.7 Quorum at general meetings

- (a) No business may be conducted at a general meeting unless a quorum of members is present.
- (b) The quorum for a general meeting is the presence (physically, by proxy or as allowed under rule 4.6) of 5% of the members entitled to vote.
- (c) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting:

- (i) in the case of a meeting convened by, or at the request of, members under rule 4.3 the meeting must be dissolved;⁹
- (ii) in any other case:
 - (A) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
 - (B) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.
- (d) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under subrule (A), the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

4.8 Adjournment of general meeting

- (a) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (b) Without limiting subrule (a), a meeting may be adjourned:
 - (i) if there is insufficient time to deal with the business at hand; or
 - (ii) to give the members more time to consider an item of business.¹⁰
- (c) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (d) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 4.4.

4.9 Voting at general meeting

- (a) On any question arising at a general meeting:
 - (i) subject to subrule 4.9(c), each member who is entitled to vote has one vote; and
 - (ii) members may vote personally or by proxy; and

⁹ If a meeting convened by, or at the request of, members is dissolved under this subrule, the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another special meeting, the members must make a new request under rule 4.3.

¹⁰ For example, the members may wish to have more time to examine the financial statements submitted by the Board at an annual general meeting.

- (iii) except in the case of a special resolution, the question must be decided on a majority of votes.
- (b) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (c) If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.
- (d) This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 3.18.

4.10 Special resolutions

A special resolution is passed if not less than three quarters of the members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.¹¹

4.11 Determining whether resolution carried

- (a) Subject to subsection (b), the Chairperson of a general meeting may, on the basis of a show of hands or voices, declare that a resolution has been:
 - (i) carried; or
 - (ii) carried unanimously; or
 - (iii) carried by a particular majority; or
 - (iv) lost:and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
- (b) If a poll (where votes are cast in writing or by electronic means) is demanded by three or more members on any question:
 - (i) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
 - (ii) the Chairperson must declare the result of the resolution on the basis of the poll.
- (c) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- (d) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

¹¹ In addition to certain matters specified in the Act, a special resolution is required:

- (a) to remove a Director from office;
- (b) to alter these Rules, including changing the name or any of the purposes of the Association.

4.12 Minutes of general meeting

- (a) The Board must ensure that minutes are taken and kept of each general meeting.
- (b) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (c) In addition, the minutes of each annual general meeting must include:
 - (i) the names of the members attending the meeting; and
 - (ii) proxy forms given to the Chairperson of the meeting under rule 4.5(f); and
 - (iii) the financial statements submitted to the members in accordance with rule 4.1(d)(ii)(B); and
 - (iv) the certificate signed by two Directors certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
 - (v) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

5. BOARD

DIVISION 1—POWERS OF BOARD

5.1 Role and powers

- (a) The business of the Association must be managed by or under the direction of a Board.
- (b) The Board may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Association.
- (c) The Board may:
 - (i) appoint and remove staff;
 - (ii) establish subcommittees consisting of members with terms of reference it considers appropriate.

5.2 Delegation

- (a) The Board may delegate to a member of the Board, a subcommittee or staff, any of its powers and functions other than:
 - (i) this power of delegation; or
 - (ii) a duty imposed on the Board by the Act or any other law.

- (b) The delegation must be in writing and may be subject to the conditions and limitations the Board considers appropriate.
- (c) The Board may, in writing, revoke a delegation wholly or in part.

DIVISION 2—COMPOSITION OF BOARD AND DUTIES OF MEMBERS

5.3 Composition of Board

- (a) The Board consists of:
 - (i) seven Branch President Representatives – elected by the Board in accordance with rule 5.14;
 - (ii) five MWA Board Representatives elected by the members in accordance with rule 5.14(c)5.13; and
 - (iii) ordinary Directors (if any) appointed by the Board in accordance with rule 5.15.
- (b) The Board may, by resolution, increase or reduce the number of Directors as it sees fit.

