



Country Mayors Association

of NEW SOUTH WALES

Incorporation No. Y1955304

CONSTITUTION

Registered Date 18 February 2022, Department of Fair Trading Registry Services, (Ref: N3219930); Updated by Resolution of the Association 5 November 2021, replacing Constitution registered on 27 January 2015

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| NAME | 1. | The Association shall be known as “Country Mayors Association of New South Wales Incorporated”. |
| OBJECTIVE | 2. | To further the interests rural and regional councils by advocating and lobbying on relevant State and National issues by working with State and Federal Governments and other appropriate organisations to further the interests of our members and to act as an information sharing forum |
| MEMBERSHIP | 3. | Those Councils eligible for membership shall be Country Councils outside The Greater Sydney area, Newcastle and Wollongong metropolitan area |
| | 3(a) | General Managers and Executive Officers of Regional Organisations are encouraged to attend and participate in the discussions of the Association |
| | 4. | Any applicant for membership shall be nominated by a Member and be supported by a majority of the members present at the meeting at which the written nomination, which has been previously communicated to members, is considered. |
| | 5. | In the event of a Member being unable to attend a meeting, he/she may be represented by an alternate representative from the members council nominated by the Member. |
| ASSOCIATE MEMBERSHIP | 6. | Those Councils, for Profit Organisations and non for Profit Organisations that are not eligible under clause 3 and 3a. Clause 4 conditions apply to obtain Associate Membership. |
| | 7. | Associate members will not have voting rights at annual general meetings, general meetings or at any other time a membership vote is called. |

8. Associate members will be encouraged to attend, annual general meetings, general meetings, forums, study tours and any other events that promote CMA's objectives.
- REGISTER OF MEMBERS** 9. In accordance with Clause 3, current membership consists of the Mayor and General Manager of member Councils. This membership list may change from time to time in accordance with Clause 4. The Secretary shall maintain a list of current members
- FEES** 10. Membership fees of the Association shall be determined at the Annual General Meeting each year. Membership fees for Councils with a population of less than 10,000 shall be 75% of the full fee. Associate Membership of for Profit Organisations shall be set at 200% of the full fee and non for Profit Organisations shall be set at 75% of the full fee. Membership fees shall fall due on the first day of each calendar year
- MEMBERS' LIABILITY** 11. The liability of a member of the Association to contribute towards the payment of the debts in relation to the winding up of the Association shall be limited to the amount, if any, unpaid by the Member in respect to membership fees.
- CONDUCT OF MEMBERS** 12. The provisions of the Model Code of Conduct for Local Councils in NSW shall apply in cases of alleged misconduct
- INTERNAL DISPUTES** 13. Members who may have a dispute with the Association shall firstly address the Executive Committee, and if that does not resolve the issue, take the matter to an agreed third party for assistance.
- Members who may have a dispute with fellow members of the Association shall seek the assistance of the Executive Committee in resolving the issue.
- EXECUTIVE COMMITTEE** 14. The Association shall have an Executive Committee.
15. Membership of the Committee shall consist of the Chairman, Vice-Chairman, Immediate Past Chairman, Secretary and up to a maximum of eight ordinary members.
- 15(a). The Executive Committee may exercise the powers of the Association where delegated, or in the case of emergency.

- 15(b). The Executive Committee may convene a meeting through video streaming or a phone/tele conference as determined by the chairperson.
- 16. The office of a member of the committee shall become vacant upon the grounds of resignation, or other reason as declared by the Executive Committee, or by virtue of expiry of the term under these rules.
- 16(a). The Constitution of the Executive Committee shall be the same as for the Association with the exception of meeting dates.
- 16(b). The Executive Committee shall meet when the need arises after liaison with Executive members on a suitable date and time. Notice of a meeting shall be forwarded to members in writing with as much notice as possible.
- 16(c). Substitute members from representative Councils to the Executive Committee shall not be permitted.
- 17(a). Casual vacancies on the Executive Committee shall be filled by appointment of a Member of the Association to fill the vacancy as determined by the Executive and the Member so appointed is to hold office until the next election of the Executive Committee
- 17(b). The quorum of the Executive Committee shall consist of four members.

