



**Company Limited by Guarantee**

# **CONSTITUTION**

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## **WESTERN SYDNEY REGIONAL ORGANISATION OF COUNCILS LIMITED**

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**ABN 16 053 399 983**

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## CONFORMED COPY OF CONSTITUTION

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### WESTERN SYDNEY REGIONAL ORGANISATION OF COUNCILS LIMITED

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A company limited by guarantee and incorporated under the provisions of the Corporations Law of New South Wales

This conformed copy includes resolutions amending the Constitution on 26<sup>th</sup> August 1999 and 12<sup>th</sup> October, 2001.

#### 1. NAME

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The name of the Company is "Western Sydney Regional Organisation of Councils Limited".

#### 2. REGISTERED OFFICE

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The Registered Office of the Organisation will be situated at Blacktown in the State of New South Wales.

#### 3. INTERPRETATION

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##### 3.1 Definitions

In this Constitution:

**"Associate"** means a person registered as an associate Member of the Organisation in the Register of Associates;

**"President"** **"Senior Vice-President"** **"Junior Vice-President"** **"Secretary"** and **"Treasurer"** mean those respective officers of the Organisation appointed from time to time as provided by this Constitution;

**"Board"** means the board of the Organisation constituted as provided in this Constitution. Reference to the Board includes a reference to any duly appointed Committee of the Board or person or persons authorised by Board resolution exercising any of the powers of the Board which have been duly delegated;

**"Committee"** means a Committee created pursuant to clause 16.1;

**"Constitution"** means the Constitution of the Organisation as amended from time to time;

**"Director"** has the same meaning as set out in Section 9 of the law from time to time;

**"Law"** means the *Corporations Law* and the *Corporations Act, 2001*;

**"Local Government Body"** means a Council of a city, shire, municipality or local government area;

**"Member"** means a person registered as a Member of the Organisation in the Register of Members;

**“Organisation”** means Western Sydney Regional Organisation of Councils Limited;

**“Register of Associates”** means the register of Associates kept by the Organisation pursuant to this Constitution;

**“Register of Members”** means the register of Members kept by the Organisation pursuant to the Law;

**“Registered Office”** means the Registered Office for the time being of the Organisation;

**“Seal”** means the common seal of the Organisation.

### 3.2 Interpretation

In this Constitution, unless the contrary intention appears:

- (a) words importing any gender include all other genders;
- (b) words importing persons include bodies corporate and unincorporated associations;
- (c) words importing the singular include the plural and vice versa;
- (d) a reference to a statute (or to a provision of a statute) means the statute or provision as modified or amended and in operation for the time being or any statute or provision enacted in lieu thereof and includes any regulation or rule for the time being in force under the statute or provision; and
- (e) the replaceable rules set out in the Law are deemed incorporated in this Constitution except to the extent that they conflict with an express provision of this Constitution.

## 4. OBJECTS

The objects of the Organisation shall be:

- (a) to consider the needs of the Local Government areas and of the people of the Western Region of Sydney and to make known those needs to the Commonwealth and New South Wales Governments and to the wider community;
- (b) to submit to the Commonwealth and New South Wales Governments requests for financial assistance, policy changes and additional resources for the Western Region of Sydney and Members;
- (c) to strengthen the role of Local Government in regional affairs, particularly where the Western Region of Sydney may be affected by Commonwealth or New South Wales Government policy;
- (d) to foster co-operation between Members in addressing problems and projects of joint interest;
- (e) to advance the interests of the Western Region of Sydney;
- (f) to assist Members to carry out their duties, functions and powers under the Local Government Act 1993 and any other statute making provision for duties, functions or powers of the Members; and
- (g) otherwise in accordance with Section 124 of the Law and in accordance with its Strategic Plan as adopted from time to time.

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**5. NO PROFITS FOR MEMBERS**

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- 5.1 The income and property of the Organisation shall be applied solely towards the promotion of the objects of the Organisation as set forth in this Constitution and no portion of them shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise, to the Members.
- 5.2 Nothing in this clause shall prevent the payment in good faith of remuneration to any officers or servants of the Organisation or to any Member in return for any services actually rendered to the Organisation or for goods supplied in the ordinary and usual course of business, nor prevent the payment of interest (at a rate not exceeding any rate which may at any time be fixed for the purpose of this paragraph by the Constitution) on money borrowed from any Member or reasonable and proper rent for premises demised or let by any Member. No remuneration or other benefit in money or money's worth shall be paid or given by the Organisation to any member of the Board except reimbursement of out-of-pocket expenses or interest on money lent (as provided above) or rent for premises or equipment let to the Organisation.

