

ASSOCIATIONS INCORPORATION ACT 1985

RULES OF

DIAL BEFORE YOU DIG SA/NT INCORPORATED

1. The name of the Association is **DIAL BEFORE YOU DIG SA/NT INCORPORATED** referred to as “the Association”.

2. In these Rules, unless the contrary intention appears:

“Board” means the Board of Management of the Association;

“member” means a member of the Association;

“officer” means a Member of the Board;

"Manager" means the person holding the position of the manager of the Association or if no such person then the equivalent most senior executive of the Association.

“the Act” means the Associations Incorporation Act, 1985.

3. OBJECTS AND PURPOSES

3.1 To reduce the incidence of damage to underground installations (and other assets) in the state of South Australia and the Northern Territory ('the Utilities').

3.2 To provide an inquiry service to the public for the dissemination of information on underground installations (and other assets).

3.3 To facilitate the receipt of inquiries by members about the location of their underground installations (and other assets).

3.4 To widely promote and publicise the necessity to inquire about underground installations (and other assets) prior to the commencement of excavation.

3.5 To facilitate cooperation among members with the aim of reducing damage to underground installations (and other assets) and lessening the danger and inconvenience caused to customers, excavators and constructors.

3.6 To do all things and acts necessary and incidental to the pursuit of the objectives of the Association.

4. POWERS

The Association has the power to do everything necessary or convenient for, or incidental to, furthering its purposes, including (without limitation) all powers under section 25 of the Act and the following powers:

- 4.1 to charge for services and facilities it supplies;
- 4.2 to charge fees to members to cover its costs;
- 4.3 to sue or be sued;
- 4.4 to enter into any contract;
- 4.5 to purchase or sell any property, whether real property (ie land) or personal property (ie goods, shares, debentures, units etc);
- 4.6 to mortgage or encumber any of its assets;
- 4.7 to administer property on trust;
- 4.8 to open and operate bank accounts;
- 4.9 to invest its moneys in any security in which trust moneys may be invested or in such other manner as the Rules allow;
- 4.10 to borrow money on such terms and conditions as it thinks fit;
- 4.11 to:
 - 4.11.1 enter into any arrangements with any government or authority that are incidental or conducive to attaining the purposes and exercising the powers of the Association;
 - 4.11.2 obtain from any government or authority any rights, privileges or concessions which the Association thinks it desirable to obtain; and
 - 4.11.3 carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- 4.12 to appoint, employ, remove or suspend agents, managers, officers, employees, workers and other persons as necessary or convenient for the purposes of the Association;
- 4.13 to delegate any power which may be exercised by the Association and is capable of being delegated to employees or any other persons carrying out work on behalf of the Association;

- 4.14 to indemnify any person for any loss or damage incurred as a result of having, while undertaking duties or volunteer work on behalf of the Association, become liable to pay any amount by way of damages or otherwise;
- 4.15 to subscribe to, become a member of, affiliate with, co-operate with or contract with any other association, club or organisation, whether incorporated or not, whose purposes are altogether or in part similar to those of the Association;
- 4.16 to construct, improve, maintain, develop, work, manage, carry out, alter or control any works which directly or indirectly advance the Association's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control of those works;
- 4.17 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- 4.18 to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the Association's property and rights;
- 4.19 to take any gift of property, whether subject to any special trust or not, for any one or more of the purposes of the Association;
- 4.20 to print and publish any advertisements, newspapers, periodicals, books or leaflets that the Association thinks desirable to promote its purposes and activities; and
- 4.21 to make donations for charitable or community purposes.

5. MEMBERSHIP

- 5.1 Membership of the Association shall be divided into three classes:
 - 5.1.1 Foundation members;
 - 5.1.2 Ordinary members;
 - 5.1.3 Associate members
- 5.2 Eligibility for membership of the Association is dependent on:
 - 5.2.1 In the case of a Foundation member, the member providing funds to facilitate the incorporation and establishment of the Association;

- 5.2.2 In the case of an Ordinary member, the member owning, maintaining or bearing responsibility for the Utilities and who join the Association subsequent to incorporation;
- 5.2.3 In the case of an Associate member, the member who has a relevant interest as determined by the Board in the objectives of the Association.
- 5.3 Any corporate body or partnership which is a member must nominate a person to be its representative to exercise its rights under these Rules. The member may remove and replace its representative if it has first provided the Secretary of the Association with written notice.

6. FOUNDATION MEMBERS

- 6.1 The first Foundation members shall be Telstra, Cable & Wireless Optus and Epic Energy.
- 6.2 Each of the following entities:
- ETSA Utilities;
 - SA Water;
 - Envestra Ltd;
 - Boral Energy;
 - City of Marion;
 - Transport SA;
 - Surveyor General's Department
- shall be admitted to membership as a Foundation member provided that it:
- 6.2.1 has formally applied for Foundation membership of the Association before 5 June 1999; and
- 6.2.2 has paid at least fifty percent (50%) of the joining fee before 1st July 1999.
- 6.3 The Board shall have no discretion to reject an application for Foundation membership made in compliance with Rule 6.2 but in all other respects the provisions of Rule 8 shall be of full force and effect.
- 6.4 The Board shall have an absolute discretion to accept as a foundation member any person that has formally applied for Foundation membership

of the Association before 5 June 1999, irrespective of whether any part or full payment of the joining fee was made to the Association prior to 1 July 1999.

7. MEMBERSHIP APPLICATION

- 7.1 Any person or corporate body who desires to be a member of the Association shall make application in accordance with these Rules.
- 7.2 An application for membership shall be made in writing in the form set out in Appendix 2 to these Rules, and lodged with the Secretary of the Association.
- 7.3 Prior to a person or body corporate making application for membership, it may request the Board to indicate the voting rights likely to be allocated to the applicant if their application was to be accepted.

8. ADMISSION AND REJECTION OF APPLICATIONS FOR MEMBERSHIP

- 8.1 The Manager may consider applications for membership of the Association and may determine the admission or rejection of any application for membership of the Association and, if admitted, the class of membership to be accorded to the applicant.
- 8.2 Upon a decision being made by the Manager, the Manager shall give the applicant notice in writing of the decision and, in the case of acceptance for membership, advise the applicant of the class of membership to which they have been admitted.
- 8.3 After acceptance of an application by the Manager, an applicant only becomes a member when they have paid the applicable fees and their name has been entered in the register of members.
- 8.4 The Manager shall submit at the next scheduled meeting of the Board each application for membership of the Association received since the previous meeting of the Board and the decision of the Manager in relation to each such application.
- 8.5 The Board may consider whether the admission of any application for membership of the Association is inappropriate or undesirable and may in its discretion, by simple majority of votes of the Board members present at the meeting, overrule the decision of the Manager.
- 8.6 If the Board overrules the decision of the Manager the Board shall give the applicant notice in writing of the decision, and the applicant's membership shall be revoked effective immediately and their name removed from the register of members.

