

Meeting Details

Date	22 June 2021	Commencement Time	12:00pm (ACST)	Venue	Virtual, via Zoom
Chair	Mark Gobbie	Minutes	E Pietsch		

Attendees: Board	David Bergmann, Mark Gobbie (Chair), Rita Henderson, Ken Murphy, Chris Saint
Member Representatives/Proxies	Keith Baldry (SA EPA), Michael Bartkow (Seqwater), Carsten Berberich (Central Highlands Water), Justin Brookes (University of Adelaide), Ben Bryant (Icon Water), Mike Chapman (GHD), Chris Chow (UniSA), Mikel Duke (Victoria Uni), Shoshana Fogelman (Sydney Water), Elizabeth Gadd (Power & Water), Li Gao (South East Water), James Gong (Deakin Uni), Lisa Hamilton (WaterNSW), Greg Jackson (Dept Health Qld), Leslie Jarvis (NSW Health), Cynthia Joll (Curtin Uni), Jurg Keller (UQ), Jane-Louise Lampard (USC), Greg Leslie (UNSW), Cheryl Lim (NMI), Raj Mahendrarajah (Coliban Water), Paul Monis (AWQC & SA Water), Abigail Morrow (Hunter Water), Kathy Northcott (Veolia), Gabrielle O'Dwyer (Water Corporation), Joanne O'Toole (Monash Uni), Enzo Palombo (Swinburne Uni), Luc Richard (TasWater), Una Ryan (Murdoch Uni), Siva Sivakumar (UoW), Melita Stevens (Melbourne Water), Michael Thomas (Barwon Water), Harriet Whiley (Flinders Uni), Wenyan Wu (UoM), Shay Xie (Eurofins)
Guests	Carolyn Bellamy (WaterRA), Kelly Hill (WaterRA), Kathryn Nicholas (WaterRA), Jo Ohlmeyer (WaterRA), Michelle Pfitzner (Company Secretary), Ella Pietsch (WaterRA), Karen Rouse (CEO), Renee Samwell (WaterRA), Tianna Winterburn (WaterRA), Meena Yadav (Allwater), Arash Zamyadi (WaterRA),
Proxy forms and Apologies Received	Nina Allen (DHHS SA), Sallyanne Bartlett (WaterQPlus), Andrew Barton (Federation Uni), David Beale (CSIRO), Wayne Beatty (Orange City Council), Karla Billington (NaturalLogic), Nigel Binney (GWM Water), Michael Brand (Veolia), William Buchanan (Barwon Water), Annalisa Contos (Atom Consulting), Cameron Dalgleish (Dept of Health Tasmania), Annette Davison (Risk Edge), Daniel Deere (Water Futures), Kevin Dunn (WSU), Geoffrey Evans (University of Newcastle), Regan Flanagan (Goulburn Valley Water), Anas Ghadouani (UWA), Karen Gibb (CDU), Matthew Hardy (HARC), Darla Hatton-MacDonald (UTas), James Kelly (Arris), Mehdi Khiadani (ECU), Joanne McBain (Wannon Water), Peter McCafferty (ChemCentre), Pierre Mukheibir (UTS), Chris O'Neill (HydroNumerics), Raj Parthasarathy (RMIT), Peter Renehan (CfAT), Anne Roiko (Griffith Uni), Suzie Sarkis (DHHS Vic), Adam Schmalz (Cairns Regional Council), Fiona Smith (WaterNSW), Moira Smith (D-Cat), Maneeb Sunna (Lower Murray Water), Peta Thiel (RLS), Katrina Wall (NSW Health), Tracy Ward (NT Health), Chris Wood (Central Gippsland Water)
Absent	Graham Holt (Western Water), Jessica Saigar (City West Water)

Meeting commenced at 12:10pm

M Gobbie welcomed the members and guests to the WaterRA Member's meeting, acknowledged the traditional owners and custodians of Australia and paid respect to their Elders past, present and emerging.

The formal business of the Member's meeting commenced at 12:12pm

1. WELCOME

1.1. Opening of AGM

The Chair opened the AGM.

2. GENERAL BUSINESS

2.1. Confirmation of Quorum

The Chair confirmed that the meeting had quorum. (80%)

2.2. Approval of Member's Meeting Minutes

The Members were asked to vote on approval of the minutes of the Annual General Meeting held online, 28 October 2020. Together with proxy votes already received, this resulted in 81% approval.

It was noted that 5 Members abstained from voting on this item.

RESOLVED:

THAT the Members APPROVE the Minutes of the Annual General Meeting held on 28 October 2020.

CARRIED

2.3. Business arising from the Minutes

There was no business arising from the minutes.

a) CHAIR UPDATE

M Gobbie gave an update on the new five year strategy commencing 2021.

