

RAINWATER HARVESTING ASSOCIATION INC.

Registration No. A0127307Q

NOTICE OF PROPOSED SPECIAL RESOLUTIONS

Alterations to the Rules of the Association — Rules 38, 50, 56, 78 and new Rules 38(1A) and 65(1A)

1. Notice of Proposed Special Resolutions

Notice is given to all members and supporters of the Rainwater Harvesting Association Inc. (the Association) to be held:

- Date: Thursday, 15 October 2026
- Time: During the Annual General Meeting (10:00 am- 11:00 am AEST) as an agenda item
- Place: Online by videoconference — [meeting link to be provided]

The business of the agenda item is to consider, and if thought fit, pass the special resolutions set out in section 2 of this notice. It is the intention of the Committee to propose each resolution as a special resolution. Each resolution will be put to the meeting and voted on separately.

This notice is given in accordance with Rule 33 of the Rules of the Association, which requires at least 21 days' notice of a general meeting or an annual general meeting. Accordingly, this notice must be issued to all members and supporters no later than Thursday, 24 September 2026.

2. Special Resolutions

Resolution 1 — Rule 50(2): Positions to be declared vacant

That, pursuant to Rule 78 of the Rules of the Association and section 64 of the Associations Incorporation Reform Act 2012 (Vic), the Rules of the Association be altered by deleting Rule 50(2) and substituting the following:

“(2) The Chairperson of the meeting must declare vacant—

- (a) at the first annual general meeting of the Association, all positions on the Committee; and
- (b) at any subsequent annual general meeting, each position on the Committee that is due for election in accordance with the terms of office set out in the Charter for Committee,

and hold elections for those positions in accordance with rules 51 to 54.”

Current wording	Proposed wording
The Chairperson of the meeting must declare all positions on the Committee vacant and hold elections for those positions in accordance with rules 51 to 54.	The Chairperson of the meeting must declare vacant— (a) at the first annual general meeting of the Association, all positions on the Committee; and (b) at any subsequent annual general meeting, each position on the Committee that is due for election in accordance with the terms of office set out in the Charter for Committee, and hold elections for those positions in accordance with rules 51 to 54.

Why: the Charter for Committee provides for two-year staggered terms so that approximately half of the Committee is elected each year, providing continuity of leadership. Rule 50(2) as currently drafted requires every position to be vacated at every annual general meeting, which is inconsistent with staggered terms. This alteration has no effect on the elections at the first annual general meeting on 15 October 2026, at which all positions will be declared vacant; it first operates at the 2027 annual general meeting.

Resolution 2 — Rule 38(1): Voting at general meetings

That, pursuant to Rule 78 of the Rules of the Association and section 64 of the Associations Incorporation Reform Act 2012 (Vic), the Rules of the Association be altered as follows:

- (a) in Rule 38(1), by deleting the words “special general meeting” and substituting “general meeting”; and
- (b) in Rule 38(1)(a), by deleting the words “each member who is entitled to vote has one vote” and substituting “each member or supporter who is entitled to vote has one vote”.

Current wording	Proposed wording
(1) On any question arising at a special general meeting— (a) subject to subrule (3), each member who is entitled to vote has one vote; ...	(1) On any question arising at a general meeting— (a) subject to subrule (3), each member or supporter who is entitled to vote has one vote; ...

Why: this corrects two drafting anomalies. First, Rule 38 currently expresses the voting mechanics (one vote per voter, proxies, decision by majority, the Chairperson's casting vote) only for special general meetings, even though Rule 13(1)(d) confers a right to vote at annual general meetings; the amendment applies the same mechanics to all general meetings, including the annual general meeting. Secondly, Rule 38(1)(a) refers only to members while Rule 38(1)(b) refers to members and supporters; the amendment puts supporters' voting entitlement beyond doubt, consistent with the definition of supporter in Rule 4.

Resolution 3 — Rule 78: Alteration of Rules

That, pursuant to Rule 78 of the Rules of the Association and section 64 of the Associations Incorporation Reform Act 2012 (Vic), the Rules of the Association be altered by deleting Rule 78 and substituting the following:

“78 Alteration of Rules

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

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

Why: at present, any alteration to the Rules requires a separate special general meeting to be convened, even when the proposal could conveniently be considered at the annual general meeting. This amendment allows future alterations to be put to any general meeting, including the annual general meeting. All existing protections are unchanged: a 75% special resolution majority is still required, 21 days' notice stating the resolution in full must still be given, and no alteration takes effect until approved by the Registrar.

Resolution 4 — New Rule 38(1A): One vote per member organisation

That, pursuant to Rule 78 of the Rules of the Association and section 64 of the Associations Incorporation Reform Act 2012 (Vic), the Rules of the Association be altered by inserting after Rule 38(1) the following new subrule:

“(1.1) Despite subrule (1)—

- (a) if two or more members or supporters entitled to vote are the same organisation, related bodies corporate (within the meaning of the Corporations Act 2001 (Cth)), or directors, officers, employees or nominated representatives of the same organisation or of related bodies corporate, those members and supporters are together entitled to exercise one vote only on any question arising at a general meeting; and
- (b) the vote referred to in paragraph (a) may be cast by a representative nominated in writing to the Secretary by the relevant members and supporters or, in the absence of a nomination, by the member or supporter among them whose name appears first in the register of members and supporters.”