9. JOINING AND OTHER FEES AND CHARGES

9.1 An annual membership fee (if demanded) shall be payable by every member at such time, in such amount and in such manner as the Board shall from time to time determine. In determining the amount of each member's annual membership fee the Board shall take into account:

9.1.1 the value of the underground installations owned and/or operated by the relevant member; and

9.1.2 the expected usage by the relevant member of the Association's 'Dial Before You Dig' service.

If the period of membership is not for a full year then the amount contributed shall be on a monthly or part thereof pro-rata basis.

9.2 Each member shall also be liable to pay referral charges in connection with the Association's 'Dial Before You Dig' service. Referral charges shall be payable at such times, in such amounts and in such manner as the Board shall from time to time determine. In determining the amount of referral charges payable by each member the Board will take into account:

9.2.1 the value of the underground installations owned and/or operated by the relevant member;

9.2.2 the number of inquiries referred to the relevant member by the Association;

9.2.3 any benefit received by the relevant member due to its membership of the Association; and

9.2.4 such other factors as the Board considers relevant.

9A. VOTING RIGHTS

9A.1 Associate members are each allocated one (1) vote at a meeting of the Association.

9A.2 Each other active member of the Association must be allocated at least one (1) vote to be exercised at any meeting of the Association. These voting rights may vary from time to time in accordance with Rule 9A.3 and, notwithstanding Rule 9A.3, will be determined and recommended by the Board using such methods that the Board deems appropriate, and all amended voting rights will be approved by the membership at each annual general meeting.

9A.3 Each member (except Associate members) will be allocated one (1) vote for every \$100 (or part thereof) of Referral Charges paid by that member

to the Association in accordance with Rule 9.3 during the previous financial year (excluding GST).

10. RESIGNATION

- 10.1 A member may resign from membership of the Association by giving written notice to the Secretary of the Association.
- 10.2 Any member so resigning will be liable for any outstanding fees or other amounts then owing to the Association which may be recovered as a debt due to the Association.
- 10.3 Such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date.

11 DISCIPLINE AND TERMINATION OF MEMBERSHIP

- 11.1 A member immediately ceases to be a member:
 - 11.1.1 if the member resigns from membership under Rule 10;
 - 11.1.2 if the member dies or becomes insolvent as defined under the Corporations Act 2001 (Cth) or ceases to exist;
 - 11.1.3 if the member is expelled by the Board under this Rule 11 (subject to any rights of appeal under Rule 12);
 - 11.1.4 if the member is convicted of a serious criminal or indictable offence; or
 - 11.1.5 in any other circumstances prescribed in the terms of membership applicable to the member or in any undertaking given by the member upon the member's admission to membership, as circumstances resulting in immediate termination of membership.
- 11.2 Upon the termination or cessation of membership for any reason:
 - 11.2.1 any and all rights or privileges of a member by reason of membership:
 - 11.2.1.1 are not capable of being transferred or transmitted to another person; and
 - 11.2.1.2 terminate upon the cessation of membership; and
 - 11.2.2 the office of any Board officer nominated by that member is automatically vacated without any party having to take any further action.

11.3 Subject to these Rules, if the Board is of the opinion that a member:

11.3.1 conducts itself in a manner considered by the Board to be unbecoming of a member, or injurious or prejudicial to the interests or character of the Association; or

11.3.2 fails, refuses or neglects to comply with any of the provisions of these Rules; or

11.3.3 has membership or other fees due to the Association in arrears for a period greater than three months,

the Board may by resolution:

11.3.5 expel the member; or

11.3.6 suspend the member from membership of the Association for a specified period.

11.4 A resolution of the Board to expel a member under Rule 11.3:

11.4.1 does not take effect unless the Board confirms the resolution in accordance with Rule 11.6; and

11.4.2 where the member exercises a right of appeal to the Association under Rule 12, does not take effect unless the Association confirms the resolution in accordance with Rule 12.5.

For the avoidance of doubt, the Board may elect to suspend a member it has resolved to expel under Rule 11.3 until such a time as the resolution is confirmed in accordance with Rule 11.6 or any appeal process has been exhausted.

11.5 Where the Board passes a resolution to expel a member under Rule 11.3, the Association will, as soon as practicable, serve on the relevant member notice in writing:

11.5.1 setting out the resolution of the Board and the grounds on which it is based;

11.5.2 stating that the member may address the Board at a meeting of the Board to be held not earlier than 14 and not later than 28 days after the service of the notice;

11.5.3 stating the date, place and time of that meeting of the Board;

11.5.4 informing the member that the member may attend that meeting of the Board; and

11.5.5 informing the member that, if at the meeting of the Board the Board confirms the resolution, the member may, not later than 48 hours after the meeting of the Board, lodge with the Secretary a notice to the effect that the member wishes to appeal to the Association in general meeting against the resolution.

11.6 At a meeting of the Board held in accordance with Rule 11.5, the Board:

11.6.1 if the member is present, shall give to the member an opportunity to be heard;

11.6.2 shall give due consideration to any written statement submitted by the member; and

11.6.3 shall by resolution, determine whether to confirm or to revoke the resolution.

11.7 The determination of the Board under Rule 11.6 will be communicated to the member and in the event of an adverse determination the member will cease to be a member:

11.7.1 48 hours after the relevant meeting of the Board, provided that the member does not lodge with the Secretary a notice to the effect that the member wishes to appeal to the Association in general meeting against the resolution in accordance with Rule 12; or

11.7.2 if the member appeals against the resolution under Rule 12, and the members of the Association confirm the resolution in general meeting in accordance with Rule 12.5, then immediately upon such confirmation of the resolution.”

12 **APPEAL OF DECISION TO TERMINATE, REVOKE OR REFUSE MEMBERSHIP**

12.1 A member subject to an adverse resolution under Rule 11.6 or applicant for membership whose application is rejected may appeal to the Association in general meeting against such resolution or decision not to grant membership (as the case may be).

12.2 The intention to appeal must be communicated by notice to the Secretary of the Association within 48 hours after:

12.2.1 the determination of the Board under Rule 11.6; or

12.2.2 the decision not to grant membership by the Board or the Manager,

has been first communicated to the member or applicant (as the case may be).

