
BridgIT Water Foundation Ltd
ACN 139 883 775
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Constitution

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**Constitution
of
BridgIT Water Foundation Ltd
ACN 139 883 775**

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A COMPANY LIMITED BY GUARANTEE

Constitution of BridgIT Water Foundation Ltd

1. DEFINITIONS AND INTERPRETATION

1.1 Replaceable Rules

The replaceable rules contained in the *Corporations Act* do not apply to this Company to the extent they are inconsistent with these regulations.

1.2 Definitions

In these regulations:

- (a) **"Affiliate or Affiliates"** means the corporation or organisations who subscribe to the objects of the Company and have been entered into the Register of members in accordance with this constitution;
- (b) **"Affiliation Agreement"** means the agreement establishing membership of the Company by an Affiliate and which governs the Affiliate's membership;
- (c) **"Board"** means the board of directors of the Company;
- (d) **"Chairman"** means the chairman of directors elected pursuant to these regulations;
- (e) **"Company"** means BridgIT Water Foundation Ltd ACN 139 883 775;
- (f) **"Corporations Act"** means the *Corporations Act 2001*;
- (g) **"Delegate"** means the representative of a member appointed in accordance with these regulations;
- (h) **"member"** means a member of the Company;
- (i) **"person"** includes unincorporated associations, incorporated associations and corporations;
- (j) **"Registered Address"** means the last address recorded in the Register of Members as the address for a member;
- (k) **"Register of members"** means the register required to be maintained under regulation 8;
- (l) **"regulations"** means the Constitution of the Company;
- (m) **"Responsible person"** means an individual who:-
 - (i) performs a significant public function;

- (ii) is a member of a professional body having a code of ethics or rules of conduct;
- (iii) is officially charged with spiritual functions by a religious institution;
- (iv) is a director of a company whose shares are listed on the Australian Stock Exchange;
- (v) has received formal recognition from a government for services to the community; or
- (vi) is approved as a responsible person by the Australian Taxation Office;
- (n) "**seal**" means the common seal of the Company and includes any official seal of the Company;
- (o) "**Secretary**" means any person appointed to perform the duties of a secretary of the Company;
- (p) "**Special Resolution of the Board**" means a resolution passed at a meeting of the Board of which not less than twenty-one (21) days notice of the prepared resolution has been given being a resolution passed by a majority of 75% of the directors present and voting.

1.3 Interpretation

Unless the context otherwise requires:

- (a) singular includes plural and vice versa;
- (b) an expression used in a particular Chapter of the *Corporations Act* that is given by that Chapter a special meaning for the purposes of that Chapter has, in any of these regulations that deals with a matter dealt with by that Chapter, the same meaning as in that Chapter;
- (c) headings and the index are to be disregarded in the interpretation of this Constitution;
- (d) expressions referring to writing shall, unless the contrary intention appears, be construed as- including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form;
- (e) references to statutes include statutes amending, consolidating or replacing the statutes referred to and all regulations, orders in council, rules, by-laws and ordinances made under those statutes.

2. OBJECTS

The objects for which the Company is established are to:-

- (a) support, establish, develop or assist in humanitarian programs in developing countries and in indigenous, impoverished and other disadvantaged

communities in Australia which are for the purpose of improving health and living conditions of individuals living within those countries and communities;

- (b) support, establish, develop or assist in water and sanitation projects in developing countries and in indigenous, impoverished and other disadvantaged communities in Australia with the purpose of:-
 - (i) improving the health and nutrition of, and alleviating the effects of poverty, abuse, neglect and deprivation of, individuals within those countries and communities;
 - (ii) improving access to clean water and effective sanitation;
 - (iii) delivering clean, efficient and sustainable water supply and sanitation infrastructure; and
 - (iv) better managing water resources, increasing water conservation and storage capacity and enhancing sanitation management to prevent contamination of water;
- (c) collect, produce and manufacture works relating to water quality and / or effective sanitation in developing countries and in indigenous, impoverished and other disadvantaged communities in Australia;
- (d) support, establish, develop or assist in education programs designed to educate individuals living in developing countries and in indigenous, impoverished and other disadvantaged communities in Australia about the importance of clean water and effective sanitation to their health;
- (e) carry out any other activities associated with providing relief to individuals in developing countries and in indigenous, impoverished and other disadvantaged communities in Australia;
- (f) carry out any other charitable activities associated with providing relief to individuals, communities or countries in need;
- (g) promote and support Australian indigenous culture, arts and customs; and
- (h) collaborate, network and work in partnership with local and international organisations to achieve the objectives of the Company.

