



Attachment 3 to Item 10.2.1

The Parks Constitution

Date of meeting: 28 May 2024

Location: Council Chambers

Time: 6:30pm

The Parks, Sydney's Parkland Councils, Inc.

CONSTITUTION

Incorporated under the *Associations Incorporation Act 2009* (NSW)



CAMPBELLTOWN



Hawkesbury
City Council



PENRITH
CITY COUNCIL



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Part 1 Preliminary

1 Definitions

(1) In this constitution:

Additional Expenditure Statement has the meaning given in clause 42(3).

Annual Budget means the annual budget for the association as approved by members at an annual general meeting, as contemplated by clause 42.

association means The Parks, Sydney's Parkland Councils, Inc., being the association governed by this constitution, the Act and the Regulations.

committee member means a member of the committee.

Council has the meaning determined by clause 7.

Executive Director means the person appointed by the committee to manage the daily activities and deliver the objectives of the association.

exercise a function includes perform a duty.

function includes a power, authority or duty.

General Manager means either the General Manager or Chief Executive Officer of a Member Council.

GMAG or **General Managers' Advisory Group** means the group appointed under clause 23.

Member Council means a Council which has been admitted to membership of the association.

register of members means the register of members maintained under clause 9.

secretary, of the association, means:

- (a) the person holding office under this constitution as secretary, or
- (b) if no person holds that office - the public officer of the association.

special general meeting, of the association, means a general meeting of the association other than an annual general meeting.

subcommittee means a subcommittee established under clause 22.

the Act means the *Associations Incorporation Act 2009*.

the Regulation means the *Associations Incorporation Regulation 2022*.

Note: The Act and the *Interpretation Act 1987* contain definitions and other provisions that affect the interpretation and application of this constitution.

(2) The Interpretation Act 1987 applies to this constitution as if it were an instrument made under the Act.

Note: The Act, Part 4 deals with various matters relating to the management of associations.

2 Name

The name of the association is The Parks, Sydney's Parkland Councils, Inc.

3 Mission

The purpose of the association is to provide strong local government leadership, to work co-operatively for the benefit of the Western Parkland City, and to advocate effectively on agreed regional positions and priorities.

4 Objectives

The objectives of the association are to:

- (1) strengthen the role of Local Government in matters that affect the Western Parkland City, particularly where the region may be affected by Commonwealth or New South Wales Government policies;
- (2) assess the needs, disadvantages and opportunities of Member Councils' Local Government Areas and to make representations, submissions and promotions relative to meet such needs, disadvantages and opportunities to Commonwealth and State Governments and other appropriate bodies;
- (3) improve the quality of and access to transport, community, social, cultural and environmental services infrastructure;
- (4) provide a cohesive and united regional voice representing Member Councils;
- (5) develop and exchange knowledge and tools to support the role and build the capacity of Member Councils, and by doing so improve the quality and efficiency of Local Government service delivery throughout the Western Parkland City Region;
- (6) identify and address current and emerging regional issues through research and the development of evidence-based rationales; and
- (7) ensure the association develops as a highly credible and cost-effective organisation.

5 Member Council participation

Member Council participation in the association is governed by sections 355, 357 and 358 of the *Local Government Act 1993* (NSW), and is subject to such participation being adopted or ratified by the Member Council.

6 Powers

- (1) Subject to (but without limiting its powers under) the Act, the Regulation, this constitution, and any resolution passed by the committee in general meeting, the association has the power to:
 - (a) make submissions to Governments and other agencies in respect of the areas of its Member Councils, consistent with the objectives of the association and its then current business plan;
 - (b) carry out the objectives of the association;
 - (c) receive and apply funds in respect of:
 - (i) the staffing of the association;

- (ii) the carrying out of projects or studies agreed to by the association; or
 - (iii) any other purpose that is authorised by the association.
- (2) The association must not itself become a member of another corporation.
- (3) Subclause (1) does not affect the right of an individual Member Council to act in its own right on any matter.
- (4) For the purpose of performing any powers, duties or functions, the association may make use of the services of an employee of a Member Council if the prior approval of the relevant General Manager or CEO of the Member Council has been obtained.

Part 2 Members of association

7 Membership

- (1) The following entities only (each a **Council**) are eligible for membership of the association:
 - (a) Blue Mountains City Council;
 - (b) Camden Council;
 - (c) Campbelltown City Council;
 - (d) Fairfield City Council;
 - (e) Hawkesbury City Council;
 - (f) Liverpool City Council;
 - (g) Penrith City Council; and
 - (h) Wollondilly Shire Council.

The initial members of the association are those Councils on whose behalf an application for registration of the association was made under the Act.

- (2) If any 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 Council's area automatically becomes a "Council" for the purposes of this constitution; and
 - (b) if the Council is an existing Member Council:
 - (i) the council (whether newly formed or otherwise) that becomes the council for any area within that Member Council's area, continues as the Member Council for the purposes of this constitution upon becoming the council for that area; and
 - (ii) unless and until the Member Council is constituted by elected councillors, the representation in respect of the Member Council is to be determined in accordance with clause 18.