- 12.3 Where the member or applicant (as the case may be) gives notice to the Secretary of the member's intention to appeal in accordance with Rule 12.2, the Board must convene a special general meeting of the Association to be held within 21 days after the date on which the Secretary received the notice and otherwise in accordance with these Rules.
- 12.4 At a special general meeting of the Association convened under Rule 12.3:
- 12.4.1 no business other than the question of the appeal may be transacted;
- 12.4.2 the Board may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
- 12.4.3 the member or applicant (as the case may be) must be given the opportunity to be heard; and
- 12.4.4 all members present (excluding the member subject to the adverse resolution under Rule 11.6) must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- 12.5 Any appeal under this Rule 12 shall be determined by a simple majority vote of voting rights held by the members present at such general meeting.
- 12.6 Where an applicant for membership's application is rejected, and the applicant does not appeal against the decision of the Board or the Manager within the time prescribed by this Rule 12, or so appeals but the appeal is unsuccessful, the secretary on behalf of the Association shall forthwith refund the amount of any fee paid by that applicant."

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REGISTER OF MEMBERS

- 13.1 The Board shall cause a register to be kept in which shall be entered the names and addresses of all members and the dates of their admission.
- 13.2 Particulars shall also be entered into the register voting rights, resignations, terminations and reinstatement of membership and any further particulars as the Board or the members at general meeting may require from time to time.
- 13.3 The register shall be open for inspection at all reasonable times by any member who previously applies to the Secretary for such inspection.

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SECRETARY

- 14.1 The Board shall appoint a Secretary for the Association who will perform their duties in accordance with the By-Laws of the Association laid down by the Board from time to time.

- 14.2 If the Board has not appointed a Secretary for the Association before incorporation, the Board must appoint a Secretary within fourteen (14) days of incorporation.
- 14.3 If a vacancy occurs in the office of Secretary, the Board must appoint an interim secretary within fourteen (14) days after the vacancy happens and such interim secretary will act until the Board appoints a permanent secretary.
- 14.4 The Secretary must be an individual residing in or who shall during the term of their appointment as Secretary reside in the State of South Australia who is:
- 14.4.1 a member of the Association nominated by the members at general meeting; or
 - 14.4.2 a Member of the Board; or
 - 14.4.3 a full time staff member employed by the Association; or
 - 14.4.4 any other nominee of the Board (whether or not the individual is a member).
- 14.5 The Board may appoint and remove the Secretary in accordance with this Rule 14 at any time.
- 14.6 The position of Secretary is not a paid or salaried position within the Association.
- 14.7 The Secretary as appointed from time to time will also be the public officer of the Association for the purposes of the Act.

15

THE BOARD

- 15.1 The affairs of the Association shall be managed and controlled exclusively by a Board of Management (“the Board”) which in addition to any powers and authorities conferred by these Rules:
- 15.1.1 may exercise all powers and do all things as are within the objects of the Association, and are not by the Act or by these Rules required to be done by the Association in general meeting and shall have authority to interpret the meaning of these Rules and any matter relating to the Association on which these Rules are silent;
 - 15.1.2 shall be responsible for the preparation of a financial plan and budget for each coming financial year;

15.1.3 shall from time to time set operational guidelines and policies that are intended to achieve any of the objectives of the Association or for regulating the business of the Association and may at any time rescind or vary the operational guidelines and make others to replace them. Such operational guidelines must not be contrary to these Rules.

15.2 The Board may:

15.2.1 Enter into any form of contract or arrangement;

15.2.2 Employ or engage staff, on such terms and conditions as the Board considers appropriate;

15.2.3 Seek expert or technical advice on such terms as the Board thinks fit;

15.2.4 Engage consultants or other contractors as appropriate;

15.2.5 Provide services within areas of the Association's expertise on terms and conditions with respect to the payment of fees or any other matter as determined by the Board;

15.2.6 Establish sub committees consisting of Members of the Board, or other persons or a combination of both, and delegate to the sub committees, functions and powers as are necessary;

15.2.7 Co-opt other Industry and outside persons to attend Board meetings by invitation as the Board feels is appropriate in the best interests of the Industry in South Australia;

15.2.8 Borrow or raise or secure the payment of money in such manner as the members of the Association think fit and secure the same or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way and in particular by the issue of debentures, perpetual or otherwise, charged, upon all or any of the Association's property, both present and future, and to purchase, redeem or pay off any such securities;

15.2.9 to borrow amounts from members and to pay interest on the amounts borrowed provided that the rate of interest must not be more than the rate for the time being charged for overdrawn accounts for money lent (whatever the term of the loan) by:

15.2.9.1 the financial institution for the Association; or

15.2.9.2 if there is more than one (1) financial institution for the Association the financial institution nominated by the Board;

15.2.10 to mortgage or charge the Association's property or any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association, and to provide and pay off any such securities;

15.2.11 to invest funds of the Association in such manner as majority of members in a general meeting may from time to time determine.

15.2.12 purchase or lease real property only with the approval of a majority of the members in a general meeting.

15.3 Board Composition

15.3.1 The Board shall be comprised of:

(a) a Chairperson; and

(b) a Vice Chairperson; and

(c) officers constituted of the remaining Foundation Board Officers (appointed in accordance with **Rule 15.4**) and Elected Board Officers (elected in accordance with the procedure set out in **Rule 15.5**) and (if appointed) an Independent Board Officer (appointed in accordance with **Rule 15.6**).

15.3.2 A person may not be both a Foundation Board Officer and an Elected Board Officer at any given time.

15.4 Foundation Board Officer

15.4.1 Number

Each Foundation member shall be entitled to appoint two (2) persons to be an Officer upon giving notice of such appointment to the Manager and the Board (**Foundation Board Officers**).

15.4.2 Removal

Any Foundation Board Officer appointed by a Foundation member may be removed and replaced by that Foundation member at any time upon giving notice as above.

15.4.3 Resignation

Any Foundation Board Officer may resign by notice in writing to the Manager and the Board and such resignation will take effect from the

time it is received by the Manager unless a later date is specified in such notice.

15.5 Elected Board Officers

15.5.1 Number

At any one time, the Board may comprise of no more than four (4) representatives nominated by Ordinary and Associate Members and elected in accordance with the process set out in this **Rule 15.5 (Elected Board Officers)**.

15.5.2 Rotation and term of office

(a) An Elected Board Officer will be appointed for the period:

- (i) commencing from the annual general meeting following the Elected Board Officer's election in accordance with **Rule 15.5.3**; and
- (ii) ending at the close of the second annual general meeting following the Elected Board Officer's appointment,

(the Term).

(b) If an Elected Board Officer resigns his or her office or otherwise vacates office before the expiry of his or her Term, that Elected Board Officer shall be deemed to have resigned immediately as an Elected Board Officer upon receipt of the resignation in writing.

(c) Upon the expiry of his or her Term, an Elected Board Officer is eligible for re-election subject to the Manager receiving a nomination under **Rule 15.5.3** with respect to that Elected Board Officer.

