

NORTHERN SYDNEY REGIONAL ORGANISATION OF COUNCILS

CONSTITUTION

(Replacing Constitution of 15 August 2017)

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 to 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 Councils are participating as leaders in the development of sound urban infrastructure, economic infrastructure and employment opportunities.
- iii) To facilitate the integration of transport, human and environmental infrastructure projects and services that support opportunities that meet community and business needs.
- iv) To improve the quality of and access to transport, community, social, cultural and environmental 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 the Municipality of Mosman
 - f. The Council of North Sydney
 - g. The Council of the City of Ryde
 - h. The Council of the City of Willoughby
 - i. Any Council newly constituted by amalgamation or otherwise that includes any area formerly within the area of any of the above Councils.
 - j. Any Council that includes any area in the Northern Sydney region.
- 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.
- iii) An application for membership of the Organisation:
- a. must be made in writing (including by email or other electronic means) or in the form determined by the General Managers Advisory Committee, and
 - b. must be received (including by electronic means) by the public officer of the Organisation.
- iv) As soon as practicable after receiving an application for membership, the public officer must refer the application to the Board, which is to determine whether to approve or to reject the application.
- v) As soon as practicable after the Board makes the determination, the public officer must:
- a. Notify the applicant Council in writing (including by email or other electronic means) that the Board approved or rejected the application (whichever is applicable), and
 - b. If the Board approved the application, request the applicant

Council to pay (within a reasonable period after receipt by the applicant of the notification) under this constitution by a member as a pro-rata amount related to the annual membership fee.

- vi) The public officer must, on payment by the applicant Council of the amounts referred to in clause 4 (v)(b) within a reasonable period, enter or cause to be entered the applicant Council in the register list of members and, on being so entered, the applicant Council becomes a member of the Organisation.
- vii) A register list of member Councils, member Councils' address and their nominated delegates of the Organisation, with the date on which the nominated delegates became members, will be kept in New South Wales in electronic form (that can be converted into hard copy) or at the official address of the Organisation.
- viii) The register list of member Councils and their representative delegates will be open for inspection, free of charge, by any member Council of the Organisation at any reasonable hour; and will be available on the Organisation's website.
- ix) A member Council of the Organisation must pay to the Organisation an annual membership fee or other amount determined by the Organisation.

5. **Representation**

- i) A member Council will be represented on the Organisation by 2 delegates, 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. At its first ordinary meeting after any Council election, a member Council shall also appoint 2 alternative delegates (and for the purpose of clause 5(v) below).
- 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. In the event of a casual vacancy occurring for the officer bearer (President or Vice-President), the Board may appoint a member of the Board to hold office, subject to this constitution, until the conclusion of the Annual General Meeting next following the date of appointment.
- v) Where the Mayor, and/or appointed delegate of a Council is/are unable to attend a meeting of the Organisation (or had obtained leave of absence from the Organisation), the Council may be represented by another member/s of the Council duly appointed for the purpose of being alternative delegate/s. The 2 alternative delegates have the same voting rights as the Mayor and appointed delegate.
- vi) Despite clauses 5.i) to 5.v) 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 until such time as the elected Council is in place.

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. There is no maximum number of consecutive terms of office of the President and of the Vice Presidents.
- ii) The Executive of the Organisation shall be the President and two (2) Vice Presidents.
- iii) Nomination of candidates for election as office-bearers of the Organisation may be made either (a) in writing signed by 2 members of the Organisation and accompanied by the written consent of the candidate and submitted to the public officer at least 7 days before the date of the Annual General Meeting or (b) moved and seconded by members and agreed to by the member candidate verbally at the Annual General Meeting.

- iv) If insufficient nominations are received, any vacant office bearers positions are taken to be a casual vacancy.
- v) If only one nomination is received for any position, the person nominated is taken to be elected.
- vi) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- vii) The ballot for the election of office-bearers (the President and Vice Presidents) is to be conducted at the Annual General Meeting in any usual and proper manner that the Board directs.

viii) **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) Adopt a business plan and ensure its outcomes
- iii) Adopt annual estimates of revenue and expenditure having regard for the business plan or strategic directions and priorities plan
- iv) Review the business plan and its contents as required
- v) Set policy direction consistent with the objectives of the Organisation.

8. **The Role of the President**

- i) The President shall preside at all meetings of the Organisation. The President may nominate a Vice President (if available) to preside and chair the meeting of the Organisation if the President will be absent at that meeting.
- 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 (GMAC) authorise the expenditure of funds provided provisions has been made within the adopted budget
 - g. Call special meetings as required.
- iii) The President can delegate any of the above functions to the Secretary (Chair of GMAC) and the public officer (Executive Director) as required.

9. **Role of General Managers' Advisory Committee**

The Organisation shall appoint a General Managers' Advisory Committee (GMAC), comprising of the General Manager of each of the member Council. One of the General Managers shall be appointed by the Board as Chair of GMAC and also as Secretary of the Board. Another of the General Managers of a member Council shall be appointed as Treasurer of the Board. 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 and the delegated authorisation of the Organisation's staff, of expenditure within the budget approved by the Board and in accordance with the NSROC Financial Delegations and Authorisations schedule.
- 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 each year (or an otherwise agreed to date) to consider policy, projects and major issues.
The Annual General Meeting shall be held to immediately follow the last business meeting of the Board held in November of each year (or an otherwise agreed to date).
- ii) The financial statements of the Organisation shall be submitted to the Annual General Meeting.
- 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, one of the Vice Presidents, as nominated by the President.

