

AUSTRALIAN WATER

ASSOCIATION

Australian Water Association Limited

ACN 096 035 773

Notice of 2026 Annual General Meeting

Dear valued members of the Australian Water Association Limited (the **Company**),

The Directors of the Company give notice under clause 10.4 of the Company's constitution that the 2026 Annual General Meeting (**AGM**) will take place as follows:

Date: Thursday 12 November 2026

Time: 3:30PM AEDT

Venue: Hybrid Meeting – Online (via Zoom, link [here](#)) or in person at the Australian Water Association office (Level 8, 9 Help Street, Chatswood, 2067)

Pre-registration of your attendance is strongly recommended, for both online or in-person attendance. [Click here](#) to pre-register your attendance.

Upon entering the meeting, the status of your membership or proxy appointment will be verified. Please ensure your membership is current.

During the meeting, members will be able to view the AGM proceedings, ask questions and vote.

Items of Business (Agenda for 2026 AGM)

1. Welcome, WHS briefing, apologies and declaration of proxies, voting procedures
2. Confirmation of Minutes of 2025 Annual General Meeting held on Wednesday 12 November 2025 (**Ordinary Resolution – Approval of minutes of 2025 AGM**)
3. Annual Review 2025-26 including Financial Statements
Presented by the President and Chief Executive Officer
4. Adoption of Financial Statements – Year ended 30 June 2026 (**Ordinary Resolution – Adoption of Financial Statements**)
5. Appointment of Company Auditor and Auditor remuneration (**Ordinary Resolution – Confirming Appointment and Remuneration of Auditor**)
6. Adoption of the Proposed New Constitution (**Special Resolution – Adoption of Proposed New Constitution and Ordinary Resolution – Authority to Give Effect to Proposed New Constitution**)
7. Ratification of re-appointment of President and President Elect and ratification of directors selected by Strategic Advisory Council (**Ordinary Resolutions – Ratification of President and President Elect and Ordinary Resolutions – Ratification of Selected Directors**)
8. Discussion of Other Business
To consider such other business of a general nature which the Chair permits based on a written submission.

Documents provided with this notice

The following documents have been provided to members with this notice:

1. [2025 AGM Draft Minutes](#)
2. [2026 AGM Proxy Form](#)
3. [2025-2026 Annual Report](#) including the 2025-2026 Financial Statements
4. [2025-2026 Annual Review](#)
5. [Current Constitution](#): AWA's current constitution dated August 2018
6. [Current By-Laws](#): AWA's current by-laws dated August 2021
7. [Explanatory Paper](#): Proposed New Constitution and Draft By-Laws
8. [Proposed New Constitution](#), as updated following August and September stakeholder consultation sessions
9. [Draft By-Laws](#), as updated following August and September stakeholder consultation sessions
10. [Response to Feedback](#): A document summarising the feedback received during the August and September stakeholder consultation sessions, the feedback form and by direct email as well as the Board's response to feedback.

Proxies

Members may appoint a proxy to:

1. Act generally on their behalf, or
2. To vote only in accordance with instructions on the Proxy Form.

A proxy need not be a member. The appointment of a proxy must be in writing using the attached form. Completed proxy forms must be received by the Company by **3:30pm AEDT on Thursday 5 November 2026**.

Information for members regarding agenda items they will be asked to vote on

Adoption of minutes of 2025 AGM

Members will be asked to approve the minutes of the 2025 AGM.

Ordinary Resolution – Approval of minutes of 2025 AGM

That, the members approve the minutes of the Company's AGM held 12 November 2025 as circulated with the notice of the AGM.

Adoption of financial statements – year ending 30 June 2026

Members will be asked to adopt the financial statements for the financial year ending 30 June 2026.

Ordinary Resolution – Adoption of Financial Statements

That, the members approve the Company's financial statements for year ending 30 June 2026, as circulated with the notice of the 2026 AGM.