15.5.3 Procedure for appointment of Elected Board Officers

The procedure for appointment of Elected Board Officers will operate as follows:

- (a) At least three months prior to each annual general meeting, the Manager will distribute a notice to all Ordinary and Associate Members:
 - (i) calling for nominations for the position(s) of Elected Board Officer that will become vacant at the next annual general meeting; and

- (ii) stating that nominations must be received within 21 days.
- (b) All nominations must be signed by both the Member nominating the person and by the nominee to signify a willingness to stand for election.
- (c) If only the required number of persons are nominated to fill existing vacancies (or less than that number), the Manager must report accordingly to the annual general meeting, and the Chairperson will declare such persons duly elected as Elected Board Officers.
- (d) If the number of nominations received exceed the number of available positions, within 14 days after the nominations close the Manager must send a ballot paper along with a supporting statement from each candidate, to each Member:
 - (i) listing the names of all candidates for the positions of Elected Board Officer; and
 - (ii) specifying that ballot papers must be returned to the Manager within 14 days.

The candidate(s) who receive the most votes will be appointed as Elected Board Officer, and the Chairperson will declare such persons duly elected as Elected Board Officers at the annual general meeting. For the purposes of this **Rule (d)**, each Member shall be entitled to exercise their respective voting rights held in the Association as at the close of the most recent annual general meeting.

- (e) In the event that the first ballot is a tie, a second ballot shall be conducted within one month of the first ballot and contested only by the tied candidates from the first ballot.
- (f) In the event that the second ballot is a tie, the Elected Board Officer will be decided as between the tied candidates by an independent third party drawing a name out of a hat.
- (g) Any election and appointment of an Officer under this **Rule 15.5** will be announced and confirmed by the Chairperson at the following annual general meeting.
- (h) In the event of a casual vacancy to any elected office referred to in this **Rule 15.5**, the Board may appoint a person to the vacant office as the Board sees fit, and the person so appointed may continue in office up to the

annual general meeting next following the date of his or her appointment. At each annual general meeting all the casual Officers so appointed shall retire.

- (i) If a person is not elected to office under this **Rule 15.5.3**, neither that person nor the nominating Member have any right of appeal against that decision not to elect that person.

15.6 Independent Board Officer

- 15.6.1 From time to time the Board may consider, and may resolve to invite, a person who is not a Foundation Board Officer or an Elected Board Officer to join the Board as an independent Officer (**Independent Board Officer**). Such an invitation requires a resolution passed by those Officers representing 75% or more of the total voting rights of the Board.
- 15.6.2 The invitation in **Rule 15.6.1** must be in writing and be for such period as the Board sees fit.
- 15.6.3 The period of an Independent Board Officer's appointment will commence on the day written confirmation of acceptance of the Board's invitation is received by the Manager, and end on the earlier of:
 - (a) the expiry of the appointment period as determined by the Board; or
 - (b) termination of the appointment by the Board at the Board's absolute discretion, such termination requiring a simple majority resolution passed by those Officers representing 50% or more of the total voting rights of the Board.
- 15.6.4 All Members must be notified of the appointment of any new Independent Board Officer.
- 15.6.5 If an Independent Board Officer resigns his or her office or otherwise vacates office before the expiry of his or her appointment that Independent Board Officer shall be deemed to have resigned from that office position immediately upon receipt of the resignation in writing.
- 15.6.6 An Independent Board Officer does not have any voting rights and may not vote on any resolutions of the Board.

15.7 Maintaining a quorum

If at any time the Board is reduced to a number of votes below the quorum, then the continuing Officers may act for the purpose of increasing the Officers to gain a quorum or to summon a general meeting of the Association but for no other purpose.

15.8 Removal of an Officer

15.8.1 At any time prior to the expiry of an Officer's term (if any), the Board may request in writing:

(a) in the case of a Foundation Board Officer, that the Foundation member that appointed that Foundation Board Member remove him or her; and

(b) in the case of an Elected Board Officer, that the Ordinary or Associate member (as the case may be) that nominated that Elected Board Officer for election remove him or her,

(Removal Request). The Board does not need to cite reasons for a Removal Request.

15.8.2 Upon receipt of a Removal Request, a Member may, but is not required to, remove the Officer appointed or nominated by them (as the case may be).

15.8.3 If a Member elects not to remove an Officer in accordance with a Removal Request, the Board may by special resolution (being a resolution passed by those Officers representing 75% or more of the total voting rights of the Board) remove that Officer from office effective immediately.

15.8.4 Once removed, that Officer is not eligible to be elected, appointed or nominated as an Officer for such period as the Board sees fit.

15.8.5 Without limiting the above, the Board may, at its complete discretion, remove any Officer if that Officer fails to attend three meetings of the Board in any financial year without apology or reasonable excuse.

15.8.6 Any Member that nominated an Elected Board Officer under **Rule 15.5.3** may at any time revoke or suspend the appointment of that Elected Board Officer by notice in writing delivered to the Manager.

15.9 General duties of Officers

15.9.1 General duties

- (a) An Officer must:
 - (i) act in the Association's interests and in accordance with its purposes;
 - (ii) exercise their powers and discharge their duties with reasonable care and diligence;
 - (iii) act in good faith and for a proper purpose; and
 - (iv) ensure the Association does not trade while insolvent. This means it must not incur debts the Association cannot repay.
- (b) Officers and former Officers must not make improper use of:
 - (i) their position; or
 - (ii) information acquired by virtue of holding their position,

so as to gain an advantage for themselves or any other person or to cause detriment to the Association.
- (c) In addition to any duties imposed by these Rules, an Officer must perform any other duties imposed from time to time by resolution at a general meeting.

15.9.2 Remuneration of Officers

The Officers shall not be entitled to be paid out of the funds of the Association as remuneration for their services as an officer.

15.9.3 Disclosure of Officer's interests

- (a) An Officer who has a material personal interest in a matter being considered at a Board meeting must disclose the nature and extent of that interest to the Board.
- (b) The Officer:
 - (i) must not be present while the matter is being considered at the meeting; and
 - (ii) must not vote on the matter.
- (c) This rule does not apply to a material personal interest:

- (i) that exists only because the Officer belongs to a class of persons for whose benefit the Association is established; or
- (ii) that the member has in common with all, or a substantial proportion of, the members of the Association.

16 CHAIRPERSON

- 16.1 Notwithstanding the provisions of Rule 14, at the first meeting of the Board, the members of the Board will ratify the appointment of a person to be the Chairperson of the Board.
- 16.2 The Board will determine the period of office of the Chairperson.
- 16.3 At the expiry of the Chairperson's period of office, the Board may:
 - 16.3.1 re-appoint the Chairperson, or
 - 16.3.2 replace the Chairperson.
- 16.4 The Chairperson may resign office at any time.
- 16.5 The Chairperson will not have a casting vote at any meeting of the Board.