3. COMPANY LIMITED BY GUARANTEE

3.1 The Company is a company limited by guarantee.

3.2 Subject to regulation 3.3, all income and property of the Company must be applied solely towards the promotion of the objects of the Company and no part of it is to be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise, to the members of the Company.

3.3 Nothing in this regulation prevents:

- (a) the payment in good faith of remuneration to any officers or servants of the Company or to any member of the Company in return for any services actually rendered to the Company or for goods supplied in the ordinary and usual way of business; or
- (b) the payment of interest at a rate not exceeding the rate for the time being fixed for the purpose of this regulation by the directors on money borrowed from any members of the Company; or
- (c) reasonable and proper rent for premises demised or let from any member of the Company.

3.4 The liability of members of the Company is limited.

4. MEMBERS LIABILITY

4.1 This regulation applies if the Company is wound up while a member is a member of the Company or within one (1) year after the member ceases to be a member.

4.2 Each member of the Company undertakes to contribute an amount to the property of the Company for payment of:

- (a) the debts and liabilities of the Company contracted or incurred before the time at which the member ceased to be a member; and
- (b) the costs charges and expenses of winding up; and
- (c) for an adjustment of the rights of contributories among themselves.

4.3 The amount of the contribution from each member under this regulation limited to ten dollars (\$10.00).

5. DISTRIBUTION ON WINDING UP

5.1 This clause applies if any property remains upon the winding up or dissolution of the Company after satisfaction of all its debts and liabilities ("Remaining Property").

5.2 Remaining Property must not be paid to or distributed among the members of the Company.

- 5.3 (a) Remaining Property must be given or transferred to some other company, association and/or institution having objects similar to the objects of the Company and whose constitution prohibits the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of this regulation.
- (b) The company, association and/or institution for the purposes of this regulation is to be chosen by the members of the Company at or before the time of the dissolution of the Company and in default of them doing so by application to the Supreme Court for determination.

6. ACCOUNTS

6.1 True accounts must be kept of:

- (a) the sums of money received and expended by the Company and the matter in respect of which such receipt or expenditure takes place; and
- (b) the property, credits and liabilities of the Company.

6.2 Subject to any reasonable restrictions as to the time and manner of inspection that maybe imposed by the directors from time to time the Company's books of account must be open to the inspection of the members.

6.3 Once at least in every year, the accounts of the Company must be examined by one or more properly qualified Auditor or Auditors who must report to the members in accordance with the provisions of the *Corporations Act*.

7. NUMBER OF MEMBERS

7.1 The number of members of the Company is unlimited.

7.2 The subscribers to the Constitution and such other persons as the Company admits to membership in accordance with its Constitution are members of the Company.

8. MEMBERSHIP

8.1 The membership of the Company is divided into 3 categories:-

- (a) Affiliate members;
- (b) Associate members; and
- (c) Ordinary members.

8.2 The following are eligible to apply for membership of the Company:

(a) Affiliate membership

- (i) Any unincorporated association, incorporated association or corporation who:
 - (A) agrees to the objects of the Company set out in the Constitution;
 - (B) agrees to observe the by-laws, codes and other rules of the Company from time to time;
 - (C) agrees to enter into an Affiliation Agreement;
 - (D) agrees that the Company has the right of appointment in respect of one half of the directors which comprise the board of the Affiliate;

- (E) agrees that it has a revocable licence to use the name BridgIT Water Foundation or BridgIT Water and that the name belongs to the Company and will only be used by an Affiliate in any of its activities upon such terms and conditions as the Company will decide, taking into account the provisions of this Constitution; and
 - (F) accepts that any trademark, brand and intellectual property of the Company is owned by the Company and that such property may only be used by the Affiliate in accordance with any licence agreement to which it is a party and that any Affiliate who ceases to be an Affiliate will immediately cease to have the right to continue to use any such trademark, brand and intellectual property.
- (ii) This category of membership is reserved for those unincorporated associations, incorporated associations and corporations who undertake to carry out the objectives of the Company in another country, jurisdiction or state.

