

**IRRIGATION AUSTRALIA LIMITED**

**BY-LAWS – DATED 13<sup>th</sup> March 2026**

**1. PRELIMINARY**

**1.1 Authority**

These By-laws are made by the Board of Directors under clause 36 of the Constitution of Irrigation Australia Limited.

**1.2 Purpose**

These By-laws prescribe the detailed rules, procedures, and operational requirements governing membership, governance, elections, committees, certification, and administration of the Association.

**1.3 Application**

These By-laws apply to all Members, Directors, committee members, officers, employees, and contractors of the Association.

**1.4 Consistency**

These By-laws operate subject to the Constitution and the Corporations Act 2001 (Cth). If there is any inconsistency, the Constitution prevails.

**1.5 Amendment**

The Board may amend, repeal, or replace these By-laws by Board resolution.

**2. MEMBERSHIP BY-LAWS**

**2.1 Membership Classes and Categories**

Membership consists of Voting Active-Financial Members and non active financial Non-Voting Members. The Board may establish categories within each class, including individual, company, student, affiliate, life member, or other categories as determined from time to time.

**2.2 Eligibility**

Eligibility requirements for each membership category may include industry type, involvement, professional standing, qualifications, experience, or other criteria set by the Board.

**2.3 Application for Membership**

Applications must be submitted in the approved form, include all required information, and be accompanied by payment of applicable fees and agreement to adhere to the Constitution of Irrigation Australia and the Terms and Privacy Policy

#### **2.4 Assessment and Approval**

The Board or its delegate may approve or reject applications and is not required to provide reasons for refusal.

#### **2.5 Membership Renewal**

Membership is renewed annually. Members must comply with renewal requirements and continuing obligations set by the Board.

#### **2.6 Member Obligations**

Members must comply with the Constitution, these By-laws, applicable policies, and any professional standards set by the Association.

### **3. MEMBERSHIP FEES BY-LAWS**

#### **3.1 Fee Determination**

The Board determines all membership fees, joining fees, discounts, and concessions.

#### **3.2 Payment Terms**

Fees are payable by the due date stated on the invoice or renewal notice.

#### **3.3 Late Payment**

Members with overdue fees may have membership rights suspended.

#### **3.4 Termination and Reinstatement**

Membership terminated for non-payment may be reinstated at the Board's discretion following payment of outstanding amounts.

### **4. DISCIPLINARY AND COMPLAINTS BY-LAWS**

#### **4.1 Purpose**

These By-laws set out the formal process for receiving, assessing, investigating, and determining complaints and disciplinary matters involving Members.

#### **4.2 Grounds for Disciplinary Action**

Disciplinary action may be taken where a Member:

- breaches the Constitution or By-laws;
- acts in a manner detrimental to the interests or reputation of the Association;
- fails to comply with professional or certification standards; or
- engages in unlawful, unethical, or improper conduct connected with the Association.
- Breaches the Code of Conduct

#### **4.3 Lodgement of Complaints**

Complaints must be submitted in writing to the Company Secretary and include sufficient detail to allow assessment.

#### **4.4 Preliminary Assessment**

The Company Secretary or delegate will conduct a preliminary assessment to determine whether:

- the complaint falls within scope;
- further investigation is warranted; and
- Breaches the Code of Conduct

#### **4.5 Disciplinary Hearing Committee**

The Board may appoint a Disciplinary Hearing Committee of at least three persons who are independent of the matter.

#### **4.6 Notice to Member**

The Member will receive written notice outlining the allegations, evidence relied upon, and the process to be followed.

#### **4.7 Right to Respond**

The Member may provide a written response and may appear before the Committee.

#### **4.8 Decision Making**

The Committee will determine findings on the balance of probabilities and recommend outcomes to the Board.

#### **4.9 Available Outcomes**

Outcomes may include warnings, conditions, mandated training, suspension, or recommendation for expulsion.

#### **4.10 Board Determination**

The Board will determine final outcomes, including expulsion, where applicable.

#### **4.11 Confidentiality**

All disciplinary matters are confidential.

### **5. DIRECTOR ELECTION BY-LAWS**

#### **5.1 Election Authority**

Director elections are conducted under these By-laws and the Constitution.

#### **5.2 Election Timetable**

The Board will approve an election timetable prior to each Annual General Meeting.

#### **5.3 Call for Nominations**

Eligible Active Financial Voting Members will be invited to nominate candidates in writing by the specified closing date.

#### **5.4 Eligibility Verification**

The Company Secretary will verify candidate eligibility before accepting nominations.

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### **5.5 Ballot Process**

Where required, a ballot will be conducted electronically or by other secure means approved by the Board.

### **5.6 Voting Entitlement**

Each eligible Active Financial Voting Member has one vote per vacancy.

### **5.7 Counting and Results**

Votes will be counted and results recorded.

### **5.8 Tie Resolution**

Tied results will be resolved by lot or another method approved by the Board.

### **5.9 Declaration**

Election results are formally declared and announced at the Annual General Meeting.

## **6. BOARD COMMITTEES BY-LAWS**

### **6.1 Establishment**

The Board may establish standing or ad-hoc committees to support governance and operations.

### **6.2 Terms of Reference**

Each committee will operate under Board-approved terms of reference.

### **6.3 Membership**

Committee members may include Directors and external persons as approved by the Board.

### **6.4 Chairing**

Each committee will have a Chair appointed by the Board.

### **6.5 Quorum and Decisions**

Committee quorum and decision-making rules will be set in the terms of reference.

### **6.6 Reporting**

Committees reports will be provided at each scheduled board meeting or as required.

## **7. BOARD AND GOVERNANCE BY-LAWS**

### **7.1 Conduct of Meetings**

Board meetings will be conducted in accordance with the Constitution and good governance practice.

### **7.2 Director Conduct**

Directors must act honestly, diligently, and in the best interests of the Association.

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## **8. CONFLICT OF INTEREST BY-LAWS**

### **8.1 Disclosure**

Directors must disclose actual or perceived conflicts.

### **8.2 Management**

Conflicted Directors may be excluded from discussion or voting.

## **9. VOTING AND DIRECT VOTING BY-LAWS**

### **9.1 Direct Voting Methods**

The Board may approve electronic or postal voting methods.

### **9.2 Validity of Votes**

Votes must be received by the specified deadline.

## **10. DELEGATIONS BY-LAWS**

### **10.1 Delegations**

The Board may delegate authority to committees, Directors, or employees.

### **10.2 Review**

Delegations will be documented and reviewed periodically.

## **11. CERTIFICATION AND PROFESSIONAL STANDARDS BY-LAWS**

### **11.1 Certification Authority**

The Board may establish, suspend, or withdraw certification schemes or holders.

### **11.2 Eligibility**

Eligibility criteria for certification will be determined by the Board.

### **11.3 Ongoing Compliance**

Certification holders must meet continuing professional development and compliance requirements.

### **11.4 Monitoring**

The Association may audit certification holders for compliance.

### **11.5 Breach and Sanctions**

Non-compliance may result in suspension, conditions, or withdrawal of certification.

### **11.6 Appeals**

The Board may allow a review process for certification decisions.

## **12. REVIEW AND OVERSIGHT**

### **12.1 Review**

These By-laws will be reviewed every two years by the Board.

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