3. SPECIAL BUSINESS

The Company Secretary requested the Members to vote on the 7 resolutions to amend the Constitution of the Company. Each item was voted on separately, as a special resolution and required 75% approval to pass.

3.1. Rule 2.1 – definition of Membership Category and consequential amendments

Together with proxy votes already received, this resulted in 90% approval.

3.2. Rule 2.1 – Definitions

Together with proxy votes already received, this resulted in 90% approval.

3.3. Rule 41 – Eligibility to Vote for Appointment of Director, Rule 42 - Membership of the Board and Confidentiality, Rules 43.1 and 43.2 - Rules concerning the appointment of directors and Rule 43A – Appointment of persons to fill casual vacancies on the Board

Together with proxy votes already received, this resulted in 86% approval.

3.4. Rule 43.3 – Rules concerning the appointment of directors

Together with proxy votes already received, this resulted in 93% approval.

3.5. Rule 43.8 and new Rule 43.9 – Rules concerning the appointment of directors

Together with proxy votes already received, this resulted in 90% approval.

3.6. Rule 43A – Appointment of persons to fill casual vacancies on the Board

Together with proxy votes already received, this resulted in 90% approval.

3.7. Consequential changes to the numbering of Rules

Together with proxy votes already received, this resulted in 92% approval.

RESOLVED:

THAT the Members APPROVE all 7 resolutions to amend the Constitution of the Company, taking effect at the end of the Annual General Meeting.

CARRIED

A full list of resolutions can be found in Appendix A to the minutes

4. ORDINARY BUSINESS

4.1. Independent Director Salaries

The Company Secretary requested the Members vote on the proposed Independent Director remuneration. Together with proxy votes already received, this resulted in 89% approval.

RESOLVED:

THAT the Independent Director on the WaterRA Board be entitled to a Directors fee of \$13,000 per annum, payable for the financial year 2020-2021.

CARRIED

5. CEO UPDATE

K Rouse presented an update on the company operations.

6. CLOSE

M Gobbie thanked all members for attending and closed the meeting at 12:37pm.

Next Meeting:

WaterRA Annual General Meeting, 4 November 2021

Appendix A: Resolutions for consideration | Amendments to the Constitution

Item 4. Amendments to the Constitution

4.1 Rules 47 and 2.1 – Alternate Directors and associated definition

That the whole of Rule 47 except the heading be amended to read

'A Director may not appoint an Alternate Director; and

the definition of "Alternate Director" in Rule 2.1 be amended to read:

'Alternate Director" means a person who, but for Rule 47, could have been appointed an alternate of a Director to exercise some or all of that Director's powers for a specified period.'

Together with proxy votes already received, this resolution passed with 98% approval.

4.2 Rule 2.1 - Definitions and Rule 66 - Auditor

That:

the definition of "Company Intellectual Property" in Rule 2.1 be deleted; and

Rules 66.1 and 66.2 be amended by replacing each reference to "his" with "his or her (as the case may be)".

Together with proxy votes already received, this resolution passed with 98% approval.

4.3 Rule 2.1 - Definitions

That paragraph (iii) in the definition of "Research Member" in Rule 2.1 be deleted.

Together with proxy votes already received, this resolution passed with 98% approval.

4.4 Rule 11 - Membership

That the third paragraph of Rule 11 be amended to read:

'The rights and privileges of every Member are personal to each Member and are not transferable by the Member's own act or by operation of law. Members must make an active contribution towards the Company achieving its Objects.'

Together with proxy votes already received, this resolution passed with 98% approval.

4.5 Rule 24(a) – Quorum

That Rule 24(a) be amended to read:

'More than 50% of the Members are present in person or by proxy, attorney or Representative; and'

Together with proxy votes already received, this resolution passed with 97% approval.

4.6 Rule 35 – Voting Rights

That Rule 35 be amended to read:

A Member eligible to vote may vote by proxy or Representative and on a show of hands every person who is a Representative of a Member has the number of votes referred to in Rule 33 and on a poll every Member present in proxy or through its Representative has the number of votes referred to in Rule 33. That vote may be done or given by hand, via a poll, electronically online,

or in any other manner permitted by the Chairperson as set out in the notice of meeting in relation to the meeting at which that Member is to vote.

Together with proxy votes already received, this resolution passed with 98% approval.

4.7 Rule 42.2(d) - Membership of the Board and Confidentiality

That Rule 42.2(d) be deleted; and consequently that

Rule 41.1 – Eligibility to Vote for Appointment of Director

Rule 41.1 be amended to read:

41.1 'Subject to Rule 42.2(e), each Member shall so long as it is a Member be entitled to vote to appoint a Director to the Board and vote to remove any Director so appointed.';

Rule 42.2(e) - Membership of the Board and Confidentiality

Rule 42.2(e) be amended to read:

'up to two Directors appointed by the Board under Rule 43.4.';

Rule 43.3 - Rules concerning the appointment of directors

Rule 43.3 be deleted.