8 Membership applications

- (1) An application to be a member of the association must be:
 - (a) made in writing;
 - (b) in the form determined by the committee or the GMAG; and
 - (c) lodged with the secretary.
- (2) The committee may determine that an application may be made or lodged by email or other electronic means.
- (3) The secretary must refer an application to the committee as soon as practicable after receiving the application.
- (4) The committee must approve or reject the application. The application is approved if 70% or more of the committee members approve the application, else the application is rejected.
- (5) As soon as practicable after the committee has decided the application, the secretary must:
 - (a) give the applicant written notice of the decision, including by email or other electronic means if determined by the committee, and
 - (b) if the application is approved - inform the applicant that the applicant is required to pay the entrance fee and annual subscription fee (pro rated where an applicant is approved part way through a year) payable under clause 10, within 28 days of the day the applicant received the notice.
- (6) The secretary must enter the applicant's name in the register of members as soon as practicable after the applicant pays the entrance fee and annual subscription fee in accordance with subclause (5)(b).
- (7) The applicant becomes a member once the applicant's name is entered in the register.

9 Register of members

- (1) The secretary must establish and maintain a register of members of the association.
- (2) The register:
 - (a) may be in written or electronic form, and
 - (b) must include, for each member:
 - (i) the member's full name;
 - (ii) a residential, postal or email address;
 - (iii) the date on which the person became a member; and
 - (iv) if the person ceases to be a member - the date on which the person ceased to be a member;
 - (c) must be kept in New South Wales:
 - (i) at the association's main premises, or
 - (ii) if the association has no premises - at the association's official address;

- (d) must be available for inspection, free of charge, by members at a reasonable time; and
 - (e) if kept in electronic form - must be able to be converted to hard copy.
- (3) If the register is kept in electronic form, the requirements in subclause (2)(c) and (d) apply as if a reference to the register is a reference to a current hard copy of the register.
- (4) A member may obtain a hard copy of the register, or a part of the register, on payment of a fee of not more than \$1, as determined by the committee, for each page copied.
- (5) Information about a member, other than the member's name, must not be made available for inspection if the member requests that the information not be made available.
- (6) A member must not use information about a member obtained from the register to contact or send material to the member, unless:
- (a) the information is used to send the member:
 - (i) a newsletter;
 - (ii) a notice for a meeting or other event relating to the association; or
 - (iii) other material relating to the association, or
 - (b) it is necessary to comply with a requirement of the Act or the Regulation.

10 Fees and contributions

- (1) The entrance fee to be paid to the association by a person whose application to be a member of the association has been approved is:
- (a) \$1; or
 - (b) such other amount as determined by the committee from time to time.
- (2) A member must pay to the association an annual subscription fee of:
- (a) \$1; or
 - (b) such other amount as determined by the committee from time to time.
- (3) From time to time, the association may undertake projects in which Member Councils may wish to participate. Any fees associated with such projects (including any instalments and dates for payment) must be notified to Member Councils in advance, and Member Councils who have opted to participate in such projects must pay such fees (including as to instalments and dates for payment) when due.
- (4) Each Member Council must also pay, on a basis agreed by all Member Councils from time to time, its proportion of the association's expenditures:
- (a) as set out in the then current Annual Budget;
 - (b) as set out in any Additional Expenditure Statement; and
 - (c) in the exercise of the association's powers under clause 6.

- (5) For the purposes of subclause (4)(a) and (4)(b), a Member Council's contribution shall be determined by resolution of the association at the time of adopting the Annual Budget or Additional Expenditure Statement (as the case may be).
- (6) Any agreed fees or contributions under this clause 10 must be made by each Member Council within the date specified by the association.

11 Members' liabilities

The liability of a member of the association to contribute to the payment of:

- (1) the debts and liabilities of the association; and
- (2) the costs, charges and expenses of the winding up of the association,

is limited to the amount of any outstanding fees and contributions for which the member is liable under clause 10.

12 Disciplinary action against members

- (1) A person may make a complaint to the committee that a member of the association has:
 - (a) failed to comply with a provision of this constitution; or
 - (b) wilfully acted in a way prejudicial to the interests of the association.
- (2) The committee may refuse to deal with a complaint if the committee considers the complaint is trivial or vexatious.
- (3) If the committee decides to deal with the complaint, the committee must:
 - (a) serve notice of the complaint on the member;
 - (b) give the member at least 14 days from the day the notice is served on the member within which to make submissions to the committee about the complaint; and
 - (c) consider any submissions made by the member.
- (4) The committee may, by resolution passed by 70% or more of the committee members, expel the member from the association or suspend the member's membership if, after considering the complaint, the committee is satisfied that:
 - (a) the facts alleged in the complaint have been proved, and
 - (b) the expulsion or suspension is warranted.
- (5) If the committee expels or suspends the member, the president or the secretary must, within 7 days of that action being taken, give the member written notice of:
 - (a) the action taken, and
 - (b) the reasons given by the committee for taking the action, and
 - (c) the member's right of appeal under clause 13.
- (6) The expulsion or suspension does not take effect until the later of the following:
 - (a) the day the period within which the member is entitled to exercise the member's right of appeal expires, or

- (b) if the member exercises the member's right of appeal within the period - the day the association confirms the resolution under clause 13.