5.4 General Duties

- (a) As soon as practicable after being elected or appointed to the Board, each Director must become familiar with these Rules and the Act.
- (b) The Board is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Board comply with these Rules.
- (c) Directors must exercise their powers and discharge their duties with reasonable care and diligence.
- (d) Directors must exercise their powers and discharge their duties:
 - (i) in good faith in the best interests of the Association; and
 - (ii) for a proper purpose.
- (e) Directors and former Directors must not make improper use of:
 - (i) their position; or
 - (ii) information acquired by virtue of holding their position:

so as to gain an advantage for themselves or any other person or to cause detriment to the Association.

Note

See also Division 3 of Part 6 of the Act which sets out the general duties of the office holders of an incorporated association.

- (f) In addition to any duties imposed by these Rules, a Director must perform any other duties imposed from time to time by resolution at a general meeting.

5.5 Chairperson

- (a) Subject to subrule 5.5(b), the Board Chair or, in the Board Chair's absence, the Board Vice-Chair is the Chairperson for any general meetings and for any board meetings.
- (b) If the Board Chair and the Board Vice-Chair are both absent, or are unable to preside, the Chairperson of the meeting must be:
 - (i) in the case of a general meeting—a member elected by the other members present; or
 - (ii) in the case of a board meeting—a Director elected by the other Directors present.

5.6 Secretary

- (a) Subject to clause 5.6(b), the Secretary will be the Chief Executive Officer.
- (b) If the Chief Executive Officer is unable or unwilling to perform the role of Secretary, the Board may appoint a Secretary on the terms and conditions it deems fit.
- (c) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.
- (d) The Secretary must:
 - (i) maintain the register of members in accordance with rule 3.12; and
 - (ii) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 6.3(c), all books, documents and securities of the Association in accordance with rules 7.1 and 7.4; and
 - (iii) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
 - (iv) perform any other duty or function imposed on the Secretary by these Rules.
- (e) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

5.7 Treasurer

- (a) The Treasurer must:
 - (i) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association; and
 - (ii) ensure that all moneys received are paid into the account of the Association within five working days after receipt; and

- (iii) make any payments authorised by the Board or by a general meeting of the Association from the Association's funds; and
 - (iv) ensure cheques are signed by at least 2 Directors .
- (b) The Treasurer must:
- (i) ensure that the financial records of the Association are kept in accordance with the Act; and
 - (ii) coordinate the preparation of the financial statements of the Association and their certification by the Board prior to their submission to the annual general meeting of the Association.
- (c) The Treasurer must ensure that at least one other Director has access to the accounts and financial records of the Association.

5.8 Chief Executive Officer

- (a) The Board may appoint a Chief Executive Officer designated by whatever title the Board thinks fit.
- (b) The appointment may be for the period, at the remuneration and on the conditions that the Board thinks fit.
- (c) The Board may remove the Chief Executive Officer at any time, subject to any contract between the Association and the Chief Executive Officer.
- (d) The Chief Executive Officer will be the Secretary.
- (e) The Chief Executive Officer may attend and speak at board meetings but cannot vote.

DIVISION 3—ELECTION OF DIRECTORS AND TENURE OF OFFICE

5.9 Who is eligible to be a Director

A member is eligible to be elected or appointed as a Director if the member:

- (a) is 18 years or over;
- (b) is entitled to vote at a general meeting; and
- (c) for Branch President Representatives, is a President of a Branch.

5.10 MWA Board Representatives positions to be declared vacant

In an election year, the Board Chair, or in the Board Chair's absence, the Board Vice-Chair must declare which MWA Board Representative positions on the Board are vacant and hold elections for those positions in accordance with rules 5.11 to 5.13.

5.11 MWA Board Representatives nominations

- (a) Prior to the election of each MWA Board Representative position, the Chairperson of the meeting must call for nominations to fill that position.

- (b) An eligible member of the Association may:
 - (i) nominate himself or herself; or
 - (ii) with the member's consent, be nominated by another member.
- (c) A member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.

5.12 MWA Board Representatives elections

- (a) MWA Board Representative elections must be held prior to the Annual General Meeting in Election Years.
- (b) Elections may be held by any means the Board deems appropriate, including via online voting platforms.
- (c) The election results will be announced at the Annual General Meeting in an Election Year.