(b) Associate membership

Any body corporate who, in the opinion of the Board:

- (i) is involved:
 - (A) in supporting or providing relief to a developing country; or
 - (B) in the provision of humanitarian aid or assistance to individuals in a developing country; and
- (ii) has a bona fide interest in furthering the objects of the Company.

(c) Ordinary membership

Any other person who is a resident of Australia and who, in the opinion of the Board, has a bona fide interest in furthering the objects of the Company.

8.3 Applications for membership are determined by the Board by Special Resolution of the Board.

8.4 Applications for membership must:

- (a) be made in writing to the Secretary in the manner in which the Board resolves from time to time that such application be made;
- (b) specify the category of membership applied for;
- (c) in the case of Associate membership provide details of the applicant's involvement in:
 - (i) supporting or providing relief to a developing country; or

- (ii) the provision of humanitarian aid or assistance to individuals in a developing country.

8.5 A member has all the rights conferred on a member by these regulations including the right to attend and to vote at an annual general or general meeting of the Company.

8.6 (a) A Register of members of the Company must be kept in the office of the Company.

(b) The Register of members must show:

- (i) the names in full and addresses of all members of the Company; and
- (ii) the date of admission to and cessation of membership; and
- (iii) such other information as the Board may from time to time determine.

8.7 Each member must notify the Secretary in writing of any change in that member's address within a period of one (1) month after the change.

8.8 A member must pay the annual subscription determined from time to time by the Board.

9. MEMBERSHIP OF AFFILIATES

9.1 Affiliates may only admit to their membership:

- (a) Associate members; and
- (b) Ordinary members.

9.2 The same eligibility criteria applies for admission to membership of the Affiliate as applies to admission as an Associate member or Ordinary member of the Company except that for Ordinary members, the member must be a resident of the Country in which the Affiliate carries on the objects of the Company.

9.3 Admission to the membership of an Affiliate does not give that member membership in, or a voting right of, the Company.

10. CESSATION OF MEMBERSHIP – ASSOCIATE AND ORDINARY MEMBERS

10.1 Every member of the Company has the right at any time to resign from membership of the Company by giving written notice to the Secretary.

10.2 A member ceases to be a member:

- (a) on the passing of a resolution in accordance with regulation 10.3;
- (b) upon the member resigning; or
- (c) on a liquidation or winding-up of the member except for the purposes of reconstruction or amalgamation.

- 10.3 Subject to regulation 10.4, the Board may by Special Resolution of the Board terminate the membership of a member if the member:
- (a) has wilfully refused or neglected to comply with the provisions of the Constitution, by-laws, codes or other rules of the Company; or
 - (b) is guilty of any conduct which in the opinion of Board is unbecoming of a member or prejudicial to the interests of the Company.
- 10.4 At least one (1) month before the meeting of the Board at which a resolution under this regulation is considered the member must be given notice:
- (a) of that meeting; and
 - (b) of what is alleged against the member; and
 - (c) of the intended resolution; and
 - (d) that the member will at the meeting and before the voting on any such resolution have an opportunity of giving orally or in writing any explanation or response the member may think fit.

11. CESSATION OF MEMBERSHIP – AFFILIATE

- 11.1 An Affiliate member ceases to be a member:
- (a) on the passing of a resolution in accordance with regulation 11.4;
 - (b) subject to regulation 11.2 and 11.3, upon the member resigning; or
 - (c) on the liquidation or winding up of a member except for the purposes of reconstruction or amalgamation
- 11.2 Any Affiliate wishing to resign from its affiliation to the Company must notify the Board of its intention to resign not later than twenty four (24) months prior thereto. The Affiliate must make no announcement about the resignation without first obtaining the Company's consent.
- 11.3 If the Affiliate concerned still intends to resign from affiliation twelve (12) months prior to the date that the resignation is to take effect, it must notify the Company once again of the intended date of the resignation.
- 11.4 Subject to regulation 11.5, the Board may by Special Resolution of the Board terminate the membership of an Affiliate:
- (a) if it wilfully refused or neglected to comply with:-
 - (i) the provisions of:-
 - (A) the Constitution, by-laws, codes or other rules of the Company; or
 - (B) Affiliation Agreement or licence agreement; or
 - (ii) any law of a country; or