13 Right of appeal against disciplinary action

- (1) A member may appeal against a resolution of the committee under clause 12 by lodging a notice of appeal with the secretary within 7 days of being served notice of the resolution.
- (2) The member may include, with the notice of appeal, a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) The secretary must notify the committee that the secretary has received a notice of appeal.
- (4) If notified that a notice has been received, the committee must call a general meeting of the association to be held within 28 days of the day the notice was received.
- (5) At the general meeting:
 - (a) no business other than the question of the appeal is to be transacted;
 - (b) the member must be given an opportunity to state the member's case orally or in writing, or both;
 - (c) the committee must be given the opportunity to state the committee's case orally or in writing, or both; and
 - (d) the members present must vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (6) The appeal is to be determined by a simple majority of votes cast by the members (excluding the member the subject of the appeal).

14 Resolution of internal disputes

- (1) The following disputes must be referred to a Community Justice Centre within the meaning of the *Community Justice Centres Act 1983* (NSW) for mediation:
 - (a) a dispute between 2 or more members of the association, but only if the dispute is between the members in their capacity as members, or
 - (b) a dispute between 1 or more members and the association.
- (2) If the dispute is not resolved by mediation within 3 months of being referred to the Community Justice Centre, the dispute must be referred to arbitration.
- (3) The *Commercial Arbitration Act 2010* (NSW) applies to a dispute referred to arbitration.

15 Membership entitlements not transferable

A right, privilege or obligation that a person has because the person is a member of the association:

- (1) cannot be transferred to another person, and

- (2) terminates once the person ceases to be a member of the association.

16 Cessation of membership

- (1) A Member Council ceases to be a member of the association if it:
 - (a) resigns in accordance with subsection (3);
 - (b) is expelled from the association; or
 - (c) fails to pay any fees payable by it under clause 10 within 3 months of the due date, and does not pay such fees within a further 1 month after the Executive Director issues a default notice to that Member Council notifying the Member Council that unless the Member Council pays such fees it will cease to be a member.
- (2) The committee may, in its absolute discretion by resolution passed by 70% or more of the committee members, on payment of all arrears of fees due, readmit any member whose membership ceases as contemplated by subclause (1)(c).
- (3) A Member Council may resign as a member by giving at least 12 months' written notice to the secretary.
- (4) On the expiration of such notice, the member ceases to be a member, no fees or contributions shall be refunded to the member, no funds will be distributed to the member, and this constitution remains in force between the remaining members of the association.
- (5) If a Member Council ceases to be a member of the association, the secretary or public officer must make an appropriate entry in the register of members recording the date on which the member ceased to be a member (on the expiration of the period of notice).

Part 3 Committee

Division 1 Constitution

17 Functions of the committee

Subject to the Act, the Regulation, this constitution and any resolution passed by the association in general meeting, the committee:

- (1) is to control and manage the affairs of the association;
- (2) may exercise all the functions that may be exercised by the association, other than a function that is required to be exercised by the association in general meeting, and
- (3) has power to do all things that are necessary or convenient to be done for the proper management of the affairs of the association,

and in particular, the committee must:

- (4) monitor the performance of the association;
- (5) prepare and adopt a business plan for the association;
- (6) prepare and adopt an Annual Budget, having regard to then current business plan for the association;

- (7) review the business plan and Annual Budget as required; and
- (8) set policy direction for the association, consistent with the association's objectives.

18 Composition of committee

- (1) The committee must consist of one representative from each Member Council.
- (2) The initial members of the committee will consist of one representative from each initial member of the association, as nominated by that member to the public officer.
- (3) The Mayor of each Member Council must, at its first ordinary meeting after any Council election relating to that Member Council, appoint a delegate (or confirm the appointment of an existing delegate) to be the Member Council's representative on the committee. The delegate may be the Mayor of the Council.
- (4) Each such delegate shall hold office on the committee until the appointment of a successor delegate.
- (5) A committee member's position becomes vacant if that committee member:
 - (a) ceases to hold office at his/her Member Council;
 - (b) resigns from this/her Member Council; or
 - (c) resigns from the committee by letter addressed to the committee; or
 - (d) is replaced by his/her Member Council at any time.
- (6) Where a committee member's position becomes vacant, the relevant Member Council concerned must, at the first convenient ordinary meeting after such vacancy occurs, appoint another delegate.
- (7) Where the appointed delegate of a Member Council is unable to and does not attend a meeting of the committee, the relevant Member Council may appoint an alternate delegate for the purposes of that meeting. The alternative delegate has the same voting rights as the appointed delegate provided the appointed delegate does not attend the meeting.
- (8) Where a delegate has missed 3 consecutive committee meetings without notification, the committee shall write to the delegate's Member Council seeking an alternative delegate be appointed to the committee.

