

RAINWATER HARVESTING ASSOCIATION INC.

Registration No. A0127307Q

CHARTER FOR COMMITTEE

Version 1.0 | Sep 2026

Established under Rule 64 of the Rules of the Association

1. Purpose and Authority

1.1 This Charter for Committee (the Charter) is the governing document of the Rainwater Harvesting Association Inc. (the Association) on matters concerning the formation and running of the Committee, as provided for under Rule 64 of the Rules of the Association (the Rules).

1.2 The Charter details the roles and responsibilities of elected committee members and committee supporters, sets the criteria for nomination to the Executive Committee, and establishes the terms of office and frequency of elections, consistent with the definition of the Charter in Rule 3 of the Rules.

1.3 This Charter is subordinate to the Associations Incorporation Reform Act 2012 (Vic) (the Act) and to the Rules. If there is any inconsistency between this Charter and the Act or the Rules, the Act and the Rules prevail. In particular, meeting procedure under Rule 61 and quorum under Rule 63 operate subject to the Rules.

1.4 In this Charter, a reference to a committee member includes a committee supporter, and references to members include supporters, consistent with the Rules.

2. Committee Structure

2.1 In accordance with Rule 44, the Committee consists of a maximum of ten (10) members and supporters, comprising:

- (a) the Chairperson;
- (b) the Deputy Chairperson;
- (c) the Secretary;
- (d) the Treasurer; and
- (e) up to six (6) ordinary committee members or committee supporters.

2.2 The Chairperson, Deputy Chairperson, Secretary and Treasurer together form the Executive Committee.

2.3 The Committee should, where practicable, reflect the breadth of the rainwater harvesting industry, including tank manufacturers and distributors, pump and filtration suppliers, component manufacturers, and service providers. No single member organisation should hold more than two (2) positions on the Committee at any one time.

3. Eligibility and Criteria for the Executive Committee

3.1 Under Rule 49, a member or supporter is eligible to be elected or appointed to the Committee if they are 18 years or over and entitled to vote at a general meeting.

3.2 Under Rule 51(3), a member or supporter may only nominate for a position on the Executive Committee if, in addition to satisfying Rule 49, they:

- (a) are a financial member or supporter (or the nominated representative of a financial member or supporter) whose subscriptions are not in arrears;
- (b) have served at least twelve (12) months on the Committee, or on a sub-committee of the Association, prior to nomination;

- (c) are not disqualified from managing a corporation or an incorporated association under the Act or the Corporations Act 2001 (Cth); and
- (d) in the case of the Secretary, reside in Australia (as required by the Act).

3.3 Notwithstanding clause 3.2, a member or supporter who does not satisfy one or more of the criteria in clauses 3.2(a) to 3.2(b) may nominate for a position on the Executive Committee if their nomination is approved by a majority vote of the Committee. The approval, and the criteria to which it relates, must be recorded in the minutes.

3.4 Transitional provision — first annual general meeting: The service requirement in clause 3.2(b) does not apply to elections held at the first annual general meeting of the Association, or to any inaugural committee member or supporter seeking re-election at that meeting.

4. Elections and Election Frequency

4.1 Elections are held at each annual general meeting of the Association in accordance with Rules 50 to 54. At the first annual general meeting, and at each subsequent annual general meeting where positions fall due, the Chairperson of the meeting must declare the relevant positions vacant and call for nominations.

4.2 Election of the Chairperson (Rule 52(5)) is to proceed as follows:

- (a) nominations for Chairperson are to be lodged with the Secretary (or the Association's secretariat) in writing no later than twenty-one (21) days before the annual general meeting, so that candidates can be advised to members and supporters with the meeting papers;
- (b) where no valid prior nomination is received, nominations may be taken from the floor of the meeting;
- (c) each candidate may address the meeting for up to three (3) minutes before any ballot; and
- (d) where more than one candidate is nominated, the election is by secret ballot conducted by a returning officer in accordance with Rule 54.

4.3 Elections for the remaining Executive Committee positions and for ordinary committee positions follow the order and procedure set out in Rules 52 to 54.

5. Terms of Office

5.1 Under Rule 55(1), the terms of office for committee members and committee supporters are governed by this Charter.

5.2 Executive Committee positions are held for a term of two (2) years. Ordinary committee positions are held for a term of two (2) years.

5.3 To provide continuity, terms are staggered so that approximately half of the Committee is elected at each annual general meeting:

- (a) the Chairperson and Treasurer are elected in even-numbered years; and
- (b) the Deputy Chairperson and Secretary are elected in odd-numbered years.

