



CENTRAL NSW COUNCILS CONSTITUTION

Adopted November 2017



Bathurst Regional Council
Blayney Shire Council
Cabonne Council
Central Tablelands County Council
Cowra Council
Forbes Shire Council
Hilltops Council
Lachlan Shire Council
Lithgow City Council
Oberon Council
Orange City Council
Parkes Shire Council
Upper Lachlan Shire Council
Weddin Shire Council



TABLE OF CONTENTS

1	Part 1: Preliminary	1
1.1	Name	1
1.2	Vision/Mission	1
1.3	Objectives	1
1.4	Powers of the Organisation	2
2	Part 2: Membership	3
2.1	Membership Qualifications	3
2.2	Board Members	3
2.3	Nomination of Associated Membership	3
2.4	Cessation of Membership	4
2.5	Transferable Membership entitlements	4
2.6	Resignation of Membership	4
2.7	Register of Member	4
2.8	Fees and subscriptions	5
2.9	Members Liabilities	5
2.10	Resolution of internal disputes	5
3	Part 3: The Board	6
3.1	Role of Board	6
3.2	Role of the General Managers' Advisory Committee	6
3.3	The Executive	6
3.4	Role of Chairperson	7
3.5	Role of the Secretary	7
3.6	Role of Treasurer	8
3.7	Role of the Deputy Chairperson	8
4	Part 4: General Meetings	9
4.1	Meetings of the Board	9
4.2	Business at Meetings	9
4.3	Voting	9
4.4	Quorum	10
4.5	Procedure	10
5	Part 5: Miscellaneous	11
5.1	Staff	11
5.2	Advisory Sub-committees	11
5.3	Office	11
5.4	Financial year	11
5.5	Finance	11
5.6	Auditor	12
5.7	Annual Report	12
5.8	Cooperation	12
5.9	Insurance	12
5.10	Amendments	13
5.11	Termination of Organisation	13



CONSTITUTION

Adopted 24 November 2017

PART 1 PRELIMINARY

1.1 Name

The name of the organisation is the **Central NSW Councils (Centroc)**, hereunder referred to as **'the organisation'**.

The business of the organisation shall be administered by a **'Board'** (See Clause 3.1)

1.2 Vision and mission:

Vision

Central NSW is recognised as vital to the sustainable future of New South Wales and Australia.

Mission

Centroc is recognised as the lead organisation advocating on agreed regional positions and priorities for the Central NSW whilst providing a forum for facilitating regional cooperation and sharing of knowledge, expertise and resources; effectively nurturing sustainable investment and infrastructure development.

1.3 Objectives

Centroc as an organisation on behalf of its members will:

- 1 Promote Regional Sustainability** - Encourage and nurture suitable investment and infrastructure development throughout the region and support members in their action to seek from Governments financial assistance, legislative and/or policy changes and additional resources required by the Region. This objective will be delivered by the Board.
- 2 Develop Regional Cooperation and Resource Sharing** – Contribute to measurable improvement in the operational efficiency and effectiveness of Member Councils through facilitation of the sharing of knowledge, expertise and resources and, where appropriate, the aggregation of demand and buying power. This objective will be delivered by GMAC.



1.4 Powers of the Organisation

1. 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 the adopted Management 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
2. The above shall not affect the right of an individual Council acting in its own right on any matters.
3. 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.
4. By resolution, and within limits defined in such resolution, to authorise the Executives, a member Councils' representative, a staff member or a properly appointed sub-committee consisting either whole or in 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.



PART 2 MEMBERSHIP

2.1 Membership qualifications

Membership of the organisation shall be open to, but not restricted to, the following Councils:

Bathurst Regional Council
Blayney Shire Council
Cabonne Council
Central Tablelands County Council
Cowra Shire Council
Hilltops Council
Forbes Shire Council
Lithgow City Council
Lachlan Shire Council
Oberon Council
Orange City Council
Parkes Shire Council
Upper Lachlan Shire Council
Weddin Shire Council

2.1.1 Membership options

Councils who wish to be part of two ROCs may choose the option of an operational membership.