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**6. LIABILITY OF MEMBERS**

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- 6.1 The liability of the Members is limited.
- 6.2 Every Member undertakes to contribute to the assets of the Organisation in the event of the Organisation being wound up or dissolved during the time that it is a Member or within one year afterwards for payment of the debts and liabilities of the Organisation contracted before the time at which it ceases to be a Member and of the costs, charges and expenses of winding up or dissolving the Organisation and for the adjustment of the rights of the contributories among themselves such amount as may be required, not exceeding ten dollars (\$10.00).

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**7. SURPLUS ASSETS ON WINDING UP OR DISSOLUTION**

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If upon the winding-up or dissolution of the Organisation there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall be paid to or distributed among the Members.

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**8. MEMBERSHIP AND ASSOCIATE MEMBERSHIP**

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**8.1 Members and Associate Members**

The members of the Organisation shall be divided into Members and associate Members.

**8.2 Members**

The Members shall be the Councils of:

- (a) The Hills Shire Council;
- (b) The City of Blacktown;
- (c) The City of Blue Mountains;
- (d) The City of Fairfield;
- (e) The City of Hawkesbury;
- (f) The City of Holroyd;
- (g) The City of Liverpool;
- (h) The City of Parramatta;
- (i) The City of Penrith;
- (j) The City of Auburn;

- (k) The City of Bankstown and;
- (l) such other bodies which may be admitted to membership of the Organisation,

being persons for the time being who are registered as Members of the Organisation in the Register of Members and who have not ceased to be Members for any reason.

### **8.3 Associates**

The Associates shall be such persons which may be admitted to associate membership of the Organisation being persons for the time being who are registered as Associates of the Organisation in the Register of Associates and who have not ceased to be Associates for any reason.

### **8.4 Admission to Membership and Associate Membership**

- 8.4.1 Applicants for membership and associate membership shall sign and forward to the Organisation an application in the form or to the effect following:

[Name of Applicant] desires to become a Member/associate Member of the Western Sydney Regional Organisation of Councils Limited and agrees to be bound by this Constitution of the Organisation and authorises the entry of its name on the Register of Members/Register of Associates.

- 8.4.2 The Secretary shall place applications for membership and associate membership before the first meeting of the Board after the application for membership or associate membership has been received.
- 8.4.3 The Board's decision shall be final and conclusive as to whether any person shall be admitted as a Member or Associate.
- 8.4.4 The Board shall in no case be required to give any reasons for the acceptance or rejection of any application for membership or associate membership of the Organisation.
- 8.4.5 The name of every person admitted to membership or associate membership of the Organisation shall be forthwith entered in the Register of Members or the Register of Associates, as the case may be, together with the date of its admission and its street and postal addresses and telephone and facsimile numbers and, in the case of Members, the names and addresses of their Directors.
- 8.4.6 The Secretary shall promptly give notice to applicants for admission to membership or associate membership of the Organisation of their admission to membership or associate membership of the Organisation or the rejection of their application.

### **8.5 Change of Address**

Any Member or Associate which changes its street or postal address or telephone or facsimile numbers shall immediately give notice of the change in writing to the Organisation and such new address and numbers shall be promptly recorded in the Register of Members or the Register of Associates, as the case may be.

## **8.6 Cessation of Membership and Associate Membership**

8.6.1 A Member shall cease to be a Member of the Organisation and an Associate shall cease to be an Associate Member of the Organisation:

- (a) on the expiration of 6 months following the date on which the Member or Associate gives written notice to the Organisation of its intention to resign its membership or associate membership of the Organisation; or
- (b) if its annual or other membership or associate membership fees remain unpaid for 1 calendar month after the date of any default notice sent to it pursuant to clause 9.3,

and its name shall be forthwith removed from the Register of Members or Register of Associates, as the case may be, and the date of removal recorded in that Register.

8.6.2 Nothing in clause 8.6.1 shall in any way diminish the liability of the Member under this Constitution.

8.6.3 If a Member ceases to be a Member or an Associate ceases to be an Associate for any reason, the Board may notify this fact to any persons to whom a list of Members or a list of Associates has been supplied by the Organisation with the request that the list of Members or the list of Associates be amended accordingly.