- (b) is guilty of any conduct which in the opinion of the Board is unbecoming of a member or prejudicial to the interests of the Company.
- 11.5 At least one (1) month before the meeting of the Board at which a resolution under this Regulation is considered the Affiliate member must be given notice:
- (a) of that meeting; and
 - (b) of what is alleged against the member; and
 - (c) of the intended resolution; and
 - (d) that the member will at the meeting and before the voting on any such resolution have an opportunity of giving orally or in writing any explanation or response the member may think fit.
- 11.6 If an Affiliate ceases to be a member, the Affiliate concerned forfeits the right to use the name BridgIT Water Foundation, BridgIT Water or any derivative of those names and forfeits the right to use the Company's trademarks, brands, intellectual property and other property of the Company.
- 11.7 If an Affiliate's membership is terminated then the Affiliate has the right to appeal within thirty (30) days against the resolution to terminate the Affiliate's membership in accordance with the dispute resolution procedure in this Constitution or to the appropriate Court of Law in the State of Queensland. Until the appeal is decided, the Affiliate will not be entitled to participate in the affairs of the Company.

12. GENERAL MEETINGS

- 12.1 Subject to the *Corporations Act* and regulation 12.2, an annual general meeting of the Company must be held at such time and place as may be determined by the Board.
- 12.2 An annual general meeting must be held in each calendar year not more than fifteen (15) months after the holding of the last preceding annual general meeting.
- 12.3 All meetings of members pursuant to this Constitution other than the annual general meeting are called general meetings.
- 12.4 Subject to the provisions of the *Corporations Act* relating to special resolutions, fourteen (14) days' notice at least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which the notice is given) of the date, hour and place of any general meeting and of any business deemed by these regulations to be special business must be given by the Secretary to all members of the Company.
- 12.5 A copy of the Audited Financial Statement to be presented to the annual general meeting must be forwarded with the notice of an annual general meeting.
- 12.6 The accidental omission to give notice of a meeting to any member does not invalidate the proceedings at any general meeting.

13. PROCEEDINGS AT GENERAL MEETINGS

- 13.1 All business transacted at a general meeting is special business.

- 13.2 The business to be conducted at an annual general meeting is:
- (a) to adopt and confirm the minutes of the previous Annual General meeting;
 - (b) to receive the directors' Report to members;
 - (c) to receive and consider the Audited Financial Statement in accordance with the *Corporations Act*;
 - (d) to appoint an Auditor and/or receive the Auditor's Report; and
 - (e) to deal with any other business which is deemed to be special business.
- 13.3 No business is to be transacted at an annual general meeting or any general meeting of the Company unless a quorum of members is present in person or by Delegate at the time when the meeting proceeds to business.
- 13.4 Subject to any other provision of these regulations, twenty per cent (20%) of the members of the Company present in person or Delegate is a quorum for the purposes of these regulations.
- 13.5 The Chairman may, with the consent of any meeting at which a quorum is present (and must if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 13.6 (a) When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
- (b) Subject to regulation 13.6(a), it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 13.7 (a) At any general meeting a resolution put to the vote of the meeting is decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
- (i) by the Chairman; or
 - (ii) by at least three (3) members present in person.
- (b) Unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried unanimously or by a majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against the resolution.
- (c) The demand for a poll may be withdrawn.
- (d) Subject to regulation 13.7(e), a poll must be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairman directs, and the result of the poll is the resolution of the meeting at which the poll was demanded.

(e) A poll demanded on the election of a Chairman or on a question of adjournment must be taken immediately.

13.8 In a case of an equality of votes whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded in addition to his or her deliberative vote is entitled to a second or casting vote.

13.9 A member entitled to vote at a general meeting of the Company whether on show of hands or a poll has one (1) vote only.

13.10 (a) An objection may be raised to the qualification of a voter only at the meeting or adjourned meeting at which the vote objected to is given or tendered.

(b) Any such objection must be referred to the Chairman of the meeting, whose decision is final.

(c) A vote not disallowed pursuant to such an objection is valid for all purposes.

14. DELEGATES

14.1 A member may appoint one (1) person to be its delegate to attend and vote on its behalf at general meetings.

14.2 A member may at any time:

(a) appoint any person to be a substitute Delegate for any particular or other general meeting; and

(b) revoke the appointment of any Delegate or substitute Delegate and appoint some other person in his or her place.