19 Role of president

- (1) The Member Councils must elect one of the committee members to be the president of the association. The first president, however, must be elected by the committee at the first committee meeting of the association.
- (2) Elections for the role of president must be conducted every 2 years in accordance with the provisions of the *Local Government Act 1993* (NSW), and the regulations for the election of Mayors.
- (3) Nomination of candidates for the role of president may be made either:

- (a) in writing and submitted to the public officer at least 7 days before the date of the next relevant annual general meeting; or
 - (b) moved and seconded by members and agreed to by the candidate verbally at the next relevant annual general meeting.
- (4) If only one nomination is received, the candidate nominated is taken as elected.
 - (5) If more than one nomination is received, a ballot is to be held.
 - (6) The ballot for the election of the role of president is to be conducted at the relevant annual general meeting in any usual and proper manner that the committee directs.
 - (7) The president must determine the conduct of committee meetings, which must conform as far as practicable with the Code of Meeting practice established under section 360 of the *Local Government Act 1993* (NSW).
 - (8) The president may nominate an alternate committee member to preside and chair a meeting of the committee if the president will be absent from that meeting.
 - (9) Unless otherwise directed by resolution of the association, the president shall:
 - (a) chair meetings of the committee;
 - (b) act as a spokesperson for the association;
 - (c) exercise leadership and give direction to the association;
 - (d) represent the association to other agencies and Governments;
 - (e) present the association and its decisions in a positive way to the community, media, Government and other interested groups;
 - (f) together with the GMAG, authorise the expenditure of funds within the then current Annual Budget; and
 - (g) call special general meetings as required.
 - (10) The president may delegate any of the above functions to the chair of the GMAG and the Executive Director, as required.
 - (11) At a meeting of the committee, the president (or if the president is absent, the alternate committee member nominated by the president under clause 19(8) to preside and chair that meeting of the committee) does not have a second or casting vote.

20 Vacancies in office

In addition to the matters set out in clause 18(5), a casual vacancy in the office of a committee member arises if the committee member:

- (1) dies;
- (2) resigns from office by written notice given to the secretary;
- (3) is prohibited from being a director of a company under the *Corporations Act 2001* (Cth), Part 2D.6;
- (4) is convicted of an offence involving fraud or dishonesty for which the maximum penalty is imprisonment for at least 3 months; or

- (5) becomes a mentally incapacitated person.

21 Secretary

- (1) The committee must appoint a secretary to the association.
- (2) The secretary may also be the public officer of the association.
- (3) As soon as practicable after being elected as secretary, the secretary must lodge a notice with the association specifying the secretary's address.
- (4) The secretary must keep minutes of:
 - (a) all elections of committee members;
 - (b) the names of committee members present at a meeting of the committee or at a general meeting; and
 - (c) all proceedings at committee meetings and general meetings.
- (5) The minutes must be:
 - (a) kept in written or electronic form; and
 - (b) for minutes of proceedings at a meeting - signed, in writing or by electronic means, by:
 - (i) the member who presided at the meeting; or
 - (ii) the member presiding at the subsequent meeting.

22 Delegation to subcommittees

- (1) The committee may:
 - (a) establish 1 or more subcommittees to assist the committee to exercise the committee's functions; and
 - (b) appoint 1 or more members of the association to be the members of the subcommittee.
- (2) The committee may delegate to the subcommittee the exercise of the committee's functions specified in the instrument, other than:
 - (a) this power of delegation; or
 - (b) a duty imposed on the committee by the Act or another law.

Note: The *Interpretation Act 1987*, section 49 deals with various matters relating to delegations.