17 DISQUALIFICATION OF OFFICERS/VACANCY OF THE BOARD

- 17.1 The office of an appointed or elected Officer shall become vacant without need for any party to take any further action if:
 - 17.1.1 the Officer:
 - (a) is disqualified by the Act;
 - (b) is removed or expelled under these Rules;
 - (c) retires by rotation or resigns under **Rules 15.4.2, 15.5.2, 15.5.3(h) or 15.6.5**;
 - (d) dies or is permanently incapacitated by ill health;
 - (e) becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or
 - (f) ceases to be an employee or officer of the Member by whom the Officer was appointed (if a Foundation Board Officer) or nominated (for an Elected Board Officer); or

- 17.1.2 the Member of which the Officer was an employee or officer at the time of his or her appointment ceases to be a Member; or
 - 17.1.3 in the case of an Elected Board Officer, the members at a general meeting decide by a vote of members to remove the Elected Board Officer from office after giving him or her the opportunity to provide a written statement to be considered at that general meeting.
- 17.2 There is no right of appeal against an officer's removal from the Board under this **Rule 17**.
- 17.3 If the office of a Foundation Board Officer becomes vacant in accordance with **Rule 17.1** or otherwise, the Foundation Member that appointed the Foundation Board Officer must appoint a replacement Foundation Board Officer forthwith.

18

MEETINGS OF BOARD

- 18.1 The Board shall meet in such manner as the Board may decide for the despatch of business at least every three (3) calendar months.
- 18.2 The Board shall decide how, where and when meeting of the Board are held and what notice of such meeting is to be given to Members of the Board.
- 18.3 Questions arising at any meeting shall be decided by a simple majority of votes of the Members of the Board there present with:
- 18.3.1 each Member of the Board nominated by a Foundation member having a vote equivalent to the voting rights held by the Foundation member whom he or she represents;
 - 18.3.2 the Member of the Board representing the Ordinary members having a vote equivalent to the voting rights held by the Ordinary members whom he or she represents; and
 - 18.3.3 the Member of the Board representing the Associate members having a vote equivalent to the voting rights held by the Associate members whom he or she represents
- and in the event of equality of votes the question shall be deemed to be decided in the negative.
- 18.4 A quorum for a meeting of the Board shall be constituted by Members of the Board representing a simple majority of the voting rights held in the Association as at the close of the last general meeting of members.

- 18.5 If within half an hour from the time appointed for the commencement of a Board meeting a quorum is not present the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such other day at such other time and place as the Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.
- 18.6 A member of the Board who has or may have a conflict or potential conflict of interest in a contract with the Association must disclose that interest to the Board as required by the Act, and may not vote with respect to that contract.

19

SPECIAL MEETING OF THE BOARD

- 19.1 A special meeting of the Board shall be convened by the Secretary at the request of the Chairperson or in writing signed by not less than one-third of the Members of the Board, which request shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted at that special meeting.
- 19.2 Not less than two working days (2) notice shall be given by the Secretary to Members of the Board of any special meeting of the Board and such notice shall clearly state the nature of the business to be discussed at that special meeting.
- 19.3 If within half an hour from the time appointed for the commencement of a special meeting of the Board a quorum is not present, the special meeting shall stand adjourned to the same day in the next week at the same time and place, or to such other day at such other time and place as the Board may determine, and if at the adjourned special meeting a quorum is not present within half an hour from the time appointed for the adjourned special meeting, the special meeting shall lapse.

20

DELEGATION OF POWERS OF BOARD

- 20.1 The Board may constitute a sub-committee at any time and may delegate any of its powers to that sub-committee consisting of such members as the Board thinks fit provided that at least one Board Member shall be appointed to such a sub-committee.
- 20.2 Any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board.
- 20.3 A sub-committee may elect a chairperson of its meetings.
- 20.4 If no such chairperson is elected, or if at any meeting the chairperson is not present within ten (10) minutes after the time appointed for holding

the meeting, the members present may choose one (1) of their number to be chairperson of the meeting.

- 20.5 A sub-committee may meet and adjourn as it thinks proper.
- 20.6 Questions arising at any sub-committee meeting shall be determined by a majority of votes of the members present and, in the case of an equality of votes, the question shall be deemed to be decided in the negative.
- 20.7 Notwithstanding any provision to the contrary in these Rules:
- 20.7.1 the Board may name, dissolve and vary the powers and composition of a sub-committee as the Board thinks fit;
- 20.7.2 each member of a sub-committee holds office on terms decided by the Board;
- 20.7.3 a sub-committee must exercise its powers, and generally conduct itself, in accordance with any directions given by the Board including, but not limited to, any directions concerning keeping minutes and reporting to the Board; and
- 20.7.4 subject to any directions by the Board, the provisions of these Rules applying to meetings and resolutions of the Board apply, so far as they reasonably can and with any modifications reasonably necessary, to meetings of a sub-committee.

21 **ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATION**

All acts done by any meeting of the Board or of a sub-committee or by any person acting as a Member of the Board, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Member of the Board or person acting as aforesaid, or that the Members of the Board or any of them were disqualified, shall be as valid as if every such person had been duly appointed and was qualified to be a Member of the Board.

22 **RESOLUTIONS OF BOARD WITHOUT MEETING**

- 22.1 Resolutions of the Board are valid decisions of the Board even if a physical meeting of the Board has not been duly convened and held provided that:
- 22.1.1 the resolution is in writing and signed as agreed by all Members of the Board; and
- 22.1.2 if any such resolution is presented on several separate documents in like form, then each such document may be signed in counterpart so that all Members of the Board have signed the resolution.

- 22.2 A quorum for a Board Resolution Without Meeting shall be constituted by Members of the Board representing a simple majority of the voting rights held in the Association as at the close of the last general meeting of members.

23

GENERAL MEETINGS

- 23.1 The first general meeting of the Association shall be held not less than one (1) month and not more than three (3) months after the day on which the Association is incorporated and the business transacted at that meeting shall include the appointment of an auditor.
- 23.2 If the first general meeting is not called by the board in accordance with subrule 23.1 then the members representing not less than thirty percent of the voting rights in the Association may requisition that first general meeting and the Board shall within one month of the receipt of the requisition, convene that first general meeting.
- 23.3 The first annual general meeting of the Association shall be held within eighteen (18) months of the day on which the Association is incorporated and each subsequent annual general meeting shall be held once a year in accordance with subrule 23.4.
- 23.4 The Board may call a special general meeting of the Association at any time, and shall call for an annual general meeting to be held within three (3) months after the end of its financial year.
- 23.5 Upon either:
- 23.5.1 a requisition in writing by members representing not less than thirty percent of the voting rights in the Association; or
 - 23.5.2 a notice of appeal against a decision of the Board to reject an application for or to terminate membership is given to the Secretary
- the Board shall within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition or the notice.
- 23.6 Every requisition for a special general meeting must be signed by the members making it and must state the purpose of the meeting.
- 23.7 If a special general meeting is not convened within one month as required by subrule 23.5 the requisitioners may convene a special general meeting. Such a meeting will be convened in the same manner as a meeting convened by the Board, and for this purpose the Board must ensure that the requisitioners are supplied free of charge with particulars to the

members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting will be met by the Association.

