

NORTHERN SYDNEY REGIONAL ORGANISATION OF COUNCILS

CONSTITUTION

1. Name

The name of the Organisation is the **NORTHERN SYDNEY REGIONAL ORGANISATION OF COUNCILS** hereunder referred to as "**The Organisation**".

2. Mission

To provide strong local government leadership, to work co-operatively for the benefit of the Northern Sydney region, and effectively advocate on agreed regional positions and priorities.

3. Objectives

- i) To strengthen the role of Local Government in regional affairs, particularly where the region may be affected by Commonwealth or New South Wales Government policies.
- ii) To ensure that as a region we are providing leadership and participating in the development of; sound urban infrastructure; economic infrastructure and employment opportunities.
- iii) To facilitate the integration of transport, human and environmental infrastructure projects that support opportunities that meet community and business needs.
- iv) To improve the quality and access to human services infrastructure.
- v) To improve the quality and efficiency of Local Government service delivery throughout the Northern Sydney Region.
- vi) To ensure the Organisation develops as a highly credible and cost-effective organisation.

4. Membership

- (i) Membership of the Organisation shall be open to, but not restricted to, the following Councils:
 - a. The Council of the Shire of Hornsby
 - b. The Council of the Municipality of Hunters Hill

- c. The Council of the Municipality of Ku-ring-gai
 - d. The Council of Lane Cove
 - e. The Council of North Sydney
 - f. The Council of the City of Ryde
 - g. The Council of the City of Willoughby
 - h. Any Council newly constituted by amalgamation or otherwise that includes any area formerly within the area of any of the above Councils.
- ii) If any existing member Council is dissolved, amalgamated or otherwise ceases to exist:
- a. the Council (whether newly formed or otherwise) that becomes the Council for any area within the existing member Council's area automatically becomes a member of the Organisation upon becoming the Council for that area; and
 - b. unless and until the new or continuing member Councils are constituted by elected Councillors, the representation in respect of such member Councils is to be determined in accordance with clause 5.vii) below.

5. **Representation**

- i) A member Council will be represented on the Organisation as follows:
- The Mayor and one other Councillor.
- ii) A member Council shall, at its first ordinary meeting after any Council election, appoint delegates from the Council membership to the Organisation, one of whom shall be the Mayor. Each such delegate shall hold office until the appointment of a successor.
- iii) The office of delegate shall become vacant if the delegate:
- a. ceases to hold the office as a Councillor;
 - b. resigns by letter addressed to the member Council; or
 - c. is absent from three (3) consecutive meetings of the Organisation without having obtained leave of absence from the Organisation;
 - d. is replaced by the member Council at any time.
- iv) Where the office of a delegate becomes vacant, the member Council concerned, at the first convenient ordinary meeting held after such vacancy occurs, should appoint another delegate.

- v) Where the Mayor or other appointed delegate of a Council is unable to attend a meeting of the Organisation, the Council may be represented by another member of the Council duly appointed for the purpose of being an alternative delegate. This alternate delegate has the same voting rights as the Mayor and appointed delegate.
- vi) Despite clauses 5.i) to 5.vi) above, in the event that a member Council is not constituted by elected Councillors, and the functions of the Council are being undertaken by an Administrator, the representation in respect of the Council (whether newly formed or otherwise) is to be determined by the Administrator of that Council, who may nominate two (2) delegates to the Organisation for each former member Council, to populate the Board.

6. **Executive Positions**

- i) The Organisation shall elect a President and two (2) Vice Presidents from its membership. Elections shall be conducted twelve (12) monthly in accordance with the provisions of the Local Government Act 1993 and regulations for the election of Mayor and Deputy Mayor.
- ii) The Executive of the Organisation shall be the President and two (2) Vice Presidents.
- iii) **Role of the Executive**

Between meetings of the Board the role of the Executive shall be to determine matters relevant to the Board's responsibility in circumstances where:

- a. in the opinion of the Executive the matter is such that it must be determined prior to the next ordinary meeting of the Board, and
- b. it would be impractical to convene an extraordinary meeting of the Board.

This role does not have the authority to vary the adopted NRSOC Business Plan and Budget.

7. Role of the Board

Delegates to the Organisation shall collectively be known as the Board. The role of the Board shall be to:

- i) Monitor the performance of the Organisation
- ii) Establish a business plan and ensure outcomes therein
- iii) Adopt annual estimates of revenue and expenditure having regard for the business plan
- iv) Review the business plan and its contents as required
- v) Make broad policy decisions within the objectives of the Organisation.

8. The Role of the President

- i) The President shall preside at all meetings of the Organisation
- ii) The President, unless otherwise directed by resolution of the Organisation shall:
 - a. Chair meetings of the Organisation
 - b. Act as spokesperson for the Organisation
 - c. Exercise leadership and give direction to the Organisation
 - d. Represent the Organisation to other Agencies and Governments
 - e. Present the Organisation and its decisions in a positive way to the community, media, government and other interested groups
 - f. Together with the General Managers' Advisory Committee authorise the expenditure of funds provided provisions has been made within the adopted budget
 - g. Call special meetings as required.