In the absence of the President and Vice President, the delegates present at a meeting shall elect one of their members to preside.

- i v) A councillor of a member Council may attend and observe meetings of the Organisation. A senior staff of a Council which is a member, may also attend and observe meetings of the Organisation.
With the consent of the meeting, observers may be invited to speak at the meeting.
GMAC and the Organisation's Executive Director and senior staff may speak at meetings of the Organisation as required by the discussion, business or agenda item.
- v) A Special Meeting of the Organisation may be called by:
 - a. The President
 - b. Notice signed by three delegates.
- vi) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Organisation, a resolution is passed by the Organisation as a special resolution, if it is supported by votes at least equivalent to three-fourths of the total number of appointed delegates represented on the Organisation and entitled to vote under this constitution on the proposed resolution, provided that the majority of member Councils are represented by at least one delegate:
 - a. At a meeting of the Organisation of which notice has been given to its member Councils no later than 21 days

- before the date on which the meeting is held, or
- b. In such other manner as the President may direct.

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.
- iv) Matters, which fall outside the scope of the Business Plan, Strategic Plan or objectives of the Organisation, but otherwise, serious or significant to the objectives of the Organisation or the functioning of the Organisation, shall be taken on notice and subject to member Councils' resolution.

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 Clause 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 member Councils plus one additional member Council.
- 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 and subject to such arrangement as may be made from time to time by the Organisation.

15. **Resolution of Internal Disputes**

- i) A disputes between a delegates and another delegate (in their capacity as members) of the Organisation, or a dispute between a delegates or delegates and the Organisation, are to be referred to a community justice centre for mediation under 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.
- iii) If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.
- iv) The *Commercial Arbitration Act 2010* applies to a dispute referred to arbitration.

16. **Disciplining of Delegates**

- i) A complaint may be made to the Board by any person that is a delegate of the Organisation that a delegate:
 - 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 Organisation.
- ii) The Board may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- iii) If the Board decides to deal with the 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.
- iv) 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 and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the dismissal or suspension is warranted in the circumstances.
- v) If the Board dismisses or suspends a delegate, the President or Secretary 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 Clause 17.
- vi) The dismissal or suspension does not take effect:
 - a. Until the expiration of the period within which the delegate is entitled to appeal against the resolution concerned, or
 - b. If within that period the delegate exercises the right of appeal, unless and until the Organisation confirms the resolution under clause 17,
 whichever is the later.

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 Clause 16, within 7 days after notice of the resolution is served on the delegate, by lodging with the Executive or the Secretary 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 subclause (i), the Executive or the Secretary 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 or the Secretary received the notice.
- iv) At a general meeting of the Organisation convened under subclause (iii):
 - a) No business other than the question of the appeal is to be transacted and

- b) the Executive or the Board and the delegate must be given the opportunity to state their respective cases orally or in writing, or both, and
- c) 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) Subject to the Act, the Regulation, this constitution and any resolution passed by the Board in general meeting, the Organisation shall, for the mutual benefit of the areas of the member Councils have power, 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.
- iv) 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 of the following year.

23. **Finance**

- i) The Organisation shall determine 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 this Clause and Clauses 18, 19 and 20. The member's contribution shall be determined by resolution of the Organisation at the time of adopting the annual budget. Any agreed levy, contribution or

payment shall be made by the member Council within the specified date given by the Organisation.

- 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 the Annual General Meeting of the Organisation in 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

- i). 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.
- ii). If a member of the Organisation ceases to be a member under subclause i), and in every other case where a member ceases to hold membership, the secretary or public officer must make an

appropriate entry in the register list of members recording the date on which the member ceased to be a member (on the expiration of the period of notice).

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

- (1) Subject to the Act and the Regulations, in a winding up of the Organisation, any surplus property of the Organisation is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual member Councils.
- (2) In this clause, a reference to the surplus property of an Organisation is a reference to that property of the Organisation remaining after satisfaction of the debts and liabilities of the Organisation and the costs, charges and expenses of the winding up of the Organisation.

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 by Clause 23 (iii).

31. Common Seal

- i) The common seal of the Organisation must be kept in the custody of the public officer or Secretary of the Organisation.
- 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.

32. Custody of Books

Except as otherwise provided by these rules, all records, books and other documents relating to the Organisation must be kept in New South Wales, at the main premises of the Organisation, in the custody of the public officer or secretary of the Organisation (as the Board determines).

33. Inspection of Books

- i. 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.
- ii. Despite subclause i), the Organisation may refuse to permit a member of the Organisation to inspect or obtain a copy of records of the Organisation that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Organisation.

HISTORY:

- Constitution Adopted 15 December, 1999.
- Amended 4 November 2004
- Amended 30 September 2016
- Amended 15 August 2017
- Amended 9 August 2018