23.8 At least twenty-one days' notice of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held and particulars of the nature and order of the business to be transacted at the meeting. In the case of an annual general meeting, the order of the business at the meeting will be:

23.8.1 the receiving of the statement of income and expenditure, assets and liabilities and of mortgages, charges and securities affecting the property of the Association for the last financial year;

23.8.2 the receiving of the auditor's report on the financial affairs of the association for the last financial year for adoption;

23.8.3 the consideration of the accounts and reports of the Board and the auditors

23.8.4 the election of Members of the Board;

23.8.5 the appointment of an auditor (if required); and

23.8.6 any other business requiring consideration by the Association in general meeting.

23.9 Any proposed resolution must be provided to the Secretary at least 28 days prior to the annual general meeting.

23.10 A notice may be given by the Association to any member by:

23.10.1 serving the member with the notice personally;

23.10.2 sending it by post to the address appearing in the register of members;

23.10.3 emailing it to the email address appearing in the register of members or the last known email address of the member, if the member has provided that email address to the Association for the purposes of receiving notices.

23.11 Where a notice is sent by post, service of the notice shall be deemed to be effected if it is properly addressed and posted to the member by ordinary prepaid mail.

23.12 Where a notice is sent by email, service of the notice shall be deemed to be effected at the time and on the day shown in the sender's sent items email folder.

PROCEEDINGS AT GENERAL MEETINGS

- 24.1 At a general meeting the basis for determining a quorum is voting rights and at any general meeting the number of members required to constitute a quorum shall be that number that represents at least seventy-five per cent (75%) of the voting rights in the Association.
- 24.2 No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- 24.3 For the purpose of this Rule “member” includes a person attending as a proxy or as representative of a corporation which is a member.
- 24.4 If within half an hour from the time appointed for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Board shall lapse.
- 24.5 In any other case a general meeting shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine, and if at the adjourned general meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
- 24.6 The chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 24.7 When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- 24.8 Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 24.9 The Chairperson of the Board or if there shall be no Chairperson, then the Vice-Chairperson of the Board or in their absence, or on their declining to take, or retiring from the chair, one of the Board members chosen by meeting shall preside as chairperson at every general meeting of the Association.
- 24.10 If there is no such Chairperson or Vice-Chairperson present within five minutes after the time appointed for holding the meeting, the members present may choose one of their number to be the chairperson.
- 24.11 At any general meeting, a resolution put to a vote will be decided on a show of hands, and a declaration by the Chairperson of the meeting that a resolution has been carried or lost, will unless a poll is demanded by

members holding not less than one-fifth (1/5) of the voting rights in the Association, be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, the resolution.

- 24.12 If a poll is demanded it shall be taken in such manner as the chairperson directs. The result of such poll will be the resolution of the meeting.
- 24.13 A poll demanded on the election of a chairperson of a meeting or on any question of an adjournment, must be taken at the meeting and without adjournment.
- 24.14 A member may vote in person or by proxy or by attorney and on a show of hands every person present who is a member, an attorney of a member, or a proxy shall have those votes allocated to that member and in a secret ballot a member present in person, by attorney or by proxy shall have those votes allocated to that member.
- 24.15 The instrument appointing a proxy shall be in writing, in the common or usual form under the hand of the appointor or of the appointor's attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- 24.16 A proxy may be, but does not need to be a member of the Association.
- 24.17 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot.
- 24.18 Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the form shown in Appendix 3.
- 24.19 The instrument appointing a proxy shall be deposited with the Secretary prior to the commencement of any meeting or adjourned meeting at which the person named in the instrument proposes to vote.

25

MINUTES

- 25.1 The Secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Board meeting and general meeting to be entered in a book to be open for inspection at all reasonable times by any member who previously applies to the Secretary for that inspection.
- 25.2 For the purposes of ensuring the accuracy of the recording of such minutes:

- 25.2.1 the minutes of every Board meeting shall be signed by the chairperson of that meeting or the chairperson of the next succeeding Board meeting verifying their accuracy;
 - 25.2.2 the minutes of every general meeting shall be signed by the chairperson of that meeting or the chairperson of the next succeeding general meeting; and
 - 25.2.3 the minutes of any annual general meeting shall be signed by the chairperson of that meeting or the chairperson of the next succeeding general meeting or annual general meeting.
- 25.3 Where minutes are entered and signed they will until the contrary is proved be evidence that the meeting was convened and duly held, that all proceedings held at the meeting were duly held, and that all appointments made at a meeting were valid.

26 **VOTING RIGHTS AT GENERAL MEETINGS**

- 26.1 At general meetings each member shall be entitled to the voting rights which are either:
- 26.1.1 set out beside their respective names in Appendix 1 to these Rules; or
 - 26.1.2 are allocated to that member in accordance with a determination by the Board and recorded in the register of members.
- 26.2 Voting rights may be varied by the members in general meeting upon a recommendation from the Board.

27 **BY-LAWS**

- 27.1 The Board may from time to time make, amend or repeal by-laws, for the internal management of the Association and any by-law may be set aside by a general meeting of members.
- 27.2 Any by-law shall not be inconsistent with these Rules.
- 27.3 The Secretary shall keep a register of all by-laws.

28 **ACCOUNTS**

The Board shall either from its own membership or by delegation or appointment of a consultant keep such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association.

29 **ACCESS TO BOARD PAPERS**

- 29.1 The Board Members will keep the Board papers and information contained within them confidential.
- 29.2 The Board Members reserve the right to restrict the distribution of Board meeting minutes, where matters deemed to be 'sensitive' or 'confidential' are concerned, subject to Rule 25.1.
- 29.3 A Board Member must notify the Association of any claims against the Association or the Board Member for acts or omissions on the part of the Board Member in her or his capacity as a Board Member of the Association.
- 29.4 The Association will provide each Board Member with copies of all Board papers which relate to the period when the Member was a Board Member of the Association.

30 **FINANCIAL YEAR**

The financial year of the Association shall be the period from July 1 ending on 30 June in the following year.

31 **RULES**

- 31.1 Provided that at least 21 days notice of intention to resolve to change the Rules and, subject to approval by a resolution of the members of the Association passed by a majority of at least 75% of the voting rights, these Rules may be altered (including an alteration to name), or be rescinded and replaced by substituted Rules. Such an alteration must be registered with the Commission as required by the Act.
- 31.2 The registered Rules bind the Association and every member to the same extent as if they had respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.