5.4 Transitional provision — first annual general meeting: at the first annual general meeting all positions are declared vacant (Rule 50). To establish the staggered cycle, the Deputy Chairperson, the Treasurer and half of the ordinary positions (rounded down) elected at that meeting will serve an initial term of one (1)

year, with all subsequent terms being two (2) years. Ordinary members to serve an initial term of one (1) year will be chosen by alphabetical order.

5.5 A committee member may be re-elected. A person may serve a maximum of three (3) consecutive terms in the same Executive Committee position, after which they must stand down from that position for at least one (1) year (they may nominate for a different position).

5.6 A term of office commences at the close of the annual general meeting at which the person is elected and ends at the close of the annual general meeting at which the position next falls due for election, unless the person earlier resigns or otherwise vacates office under Rule 56.

6. Roles and Responsibilities of Office Holders

All committee members share the general duties in Rule 45 and Division 3 of Part 6 of the Act, including the duties of care and diligence, good faith, and proper use of position and information. In addition:

6.1 Chairperson

The Chairperson:

- (a) provides leadership to the Committee and is the presiding officer of the Association;
- (b) chairs general meetings and committee meetings in accordance with Rule 46;
- (c) acts as the principal spokesperson for the Association, including with government, industry bodies and media;
- (d) sets the agenda for committee meetings in consultation with the Secretary and the secretariat;
- (e) ensures the Committee operates in accordance with the Act, the Rules and this Charter; and
- (f) oversees the performance of any contracted secretariat services provider.

6.2 Deputy Chairperson

The Deputy Chairperson:

- (a) acts as Chairperson in the Chairperson's absence (Rule 46);
- (b) supports the Chairperson in leadership of the Committee and stakeholder engagement; and
- (c) undertakes portfolio or sub-committee responsibilities as agreed by the Committee.

6.3 Secretary

The Secretary:

- (a) performs all functions required of a secretary under the Act, including lodging documents with the Registrar (Consumer Affairs Victoria) and lodging the Association's annual statement;
- (b) maintains the register of members and supporters (Rule 18) and keeps custody of the books, documents and records of the Association (Rules 47, 73 and 76);
- (c) ensures notice of meetings is given in accordance with the Rules;
- (d) ensures minutes of general meetings and committee meetings are taken, circulated and retained;
- (e) maintains this Charter, records amendments, and communicates changes to the membership and supportership (Rule 64); and
- (f) gives notice to the Registrar of their appointment within 14 days (Rule 47(3)).

6.4 Treasurer

The Treasurer:

- (a) receives and banks all moneys of the Association within 10 working days of receipt, and issues receipts (Rule 48);
- (b) makes payments authorised by the Committee, ensuring all payments are signed or digitally authorised by at least two (2) committee members;
- (c) ensures the financial records of the Association are kept in accordance with the Act;
- (d) coordinates preparation of the annual financial statements and their certification by the Committee before submission to the annual general meeting;
- (e) presents a financial report at each committee meeting, including performance against the approved budget; and
- (f) ensures all committee members have access to the accounts and financial records.

6.5 Ordinary committee members and committee supporters

Ordinary committee members and committee supporters:

- (a) prepare for, attend and actively contribute to committee meetings;
- (b) accept portfolio responsibilities or sub-committee membership as agreed (for example membership, finance, technical/standards, marketing and events);
- (c) represent the interests of the Association and its members as a whole, rather than any individual organisation; and
- (d) support the Executive Committee in delivering the Association's purposes.

7. Expectations of Committee Members and Supporters

7.1 Attendance. Committee members and supporters are expected to attend all committee meetings (at least five (5) are held each year under Rule 58). A member or supporter who cannot attend must tender an apology to the Secretary or secretariat before the meeting. Under Rule 56(2)(b), a person ceases to be a committee member or supporter if they fail to attend three (3) consecutive committee meetings without leave of absence.

7.2 Conflicts of interest. Committee members and supporters must disclose any material personal interest in a matter being considered, in accordance with Rule 66, and must not vote on the matter unless permitted under the Rules and the Act. As an industry association whose committee members and supporters are drawn from competing businesses, members must take particular care that Committee discussions do not extend to pricing, market allocation or other matters that could raise concerns under the Competition and Consumer Act 2010 (Cth).

7.3 Confidentiality. Committee members and supporters must keep confidential all information received in their capacity as a committee member or supporter that is not publicly available, both during and after their term.

7.4 Collective responsibility. The Committee speaks with one voice. Once a decision is made, committee members and supporters are expected to support it publicly, notwithstanding views expressed in debate. The Committee is collectively responsible for ensuring the Association complies with the Act, the Rules and this Charter.

7.5 Conduct. Committee members and supporters must act honestly and in good faith in the best interests of the Association and its members and supporters as a whole, and must exercise the duty of care and diligence required of them at law, including under the Act and at common law. Committee members and Committee supporters must treat others with courtesy and respect, and must not use their position, or information obtained through it, to gain an advantage for themselves or their organisation or to cause detriment to the Association.