9. Role of General Managers' Advisory Committee

The Organisation shall appoint a General Managers' Advisory Committee, comprising of the General Manager of each of the member Council. One of the General Managers shall be appointed as Chairman. The role of the Committee will be to:

- i) Advise on administrative and planning matters.

- ii) Exercise general supervision of the Organisation's staff and resources including the authorisation of expenditure within the budget approved by the Board.
- iii) Submit reports and recommendations to the Board for policy decision.
- iv) Have general supervision of projects and activities in the Business Plan.

10. **Meetings of the Board**

- i) The Board of the Organisation will meet quarterly in February, May, August and November on the first Thursday of the month (or an otherwise agreed to date) to consider policy and major issues.
The Annual General Meeting shall be held in November.
- ii) The financial statements of the Organisation shall be submitted to the Annual General Meetings.
- iii) Each member Council and delegates shall be notified of meetings not less than seven days before each meeting. In the case of a Special Meeting, 48 hours notice shall be given. The President will preside at all meetings of the Organisation or, in the absence of the President, the Vice President.

In the absence of the President and Vice President, the delegates present at a meeting shall elect one of their members to preside.
- iv) Councillor of a member Council may attend and speak at meetings of the Organisation. Any senior staff of a Council, which is a member, may also attend and speak at meetings of the Organisation with the consent of the meeting.
- v) A Special Meeting of the Organisation may be called by:
 - a. The President
 - b. Notice signed by three delegates.

11. **Business at Meetings**

Business conducted at a meeting of the Organisation shall consist of:

- i) Matters of which due notice has been given.
- ii) Matters, which the President determines to be of urgency of which due notices has not been given.

- iii) Consideration of recommendations, reports and correspondence which are consistent with the objectives of the Organisation.

12. **Voting**

- i) At meetings of the Organisation each delegate, or each bona fide alternative delegate representing a delegate, shall be entitled to vote.
[See Article 5 Representation, items v) and vi).]
- ii) The President shall have both a deliberative vote and, in the event of equality of votes, a casting vote, other than in the election of President or Vice President.
- iii) All votes must be given personally and there is no provision for voting by proxy.

13. **Quorum**

- i) A quorum at a meeting of the Organisation shall consist of a number being half of the number of Councils plus one.
- ii) A quorum of a Sub-Committee of the Organisation shall be a majority of members appointed.

14. **Procedure**

The procedure at a meeting of the Organisation shall be in conformity as far as possible with the procedure for meetings of Council and Committees as prescribed by regulations made under the **Local Government Act 1993**, as amended, and in accordance with standing orders adopted by the Organisation which are not in conflict with the above.

15. **Resolution of Internal Disputes**

- i) Disputes between delegates (in their capacity as members) of the Organisation, and disputes between delegates and the Organisation, are to be referred to a community justice centre for mediation in accordance with the Community Justice Centres Act 1983.
- ii) At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

16. **Disciplining of Delegates**

- i) A complaint may be made to the Board by any person that is a delegate of the Organisation:
 - a. has persistently refused or neglected to comply with a provision or provisions of the rules;
 - b. has persistently and wilfully acted in a manner prejudicial to the interests of the association.
- ii) On receiving such a complaint, the Board:
 - a. must cause notice of the complaint to be served on the delegate concerned; and
 - b. must give the delegate at least 14 days from the time the notice is served within which to make submissions to the Board in connection with the complaint; and
 - c. must take into consideration any submissions made by the delegate in connection with the complaint.
- iii) The Board may, by resolution, dismiss the council delegate from membership of the Organisation or suspend the delegate from membership of the Organisation if, after considering the complaint, it is satisfied that the facts alleged in the complaint have been proved. If the Board dismisses or suspends a delegate, the President must, within 7 days after the action is taken, cause written notice to be given to the delegate of the action taken, of the reasons given by the Board for having taken the action and of the delegate's right of appeal under Article 17.

17. **Right of Appeal of Disciplined Delegate**

- i) A delegate may appeal to the Organisation in general meeting against a resolution of the Board under Article 16. within 7 days after notice of the resolution is served on the delegate, by lodging with the Executive a notice to that effect.
- ii) The notice may, but need not, be accompanied by a statement of the grounds on which the delegate intends to rely for the purposes of the appeal.
- iii) On receipt of a notice from a delegate under Clause (i), the Executive must notify the Board which is to convene a general meeting of the Organisation to be held within 28

days after the date on which the Executive received the notice.