32 **THE SEAL**

- 32.1 The Board shall provide for a common seal and for its safe custody.
- 32.2 The common seal shall only be used by the authority of the Board and every instrument to which the seal is affixed shall be signed by a Member of the Board and shall be countersigned by the Secretary or by a second Member of the Board or by some other person appointed by the Board for the purpose.

33 **FUND AND ACCOUNTS**

- 33.1 The funds of the Association shall be derived from members' contributions, donations, levies, government grants and such other sources as the Board determines.

- 33.2 The funds of the Association must be kept in the name of the Association in a financial institution chosen by the Board.
- 33.3 Proper books and accounts shall be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of the Association and the particulars usually shown in books of a like nature.
- 33.4 All moneys shall be deposited with the financial institution chosen by the Board as soon as practicable after receipt thereof.
- 33.5 All amounts of \$100 (one hundred dollars) or over to be paid by the Association shall be paid by cheque, debit card, credit card or direct debit authorised by any one of the chairman, secretary, treasurer or other Member of the Board authorised from time to time by the Board subject to Rule 33.8 and the Board shall ensure that fidelity insurance is maintained to provide protection against fraudulent activity.
- 33.6 Cheques shall be crossed "not negotiable" except those in payment of wages, allowances or petty cash recoupment which may be open.
- 33.7 All expenditure consistent with the approved budget, including Australian Taxation Office and insurance liabilities, is deemed to be approved by the Board, once the budget and/or subsequent budget revision(s) is/are approved by the Board, while all other expenditure shall be approved or ratified at a Board meeting.
- 33.8 As soon as practicable after the end of each financial year the treasurer shall cause to be prepared a statement containing the particulars of:
- 33.8.1 the income and expenditure of the financial year just ended; and
- 33.8.2 the assets and liabilities and of all mortgages, charges and securities affecting the property of the Association at the close of that year.
- 33.9 If the Association is incorporated within three months of the end of the Association's financial year, subrule 33.9 does not apply for the financial year in which the Association is incorporated.
- 33.10 The auditor must examine the statement prepared under subrule 33.9 and present a report on it to the Secretary before the next annual general meeting following the financial year for which the audit was made.
- 33.11 The income and property of the Association must be used solely in promoting the Association's objectives and exercising the Association's powers.

The Board shall provide for the safe custody of books, documents, instruments of title and securities of the Association.

35 **INDEMNITY AND INSURANCE**

To the extent permitted by the law:

35.1 the Association hereby indemnifies each Member of the Board and other officer of the Association (Office Holder) against liability and costs which that person incurs in his or her capacity as an Office Holder:

35.1.1 to any other person, excluding a liability owed to the Association or a related body corporate or a liability owed to a person that did not arise out of conduct in good faith or which arose out of negligence, default, breach of duty or breach of trust on the part of the Office Holder; and

35.1.2 for costs and expenses in defending proceedings, whether civil or criminal, in which judgment is given in favour of the Office Holder or in which that Office Holder is acquitted or in connection with an application, in relation to those proceedings, in which the court grants relief to that Office Holder,

so far as the liability is not covered by a contract of insurance taken out by any person for the benefit of that Office Holder.

35.2 The Association will take out and maintain directors and officers liability insurance cover for each Member of the Board for their period of Membership on the Board and for seven (7) years after they cease to be Members of the Board.

35.3 If the Association is unable to take out and maintain the policies of insurance specified in subrule 35.2 then the Association will reimburse the Members of the Board and other officers for the cost, inclusive of the cost of any Goods and Services Tax or other similar tax or impost, of taking out and maintaining such insurance.

36 **EXTERNAL AUDITOR**

36.1 The Board must appoint an external auditor on such terms and conditions as the Board considers appropriate.

36.2 The auditor is responsible for reporting the Association's financial position to the Board on an annual basis by 31 October after the end of each financial year.

37 **WINDING UP**

The Association may be wound up following a resolution of the Association.

38 APPLICATION OF SURPLUS ASSETS

If after the winding up of the Association there remains “surplus assets” as defined in the Act, such surplus assets shall not be distributed among the members but must be given to another entity that:

- 38.1 has objectives similar to the Association’s objectives; and
- 38.2 the rules of which entity prohibit the distribution of the entity’s income and assets to its members.

39 INDEMNITY BY MEMBERS

39.1 Each Member hereby indemnifies the Association, its officers and each other Member against all losses, claims, actions, damages, proceedings, liabilities, costs and expenses of any nature whatsoever directly or indirectly arising from or caused by:

- 39.1.1 any negligent act or omission by that Member;
- 39.1.2 the Association (including its agents or contractors) or another Member relying upon any incorrect or misleading information provided by that Member in connection with the location of its underground installations;
- 39.1.3 the Association, in reliance upon information supplied by that Member, providing incorrect information to a person who has made an inquiry through the Dial Before You Dig service;
- 39.1.4 the Member failing to update any information in connection with the location of its underground installations in a timely manner;
- 39.1.5 the Member providing incorrect or misleading information to a person whose inquiry has been passed on to the Member for response; or
- 39.1.6 the Member’s underground installation causing damage to another member’s underground installation.

39.2 Each member acknowledges and agrees that these Rules (and in particular this Rule 39) constitutes a contract as between that member and the Association and that member and each other member.

40 DISPUTES AND MEDIATION

40.1 The dispute resolution procedure set out in this Rule 41 applies to disputes under these Rules between:

40.1.1 a member and another member; or

40.1.2 a member and the Association.

40.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.

40.3 If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties.

40.4 In this Rule 41 'member' includes any person who was a member not more than six months before the dispute occurred.

40.5 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law."

DATED the First day of October 2019

APPENDIX 1 to the Rules for
Dial Before You Dig SA/NT,
Incorporated

MEMBERS - VOTING RIGHTS – 30 June 2020

<u>Organisation</u>		<u>Voting Rights</u>
CCF SA	Associate	1
CCF NT	Associate	1
HIA	Associate	1
Master Builders SA	Associate	1
Master Builders NT	Associate	1
Master Plumbers SA	Associate	1
SA Directional	Associate	1
Safework SA	Associate	1
APA Group	Foundation	968
Epic	Foundation	21
City of Marion	Foundation	68
Optus	Foundation	194
SA Power Networks	Foundation	1194
SA Water	Foundation	1167
Telstra	Foundation	1321
AAPT / PowerTel, SA	Ordinary	12
AARNet Pty Ltd	Ordinary	5
Adelaide Energy Limited	Ordinary	1
Adelaide Plains Council (prev. Mallala)	Ordinary	8
AGI Tanami	Ordinary	1
Agile Communications	Ordinary	44
Alano Utilities Pty Ltd	Ordinary	1
Alexandrina Council	Ordinary	17
Arris (Space Down Under)	Ordinary	1
ATOM (Australian Terminals Operations Management)	Ordinary	1
Australian Rail Track Corporation	Ordinary	22
Bailey's Marine Fuels Australia	Ordinary	1
Barossa Infrastructure Ltd	Ordinary	4
Berri Barmera Council	Ordinary	6
BP Australia Pty Ltd, Remediation Management	Ordinary	1
Bunyip Water Pty Ltd	Ordinary	1
Caltex Australia Petroleum Pty Ltd	Ordinary	1
Campbelltown City Council	Ordinary	51
Canunda Power Pty Ltd	Ordinary	1
Central Irrigation Trust	Ordinary	9