An operational member has the following features

- a. is at a 15% discount on full membership
- b. includes voting rights with the exclusion of voting for, or being on, the Executive

2.2 Board Members

A member Council shall be entitled to appoint two (2) voting delegates from that Council to the Board, one of whom should be the Mayor, or the Mayor's nominee.

2.3 Nomination of Associated Membership

1. A nomination of a person for associate membership of the Board must be made by a member of the Board in writing and lodged with the secretary.
2. As soon as practicable after receiving a nomination for membership the organisation must refer the nomination to the Board, which is to determine whether to approve or to reject the nomination.
3. As soon as practicable after the Board makes that determination, the secretary must:
 - a. notify the nominee, in writing, that the Board approved or rejected the nomination, and
 - b. if the Board approved the nomination, request the nominee to pay (within 28 days) the sum payable under these rules by a member as entrance fee and annual subscription



2.4 Cessation of Membership

1. A delegate ceases to be a member of the Board if the delegate:
 - a. Dies, or
 - b. ceases to hold the office as a councillor
 - c. resigns membership,
 - d. is absent from (3) consecutive Board meetings of the Organisation without having obtained leave of absence from the Organisation;
 - e. is replaced by the member Council at any time
 - f. is expelled from the Organisation for failure to pay outstanding membership fees

2.5 Transferable Membership entitlements

1. Where any delegate of a council is unable to attend a meeting of the Organisation, the Council may be represented by another representative of the Council duly appointed for the purpose of being an alternative delegate.

2.6 Resignation of Membership

1. A Council may withdraw from membership of the Organisation on giving twelve months written notice to the secretary. The Board may upon a resolution of a majority of members agree to a lesser period.
2. 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.
3. Members of the Organisation shall have no liability to contribute towards the payment of the debts and liabilities of the Organisation or the costs, charges and expenses of the winding up of the Board, except to the amount of any unpaid Membership fees, and their liability is thus limited.

2.7 Register of Members

1. The secretary of the organisation shall establish and maintain a register of the organisation specifying the name and address of each Council and nominated delegate who are a member of the organisation together with the date on which the nominated delegate became a member.
2. The register of members must be kept at the principal place of administration of the organisation and must be open for inspection, free of charge, by any member of the organisation at any reasonable hour.

2.8 Fees and subscriptions

The Board will determine annually a fee for each member Council and associate member to support the secretariat. By agreement the Board can establish fees, charges or contributions at any properly constituted meeting for which notice has been given.



2.9 Members Liabilities

The liability of a member Council of the Organisation to contribute towards the payment of the debts and liabilities of the Organisation or the costs, charges and expenses of the winding up of the Organisation is limited to the amount, if any, unpaid by the member Council in respect of membership of the organisation as required by clause 2.8

2.10 Resolution of internal disputes

Disputes arising out of the activities of the Organisation and between members of the Board are to be referred to the Executive Director of the NSW Local Government and Shires Association for conciliation.



PART 3 – THE BOARD

3.1 Role of the Board

The role of the Board shall be to:

1. Monitor the performance of the organisation.
2. Establish a Management Plan and ensure outcomes are contained therein.
3. Adopt annual estimates of revenue and expenditure having regard for the Management Plan.
4. Review the Management Plan and its contents as required.
5. Make broad policy decisions within the objectives of the organisation.

3.2 Role of the General Managers Advisory Committee

To assist the Organisation in the conduct of its activities it shall appoint a General Managers' Advisory Committee, comprising of the General Manager of each member Council or his/ her nominee. The Secretary of Centroc will act as the Chairperson. At the direction of the Board the role of the Committee will be to:

1. Advise on administrative, planning and all other matters referred to it from the Board.
2. Exercise general supervision of the Organisation' staff and resources including the authorisation of expenditure within the budget approved by the Board.
3. Submit reports and recommendations to the Board for policy decision.
4. Have general supervision of project and activities in the Management Plan.
5. Meet at least 4 times per year at least one month prior to the Board meetings, or as directed by the Board.