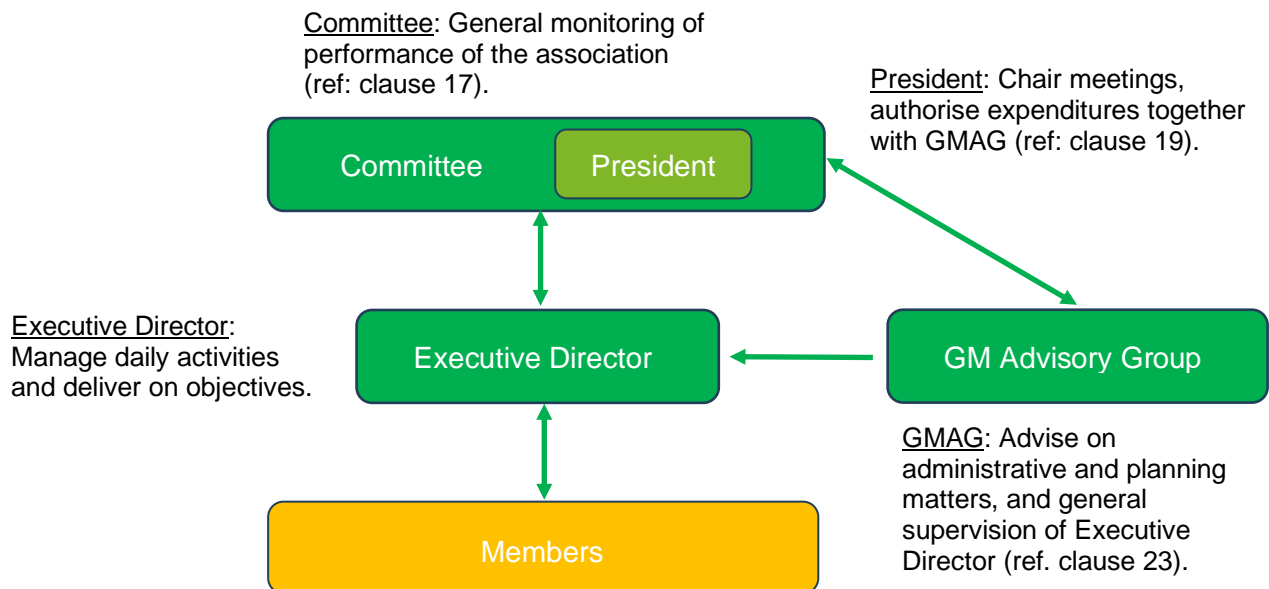
23 General Managers' Advisory Group (GMAG)

- (1) The committee must establish a General Managers' Advisory Group (**GMAG**) as a subcommittee under clause 22.
- (2) The GMAG must comprise of the General Manager of each Member Council, and must include the secretary.
- (3) The chair of GMAG must be appointed by the committee.
- (4) The role of GMAG is to:
 - (a) advise on administrative and planning matters relating to the association;

- (b) exercise general supervision of the Chief Executive Officer or Executive Director of the association;
- (c) supervise the use of the association's resources, including the authorisation of expenses (within the then current budget as approved by the committee) in accordance with the association's financial delegations and authorisations schedule;
- (d) submit reports and recommendations to the committee for policy decision; and
- (e) generally supervise projects and activities approved in the then current business plan.

24 Overview of governance structure

Without affecting the remainder of this constitution, an overview of the governance structure of the association is as follows:



Division 2 Procedure

25 Committee meetings

- (1) The committee must meet at least every 2 months each year (unless otherwise determined by the committee) at the place and time determined by the committee.
- (2) Additional meetings of the committee may be called by any committee member.
- (3) The procedure for calling and conducting business at a meeting of a subcommittee is to be as determined by the subcommittee.

Note: The Act, section 30(1) provides that committee meetings may be held as and when the association's constitution requires.

26 Notice of committee meeting

- (1) The secretary must give each committee member written notice of a meeting of the committee at least seven days, or another period on

which the committee members unanimously agree, before the time the meeting is due to commence.

- (2) The notice must describe the general nature of the business to be transacted at the meeting, which must include:
 - (a) matters of which notice has been given by a Member Council or its committee member;
 - (b) matters which the president thinks fit to submit to the meeting;
 - (c) consideration of reports from the GMAG;
 - (d) consideration of any recommendation or report by any committee; and
 - (e) consideration of any recommendation or report by any State Government department or community group.
- (3) The only business that may be transacted at the meeting is:
 - (a) the business described in the notice; and
 - (b) business that the committee members present at the meeting unanimously agree is urgent business.

27 Quorum

- (1) The quorum for a meeting of the committee is a majority of the total number of appointed committee members.
- (2) No business may be transacted by the committee unless a quorum is present.
- (3) If a quorum is not present within half an hour of the time the meeting commences, the meeting is adjourned:
 - (a) to the same place; and
 - (b) to the same time of the same day in the following week.
- (4) If a quorum is not present within half an hour of the time the adjourned meeting commences, the meeting is dissolved.
- (5) This clause does not apply to the filling of a casual vacancy to which clause 20 applies.

Note: The Act, section 28A provides for the filling of vacancies on the committee to constitute a quorum.
- (6) The quorum for a meeting of any subcommittee (including the GMAG) is a majority of the total number of appointed subcommittee members.

28 Observers

- (1) The following may attend and observe committee meetings and subcommittee meetings (including the GMAG):
 - (a) a councillor of a Member Council; and
 - (b) a senior staff member of a Member Council.
- (2) With the consent of the those members of the committee or subcommittee (including the GMAG) at the meeting, observers may be invited to speak at the meeting.