14.3 An instrument appointing or revoking the appointment of a Delegate must be in writing by the member.

14.4 (a) Every instrument appointing a Delegate must be substantially in the following form or as otherwise determined by the directors from time to time.

“Appointment of Delegate:

[Name of member] hereby appoints {name of Delegate} as its Delegate *to attend the meeting of the Company of [insert date]/*until further notice. (*Delete one)

.....

Signed by [the member] on [date]”

(b) The Chairman may in his or her discretion admit an instrument of appointment of a Delegate notwithstanding that it fails to comply strictly with the form set out in this regulation.

- (c) A Delegate may be appointed only for a single meeting in which case the instrument must specify the day upon which the meeting at which it is intended to be used is to be held and must only entitle the Delegate to attend (and vote at the meeting in the case of the Delegate of a member so specified and any postponement or adjournment thereof.
- 14.5
- (a) Regulations 14.1, 14.2, 14.3 and 14.4 are subject to this regulation.
 - (b) The directors may from time to time determine:
 - (i) that the appointment of a Delegate under this regulation must be registered; and
 - (ii) a date ("Cut Off Date") by which that appointment must be registered.
 - (c) Registration under this regulation takes place by the member appointing a Delegate delivering the original signed instrument appointing the Delegate to the Company's registered office before 5pm on the Cut Off Date".
 - (d) If the directors make a determination under this regulation, the appointment of a Delegate is not effective unless it is registered in accordance with this regulation.

15. DIRECTORS

- 15.1
- (a) The Board of directors shall consist of not less than three (3) or more than seven (7) persons.
 - (b) A director need not be a member.
 - (c) The first directors:
 - (i) are appointed in writing by the subscribers to the Constitution of the Company or a majority of them; and
 - (ii) hold office until the first annual general meeting following incorporation of the Company.
 - (d) The Company may by ordinary resolution increase or reduce the number of directors and may also determine in what order of rotation the directors are to retire from office.
 - (e)
 - (i) The directors must elect one of their number to be Chairman.
 - (ii) The Chairman holds office until the next annual general meeting of the Company following his appointment.
 - (iii) A Chairman is eligible for re-election but must not serve more than four (4) consecutive terms as Chairman.
 - (f)
 - (i) The directors must elect one of their number to be a Deputy Chairman.
 - (ii) The Deputy Chairman holds office until the next annual general meeting of the Company following his appointment.

(iii) A Deputy Chairman is eligible for re-election.

- 15.2 Directors must be natural persons. At least two (2) directors must ordinarily reside in Australia.
- 15.3 All directors must retire at the next annual general meeting of the Company but are eligible for re-appointment.
- 15.4 (a) Each director may with the consent of the Board appoint an alternate to attend and vote on his or her behalf at all meetings of the Board at which the director is not present.
- (b) Any director proposing to appoint an alternate must seek approval to do so at the first meeting of the Board after his or her appointment as a director and may not otherwise do so without the prior approval of the Board.
- 15.5 The directors must not be paid remuneration for acting in their capacity as directors.
- 15.6 The office of a director becomes vacant if the director:
- (a) becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (b) becomes prohibited from being a director of a company by reason of any order made under the law;
- (c) ceases to be a director by operation of s.228 of the *Corporations Act*;
- (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (e) resigns his office by notice in writing to the Company;
- (f) is directly or indirectly interested in any contract or proposed contract with the Company which interest has not been disclosed by the director In accordance with s.231 of the *Corporations Act*.
- 15.7 A director may be removed from office by resolution of the Board if the director is absent without permission of the Board from three (3) consecutive meetings of the Board.
- 15.8 In the event of a vacancy in the office of a director the directors may appoint a person to fill the vacancy and the person so appointed shall hold office until the next annual general meeting.
- 15.9 The Company may by ordinary resolution, of which special notice pursuant to s.254 of the *Corporations Act*, has been given, remove any office-bearer or other director before the expiration of his period of office and may by an ordinary resolution appoint another person in his stead and the person so appointed shall hold office only until the next annual general meeting.
- 15.10 If a director is a member of the Company, the office of that director becomes vacant if the director's membership of the Company comes to an end under regulation 10 or 11. The director is however eligible for subsequent re-appointment.