5.13 Election of MWA Board Representatives

- (a) MWA Board Representatives will be elected by the members.
- (b) A single election may be held to fill all vacant positions.
- (c) If the number of members nominated for the position of MWA Board Representatives is less than or equal to the number to be elected, the Chairperson must declare each of those members to be elected to the position.
- (d) If the number of members nominated exceeds the number to be elected, the candidates with the highest number of votes will be elected.

5.14 Election of Branch President Representatives

- (a) The Board must elect seven of the Branch Presidents as Branch President Representatives.
- (b) The election must be held at the last Board meeting prior to the Annual General Meeting in an Election Year.
- (c) The Branch Presidents with the highest number of votes will be elected.

5.15 Appointment of ordinary Directors

Ordinary Directors may be appointed by resolution of the Board from time to time.

5.16 Appointment of office bearers.

- (a) The Board must, by simple majority, appoint one of its members to each of the following office bearer positions for a term of two years:
 - (i) Board Chair;

- (ii) Board Vice-President; and
 - (iii) Treasurer.
- (b) If only one member is nominated for a position, the Chairperson of the meeting must declare the member elected to the position.
 - (c) If the number of members nominated exceeds the number to be elected, the candidate with the highest number of votes will be elected.
 - (d) On his or her election, the new Board Chair may take over as Chairperson of the meeting.
 - (e) Office bearers may be re-appointed

5.17 Term of office

- (a) Subject to subrule 5.17(d) and rule 5.18, the term of office of a Director elected or appointed by resolution of the Members or the Board:
 - (i) is the period specified in the resolution, and if there is no period specified, then a term of up to four years;
 - (ii) commences at the conclusion of the Annual General Meeting at which their appointment is announced; and
 - (iii) expires at the end of the period specified in the resolution or if there is no period specified then at the conclusion of the second Election Year Annual General meeting following their appointment (being approximately four years).
- (b) The term of office of a Director appointed by the Board to fill a casual vacancy pursuant to clause 5.19:
 - (i) commences on the date of appointment; and
 - (ii) expires at the conclusion of the first Election Year Annual General Meeting following their appointment.
- (c) A Director may be re-elected.
- (d) A general meeting of the Association may:
 - (i) by special resolution remove a Director from office; and
 - (ii) elect an eligible member of the Association to fill the vacant position in accordance with this Division.
- (e) A member who is the subject of a proposed special resolution under subrule 5.17(d)(i) may make representations in writing to the Secretary or Board Chair of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- (f) The Secretary or the Board Chair may give a copy of the representations to each member of the Association or, if they are not

so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

5.18 Vacation of office

- (a) A Director may resign from the Board by written notice addressed to the Board.
- (b) A person ceases to be a Director if he or she:
 - (i) ceases to be a member of the Association;
 - (ii) is a Branch President Representative, and ceases to be a Branch President;
 - (iii) fails to attend 3 consecutive board meetings (other than special or urgent board meetings) without leave of absence under rule 5.29; or
 - (iv) otherwise ceases to be a Director by operation of section 78 of the Act.¹²

5.19 Filling casual vacancies

- (a) The Board may appoint an eligible member of the Association to fill a position on the Board that:
 - (i) has become vacant under rule 5.18; or
 - (ii) was not filled at the last election.
- (b) If the position of Secretary becomes vacant, the Board must appoint a member to the position within 14 days after the vacancy arises.
- (c) Rule 5.16 applies to any Director appointed by the Board under subrule 5.19(a) or 5.19(b).
- (d) The Board may continue to act despite any vacancy in its membership.

DIVISION 4—MEETINGS OF BOARD

5.20 Meetings of Board

- (a) The Board must meet at least four times in each year at the dates, times and places determined by the Board.
- (b) The date, time and place of the first board meeting must be determined by the members of the Board as soon as practicable after the annual general meeting of the Association at which the members of the Board were elected.

¹² A Director may not hold the office of secretary if they do not reside in Australia.

- (c) Special board meetings may be convened by the Board Chair or by any 4 members of the Board.