Rule 43A.1 - Appointment of persons to fill casual vacancies on the Board

Rule 43.3A-1 be amended to read:

'Except in the case of an Independent Director, Members must appoint a person to fill any casual vacancy arising on the Board within 90 days of that vacancy arising or such other time period as is reasonable given the time period to the next annual general meeting, the particular circumstances and whether the position can be filled.'

Rule 48(h) – Conditions of vacation of office

Rule 48(h) be deleted.

Rule 49.1 – Procedures relating to Board Meetings

That Rule 49.1 be amended to read:

'The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit. A quorum for such a meeting will be that number of Directors present equivalent to half of all Directors in office at the time of that meeting plus 1, and of whom the number of Directors present and elected to office by the Members must exceed the number of Independent Directors.'

Rule 67 – Chief Executive Officer

Rules 67.2 and 67.3 be deleted

Together with proxy votes already received, this resolution passed with 97% approval.

4.8 Rule 41.2 – The Board of Directors

That Rule 41.2 be amended to read:

41.2 A person will only be entitled to hold the position of a Director if that person satisfies one or more of the following criteria:

- (a) Corporate governance experience;*
- (b) Accounting experience;*

- (c) *Legal experience;*
- (d) *Experience gained in industry or research in a field aligned with the objects set out in paragraphs (a) to (g) of Rule 4.1; or*
- (e) *any other criteria determined from time to time by resolution of the Board*

Together with proxy votes already received, this resolution passed with 98% approval.

4.9 Rule 43.1 - Rules concerning the appointment of directors

That Rule 43.1 be amended to read:

43.1 *'Where the original director was appointed pursuant to:*

- (a) *Rule 42.2(b), the appointment will be by the passing of a separate vote by the Members, with those with the highest voting tallies being elected to those positions. If two or more candidates for appointment as a Director receive the same number of votes, then the candidate (or candidates if there are more than two) to be appointed is to be determined by lot, conducted upon the declaration of the voting tallies and otherwise as determined by the Chairperson. If there are more than two such candidates with the same number of votes then all of them will participate in the lot, with the remaining candidates taking part in each successive lot until the number of positions for the office of Director have been filled; and*
- (b) *Rule 42.2(c), the appointment will be by the passing of a separate vote by the Members, with those with the highest voting tallies being elected to those positions. If two or more candidates for appointment as a Director receive the same number of votes, then the candidate (or candidates if there are more than two) to be appointed is to be determined by lot, conducted upon the declaration of the voting tallies and otherwise as determined by the Chairperson. If there are more than two such candidates with the same number of votes then all of them will participate in the lot, with the remaining candidates taking part in each successive lot until the number of positions for the office of Director have been filled.'*

Together with proxy votes already received, this resolution passed with 98% approval.

4.10 Rule 43.8 - Rules concerning the appointment of directors

That Rule 43.8 be amended to read

A retiring Director, other than one excluded by Rule 43.7, is eligible to renominate for and to be elected to the position of Director, but may not, without the prior or contemporaneous approval of Members by special resolution, hold that office for more than nine years in aggregate.'

Together with proxy votes already received, this resolution passed with 98% approval.

4.11 Rule 44.1 – Directors may contract with the Company

That Rule 44.1 be amended to read:

'Subject to any contrary requirement contained in the Corporations Act or of a State or Territory law in which a Member is resident, except where that Director is an Independent Director, a Director is not disqualified, by the office of Director, from contracting or entering into any arrangement with the Company either as vendor, purchaser or otherwise and no contract or arrangement entered into with the Company by that Director nor any contract or arrangement entered into by or on behalf of the Company in which that Director is in any way interested may be avoided for that reason. Except for a disqualified Director, a Director is not liable to account to the Company for any profit realised by any contract or arrangement, by reason of holding the office of Director or of the fiduciary relationship established by the office.'

Together with proxy votes already received, this resolution passed with 97% approval.

4.12 Rules 50.3(a) and 50.6 – Chairperson, Rule 77 – Winding up) and Rule 78 – Amendments to Constitution

That:

Rules 50.3(a) and 50.6 be amended by replacing each reference to '85%' with '75%';

Rule 77 be amended by replacing the reference to '85%' with '75%'; and

Rule 78 be amended by replacing the reference to '85%' with '75%'.

Together with proxy votes already received, this resolution passed with 98% approval.

4.13 Consequential changes to the numbering of Rules

That after this Annual General Meeting, where the passing or rejection of any resolution affects the numbering of a Rule in this Constitution, then the numbering of that Rule as it was prior to this Annual General Meeting, and all cross-references to that Rule, be amended accordingly so that all Rules and sub-paragraphs are consecutively numbered.

Together with proxy votes already received, this resolution passed with 98% approval.