16. POWER AND DUTIES OF THE DIRECTORS

- 16.1 (a) Subject to the *Corporations Act* and to any other provisions of these regulations the business and general affairs of the Company is under the management of the directors who may pay all expenses incurred in promoting the Company and may exercise all such powers of the Company as are not by the *Corporations Act* or by these regulations required to be exercised by the Company in general meeting.
- (b) The directors may prepare adopt and amend rules for the efficient operation and management of the business of the Company provided that any regulation of the Company prepared, adopted or amended by the directors may be disallowed by the Company in general meeting.
- (c) Without limiting the generality of the provisions of regulation 16.1(a), the Board may exercise all the powers of the Company to borrow or raise money to mortgage, charge, lease, licence or sell any property or business of the Company, or any part thereof. and to issue debentures and other securities whether outright or as security for any debt, liability, or obligation of the Company or of any other person.
- 16.2 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Company must be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two directors or in such other manner as the Board from time to time determines.
- 16.3 Despite regulation 16.1 and 16.2, the Company may in general meeting set financial limits in relation to the exercise of all or any of the powers of the directors set out in those regulations in which case the directors must not exercise the powers in a manner which exceeds those financial limits without the prior approval of the Company in general meeting.
- 16.4 For the purposes of these regulations the rate of interest payable in respect of money lent by members to the Company must not exceed the rate paid for the time being by the Company's bankers in respect of term deposits of the amount lent for the term lent.
- 16.5 (a) The directors may by power of attorney, appoint any person or persons to be the attorney or attorneys of the Company for such purposes with such powers and authorities and discretions (being powers, authorities and discretions vested in or exercisable by the Board), for such period and subject to such conditions as the directors think fit.
- (b) Any such power of attorney may contain such provisions for the protection and convenience of persons dealing with the attorney as the directors think fit and may also authorise the attorney to delegate all or any of the powers, authorities and discretions vested in the attorney.
- 16.6 (a) The Board must cause minutes to be made:
- (i) of all appointments of officers and servants; and
- (ii) of names of members of the Board present at all meetings of the Company and of the Board; and

(iii) of all proceedings at all meetings of the Company and of the Board.

(b) Such minutes must be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting.

17. PROCEEDINGS OF THE DIRECTORS

17.1 (a) The directors may meet together for the despatch of business and adjourn and otherwise regulate their meetings as they think fit provided that at least two meetings of directors are held per year.

(b) A director may at any time convene a meeting of directors by ten (10) days notice to each other director. The notice must give details of the matters proposed to be raised and the time and place of the meeting,.

(c) The Secretary must on the requisition of a director convene a meeting of directors by ten (10) days notice to each director. The notice must give details of the matters proposed to be raised and the time and place of the meeting.

(d) Any notice of a meeting of directors may be given in writing or by facsimile, telex, telegram or cable or by telephone or any other means of communication.

17.2 (a) Subject to these regulations, questions arising at any meeting of the Board shall be decided by a majority of votes of directors present and voting and any such decision shall for all purposes be deemed a decision of the board.

(b) In case of an equality of votes, the Chairman of the meeting has have a casting vote in addition to his or her deliberative vote.

17.3 The quorum necessary for the transaction of the business of the Board is fifty per cent (50%) of the directors as appointed from time to time.

17.4 Where a meeting of the Board is held and the Chairman is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unable or unwilling to act the directors present may elect one of their number to be chairman of the meeting.

17.5 The Board may act notwithstanding any vacancy on the Board but if and so long as their number is reduced below the minimum number fixed by these regulations, the continuing director or directors may act for the purpose of increasing the number of directors to that number or of convening a general meeting of the Company, but for no other purpose.

17.6 (a) This regulation applies if it is discovered that there was some defect in the appointment of any director or person acting as a director, or that the directors or any of them were disqualified.

(b) All acts done by any meeting of the Board or a sub-committee of the Board or by any person acting as a director is as valid as if every such person had been duly appointed and was qualified to be a director.

17.7 (a) If all directors have signed a document containing a statement that they are in favour of a resolution of the Board in terms set out in the document, a resolution

in those terms is deemed to have been passed at a meeting of the directors held on the day on which the document was signed and at the time at which the document was last signed by a director or if the directors signed the document on different days on the day on which and at the time at which the document was last signed by a director.

- (b) For the purposes of this regulation two (2) or more separate documents containing statements in identical terms each of which is signed by one or more directors shall together be deemed to constitute one document containing a statement in those terms signed by those directors on the respective days on which they signed the separate documents.