3.3 The Executive

1. The Executive will consist of office-bearers elected at the Annual General Meeting of the Organisation and Forbes Shire Council as Treasury. Elected members are:
 - a. the Chairperson – who shall be an elected member of a member Council.
 - b. the Immediate Past Chair Council- who shall be an elected delegate of a member Council.
 - c. The Deputy Chairperson – who shall be an elected delegate of a member Council.
 - d. The Treasurer – who shall be an elected member of Forbes Shire Council.
 - e. Two or more Board members being elected members of constituent Councils.
2. The General Manager Executive – who shall be the General Managers of Councils elected from the Board in addition to the Secretary; and
 - a. The General Manager of Forbes Shire Council, Treasury of Centroc.
 - b. The Secretary – who shall be the General Manager (or his/her nominee) from the Council of the Chairperson; or as determined by the Board.



3. Nominations of candidates for election as office-bearers of the Organisation:
 - a. Must be made in writing signed by 2 members of the Organisation and accompanied by the written consent of the candidate.
 - b. Must be delivered to the secretary of the Organisation before the annual general meeting.
 - c. Casual vacancies can be appointed at any time of a properly constituted meeting of Centroc with seven days notice.
4. 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 Centroc Management Plan or Budget).

3.4 Role of the Chairperson

The Chairperson, unless otherwise directed by resolution of the Organisation shall:

1. Chair meetings of the Board
2. Act as spokesperson for the Organisation
3. Exercise leadership and give direction to the Organisation
4. Represent the Organisation to other Agencies and governments
5. Present the Organisation and its decisions in a positive way to the community, media, government and other interested groups.
6. Together with the Secretary authorise the expenditure of funds as provided within the adopted budget
7. Call special meetings as required

3.5 Role of the Secretary

The Role of the Secretary is to:

1. Advise on administrative, planning and other matters.
2. Exercise general supervision of the Organisations' staff and resources including the authorisation of expenditure within the budget approved by the Board.
3. Submit reports and recommendations to the Board for policy decision.
4. Have general supervision of project and activities in the Management Plan.
5. Cause to be kept and send minutes of each meeting to each member Council not more than 14 days after the meeting.
6. Notify each member Council of meetings, and of the nature of the business to be dealt with at the meeting, not less than 7 days before each meeting, except where these Rules require longer notice. All correspondence items to be completed and sent within ten days of quarterly Centroc Business Meetings and that constituent Council General Managers to be co-opted to assist as required.



3.6 Role of the Treasurer

Role of the Treasurer to ensure:

- a. that all money due to the Organisation is collected and received and that all payments authorised by the Organisation are made; and
- b. the correct books and accounts are kept showing the financial affairs of the Organisation, including full details of all receipts and expenditure connected with the activities of the Organisation.

3.7 Role of the Deputy Chairperson

It is the duty of the Deputy Chairperson of the organisation to deputise for the Chairperson in his/her absence.



PART 4 GENERAL MEETINGS

4.1 Meetings of the Board

1. The Board of the Organisation will meet quarterly in February, May, August and November on the last Thursday of the month (or an otherwise agreed to date) to consider policy and major issues. The Annual General Meeting shall be held in the last quarter of each calendar year.
2. The financial statements of the Organisation shall be submitted to the Annual General Meetings.
3. Each member Council and delegates shall be notified and supplied with a business paper of meetings not less than seven days before each meeting. In the case of Special Meetings, 48 hours notice shall be given.
4. The Chairperson will preside at all meetings of the Organisation or, in the absence of the Chairperson, the Deputy Chairperson, in the absence of both the Chairperson and the Deputy Chairperson the delegates present at a meeting shall elect one of their members to preside.
5. Meetings shall be held at a location as decided by the Board.
6. A Councillor of a member Council may attend and speak at meetings of the Organisation with the consent of the members. Any officer of the Council that is a member may also attend and speak at meetings of the Organisation with the consent of the members.
7. The Committee may invite or nominate any other person from the private/public sector to attend and speak at meetings of the Board on any matter.
8. A special meeting of the Organisation may be called by:
 - a. The chairperson
 - b. Notice signed by three delegates

4.2 Business at Meetings

1. Business conducted at a meeting of the Organisation shall consist of:
 - a. Matters of which due notice has been given
 - b. Matters that the Chairperson determines to be of urgency of which due notice has not been given.
 - c. Consideration of recommendations, reports and correspondence that is consistent with the objectives of the Organisation.