8. Committee Meeting Procedure and Order of Business

8.1 This section is made for the purposes of Rule 61 and operates subject to Rules 58 to 63 and Rule 65.

8.2 Meetings may be held in person or by videoconference or other technology in accordance with Rule 62. A quorum is a majority of the committee members and supporters holding office (Rule 63).

8.3 The agenda and meeting papers are to be circulated by the Secretary or secretariat no later than five (5) days before each meeting, together with the notice required under Rule 59.

8.4 Unless the Committee determines otherwise, the order of business at ordinary committee meetings is:

- (a) Welcome, apologies and leave of absence;
- (b) Declarations of conflicts of interest;
- (c) Confirmation of minutes of the previous meeting;
- (d) Business arising and action items;
- (e) Chairperson's report;
- (f) Treasurer's report and finance matters;
- (g) Secretariat report;
- (h) Sub-committee reports (e.g. membership, supportership, marketing, technical, AGM);
- (i) General and new business; and
- (j) Next meeting and close.

8.5 Minutes must record attendance, apologies, declared conflicts, resolutions passed and action items, and are to be circulated in draft within fourteen (14) days of the meeting for adoption at the next meeting (Rule 67).

9. Financial Delegations

9.1 For the purposes of Rule 70(3), the Committee authorises the Treasurer to expend funds on behalf of the Association, without prior Committee approval for each item, up to a limit of \$1,000 (excluding GST) per transaction for budgeted, recurring or incidental operating expenses.

9.2 Expenditure above this limit, and any unbudgeted expenditure, requires prior approval of the Committee by resolution.

9.3 All expenditure under this delegation must be reported to the Committee in the Treasurer's report at the next committee meeting. Nothing in this section removes the requirement under the Rules that all payments be authorised by at least two (2) committee members or supporters.

10. Sub-Committees

10.1 The Committee may establish standing or ad hoc sub-committees to progress the work of the Association (for example: membership, supportership, finance, marketing and events, technical and standards, and AGM planning).

10.2 Each sub-committee must have terms of reference approved by the Committee, at least one committee member or committee supporter as its convenor, and must report to each ordinary committee meeting. Sub-committees may include members or supporters who are not committee members or supporters. Sub-committees have no delegated authority to commit the Association to expenditure or contracts unless expressly resolved by the Committee.

11. Casual Vacancies, Succession and Handover

11.1 Casual vacancies are filled in accordance with Rule 57. A person appointed to fill a casual vacancy holds office for the remainder of the term of the position they fill. If the position of Secretary becomes vacant, the Committee must appoint a replacement within fourteen (14) days.

11.2 A committee member or supporter intending not to seek re-election, or intending to resign, is asked to give the Chairperson or Secretary as much notice as practicable so that succession can be planned and prospective candidates identified before the relevant election.

11.3 Outgoing office holders must complete a handover to their successor within thirty (30) days of vacating office, including delivery of all documents, records, credentials and property of the Association in their possession, and a written or verbal briefing on matters in progress.

11.4 New committee members and committee supporters are to be provided with an induction pack comprising the Rules, this Charter, the current strategic plan and budget, any / all major contracts, the most recent financial statements, and minutes of the previous three (3) committee meetings. Each new committee member and supporter must become familiar with the Rules and the Act as soon as practicable after election or appointment (Rule 45(1)).

12. Amendment, Review and Availability of this Charter

12.1 Under Rule 64(2), the Committee may amend this Charter by motion passed by an absolute majority of the Committee (a majority of all committee members and supporters currently holding office, not merely of those present). Amendments must be recorded in the minutes.

12.2 The Secretary must record all changes, communicate them to the membership and supportership, and ensure the amended Charter is available for members and supporters to view and access as soon as practicable (Rule 64(2)(b) and 64(3)).

12.3 All committee members and supporters must be notified of, and become familiar with, any amendments as soon as practicable after they are passed. The Committee is collectively responsible for ensuring the Association complies with this Charter (Rule 64(4)).

12.4 The Committee will review this Charter at least once every two (2) years, or earlier if required by changes to the Act or the Rules.

13. Adoption and Version History

This Charter was adopted by resolution of the Committee of the Rainwater Harvesting Association Inc.

Version	Date	Description	Approved by
0.1	July 2026	Initial draft for Committee review	—
0.2	July 2026	Revised draft: Executive nomination approval pathway (cl 3.3); Treasurer's delegation set at \$1,000; sub-clauses re-numbered to lettered format	—
0.3	Sept 2026	Updated specific clauses as per email from Francis	—
1.0	[Sept 2026]	Adopted by the Committee	

Chairperson signature: _____ Date: _____

Secretary signature: _____ Date: _____