29 Voting

- (1) A decision supported by a majority of the votes cast at a meeting of the committee or a subcommittee at which a quorum is present is the decision of the committee or subcommittee.
- (2) In the event of a vote being equal, the matter must be submitted again to the committee (or subcommittee as the case may be) for vote, and if the second vote is also equal, the matter remains unresolved and is not passed.

30 Acts valid despite vacancies or defects

- (1) Subject to clause 27(1), the committee may act despite there being a casual vacancy in the office of a committee member.
- (2) An act done by a committee or subcommittee is not invalidated because of a defect relating to the qualifications or appointment of a member of the committee or subcommittee.

31 Transaction of business outside meetings or by telephone or other means

- (1) The committee may transact its business by the circulation of papers, including by electronic means, among all committee members.
- (2) If the committee transacts business by the circulation of papers, a written resolution, approved in writing by a majority of committee members, is taken to be a decision of the committee made at a meeting of the committee.
- (3) The committee may transact its business at a meeting at which 1 or more committee members participate by telephone or other electronic means, provided a member who speaks on a matter can be heard by the other members.
- (4) The member presiding at the meeting and each other member have the same voting rights as they would have at an ordinary meeting of the committee for the purposes of:
 - (a) the approval of a resolution under subclause (2); or
 - (b) a meeting held in accordance with subclause (3).
- (5) A resolution approved under subclause (2) must be recorded in the minutes of the meetings of the committee.

Note: The Act, section 30(2) and (3) contains requirements relating to meetings held at 2 or more venues using technology.

Part 4 General meetings of association

32 Annual general meetings

- (1) The association must hold the association's first annual general meeting within 18 months of the day the association was registered under the Act.
- (2) The association must hold subsequent annual general meetings within:

- (a) 6 months of the last day of the association's financial year, or
 - (b) the later period allowed or prescribed in accordance with the Act, section 37(2)(b), with the intent that the meeting be held immediately following the last business meeting of the committee (proposed to be held in November of each year).
- (3) Subject to the Act and subclauses (1) and (2), the annual general meeting is to be held at the place and time determined by the committee.
- (4) The business that may be transacted at an annual general meeting includes the following:
- (a) confirming the minutes of the previous annual general meeting and any special general meetings held since the previous annual general meeting;
 - (b) receiving reports from the committee on the association's activities during the previous financial year;
 - (c) electing office-bearers and ordinary committee members;
 - (d) receiving and considering financial statements or reports required to be submitted to members of the association under the Act; and
 - (e) an annual budget which must include:
 - (i) the amount of proposed revenue and expenditure by the association;
 - (ii) the amount in hand available for such expenditure; and
 - (iii) any additional amount required to be raised to meet such expenditure.

Note: The Act, section 37(1) and (2) provides for when annual general meetings must be held.

33 Special general meetings

- (1) The committee may call a special general meeting whenever the committee thinks fit.
- (2) The committee must call a special general meeting if the committee receives a request made by at least 5% of the total number of members.
- (3) A request under subclause (2):
 - (a) must be in writing;
 - (b) must state the purpose of the meeting;
 - (c) must be signed by the members making the request;
 - (d) may consist of more than 1 document in a similar form signed by 1 or more members;
 - (e) must be lodged with the secretary; and
 - (f) may be in electronic form and signed and lodged by electronic means.
- (4) If the committee fails to call a special general meeting within 1 month of a request under subclause (2) being lodged, 1 or more of the members

who made the request may call a special general meeting to be held within 3 months of the date the request was lodged.

- (5) A special general meeting held under subclause (4) must be conducted, as far as practicable, in the same way as a general meeting called by the committee.

34 Notice of general meeting

- (1) The secretary must give each member notice of a general meeting:
 - (a) if a matter to be determined at the meeting requires a special resolution - at least 21 days before the meeting; or
 - (b) otherwise - at least 14 days before the meeting.
- (2) The notice must specify:
 - (a) the place and time at which the meeting will be held;
 - (b) the nature of the business to be transacted at the meeting;
 - (c) if a matter to be determined at the meeting requires a special resolution - that a special resolution will be proposed; and
 - (d) for an annual general meeting - that the meeting to be held is an annual general meeting.
- (3) The only business that may be transacted at the meeting is:
 - (a) the business specified in the notice; and
 - (b) for an annual general meeting - business referred to in clause 32(4).
- (4) A member may give written notice to the secretary of business the member wishes to raise at a general meeting.
- (5) If the secretary receives a notice under subclause (4), the secretary must specify the nature of the business in the next notice calling a general meeting.