18. TELECONFERENCE MEETING OF DIRECTORS

18.1 Subject to the conditions in regulation 18.3, the contemporaneous linking together by telephone, radio or other form of instantaneous audio and visual communication of a number of directors constituting not less than the quorum required for the purpose of these regulations is deemed to constitute a meeting of the directors and all the provisions of these regulations as to the meetings of the directors apply to such meeting.

18.2 This regulation applies whether or not one or more of the directors is outside the Commonwealth of Australia so long as the conditions set out in regulation 18.3 are met.

18.3 The conditions referred to in regulation 18.1 and 18.2 are:

- (a) that all the directors for the time being entitled to receive notice of a meeting of the directors (including any alternate director for any director for the time being unable to act as director) are given notice (in accordance with these regulations) of the meeting to be conducted by telephone, radio or other form of instantaneous audio or audio and visual communication;
- (b) that each of the directors taking part in the meeting is linked by telephone, radio or other form of instantaneous audio or visual communication and is throughout the meeting able to hear each of the other directors so taking part;
- (c) that at the commencement of the meeting each director acknowledges his or her presence to all the other directors taking part;
- (d) that if the Secretary is not part of the meeting one of the directors so present takes minutes of the meeting.

18.4 A director may not cease to take part in a meeting conducted pursuant to this regulation by disconnecting his or her telephone, radio or other form of communication unless he or she has previously obtained the express consent of the Chairman of the meeting.

18.5 A director is conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting by telephone, radio or other form of instantaneous audio or audio and visual communication unless he or she has previously obtained the express consent of the Chairman of the meeting to cease taking part in the meeting.

- 18.6 A minute of the proceedings of a meeting held by telephone, radio or instantaneous audio or audio and visual communication is sufficient evidence of such proceedings and of the observance of all necessary formalities if certified on as correct minute by the Chairman of the meeting or by the Secretary if present at the meeting.

19. SUB-COMMITTEES

- 19.1 The Board may from time to time appoint from among its members sub-committees for any purpose whatever not being for the purpose of a duty imposed on the Board as the directors of the Company by the *Corporations Act* or the general law.
- 19.2 (a) Each sub-committee appointed in accordance with these regulations must have at least one (1) director as a member of that sub-committee.
- (b) Unless otherwise specified in the minute of the directors appointing the sub-committee the quorum of all sub-committees consists of a majority of the members of such sub-committee.
- (c) Any sub-committee so formed must in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board.
- 19.3 The Board and any sub-committee may also co-opt advisers who are not members of the Company but such advisers have no vote.
- 19.4 A sub-committee may elect a chairman of its meetings and if no such chairman is elected or if at any meeting the chairman is not present within ten (10) minutes after the time appointed for holding the meeting, the members present may choose one of their number to be chairman of the meeting.
- 19.5 A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting must be determined by a majority of votes of the members of the sub-committee entitled to vote at general meetings of the Company who are present, and in the case of an equality of votes, the Chairman in addition to his or her deliberative both has a casting vote.

20. SECRETARY

The Secretary must be appointed by the directors in accordance with the *Corporations Act* for such term and upon such conditions as they think fit, and any secretary so appointed may be removed by them.

21. EXECUTION WITH OR WITHOUT COMMON SEAL

21.1 Execution without Common Seal

The Company may execute a document without using the common seal if the document is signed by:

- (a) two (2) directors of the Company; or
- (b) a director and the Secretary of the Company.

21.2 Execution with Common Seal

- (a) If the Company has a common seal, the Company may execute a document if the seal is affixed to the document and the affixing of the seal is witnessed by:
 - (i) two (2) directors of the Company; or
 - (ii) a director and the Secretary of the Company.
- (b) The directors must provide for the safe custody of the common seal.

22. ACCOUNTS

22.1 The Board must:

- (a) cause proper accounting and other records to be kept; and
- (b) distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached thereto) accompanied by a copy of the Auditor's report thereon as required by the *Corporations Act*; and
- (c) cause to be made out and laid before each annual general meeting a balance sheet and profit and loss account made up to a date not more than five (5) months before the date of the meeting.

22.2 The Board must from time to time determine in accordance with these regulations at what times and places and under what conditions or directions the accounting and other records of the Company is open to the inspection of members.