## **8.7 Dismissal of Member**

- (a) Where the elected Councillors of a Member are all dismissed by the Governor pursuant to the Local Government Act 1993 and one or more administrators of the Council is appointed by the Governor pursuant to that Act, then the administrator or administrators so appointed shall be entitled to represent the Member at any General Meeting of the organisation.
- (b) In the event that any such administrator or administrators are so appointed by the Governor, then notwithstanding clause 12.3(b), the administrator or administrators may appoint up to two Directors of the Organisation which Directors must be appointed from persons being an administrator of the Member, the General Manager of the Member or a staff Director, Group Manager or equivalent thereof of the Member. Any such appointment or change to that appointment shall be in writing under the signature of an administrator of the Member.

## **9. MEMBERSHIP AND ASSOCIATE MEMBERSHIP FEES**

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### **9.1 Annual Fees**

The Board shall from time to time determine the annual fees of the Members and the annual fees of the Associates, which fees shall be Payable in each financial year on or before 1 August or, where the member becomes a Member or the Associate becomes an Associate after 1 August in a year, within 28 days of admission to membership or associate membership, and, in each subsequent year, on or before 1 August.

### **9.2 Other Fees**

The Board may from time to time determine other fees which shall or may be payable by Members or Associates and the date by which they are to be paid.



### **9.3 Default in Payment of Fees**

If the fees referred to in clause 9.1 or any compulsory fees determined in accordance with clause 9.2 remain unpaid for 2 calendar months after the due date for payment the Secretary shall issue a default notice to that Member or Associate stating that unless the Member or Associate pays such fees within 1 calendar month following the date of the default notice the Member or Associate shall cease to be a Member or Associate of the Company. The Board may in its absolute discretion on payment of all arrears re-admit any Member or Associate whose membership or associate membership ceases in this way.

## **10. GENERAL MEETINGS**

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### **10.1 Annual General Meeting**

An Annual General Meeting of the Organisation shall be held at least once in every calendar year and otherwise in accordance with the provisions of section 250N of the Law.

### **10.2 Meetings**

10.2.1 All general meetings, other than Annual General Meetings, shall be called General Meetings.

10.2.2 The President may convene a General Meeting. A General Meeting shall be convened by the Secretary on receipt of the requisition of 3 or more Directors.

10.2.3 Subject to the provisions of the Law relating to special resolutions and agreements for shorter notice, at least 21 days' notice (exclusive of the day of the meeting) shall be given to such persons as are entitled to receive such notices from the Organisation. The notice shall specify the place, the date and the hour of the meeting and, in the case of special business, the general nature of that business.

### **10.3 Special Business**

For the purpose of clause 10.2.3 all business to be transacted at a General Meeting other than an Annual General Meeting shall be special business. All business that is to be transacted at an Annual General Meeting shall be special business with the exception of the consideration of the accounts, balance sheets, the report of the Board and auditors and any appointment of auditors.

## **11. PROCEEDINGS AT GENERAL MEETINGS**

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### **11.1 Representatives**

A Member may be represented at general meetings by:

- (a) if no proxy or authorised representative has been appointed, its Directors;
- (b) a proxy appointed in accordance with this Constitution; or
- (c) an authorised representative appointed in accordance with the Law.

## **11.2 Quorum**

11.2.1 No business shall be transacted at any general meeting unless a quorum of Directors or other persons appointed in accordance with clause 11.1 is present.

11.2.2 A quorum shall be constituted by six Members or a simple majority of the total number of Members, whichever is the greater. A Member is deemed to be present at any general meeting if at least one of its nominated Directors is present at the meeting.

## **11.3 Failure to Achieve a Quorum**

11.3.1 If within half an hour from the time appointed for the meeting a quorum is not present:

- (a) the meeting, if convened upon the requisition of Directors, shall be dissolved; and
- (b) in any other case, the 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.

11.3.2 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place, and if at that adjourned meeting a quorum is not present within half an hour of such time it shall be further adjourned to such other day and at such other time and place as the Directors may determine, and if at the further adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present (being not less than two (2)) shall be a quorum. If there are less than two (2) members present then the meeting is dissolved.