Appointment of Company Auditor and Auditor Remuneration

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Members will be asked to confirm the continued appointment of the Company's auditor and remuneration.

Ordinary Resolution – Confirming Appointment and Remuneration of Auditor

That the members approve the re-appointment of Bentley's as auditors for an additional 12-month period, to prepare the Financial Statements for the 2026/2027 Financial Year to be presented to the AGM in November 2027 and that the Board of Directors be authorised to agree the remuneration of the Auditors.

Adoption of the Proposed New Constitution

The Explanatory Paper circulated with this notice sets out the background and relevant considerations to the Company's proposal to adopt a new constitution.

Members will be asked to vote on the following resolutions:

Special Resolution – Adoption of Proposed New Constitution

That, the members approve the repeal of the Current Constitution and the adoption of the Proposed New Constitution as circulated with the notice of the 2026 AGM, with effect from the conclusion of the 2026 AGM.

Ordinary Resolution – Authority to Give Effect to Proposed New Constitution

That, the members authorise and direct the Board, any Director, the Company Secretary and any authorised officer of the Company to do the following:

- *prepare and lodge with the ACNC all forms and documents required to give effect to the special resolution adopting the Proposed New Constitution; and*
- *do any other thing or consequential action which may be necessary or desirable to give effect to the special resolution adopting the Proposed New Constitution.*

Ratification of re-appointment of President and President Elect and ratification of selected Directors

The AWA Board comprises up to nine Directors, who are elected every second year. The election process shall take place at this 2026 AGM.

In accordance with clause 14.3 of the Current Constitution, the Strategic Advisory Council shall meet prior to the AGM to select from the nominations received the ongoing and new Directors subject to ratification by the members at the AGM, noting:

- a) the Directors holding the office of President and President Elect will, subject to ratification at the AGM, automatically be re-appointed to the Board;
- b) at least four re-nominating Directors, including the Directors holding the office of President and President Elect must be re-appointed to the Board, subject to ratification at the AGM; and
- c) the remaining five positions are open for nomination by both re-nominating Directors and new nominees.

The Directors who hold the offices of President and President Elect are:

- a) Kevin Werksman (President); and
- b) Clare Porter (President Elect).

Kevin Werksman and Clare Porter will, subject to ratification at the AGM, automatically be re-appointed to the Board and shall move to the positions of Immediate Past President and President following Ozwater'27. The members will be asked to ratify the re-appointment of these Directors to the Board at the AGM (**Ordinary Resolutions – Ratification of President and President Elect**).

The members will also be asked to ratify the remaining nominations selected by the Strategic Advisory Council at the 2026 AGM. The identity of the selected nominees will be announced at the AGM. Each selected nomination will be put to members for ratification by a separate ordinary resolution (**Ordinary Resolutions – Ratification of Selected Directors**).

Current Director Shelley Shepherd will complete her final term and retire following Ozwater'27.

Procedural matters

Quorum

The quorum for the AGM is 20 members, including the President or Vice President and the Secretary. A quorum must be present in person, by attorney or proxy, or representative, or by such other lawful means of communication as the Board determines (clause 11.1 of Current Constitution).

Voting

Voting is done via smartphones using Slido. A QR code will be available during the meeting to join the polling platform.

- Each poll will appear on your screens when voting opens
- Each poll will be open for 45 seconds
- Once the poll is closed the result will be announced, along with any proxy votes

If you have any questions, please get in touch with us on secretary@awa.asn.au or + 61 2 9436 0055.

Passing members' resolutions

Unless a special resolution is required under the Current Constitution, members' resolutions require a simple majority (more than 50% of the votes cast in favour). In the case of an equality of votes on a resolution at the AGM, the chairperson of the meeting is entitled to exercise a second or casting vote (clause 12.2 of the Current Constitution).

A special resolution is passed if it is supported by at least 75% of the votes cast by members of the Company who are entitled to vote on the proposed constitution.