**GENERAL MEETINGS-
CALLING OF**

- 18. The Association shall meet at intervals of approximately three months or when required by the Chairman, unless otherwise decided by the Association.
- 19. Notice of meetings shall be forwarded to members in writing not less than ten working days prior to a meeting.

**GENERAL MEETINGS-
PROCEDURE**

- 20. The rules governing the conduct of Council Meetings as contained in the Local Government Act 1993 and regulations, the Code of Meeting Practice and the Model Code of Conduct for Local Councils in NSW shall apply to meetings of the Association
- 21. The quorum for meetings shall be a number which is not less than one quarter (1/4) of the number of Councils whose representatives are members of the Association

22. The Mayor and General Manager or their designate of each member Council shall be voting delegates.
23. Voting by proxy other than an alternate voting representative of a council will not be applicable to the Association
- GENERAL MEETINGS- NOTICES** 24. Notices of Motion are to be forwarded to the Secretary or Secretariat fifteen working days prior to the meeting of the Association for inclusion on the Agenda.
- GENERAL MEETINGS- MINUTES** 25. The Secretary is responsible for ensuring minutes are taken and recorded at each meeting.
26. Minutes are to be distributed to members no more than ten working days after the meeting.
27. A permanent copy of the Association's Minutes is to be kept by the Secretary.
- ANNUAL MEETING** 28. The Association shall hold an Annual Meeting in November of each year, at which meeting the Association shall:
- a) Determine the annual membership fees for the Association
 - b) Adopt the financial accounts for the previous year
 - c) Appoint a Secretariat for the next twelve months.
 - d) Every two years (unless the council election period determined by the Minister is not four years, but an uneven number, then one term will be for one year only) the AGM will in accordance with the Local Government (General) Regulation 2005, Division 12 election of Mayors by Councillors Schedule 7
 - i Elect a Chairperson and Vice Chairperson to hold office for the ensuing two years
 - ii Elect up to eight Executive members to hold office for the ensuing two years
 - iii Appoint a Secretary/Public Officer to hold office for the ensuing two years
29. The Chairperson, Vice Chairperson and Secretary shall hold office for a period no greater than two consecutive years, unless the Association otherwise determines by ordinary resolution.
30. The Secretary is designated as the Association's Public Officer who will comply with the reporting requirements of NSW Fair Trading

- FUNDS-SOURCE** 31. Funds for the management of the Association are obtained from membership fees, and other sources as approved by resolution of the Association.
- FUNDS-MANAGEMENT** 32. The Secretary shall submit financial reports to each General Meeting and it's the duty of the Chairperson and the members to ensure that due care and responsibility is taken in relation to the management of the Associations funds.
- 32(a) The Association will not gift any funds
33. The drawing of cheques shall be done in accordance with the requirements of the *Associations Incorporation Act 1984*. Cheques are to be signed by the Chairperson and Secretary. Accounts may be paid directly by internet banking
34. It is the Chairperson's responsibility to arrange, with the authority of the General Manager of the host council, that an annual financial audit be undertaken by the host council's designated responsible accounting officer.
- ALTERATION TO CONSTITUTION** 35. Notwithstanding the provisions of Clause 18, no alterations to the Constitution shall be made unless two months' notice in writing is first given and unless the alteration be supported by 75% of the members present at the meeting at which the vote is taken.
- COMMON SEAL** 36. Custody of the Common Seal is to be the Chairperson's responsibility.
37. The Common Seal can only be placed on documents that the Association resolves so to do.
- CUSTODY OF BOOKS** 38. The custody of books, documents and securities of the Association are to be the responsibility of the Secretary.
- INSPECTION OF BOOKS** 39. Members are welcome to inspect books, documents and securities of the Association at any time. Arrangements for the inspection are to be made with the Secretary.

End of Constitution