## **11.4 Chair**

11.4.1 The President shall preside as the chair at every general meeting of the Organisation. If the President is absent or unwilling to act, the Senior Vice-President (or if he or she is absent or unwilling to act, the Junior Vice-President) shall be the chair. In the event that none of the President, the Senior Vice-President and the Junior Vice-President are present or willing to act then the members, by their Directors, proxies or authorised representatives present shall appoint one of the Directors, proxies or authorised representatives present to be the chair of the meeting.

11.4.2 The Chair shall be responsible for the general conduct of the meeting and may make rulings and in addition to any general power to adjourn may adjourn the meeting without putting a question to the vote if such action is required to ensure the orderly conduct of the meeting.

## **11.5 Adjournments**

11.5.1 The chair 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 and 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.

11.5.2 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

11.5.3 Subject to clause 11.5.2 it shall not be necessary to give any notice of an adjournment or the business to be transacted at an adjourned meeting.

## **11.6 Voting at General Meetings**

11.6.1 Each Member shall have a maximum of two (2) votes at general meetings.

11.6.2 At any general meeting a resolution put to the vote of the meeting shall be decided by the Members by their Directors, proxies or authorised representatives present on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:

- (a) by the chair; or
- (b) by Members entitled to at least 10% of the total voting rights of all Members having the right to vote at the meeting.

11.6.3 Unless a poll is so demanded a declaration by the chair that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

11.6.4 The demand for a poll may be withdrawn.

11.6.5 If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the chair directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded. A poll demanded on the appointment of a chair or on a question of adjournment shall be taken forthwith.

11.6.6 In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

11.6.7 On a show of hands every Director present representing a Member in accordance with clause 11.1(a) shall have one (1) vote.

11.6.8 On a poll every Director present representing a Member in accordance with clause 11.1 (a) shall have one (1) vote.

11.6.9 No Member is entitled to vote at any general meeting if its fees are in arrears at the commencement of the meeting.

11.6.10 No Associate Member shall be entitled to vote in any general meeting of the Organisation on any matter whatsoever.

## **11.7 Attendance at General Meetings**

Any Associate being an individual or any person holding elected office in or being an employee of a Member or Associate may attend and speak at any general meeting of the Organisation.

## 11.8 Proxies

- 11.8.1 A Member may vote by proxy, by its authorised representative or, in the event that no proxy or authorised representative has been appointed, by its Directors.
- 11.8.2 The instrument appointing a proxy shall be in writing and either:
- (a) by a resolution of the Member;
  - (b) under the hand of the General Manager;
  - (c) under the hand of a delegate of the General Manager which delegation must be in writing and signed by the General Manager of the Member.
- 11.8.3 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 11.8.4 A Member shall be entitled to instruct his or her proxy in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may vote as he or she thinks fit.
- 11.8.5 The instrument appointing a proxy shall be substantially in the form set out below.

### **WESTERN SYDNEY REGIONAL ORGANISATION OF COUNCILS LIMITED**

[Insert name of Member] of [Insert address of Member] being a Member of Western Sydney Regional Organisation of Councils Limited hereby appoints [Insert name of proxy] of [Insert address of proxy] as its proxy to vote on its behalf at the \*Annual / \*General Meeting of the Organisation, to be held on [Insert date] and at any adjournment thereof.

The proxy is hereby authorised to vote \*in favour / \*against/ \*as he or she thinks fit in respect of the following resolutions:

Signed [date]

(\*Delete as appropriate).

- 11.8.6 The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Registered Office, or at such other place as is specified for that purpose in the notice convening the meeting, before the commencement of the meeting or adjourned meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid. A legible facsimile transmission copy of any such instrument will be accepted as if it was the original instrument.
- 11.8.7 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the revocation of the instrument or of the authority under which the instrument was executed, if no intimation in writing of such revocation has been received by the Organisation at the Registered Office before the commencement of the meeting or adjourned meeting at which the instrument is used.