Central Petroleum (NT) Pty Ltd	Ordinary	1
City of Adelaide	Ordinary	19
City of Burnside	Ordinary	45
City of Charles Sturt	Ordinary	110
City of Mitcham	Ordinary	52
City of Mount Gambier	Ordinary	7
City of Onkaparinga	Ordinary	80
City of Playford	Ordinary	10
City of Port Adelaide Enfield	Ordinary	98
City of Port Lincoln	Ordinary	6
City of Prospect	Ordinary	14
City of Salisbury	Ordinary	22
City of Tea Tree Gully	Ordinary	40
City Of Unley	Ordinary	31
City of Victor Harbor	Ordinary	9
City of West Torrens	Ordinary	27
City of Whyalla	Ordinary	6
Cleanaway Operations	Ordinary	1
Coopers Brewery Ltd	Ordinary	1
Coorong District Council	Ordinary	6
Department of Infrastructure, Planning and Logistics	Ordinary	8
District Council of Barunga West	Ordinary	3
District Council of Elliston	Ordinary	1
District Council of Franklin Harbour	Ordinary	1
District Council of Grant	Ordinary	5
District Council of Kimba	Ordinary	1
District Council of Lower Eyre Peninsula	Ordinary	3
District Council of Loxton Waikerie	Ordinary	9
District Council of Mount Remarkable	Ordinary	2
District Council of Peterborough	Ordinary	6
District Council of Streaky Bay	Ordinary	2
District Council of The Copper Coast	Ordinary	8
District Council of Yankalilla	Ordinary	5
East Arnhem Regional Council	Ordinary	4
Electranet Transmission Services	Ordinary	71
Elgas Ltd, SA	Ordinary	1
ELS (Australia) Pty Ltd	Ordinary	2
Enwave Tonsley Pty Ltd	Ordinary	1
Essential Energy	Ordinary	1
FB Pipeline	Ordinary	1
Gannon Lifestyle Group Pty Ltd	Ordinary	1
Heather Lewis Stormwater (Community Corp 40278)	Ordinary	1
Hillgrove Copper Holdings Pty Ltd	Ordinary	1
Hornsedale Windfarm Stage 1	Ordinary	1
Hornsedale Windfarm Stage 2	Ordinary	1
Hornsedale Windfarm Stage 3	Ordinary	1

Ichthys Pty Ltd	Ordinary	1
iFibre Pty Ltd	Ordinary	13
Kangaroo Island Council	Ordinary	3
Kingston District Council	Ordinary	2
LBNCo	Ordinary	1
Light Regional Council	Ordinary	13
Litchfield Council	Ordinary	19
Mid Murray Council	Ordinary	8
Mobil Oil Birkenhead Terminal	Ordinary	24
Mt Millar Windfarm	Ordinary	1
Murraylink Transmission Co P/L	Ordinary	1
Naracoorte Lucindale Council	Ordinary	3
Nazareth Catholic College	Ordinary	1
NBN Co,	Ordinary	908
Nextgen	Ordinary	215
Northern Australian Beef Ltd	Ordinary	1
Northern Gas Pipeline (Jemena)	Ordinary	1
NPEC Wastewater	Ordinary	1
Opticomm Co Pty Ltd	Ordinary	9
OSD Asset Services Pty Ltd	Ordinary	1
Pacific Hydro Clements Gap Pty Ltd	Ordinary	1
Pernod Ricard Winemakers Pty Ltd	Ordinary	1
Pirie Solar Farm Pty Ltd	Ordinary	1
PIPE Networks, Sa	Ordinary	184
Port Augusta City Council	Ordinary	9
Port Pirie Regional Council	Ordinary	9
Power & Water Corporation	Ordinary	140
Primus Telecom,	Ordinary	11
Public Transport Services	Ordinary	1
Regional Council of Goyder	Ordinary	4
Renmark Paringa Council	Ordinary	6
Roxby Council	Ordinary	1
Rural City of Murray Bridge	Ordinary	12
SEA Gas (SA)	Ordinary	33
StateNet Services	Ordinary	23
Superloop (Australia) Pty Ltd	Ordinary	1
Tatiara District Council	Ordinary	5
The Creeks Pipeline Company Ltd	Ordinary	1
The Flinders Ranges Council	Ordinary	1
The Renmark Irrigation Trust	Ordinary	2
Town of Gawler	Ordinary	15
Town of Walkerville	Ordinary	6
University of South Australia	Ordinary	3
Viva Energy Pty Ltd	Ordinary	3
Vocus Group	Ordinary	168
Water Retic Services **	Ordinary	5
Water Utilities Group	Ordinary	9
Willogoleche Power Pty Ltd	Ordinary	1

Wudinna District Council	Ordinary	1
Yorke Peninsula Council	Ordinary	10
TOTAL		7766

Note: These voting rights apply for those in financial membership at 30/06/2019, and were ratified at a General Meeting on 26/09/2018. Members voting rights are issued on the basis of one vote for each \$100.00 of reported contribution excluding GST (or part thereof) and associate members are allocated one (1) vote each. These voting rights may vary from time to time as determined and recommended by the Board of Management and approved by the membership at a General Meeting.

Appendix 3 to Rules for
Dial Before You Dig SA/NT, Incorporated

PROXY FORM

I, _____
(Name)

of _____
(Address)

of _____
(Organisation)

being a member of DIAL BEFORE YOU DIG SA/NT, INCORPORATED,

hereby appoint The Chairman of the Meeting, or _____
(Insert Name, otherwise proxy is granted to the Chairman of the
meeting)

of _____
(Address)

being a member of that incorporated association, as my proxy to vote for me on my behalf
at the general meeting of the Association (annual or special general meeting, as the case
may be), to be held on the ____ Day of _____ in the year ____ and any
adjournment of that meeting.

My proxy is authorised to vote in FAVOUR of/AGAINST or ABSTAIN (delete as appropriate)
from the resolution

(Delete if required)

WE, the several persons whose names and addresses are subscribed being members to the memorandum of association hereby agree to the foregoing articles of association.

Names and Addresses and descriptions of Members	Witness Signature
Telstra Corporation Limited A.C.N. 051 775 556 242 Exhibition Street Melbourne Vic. 2000	
Optus Networks Pty Limited A.C.N. 008 570 330 101 Miller Street North Sydney NSW 2060	
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