5.21 Notice of meetings

- (a) Notice of each board meeting must be given to each Director no later than seven days before the date of the meeting.
- (b) Notice may be given of more than one board meeting at the same time.
- (c) The notice must state the date, time and place of the meeting.
- (d) If a special board meeting is convened, the notice must include the general nature of the business to be conducted.
- (e) The only business that may be conducted at the meeting is the business for which the meeting is convened.

5.22 Urgent meetings

- (a) In cases of urgency, a meeting can be held without notice being given in accordance with rule 5.21 provided that as much notice as practicable is given to each Director by the quickest means practicable.
- (b) Any resolution made at the meeting must be passed by an absolute majority of the Board.
- (c) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

5.23 Procedure and order of business

- (a) The procedure to be followed at a meeting of a Board must be determined from time to time by the Board.
- (b) The order of business may be determined by the members present at the meeting.

5.24 Use of technology

- (a) A Director who is not physically present at a board meeting may participate in the meeting by the use of technology that allows that Director and the Directors present at the meeting to clearly and simultaneously communicate with each other.
- (b) For the purposes of this Part, a Director participating in a board meeting as permitted under subrule 5.24(a) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

5.25 Quorum

- (a) No business may be conducted at a Board meeting unless a quorum is present.
- (b) The quorum for a board meeting is the presence (in person or as allowed under rule 5.24) of a majority of the Directors holding office.

- (c) If a quorum is not present within 30 minutes after the notified commencement time of a board meeting:
 - (i) in the case of a special meeting—the meeting lapses;
 - (ii) in any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 5.21.

5.26 Voting

- (a) On any question arising at a board meeting, each Director present at the meeting has one vote.
- (b) A motion is carried if a majority of Directors present at the meeting vote in favour of the motion.
- (c) Subrule 5.26(b) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Board.
- (d) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (e) Voting by proxy is not permitted.

5.27 Conflict of interest

- (a) A Director who has a material personal interest in a matter being considered at a board meeting must disclose the nature and extent of that interest to the Board.
- (b) The member:
 - (i) must not be present while the matter is being considered at the meeting; and
 - (ii) must not vote on the matter.¹³
- (c) This rule does not apply to a material personal interest:
 - (i) that exists only because the member belongs to a class of persons for whose benefit the Association is established; or
 - (ii) that the member has in common with all, or a substantial proportion of, the members of the Association.

5.28 Minutes of meeting

- (a) The Board must ensure that minutes are taken and kept of each board meeting.

¹³ Under section 81(3) of the Act, if there are insufficient Directors to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.

- (b) The minutes must record the following:
 - (i) the names of the members in attendance at the meeting;
 - (ii) the business considered at the meeting;
 - (iii) any resolution on which a vote is taken and the result of the vote;
 - (iv) any material personal interest disclosed under rule 5.27.

5.29 Leave of absence

- (a) The Board may grant a Director leave of absence from board meetings for a period not exceeding three months.
- (b) The Board must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Director to seek the leave in advance.

6. FINANCIAL MATTERS

6.1 Source of funds

The funds of the Association may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest, and any other sources approved by the Board.

6.2 Management of funds

- (a) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (b) Subject to any restrictions imposed by a general meeting of the Association, the Board may approve expenditure on behalf of the Association.
- (c) The Board may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Board for each item on which the funds are expended.
- (d) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 Directors.
- (e) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.
- (f) With the approval of the Board, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

6.3 Financial records

- (a) The Association must keep financial records that:

- (i) correctly record and explain its transactions, financial position and performance; and
 - (ii) enable financial statements to be prepared as required by the Act.
- (b) The Association must retain the financial records for seven years after the transactions covered by the records are completed.
- (c) The Treasurer must keep in his or her custody, or under his or her control:
- (i) the financial records for the current financial year; and
 - (ii) any other financial records as authorised by the Board.

6.4 Financial statements

- (a) For each financial year, the Board must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- (b) Without limiting subrule 6.4(a), those requirements include:
- (i) the preparation of the financial statements;
 - (ii) if required, the review or auditing of the financial statements;
 - (iii) the certification of the financial statements by the Board;
 - (iv) the submission of the financial statements to the annual general meeting of the Association;
 - (v) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements, and fee.