4.3 Voting

1. Questions arising at a meeting of the Board or of any sub-committee appointed by the Board are to be determined by a majority of votes of the Board or sub-committee present at the meeting.
2. Each member present at a meeting of the Board or of any sub-committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote up to a maximum of two (2) per



Council. In the event of an equality of votes on any one question, the person presiding may exercise a second or casting vote.

3. All votes must be given personally.

4.4 Quorum

1. A quorum at a General Meeting of the Board shall be the majority of member Councils. For Sub-Committee meetings a quorum will be half the number of members on the Sub-Committee plus 1.
2. No business is to be transacted by the Board unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
3. If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.

4.5 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.



PART 5 MISCELLANEOUS

5.1 Staff

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

5.2 Advisory Sub-committees

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

5.3 Office

The office of the Organisation shall be at such place as the Organisation may, from time to time, appoint.

5.4 Financial year

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

5.5 Finance

1. The Board shall determine, prior to the February Board Meeting each year, an Annual Management Plan which will include:
 - a. the amount of proposed revenue and expenditure by the organisation
 - b. the amount in hand available for such expenditure
 - c. any additional amount required to be raised to meet such expenditure
2. In the event of any expenditure not covered by the Annual Management Plan, the Board shall prepare a statement showing:
 - a. the amount and nature of the extraordinary expenditure
 - b. the amount in hand available to meet the expenditure after allowing for estimated ordinary expenditure for the balance of the year.
 - c. Any additional amount required to be raised to meet the extraordinary expenditure.
3. 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 5.5.1. The member's contribution shall be determined by resolution of the Organisation at the time of adopting the Management Plan.
4. The Organisation may request individual one off payments on a fee for service basis to Councils wishing to participate in projects in the Management Plan.



5. 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. Or the Organisation may, upon resolution to do so, ask a member Council to act as banker on behalf of the Organisation.
6. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 members of the Board or employees of the Organisation, being members or employees authorised to do so by the Board. Or if the Organisation has requested a member Council to conduct its banking on the Organisation's behalf, then payments will be authorised through that Council's accounting system.
7. 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 of the Organisation, or member Council authorised to manage the funds of the Organisation.

5.6 Auditor

The Organisation shall appoint an auditor who shall annually audit the accounts of the Organisation. The appointment shall be for a period of three years. Or in the case where the organisation has requested a member Council to manage the organisation funds, the member Council's auditor shall complete the audit of the organisation's accounts.

The annual accounts shall be presented to a meeting of the Organisation in the fourth quarter of each year.

5.7 Annual Report

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

5.8 Co-operation

1. 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.
2. Members are expected to furnish the Secretary with such information as may reasonably be required for the Board's use.
3. Members are expected to establish and maintain strong lines of communication with the Board by:-
 - a. Referring matters of regional significance to the Board for discussion and action;
 - b. Including all Board Minutes and Reports to the Council's Meeting Agenda and permitting discussion thereon;
 - c. Ensuring that they are regularly and fully represented at all Meetings and associated activities.

5.9 Insurance

The Organisation shall effect and maintain such insurance as is required given the activities and risks not otherwise covered by member Councils individually.



5.10 Amendments

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

5.11 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.

5.12 Administrators

In the event that an Administrator is appointed to a member Council for the purpose of council amalgamation and the amalgamated council is recognised as a member of the organisation then the Administrator of that Council shall represent the Council in the position of Mayor or elected delegate or elected member as is variously described in this Constitution. The Administrator may be appointed to and to hold any position within the organisation which the Mayor or elected member or elected delegate would have been able to hold and to exercise all voting rights that would have been available to the elected members of that Council appointed as delegates to the organisation.

For the sake of certainty:-

- a. The administrator is to be accorded the rights and entitlements as though the Mayor of the Member Council;
- b. The administrator shall have the right to vote as though they are an elected member appointed as a delegate of the member Council;
- c. Despite clause 3.3 the administrator is not disqualified from appointment as the Chairperson or other member of the executive of the organisation as a consequence of not being an elected member of a Member Council;