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**12. BOARD**

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- 12.1 The Board shall consist of 2 Directors nominated by each Member.
- 12.2 The continuing Directors may act notwithstanding any vacancy but if the number of Directors falls below three (3) the Board shall not, except for the purpose of convening a general meeting, act as long as the number is below that minimum number.
- 12.3 Subject to clause 12.5, a Director:
- (a) must be nominated by a Member in writing under the signature of the General Manager of the Member;
  - (b) must be a councillor of a Member;
  - (c) is appointed until the beginning of the first meeting of the Board held after a Council election of the Member nominating the Director.
- 12.4 A Member shall not be represented on the Board by more than two (2) Directors at any time.
- 12.5 The office of Director shall be vacated if the Director:
- (a) ceases to be a Director on the Board by virtue of the Law;
  - (b) by notice in writing to the Organisation resigns his or her office;
  - (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
  - (d) absents himself or herself from three (3) consecutive Board meetings without leave of absence from the Board and the Board resolves that his or her office be vacated;
  - (e) becomes prohibited from being a Director on the Board by reason of any order made under the Law;
  - (f) is the Director of a Member which ceases to exist;
  - (g) is the Director of a Member which is dismissed by the State Government and replaced by one or more administrators;
  - (h) ceases to be a councillor of a Member; or
  - (i) has his or her appointment as Director withdrawn in writing under the signature of the General Manager of the Member whom he or she represents and that Member appoints a new Director in his or her stead.
- 12.6 The office of President, Senior Vice-President, Junior Vice-President and Treasurer respectively shall not be vacated if those Directors cease to be councillors of a Member because of the holding of local government elections. Those Directors shall continue to hold office until such time as the Members they represent re-appoint them as Directors or appoint new Directors to take their place in accordance with clause 12.3.
- 12.7 Directors shall not be paid any fees by the Organisation for their services as such. The Organisation may in its discretion reimburse to any Director out of the funds of the Organisation any outlay or expense properly incurred by him or her on behalf of or at the request of the Organisation.

**12A Alternate Directors**

12A.1 A Member may, subject to this clause, appoint either:-

- (a) a Director of the Organisation (whether or not appointed by the Member making the appointment of the alternate Director); or
- (b) a councillor (within the meaning of the Local Government Act, 1993) of the Member making the appointment, who is not otherwise a Director of the Organisation;

to be an alternate Director to exercise some or all of the powers of a specified Director appointed by that Member for a specified period.

12A.2 A member may only appoint as an alternate Director a person who is an eligible person pursuant to clause 12A.1(b) if the specified Director in place of whom the person is to be appointed has been granted by the Member leave of absence from meetings of the Member's council (or committees of that council) for a period including the period of the proposed appointment.

12A.3 The appointing Member may terminate the alternate Director's appointment at any time.

12A.4 Appointment of an alternate Director, or the termination of that appointment, must be in writing under the signature of the General Manager of the Member. A copy must be given to the Organisation.

12A.5 The instrument appointing an alternate Director shall be substantially in the form set out below.

**WESTERN SYDNEY REGIONAL ORGANISATION OF COUNCILS LIMITED**

[Insert name of Member] of [Insert address of Member] being a Member of Western Sydney Regional Organisation of Councils Limited hereby appoints [Insert name of proposed alternate director] ("the Nominee") to be an alternate director of the Organisation in the place of [Insert name of current director] for the period from [insert date] to [insert date] (both dates inclusive), and to exercise [all or the following] powers which [Insert name of current director] may exercise as a director of the Organisation.

[If only limited powers are authorised, list here the powers which may be exercised:]

On behalf of [Name of Member] I certify that the Nominee is:

- (a) a director of the Organisation; or
- (b) a councillor of [Name of Member] who is not otherwise a director of the Organisation and that the director in place of whom the Nominee is appointed has been granted leave of absence from meetings of the Council (or committees of the council) for a period including the period of this appointment. *[indicate which]*.

Dated: [Date]

Signed:

12A.6 An alternate Director may attend and vote at a meeting of the Board if the specified Director, in place of whom the alternate Director is appointed, is not present at that meeting. When an alternate Director exercises, during the period in which the

alternate Director is appointed, the powers permitted to him by the Member making the appointment, the exercise of those powers is just as effective as if the powers were exercised by a Director of the Organisation. If the alternate Director is otherwise a Director of the Organisation, then that person may vote as an alternate Director in addition to his or her own deliberative vote as a Director. For the purpose of forming a quorum of the Board each person present will count as only one Director, notwithstanding that they may be an alternate for any other Director.

- 12A.7 Notwithstanding clause 3.2(e), the replaceable rule in section 201K of the Law is displaced, and does not apply to the Organisation.