35 Quorum

- (1) The quorum for a general meeting is a majority of the total number of members.
- (2) No business may be transacted at a general meeting unless a quorum is present.
- (3) If a quorum is not present within half an hour of the time the meeting commences, the meeting:
 - (a) if called on the request of members - is dissolved, or
 - (b) otherwise - is adjourned:
 - (i) to the same time of the same day in the following week, and
 - (ii) to the same place, unless another place is specified by the member presiding at the meeting at the time of the adjournment or in a written notice given to members at least 1 day before the adjourned meeting.
- (4) If a quorum is not present within half an hour of the time an adjourned meeting commences, the meeting is dissolved.

36 Adjourned meetings

- (1) The member presiding at a general meeting may, with the consent of the majority of the members present, adjourn the meeting to another time and place.
- (2) The only business that may be transacted at the adjourned meeting is the business remaining from the meeting at which the adjournment took place.
- (3) If a meeting is adjourned for at least 14 days, the secretary must give each member written notice, at least 1 day before the adjourned meeting, of:
 - (a) the time and place at which the adjourned meeting will be held, and
 - (b) the nature of the business to be transacted at the adjourned meeting.

37 Procedure and presiding member

- (1) The procedure at a general meeting of the association shall conform as far as possible with the procedure for meetings of Council and Committees as prescribed by regulations made under the *Local Government Act 1993* (NSW), and in accordance with this constitution and standing orders adopted by the association which are not in conflict with these, and subject to such arrangement as may be made from time to time by the association.
- (2) GMAG, the Executive Director, and senior staff of the association may speak at general meetings of the association as required by the discussion, business or agenda item.
- (3) The following person presides at a general meeting:
 - (a) the president; or
 - (b) if the president is absent - 1 of the members present at the meeting, as elected by the other members.
- (4) The person presiding at the meeting does not have a second or casting vote.

38 Voting

- (1) A member is not entitled to vote at a general meeting unless the member has paid all money owed by the member to the association.
- (2) Each member has 1 vote.
- (3) A question raised at the meeting must be decided by:
 - (a) a show of hands; or
 - (b) if clause 40 applies - an appropriate method as determined by the committee; or
 - (c) a written ballot, but only if:
 - (i) the member presiding at the meeting moves that the question be decided by ballot; or
 - (ii) at least 2 members agree the question should be determined by ballot.

- (4) If a question is decided using a method referred to in subclause (3)(a) or (b), either of the following is sufficient evidence that a resolution has been carried, whether unanimously or by a majority, or lost, using the method:
 - (a) a declaration by the member presiding at the meeting; or
 - (b) an entry in the association's minute book.
- (5) A written ballot must be conducted in accordance with the directions of the member presiding.
- (6) A member cannot cast a vote by proxy.
- (7) In the event of a vote being equal, the matter must be submitted again to members for vote, and if the second vote is also equal, the matter remains unresolved and is not passed.

39 Postal or electronic ballots

- (1) The association may hold a postal or electronic ballot, as determined by the committee, to decide any matter other than an appeal under clause 13.
- (2) The ballot must be conducted in accordance with Schedule 2 of the Regulation.

40 Transaction of business outside meetings or by telephone or other means

- (1) The association may transact its business by the circulation of papers, including by electronic means, among all members of the association.
- (2) If the association transacts business by the circulation of papers, a written resolution, approved in writing by a majority of members, is taken to be a decision of the association made at a general meeting.
- (3) The association may transact its business at a general meeting at which 1 or more members participate by telephone or other electronic means, provided a member who speaks on a matter can be heard by the other members.
- (4) The member presiding at the meeting and each other member have the same voting rights as they would have at an ordinary meeting of the association for the purposes of:
 - (a) the approval of a resolution under subclause (2); or
 - (b) a meeting held in accordance with subclause (3).
- (5) A resolution approved under subclause (2) must be recorded in the minutes of the meetings of the association.

Note: The Act, section 37(3) and (4) contains requirements relating to meetings held at 2 or more venues using technology.

Part 5 Administration

41 Change of name, objects or constitution

An application for registration of a change in the association's name, objects or constitution made under the Act, section 10 must be made by:

- (1) the public officer, or
- (2) a committee member.

Note: The Act, section 10 provides that the application can only be made pursuant to a special resolution passed by the association.

In addition to the requirements under the Act, any proposed change to the association's constitution must be approved by the NSW Minister for Local Government.

42 Annual Budget and Additional Expenditure Statements

- (1) At each annual general meeting of the association, the committee must present an annual budget to the members for approval. If approved by members, that annual budget becomes the then current Annual Budget for the association. If the members do not approve the annual budget, the then most recently approved Annual Budget continues until superseded by another Annual Budget approved by members.
- (2) An Annual Budget must include:
 - (a) the amount of proposed revenue and expenditure by the association for the financial year;
 - (b) the amount of revenue available for such expenditure; and
 - (c) any additional revenue required to be raised to meet such expenditure.
- (3) In the event of any additional expenditure which is not covered by an Annual Budget, the association must prepare a statement (**Additional Expenditure Statement**) showing:
 - (a) the amount and nature of the additional expenditure;
 - (b) the amount of revenue available to meet the expenditure after allowing for estimated ordinary expenditure for the balance of the financial year; and
 - (c) the additional amount required to be raised to meet the additional expenditure.