23. AUDIT

A properly qualified Auditor or Auditors must be appointed and his or their duties regulated in accordance with the *Corporations Act*.

24. NOTICES

- 24.1 (a) A notice may be given by the Company to any member either by serving on the member personally or by sending it by post to the member at his or her Registered Address.
 - (b) Where a notice is sent by post, service of the notice is deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting on the day after the date of its posting and in any other case at the time at which the letter would be delivered in the ordinary course of post.
- 24.2 (a) Notice of every general meeting must be given in any manner authorised by these regulations or the *Corporations Act* to:
- (i) every member except those members who have not supplied to the Company an address for the giving of notices to them;
 - (ii) the Auditor or Auditors for the time being of the Company.

- (b) No other person is entitled to receive notices of general meetings.

25. INDEMNITY AND INSURANCE OF OFFICERS

25.1 Definitions

For the purposes of this regulation:

- (a) "**Prohibited Liability**" means a liability, or a liability for legal costs, in respect of which a company is not lawfully permitted to indemnify a person.

25.2 Indemnity against liabilities

- (a) Subject to regulation 25.5 the Company indemnifies every person who is or has been an officer of the Company against all liabilities of every kind incurred as an officer of the Company.
- (b) This regulation does not apply to a liability for legal costs.

25.3 Indemnity for Legal Costs

As a separate indemnity, but also subject to regulation 25.5, the Company indemnifies every person who is or has been an officer of the Company against all legal costs incurred as an officer of the Company.

25.4 Prohibited Liabilities

The indemnity in regulations 25.2 and 25.3 does not apply to the extent that the liability or liability for legal costs amounts to a Prohibited Liability.

25.5 Power to Insure

- (a) The Company may pay, or agree to pay, a premium in respect of a contract insuring a person who is or has been an officer of the company or of a subsidiary of the Company against a liability incurred by that person.
- (b) Regulation 25.5(a) does not apply to a contract of insurance against a liability in respect of which a company is not lawfully permitted to pay a premium.

25.6 Optional Employee Indemnity

No indemnity is given by the Company pursuant to regulations 25.2 or 25.3 to any person who is or has been engaged in the full time employment of the Company against any liability incurred by that person in that person's capacity as a full time employee of the Company in any case where the Board determines that such indemnity should not be given.

26. FOUNDING MEMBERS

- 26.1 The founding members of the Company are Wendy Tisdell and Mark Tisdell ("the Founding Members").

26.2 The Company will publically recognise and acknowledge the contribution of the Founding Members wherever and whenever reasonably possible.

27. BRIDGIT WATER FOUNDATION FUND

27.1 Establishment of BridgIT Water Foundation Fund

The Company will establish and maintain a public fund to be called the BridgIT Water Foundation Fund solely for the relief of people in a country declared by the Minister to be a developing country ("the Developing Country Relief Purposes):

- (a) to which gifts of money or property for the Developing Country Relief Purposes only are to be made; and
- (b) to which any money received because of those gifts is to be credited.

27.2 Bank Account

A separate bank account is to be opened to deposit gifts made to the BridgIT Water Foundation Fund including interest accruing thereon and gifts to it are to be kept separate from any other funds of the Company.

27.3 Invitation to make gifts

Members of the public will be invited to make gifts of money or property to the BridgIT Water Foundation Fund for the Developing Country Relief Purposes.

27.4 Receipts

Receipts issued for gifts must state:

- (a) the name of the fund;
- (b) the Australian business number;
- (c) the fact the receipt is for a gift; and
- (d) if deductible by the donor, must be issued in accordance with the requirements of the *Income Tax Assessment Act 1937* and *Income Tax Assessment Act 1997*.

27.5 Committee

A committee will be formed to manage the BridgIT Water Foundation Fund. The committee will comprise not less than three (3) persons who are to be appointed by the directors of the Company. A Majority of the members of the committee must be Responsible Persons. Nothing in this regulation will prohibit a director of the Company from standing for or being a member of the Committee of the Fund.

27.6 Not for Profit

The BridgIT Water Foundation Fund must be operated on a not for profit basis.

27.7 Winding Up

In the event of the BridgIT Water Foundation Fund being wound up or dissolved any surplus assets remaining after payment of the Fund's liabilities must be transferred to another fund with similar objectives and which is endorsed as a deductible gift recipient.