- iv) At a general meeting of the Organisation convened under Clause (iii):
 - a) the Executive and the delegate must be given the opportunity to state their respective cases orally or in writing, and
 - b) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- v) If at the general meeting the Organisation passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

18. **Powers of the Organisation**

- i) The Organisation shall, for the mutual benefit of the areas of the member Councils have power, in accordance with this Constitution, to:
 - a. Make submissions to Governments and other agencies in respect of the areas of the member Councils, consistent with the objectives of the Organisation and adopted Business Plan;
 - b. Carry out the objectives of the Organisation; and
 - c. Receive funds in respect of the:
 - i. staffing of the Organisation
 - ii. carrying out of projects or studies agreed by the Organisation
 - iii. for any purpose that may be authorised by the Organisation.
- ii) The above shall not affect the right of an individual Council acting in its own right on any matters.
- iii) The control, regulation, maintenance and management of the exercise of these powers is vested in the meetings of delegates in accordance with this Constitution subject to any delegation of authority which may have been granted.
- vi) By resolution, and within limits defined in such resolution, to authorise the Executive, a member Council's representative, a staff delegate or a properly appointed sub-committee consisting either whole or part of elected representatives, staff

or other persons to exercise or perform on behalf of the Organisation any power, authority, duty or function other than any power, authority, duty or function, the Organisation, by resolution, reserves for itself.

19. **Staffing**

The Organisation shall have the power to appoint such staff as the Organisation may require from time to time.

20. **Advisory Sub-Committees**

- i) The Organisation may, from time to time, appoint any number of Committees in connection with any work, activity or object of the Organisation.
- ii) The Organisation shall have power to co-opt any person to assist and/or comprise a sub-committee.

21. **Office**

The Office of the Organisation shall be at any one of the Member Councils.

22. **Financial year**

The Organisation's financial year shall commence on 1 July and terminate on 30 June.

23. **Finance**

- i) The Organisation shall determine, prior to the February Board Meeting each year, an Annual Budget which will include:
 - the amount of proposed revenue and expenditure by the Organisation
 - the amount in hand available for such expenditure
 - any additional amount required to be raised to meet such expenditure
- ii) In the event of any expenditure not covered by the Annual Budget, the Organisation shall prepare a statement showing:
 - the amount and nature of the extraordinary expenditure
 - the amount in hand available to meet the expenditure after allowing for estimated ordinary expenditure for the balance of the year
 - any additional amount required to be raised to meet the extraordinary expenditure

- iii) The Organisation shall levy each member Council on a basis agreed by all member Councils, the member's proportion of the amount required to meet the expenditure referred to in Clause 20. The member's contribution shall be determined by resolution of the Organisation at the time of adopting the annual budget.
- iv) The Organisation shall pay all moneys received by it to a bank account held in the name of the Organisation and shall use such moneys for the purpose of, and subject to, the terms of this Constitution.
- v) All accounts shall be operated in such manner and by such persons as the Organisation shall from time to time determine. Payments of accounts may be authorised by both the Board President and the Chairman of the General Managers' Advisory Committee. All payments made shall be reported to the Board.
- vi) The accounts of the Organisation shall be kept according to the same principles as the accounts of a member Council and in such books and form as are approved by the auditors to the Organisation.

24. **Auditors**

- i) The Organisation shall appoint an auditor who shall annually audit the accounts of the Organisation.
- ii) The audited accounts shall be presented to a meeting of the Organisation prior to 30 November each year.

25. **Annual Report**

The Organisation shall submit an Annual Report to each of the member Councils with the notice of the Annual General Meeting.

26. **Co-operation**

For the purpose of performing any powers, duties or functions, the Organisation may make use of the services of an employee of a member Council if the prior approval of the Council is obtained.

27. **Termination of Membership**

A Council may withdraw from membership of the Organisation on giving twelve months notice of termination to the Organisation. When such termination takes effect, no contribution shall be refunded, no funds will be distributed, and the Constitution remains in force between the

remaining members of the Organisation.

28. **Amendments**

This Constitution may be altered from time to time by a resolution passed at a meeting of the Organisation by votes equivalent to three-fourths the number of delegates entitled to vote, provided that the majority of member Councils are represented by at least one delegate.

29. **Termination of Organisation**

Upon the termination of this Organisation the debts and liabilities of the Organisation shall be discharged out of the assets of the Organisation. The balance of the assets shall be given or transferred in shares relative to the contribution by each member Council to the member Councils remaining immediately before the termination of the Constitution.

30. **Member's Liabilities**

The liability of a member council of the Organisation to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of the association as required under Article 23 (iii).

31. **Common Seal**

- i) The common seal of the Organisation must be kept in the custody of the public officer (Executive Director).
- ii) The common seal must not be affixed to any instrument except by the authority of the Executive and the affixing of the common seal must be attested by the signatures of either 2 members of the Executive or by 1 member of the Executive and of the Public Officer (Executive Director)..

32. **Custody of Books**

Except as otherwise provided by these rules, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the Organisation.

33. **Inspection of Books**

The records, books and other documents of the Organisation must be open to inspection, free of charge, by a member of the Organisation at any reasonable hour.

HISTORY:

- Constitution Adopted 15 December, 1999.
- Amended 4 November 2004
- Amended 30 September 2016
- Amended 15 August 2017