Why: members and supporters of the Association include companies, and nothing in the Rules currently prevents multiple individuals connected with the same organisation from each holding a membership or supportership and each exercising a vote. As an industry association, this amendment ensures that voting power at general meetings is distributed one vote per member organisation, so that no organisation can obtain additional voting power by enrolling multiple representatives. It does not limit how many individuals from an organisation may participate in the Association or serve on the Committee.

Resolution 5 — Rule 56(2)(b): Correction of cross-reference

That, pursuant to Rule 78 of the Rules of the Association and section 64 of the Associations Incorporation Reform Act 2012 (Vic), the Rules of the Association be altered in Rule 56(2)(b) by deleting the words “leave of absence under rule 67” and substituting “leave of absence under rule 68”.

Current wording	Proposed wording
(b) fails to attend 3 consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under rule 67; or	(b) fails to attend 3 consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under rule 68; or

Why: this corrects a typographical cross-referencing error. Rule 56(2)(b) provides that a committee member or committee supporter vacates office after failing to attend three consecutive committee meetings without leave of absence, and refers to rule 67 for the grant of leave. However, rule 67 concerns minutes of committee meetings; it is rule 68 that provides for leave of absence. The amendment corrects the reference. No substantive change is made to any member's or supporter's rights or obligations.

Resolution 6 — New Rule 65(1A): One vote per member organisation at committee meetings

That, pursuant to Rule 78 of the Rules of the Association and section 64 of the Associations Incorporation Reform Act 2012 (Vic), the Rules of the Association be altered by inserting after Rule 65(1) the following new subrule:

“(1.1) Despite subrule (1)—

- (a) if two or more committee members or committee supporters are the same organisation, related bodies corporate (within the meaning of the Corporations Act 2001 (Cth)), or directors, officers, employees or nominated representatives of the same organisation or of related bodies corporate, those committee members and committee supporters are together entitled to exercise one vote only on any question arising at a committee meeting;
- (b) the vote referred to in paragraph (a) may be cast by whichever of them they nominate in writing to the Secretary or, in the absence of a nomination, by the longest-serving of them on the Committee; and
- (c) for the purposes of subrules (2) and (3), and of any other provision of these Rules or of the Charter for Committee that requires a majority or an absolute majority of the Committee, the majority is determined by reference to the votes entitled to be cast in accordance with this subrule.”

Current wording	Proposed wording
(1) On any question arising at a committee meeting and subject to rule 63(2), each committee member or committee supporter present at the meeting has one vote. [No provision addresses multiple committee members or supporters from the same organisation.]	Rule 65(1) is unchanged. New Rule 65(1.1) provides that committee members or supporters from the same organisation (or related bodies corporate) together exercise one vote, and that majorities of the Committee are counted by votes rather than by persons.

Why: this applies at committee meetings the same one-vote-per-organisation principle as Resolution 4 applies at general meetings. At present, Rule 65(1) gives each committee member or committee supporter present one vote, so an organisation with more than one person on the Committee carries more than one vote on committee decisions. The amendment ensures each member organisation represented on the Committee exercises a single vote, while preserving the ability of multiple people from one organisation to serve on and contribute to the Committee. Attendance for quorum purposes under Rule 63 is unaffected. If Resolution 4 is not carried, this resolution will not be put.

3. Procedural Requirements

- (a) Special general meeting required: under Rule 78 (as it currently stands), the Rules may only be altered by special resolution of a special general meeting. The Special General Meeting will be convened immediately before the Annual General Meeting on the same videoconference, with the AGM commencing at its conclusion.
- (b) Notice: at least 21 days' written notice must be given to each member and supporter, stating each resolution in full and the intention to propose each as a special resolution (Rule 33). Notice will be issued by the Secretary with the AGM notice and meeting papers.
- (c) Separate votes: each resolution will be put and voted on separately. The failure of one resolution does not affect the others, except that: Resolutions 2 and 4 both amend Rule 38 and the Chairperson will put Resolution 2 before Resolution 4; and Resolutions 4 and 6 form a related package, so Resolution 6 will only be put if Resolution 4 is carried.
- (d) Voting threshold: each resolution is passed if not less than three quarters (75%) of the members and supporters voting at the meeting, whether in person or by proxy, vote in favour (Rule 3 definition of special resolution).
- (e) Proxies: members and supporters unable to attend may appoint a proxy in accordance with Rule 36. Proxy forms must be received in accordance with the Rules and the AGM notice.
- (f) Lodgement: for the resolutions that pass, the Secretary must lodge the special resolutions and the updated Rules with Consumer Affairs Victoria via myCAV within 28 days of being passed, together with the prescribed fee.
- (g) Effect: the alterations take effect on approval by the Registrar. On approval, the Secretary must update the Rules document and make the updated Rules available to members and supporters. None of the alterations affects the conduct of the meetings on 15 October 2026, which proceed under the Rules as they currently stand.

4. Committee Recommendation

The Committee considers the alterations necessary and desirable for the good governance of the Association and unanimously recommends that members and supporters vote IN FAVOUR of each special resolution.

Issued by direction of the Committee.



Anant Yuvarajah

Secretary, Rainwater Harvesting Association Inc.

Date: 22nd Day of September 2026