



Stormwater Industry Association Ltd
ACN 093578164

NOTICE OF SPECIAL GENERAL MEETING OF STORMWATER INDUSTRY ASSOCIATION LTD (SIA LTD)
Date of Notice: Issued 11th February 2022

The Special General Meeting of members will be held by Zoom conference call on Friday 11th March 2022. The meeting will be conducted by Zoom and commence at 12:00pm AEST.

Zoom details will be in the calendar invitation.

The agenda for the meeting is:

1. Apologies

2. Confirmation of quorum and proxies
 - 2.1:** That the chairman confirms that there is a quorum present.
 - 2.2:** That there are eligible proxies entitled to be included in the vote

3. **Motion:** As per the recommendation from the Director Nomination Committee, Mr Andrew Swindells be appointed as Director of Stormwater Australia.

4. **Motion:** As per the recommendation from the Director Nomination Committee, Ms Sally McMahan be appointed as Director of Stormwater Australia.

Supporting Documents

1. Nomination Committee Recommendation
2. Andrew Swindells CV
3. Sally McMahan CV

(a) Attending the meeting or appointing a proxy.

You should have this notice with you for the meeting. You cannot attend this meeting unless you are a registered Member Representative. If you cannot attend the meeting you have a right to appoint only another registered member Representative as your proxy by completing the enclosed proxy form and return it to the Secretary by email secretary@stormwater.asn.au not less than 48 hours (or such shorter period as the Directors may allow) before the time appointed for the holding of the meeting.

Voting instructions for the Special General Meeting

Each member is entitled to two (2) votes by its registered Member Representatives. No person is entitled to vote unless the person is registered Member Representative or the proxy is a registered Member Representative. If only one registered Member Representative is present then that representative has an automatic proxy of the member totalling the two votes if no other proxy has been appointed. Please refer to attachment 1 for Proxy rights and processes and Appendix 1 for Form of Proxy.

Quorum

1. A motion or resolution at a Special General Meeting must not be considered or a Resolution passed unless there is a quorum present to consider and vote on the resolution(s).
2. There is a quorum for considering and voting on a motion or resolution if at least 50% of representatives and 75% of the Directors entitled to vote constitute a quorum for all general meetings.

Attachment 1.

Proxy rights and processes (from section 13 of the SIA LTD Constitution)

1.1 Right to Appoint Proxies

- (b) Any member's representative may appoint not more than one proxy.

1.2 Appointing a Proxy

- (a) The instrument appointing a proxy must be in writing signed by the appointer or the appointer's attorney duly authorised in writing.
- (b) The instrument of proxy is valid if it contains the information required by the Law, which at the date of this Constitution is the following information and is in the form set out in Appendix 1.
 - (i) the name and address of the member;
 - (ii) the proxy's name or the name of the office of the proxy; and
 - (iii) the meetings at which the instrument of proxy may be used.
- (c) An instrument of proxy may be expressed to be a standing appointment. An instrument of proxy for a specified meeting is only valid for that meeting and any postponement of adjournment or that meeting.
- (d) An instrument of proxy may be revoked by the appointer at any time by notice in writing to the Company.

1.3 Lodgement of Proxies

- (a) An instrument appointing:
 - (i) a proxy, the power of attorney or other authority (if any) under which it signed or executed or a certified copy of that power or authority; or
 - (ii) an attorney to exercise a member's voting rights at a general meeting or certified copy of that power of attorney,

must be deposited at the Office or at such other place as is specified for that purpose in the notice convening the general meeting not less than 48 hours (or such shorter period as the Directors may allow) before the time appointed for the holding of the meeting or adjourned meeting as the case may be at which the person named in the instrument proposes to vote and in default the instrument of proxy or the power of attorney will not be treated as valid.

- (b) For the purposes of this clause it will be sufficient that if any document required to be lodged by a member is received in legible form by facsimile or by email at the place at which the document is required to be delivered by the member and the document shall be regarded as received at the time the facsimile or email was received at that place.

1.4 Validity of Proxies

- (a) A vote exercised pursuant to an instrument of proxy, a power of attorney or any instrument of appointment is valid notwithstanding:
 - (i) the bankruptcy or liquidation of the member; and
 - (ii) the revocation of the instrument of proxy or the power of attorney or any instrument under which the instrument or the power was granted; or
- (b) if the Company has not received at its Office written notice of the, bankruptcy, liquidation, or revocation or at least 48 hours (or such shorter period as the Directors may allow) prior to the time appointed for the holding of the general meeting or adjourned meeting, as the case may be, at which the instrument of proxy or the power of attorney is exercised.
- (c) A proxy who is not entitled to vote on a resolution as a member may vote as a proxy for another member who can vote if the appointment specifies the way the proxy is to vote on the resolution and the proxy votes that way.

1.5 Rights of Proxies and Attorneys

- (a) The instrument appointing a proxy will be taken to confer authority to demand or join in demanding a poll.
- (b) Unless a member by the instrument of proxy directs the proxy to vote in a certain manner the proxy may vote as the proxy thinks fit on any motion or resolution. Otherwise the proxy shall follow the voting instructions contained in the instrument of proxy.
- (c) A proxy will not be revoked by the appointer attending and taking part in any general meeting but if the appointer votes on a resolution either on a show of hands or on poll the person acting as proxy for the appointer shall not be entitled to vote in that capacity in respect of the resolution.
- (d) The Chairman of a General Meeting may require any person acting as a proxy to establish to the satisfaction of the chairman that he is the person nominated as proxy in the form of proxy lodged under this Constitution. If the person is unable to establish his identity he may be excluded from voting either upon a show of hands or upon a poll.



APPENDIX I
FORM OF APPOINTMENT OF PROXY

I, _____
(Full Name)

of, _____
(Representative's Address)

being a Member Representative of SIA _____
(Member Association)

(Member Association Address)

hereby appoint

(Full name of proxy)

of, _____
(Member Association)

as my proxy to vote for me on my behalf at the meeting of the Company, SIA Ltd
to be held on the _____ and at any adjournment of that meeting.

Signed: _____
(Signature of Member Representative appointing proxy)

Date: _____

NOTE: A proxy vote may not be given to a person who is not a registered Member Representative.