### **13. PRESIDENT, SENIOR VICE-PRESIDENT, JUNIOR VICE PRESIDENT AND TREASURER**

#### **13.1 Appointment of President, Senior Vice-President, Junior Vice-President and Treasurer**

- (a) The President, Senior Vice President, Junior Vice President and Treasurer of the Board shall be those Directors elected to the office by the members at a General Meeting of the organisation which must be held during the months of October or November in each year and shall hold office until the election of these office bearers to be conducted during the General Meeting of the organisation held in the months of October or November the following year. The retiring President, Senior Vice President, Junior Vice President and Treasurer are eligible for re-election.
- (b) The Secretary of the organisation must call a General Meeting of the organisation to be held during the months of October or November in each year and the business to be conducted at such a meeting must include the election of the office bearers referred to in this Clause 13.1.
- (c) The business referred to in clause 13.1(b) may be included in the agenda for, and conducted at, the Annual General Meeting if that meeting is held in October or November in any year.
- (d) Method of Election:  
Elections to fill the positions of President, Senior Vice- President, Junior Vice-President and Treasurer, shall be carried out in accordance with the provisions of the Local Government Act, 1993 i.e. Schedule 7 – Election of Mayor by Councillors, Local Government (general) Regulations 2005, and that a General Manager of a member Council (or if no General Manager is present, a Senior Council Officer), act as Returning Officer.

#### **13.2 Vacation of Office**

The office of President, Senior Vice-President, Junior Vice-President and Treasurer shall be vacated if the person holding office ceases to be a Director.

#### **13.3 Vacation to Fill Casual Vacancy**

- 13.3 (a) The Board may appoint any Director to fill any casual vacancy in the office of Senior Vice President, Junior Vice President or Treasurer occurring from time to time. A casual vacancy for the purposes of this clause 13 shall mean a vacancy occurring otherwise than upon conclusion pursuant to clause 13.1(b) of their term of office of any such office bearer.

- 13.3 (b) The Board must not at any one Board meeting fill more than two casual vacancies in the offices of the Senior Vice President, Junior Vice President or Treasurer.
- 13.3 (c) The Board must not fill any casual vacancy at a Board meeting held sooner than two months after the last Board meeting at which any casual vacancy for the Senior Vice President, Junior Vice President and/or Treasurer was filled.
- 13.3 (d) If there are more than two casual vacancies at any time in the offices of Senior Vice President, Junior Vice President or Treasurer then notwithstanding sub-clauses (a),(b) and (c) of this clause 13.3 all or any of such vacancies may be filled by Members at a General Meeting.
- 13.3 (e) A casual vacancy in the office of President may be filled by Members at a General Meeting and not otherwise.

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## **14. POWERS OF THE BOARD**

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### **14.1 Management and Control**

The management and control of the business and affairs of the Organisation shall, subject to this Constitution, be vested in the Board. In addition to the powers and authorities expressly conferred upon the Board by this Constitution, it may exercise all such powers and do all such acts and things as are within the scope of this Constitution and are not hereby or by statute or by this Constitution expressly directed or required to be exercised or done by the Members in general meeting. No variation to this Constitution shall invalidate any prior act of the Board which would have been valid if such variation had not been made.

### **14.2 Borrowing Powers**

The Board may exercise all the powers of the Organisation to borrow money and to mortgage or charge its property, or any part of it, and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Organisation.

### **14.3 Interest Payable to Members**

For the purposes of clause 5 of this Constitution the rate of interest payable in respect of money lent by Members to the Organisation shall not exceed the lowest rate paid for the time being by banks in New South Wales in respect of term deposits.

### **14.4 Cheques, etc**

All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Organisation shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any one (1) Director and the Secretary or in such other manner as the Board from time to time determines.

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## **15. PROCEEDINGS OF BOARD**

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### **15.1 Regulation of Meetings**

The Board shall meet for the dispatch of business at least three (3) times per year, adjourn and otherwise regulate its meetings as it thinks fit and determine the quorum necessary for the transaction of business (which shall in any event not be less than three (3) Directors). Reasonable notice, either oral or in writing, of all Board meetings shall be given to all Directors.



**15.2 Convene Meetings**

Upon the written request of three (3) Directors the President shall convene a meeting of the Board.

**15.3 Chair of Meetings**

The President or if he or she is absent or unwilling to act the Senior Vice-President (or if he or she is absent or unwilling to act, the Junior Vice-President) shall be entitled to act as chair at meetings of the Board. If at any meeting none of the President, the Senior Vice-President and the Junior Vice-President are present within five minutes after the time appointed for holding the same the Directors present may choose one of their number to be chair of the meeting.