7. GENERAL MATTERS

7.1 Common seal

- (a) The Association may have a common seal.
- (b) If the Association has a common seal:
- (i) the name of the Association must appear in legible characters on the common seal;
 - (ii) a document may only be sealed with the common seal by the authority of the Board and the sealing must be witnessed by the signatures of two Directors;
 - (iii) the common seal must be kept in the custody of the Secretary.

7.2 Registered address

The registered address of the Association is:

- (a) the address determined from time to time by resolution of the Board; or
- (b) if the Board has not determined an address to be the registered address—the postal address of the Secretary.

7.3 Notice requirements

- (a) Any notice required to be given to a member or a Director under these Rules may be given:
 - (i) by handing the notice to the member personally; or
 - (ii) by sending it by post to the member at the address recorded for the member on the register of members; or
 - (iii) by email or facsimile transmission.
- (b) Subrule 7.3(a) does not apply to notice given under rule 5.22.
- (c) Any notice required to be given to the Association or the Board may be given:
 - (i) by handing the notice to a member of the Board; or
 - (ii) by sending the notice by post to the registered address; or
 - (iii) by leaving the notice at the registered address; or
 - (iv) if the Board determines that it is appropriate in the circumstances:
 - (A) by email to the email address of the Association or the Secretary; or
 - (B) by facsimile transmission to the facsimile number of the Association.

7.4 Custody and inspection of books and records

- (a) Members may on request inspect free of charge:
 - (i) the register of members;
 - (ii) the minutes of general meetings;
 - (iii) subject to subrule 7.4(b), the financial records, books, securities, and any other relevant document of the Association, including minutes of Board meetings.¹⁴

¹⁴ See note following rule 3.12 for details of access to the register of members.

- (b) The Board may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- (c) The Board must on request make copies of these rules available to members and applicants for membership free of charge.
- (d) Subject to subrule 7.4(b), a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.
- (e) For purposes of this rule:

“**relevant documents**” means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following:

 - (i) its membership records;
 - (ii) its financial statements;
 - (iii) its financial records;
 - (iv) records and documents relating to transactions, dealings, business or property of the Association.

7.5 Winding up and cancellation

- (a) The Association may be wound up voluntarily by special resolution.
- (b) In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.
- (c) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual members.
- (d) The body to which the surplus assets are to be given must be decided by special resolution.

7.6 Alteration of Rules

These Rules may only be altered by special resolution of a general meeting of the Association.

8. TRANSITIONAL PROVISIONS

8.1 Members

The Members immediately following the adoption of these Rules will be those Members listed on the register of members at the time of adoption.

8.2 Directors

- (a) The Directors immediately following the adoption of these Rules will be those in office at the time of adoption (**the Continuing Directors**).
 - (b) The Continuing Directors will complete their term of office as follows:
 - (i) half of the Continuing Directors (chosen by lot) will complete their term of office at the end of the 2021 Annual General Meeting; and
 - (ii) the remaining Continuing Directors will complete their term of office at the end of the 2023 Annual General Meeting.
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Attachment 4 – AGM Attendees

Aaron Ficken	Nando Castauro
Andrew Jamieson	Neil Whiteside
Anthony Kyrkou	Peter Donato
Brendan Jolly	Peter Young
Brett Quarrier	Ray Leak
Brian Weeks	Robert Green
Cameron Wigney	Robert Keenan
Darren Findlay	Robert Oldfield
Freya Clifford	Robin Fisher
Gary Johnson	Santha Kumaran
Graham Riley	Scott Hilton
Janelle Bunfield	Shane Hickey
Jason Scheepers	Steve Van Orsouw
John Buchanan	Stu Russell
Jonathan Walmsley	Terry Ough
Joseph Di Bella	Tom Razmovski
Josh Manton	Tony Gellatly
Kristian Rogers	Tony Lane
Lynn Undy	Trevor Hookey
Mandy Van Den Nouwland	
Maurice Serruto	
Mauro Starc	
Mike Wood	