43 Funds

- (1) Subject to a resolution passed by the association, the association's funds may be derived from the following sources:
 - (a) the entrance fees and annual subscription fees payable by members;
 - (b) fees for projects in which Member Councils have opted to participate;

- (c) any other fees and expenditures payable by Member Councils under clause 10;
 - (d) grants and donations; and
 - (e) other sources as determined by the committee.
- (2) Subject to a resolution passed by the association, the association's funds and assets must be used to pursue the association's objects in the way that the committee determines.
- (3) As soon as practicable after receiving money, the association must:
- (a) deposit the money, without deduction, to the credit of the association's authorised deposit-taking institution account; and
 - (b) issue a receipt for the amount of money received to the person from whom the money was received.
- (4) A cheque or other negotiable instrument must be signed by 2 authorised signatories, which must include the president and the chair of the GMAG.
- Note:** The Act, section 36 provides for the appointment of authorised signatories.
- (5) All payments by the association made shall be reported to the committee.
- (6) The accounts of the association must 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.

44 Staffing

- (1) The association has the power to employ persons, on such terms as determined by the committee from time to time.
- (2) The association must comply with the requirements of the *Local Government Act 1993* (NSW) and its regulations in relation to the engagement of employees.

45 Auditor

- (1) The association must appoint an auditor to audit the accounts of the association each year.
- (2) The audited accounts for the association must be presented to Member Councils at the annual general meeting each year.

46 Insurance

The association may take out and maintain insurance as appropriate for the association's assets and liabilities, including (where applicable) to minimise the risks in the areas of property, public liability, workers compensation, professional indemnity and directors and officer's insurance.

47 Non-profit status

Subject to the Act and the Regulation, the association must not conduct the association's affairs in a way that provides a pecuniary gain for a member of the association.

Note: See the Act, section 40.

48 Service of notices

- (1) For the purposes of this constitution, a notice may be given to or served on a person:
 - (a) by delivering the notice to the person personally;
 - (b) by sending the notice by pre-paid post to the address of the person; or
 - (c) by sending the notice by electronic transmission to an address specified by the person for giving or serving the notice.
- (2) A notice is taken to have been given to or served on a person, unless the contrary is proved:
 - (a) for a notice given or served personally - on the date on which the notice is received by the person;
 - (b) for a notice sent by pre-paid post - on the date on which the notice would have been delivered in the ordinary course of post; or
 - (c) for a notice sent by electronic transmission:
 - (i) on the date the notice was sent, or
 - (ii) if the machine from which the transmission was sent produces a report indicating the notice was sent on a later date—on the later date.

49 Custody of records and books

Except as otherwise provided by this constitution, all records, books and other documents relating to the association must be kept in New South Wales, at the association's main premises, in the custody of either of the following persons, as determined by the committee:

- (1) the public officer;
- (2) a member of the association; or
- (3) if the association has no premises - at the association's official address, in the custody of the public officer.

50 Inspection of records and books

- (1) The following documents must be available for inspection, free of charge, by members of the association and representatives of the NSW Office of Local Government (**OLG**) at a reasonable time:
 - (a) this constitution;
 - (b) minutes of committee meetings and general meetings of the association; and
 - (c) records, books and other documents relating to the association.
- (2) A member or OLG may inspect a document referred to in subclause (1):
 - (a) in hard copy, or
 - (b) in electronic form, if available.

- (3) A member or OLG may obtain a hard copy of a document referred to in subclause (1) on payment of a fee of not more than \$1, as determined by the committee, for each page copied.
- (4) The committee may refuse to allow a member or OLG to inspect or obtain a copy of a document under this clause:
 - (a) that relates to confidential, personal, commercial, employment or legal matters, or
 - (b) if the committee considers it would be prejudicial to the interests of the association.

51 Financial year

The association's financial year is:

- (1) the period commencing on the date of incorporation of the association and ending on the following 30 June; and
- (2) each period of 12 months after the expiration of the previous financial year, commencing on 1 July and ending on the following 30 June.

Note: The Regulation, section 21 contains a substitute clause 44 for certain associations incorporated under the *Associations Incorporation Act 1984*.

52 Distribution of property on winding up

- (1) Subject to the Act and the Regulation, and subclause (2), in a winding up of the association, the surplus property of the association must be transferred to another organisation:
 - (a) with similar objects, and
 - (b) which is not carried on for the profit or gain of the organisation's members.
- (2) Surplus property that is property supplied by a government department or public authority, including an unexpended portion of a grant, if any, must be returned:
 - (a) to the department or authority that supplied it, or
 - (b) to a body nominated by the department or authority.
- (3) In this clause:
surplus property has the same meaning as in the Act, section 65.