**15.4 Casting Vote**

Questions arising at any meeting shall be decided by a majority of votes and in case of an equality of votes the chair shall have a second or casting vote.

**15.5 Authority and Power**

A meeting of the Board at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under this Constitution for the time being vested in or exercisable by the Board.

**15.6 Resolutions**

A resolution in writing (comprising one or more documents in like form) signed by all Directors shall have the same force and effect as a resolution passed at a meeting of the Board notwithstanding that such resolution has not been passed at a meeting of the Board.

**15.7 Meeting of Board**

A meeting of the Board shall mean a meeting of Directors assembled in person on the same day at the same time and place.

**15.8** (Deleted – 12/10/01).**15.9 Attendance at Meetings**

Any person holding elected office in or being an employee of a Member may attend and speak at any meeting of the Board.

**15.10 Validity of Acts**

All acts done at any meeting of the Board or by a Committee appointed by the Board or by any person acting as a Director shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Directors or persons acting as aforesaid or that they or any of them were disqualified be as valid as if every such person had been duly appointed and was qualified to be a Director.

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**16. COMMITTEES**

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**16.1 Creation of Committees and Delegation of Authority.**

The Board may by resolution or by power of attorney or writing under the seal of the Organisation delegate any of its powers to committees as it thinks fit or to appointed persons as it may determine from time to time. Any Committee so formed or person or persons so appointed shall, in the exercise of the powers so delegated, comply with any directions that may from time to time be given by the Board.

Any matters determined by a Committee or persons under delegated authority by the Board, shall be notified to the Board members within 48 hours of the decision and a report on the matter in full is to be presented to the next general Board meeting.

**16.1A Composition of Committees**

16.1A.1 Any Committee formed pursuant to clause 16.1 shall consist of one or more directors or other persons as the Board thinks fit.

**16.2 Proceedings of Committees**

The meetings and proceedings of any Committee shall be governed by the provisions contained in this Constitution for regulating the meetings and proceedings of the Board so far as they are applicable and are not superseded by any direction made by the Board under clause 16. 1.

**16.3 Advisers**

The Board may from time to time appoint one or more Special Advisers or Advisory Committees or Task Groups to provide advice to the Board on such matters as the Board may determine. Special Advisers and Advisory Committee members need not be Members or Directors. No Special Adviser or Advisory Committee shall have or exercise any powers or authorities of the Board. The Board may, in its appointment of Advisory Committee or Task Groups, determine the term of that Committee or Group.

In the case of Task Groups, the Board may appoint General Manager/s to the Group who shall have voting rights on such Groups.

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**17. DIRECTORS INTERESTS**

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Each Director must disclose his or her interests to the Organisation in accordance with the Law and the Secretary shall record any such declaration in the minutes of the relevant meeting and send a copy of the declaration to each other Director as is required by the Law. The disclosure obligations of this Constitution shall apply to members of Committees of the Board, Special Advisers and members of Advisory Committees as if they were Directors.

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**18. MINUTES**

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18.1 At all Annual General Meetings, General Meetings, Board meetings and Committee meetings minutes shall be made:

- (a) of names of Directors and all other persons present at the meeting; and
- (b) of all proceedings at the meeting including all resolutions considered and passed.

- 18.2 The minutes shall be signed by the chair of the meeting of the next succeeding meeting.

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## **19. SECRETARY**

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### **19.1 Appointment**

19.1.1 The Board shall in accordance with the Law appoint the Secretary of the Organisation for such term and upon such conditions as it thinks fit.

19.1.2 The Secretary shall be the Executive Director for the time being of the Organisation.

### **19.2 Voting**

The Secretary shall not, by reason of office only, be a Member of the Organisation or a Director and shall not, by reason of office only, have any right to vote at any meeting of the Organisation or of the Board.

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## **20. SEAL**

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### **20.1 Safe Custody and Use**

The Board shall provide for the safe custody of the Seal which shall only be used by the authority of the Board or of a duly authorised Committee of the Board.

### **20.2 Affixing of the Seal**

Every instrument to which the Seal is affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Board for the purpose.

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## **21. ACCOUNTS**

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### **21.1 Proper Accounts**

The Board shall cause proper accounting and other records to be kept and shall distribute to Members a copy of every profit and loss account and balance sheet (including every document required by law to be attached to them) accompanied by a copy of the auditor's report on them as required by the Law.

### **21.2 Annual Accounts**

The Board shall cause to be made out and laid before each Annual General Meeting a balance sheet and profit and loss account made up to date not more than 5 months before the date of the meeting.

### **21.3 Inspection of Accounts**

The Board shall from time to time determine at what times and places under what conditions or regulations the accounting and other records of the Organisation shall be open to the inspection of Members.

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## **22. AUDITOR**

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A properly qualified auditor shall be appointed in accordance with the Law and his or her duties shall be regulated in accordance with the Law.

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**23. NOTICES**

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**23.1 Service of Notices**

23.1.1 Any notice required by law or by or under this Constitution to be given to any Member or any other person may be given by sending it by post to him or her at the postal address or by serving it on him or her personally.

23.1.2 Where a notice is sent by post, the notice shall be deemed to be given by properly addressing, prepaying and posting a letter containing the notice and shall be deemed to have been served at the time at which the letter would be delivered in the ordinary course of the post.

**23.2 Notice of General Meetings**

23.2.1 Notice of every general meeting shall be given in any manner authorised in this Constitution to:

- (a) every Member and Associate; and
- (b) the auditor for the time being of the Organisation; and
- (c) every Director in office at the date of the giving of the notice of the meeting.

23.2.2 No other person shall be entitled to receive the notices of general meetings unless otherwise agreed by the Board.

23.2.3 The accidental omission to give notice to or the non-receipt by a Member or other person referred to in clause 23.2.1 of any notice shall not invalidate the proceedings of any general meeting or any resolution passed at that meeting.

23.2.4 Notwithstanding clauses 10.2.3 and 23.2.2, as soon as practicable after his/her appointment to the Board a Director shall be given Notice of any General Meeting not yet held in respect of which notices have been given prior to that Director's appointment to the Board. For the purposes of clause 11.1(a) it is the Director whose appointment is current at the date of the relevant General Meeting who shall be entitled to represent the Member at that meeting unless the Member has appointed a proxy as provided in clause 11.1(b) or is represented by an authorised representative appointed in accordance with clause 11.1(c).

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**24. WINDING UP**

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(Deleted – 12/10/01)

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**25. COMMENT**

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Directors acting otherwise than in their capacity as Directors may make public comment on decisions of the Board which have been made public, provided that in doing so they do not breach their duties as Directors. Director acting in their capacity as Directors may comment to Members on decisions of the Board where they do not believe that those decisions are in the best interests of the Organisation as a whole, provided that in doing so they do not breach their duties as Directors.

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**26. INDEMNITY OF OFFICERS**

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Every Director, auditor, Secretary and other officer for the time being of the Organisation shall be indemnified out of the assets of the Organisation against any liability arising out of the execution of the duties of his or her office or which is incurred by him or her in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any application under the Law in which relief is granted to him or her by the court in respect of any negligence default breach of duty or breach of trust.

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**27. CONDUCT**

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27.1 Directors and alternate Directors in carrying out any function of the Organisation including but not limited to their attendance at meetings of the Board, general meetings, annual general meetings and meetings of any committee appointed pursuant to clause 16.1 must comply with the Code of Conduct of the Member by which they have been appointed.

27.2 If:

- (a) the President of the Organisation or any Director chairing any meeting of the nature referred to in clause 27.1 is of the opinion that the conduct of a Director or alternate Director may have breached an obligation under the Model Code of Conduct issued by the Department of Local Government current at the time of the happening of the conduct by reason of conduct occurring at a meeting of the nature referred to in clause 27.1; or
- (b) any Director (including the President) or alternate Director of the Organisation at any time during such a meeting complains to the meeting about conduct of any other Director (including the President) or alternate Director which may have breached the said Model Code of Conduct current at the time of the conduct (whether or not such conduct occurred at a meeting)

then:

- (c) the Chief Executive Officer of the Organisation must notify the General Manager of the Member which appointed the Director or alternative Director whose conduct is the subject of the suspected breach of the said Model Code with a request that such General Manager deal with the alleged breach under that Member's Code of Conduct.

27.3 Directors and alternate Directors of the Organisation must cooperate with the General Manager referred to in clause 27.2 and any conduct committee or sole reviewer appointed by that Member to assist that Member in dealing with any possible breach of that Member's Code of Conduct".