



# CONSTITUTION



### **PRELIMINARY**

#### **Name**

1. The name of the organisation is the **Border Regional Organisation of Councils** (BROC), hereunder referred to as '**the Organisation**'.

#### **Objectives**

2. The objectives of the Organisation are to:
  - i. Provide a forum for member councils to consider and discuss matters affecting the region
  - ii. Advocate for the best outcomes for the region at a state and federal government level
  - iii. Ensure the sustainability of the region through contributing to the effectiveness of all member councils
  - iv. Undertake projects that have a material benefit to some or all member councils of the Organisation to promote regional cooperation and the efficiencies of individual councils.

#### **Powers of the Association**

3. The Organisation shall, for the mutual benefit of the areas the member councils represent, have power, in accordance with this constitution to:
  - i. Make submissions to government and other agencies on matters affecting the region
  - ii. Carry out the objectives of the Organisation.

The function of the Organisation shall not affect the rights and responsibilities of a member council of the Organisation acting on its own behalf in these matters.

### **MEMBERSHIP**

#### **Members**

4. Membership of the Organisation shall be open to, but not restricted to, the following councils:
  - Balonne Shire Council
  - Goondiwindi Regional Council
  - Gwydir Shire Council
  - Inverell Shire Council
  - Moree Plains Shire Council
  - Southern Downs Regional Council
  - Tenterfield Shire Council
  - Walgett Shire Council

- i. Each member council is allowed two (2) voting delegates, usually the General Manager and Mayor or their alternates. Additional representatives are welcome to attend meetings but will have no voting rights.
- ii. As soon as is practical after the nomination of these delegates, the Executive should be notified in writing of the appointments.
- iii. Where a delegate is unable to attend a meeting, they may be represented by another duly appointed delegate of that council.
- iv. Should a council not listed in Clause 4 wish to apply for membership, the Organisation must receive this application in writing and consider it at the next available meeting. If the application is accepted, membership does not become official until payment of the membership fee, or part thereof in the case of applications during the year, and the voting delegates have been duly appointed and notified.

### **Termination of Membership**

5. A member may withdraw from membership of the Organisation by giving notice in writing to the Organisation not less than 12 months in advance. A lesser period may be accepted by resolution of the Organisation.
  - i. When such a resignation is made, no contribution shall be refunded, no funds will be distributed, and the Constitution remains in force between the remaining members of the Organisation.
  - ii. Membership shall cease upon resignation, in accordance with Clause 5, expulsion or unreasonable failure to pay outstanding membership fees.
  - iii. Members of the Organisation shall have no liability to contribute towards the payment of the debts and liability of the Organisation or the costs, charges and expenses of the winding up of the Organisation, except to the amount of any unpaid membership fees, and their liability is thus limited.

### **Register of Membership**

6. The Secretary of the Organisation shall establish and maintain a register of the Organisation and this will be kept at the office of the Executive and open for inspection at any time with reasonable notice.

### **Fees**

7. The Organisation will determine annually a fee for each member council.

## **MEETINGS**

### **Frequency of meetings**

8. The Organisation shall normally meet at least four (4) times annually, one of which will be preceded by an Annual General Meeting.
  - i. Meetings shall be held at a date, time and place as determined by the Organisation.
  - ii. Extraordinary meetings may be convened by resolution or at the discretion of the Executive.

## **Business at Meetings**

9. Business at the meeting is required to be consistent with the objectives of the Organisation and shall consist of:
  - a. Matters of which due notice has been given
  - b. Additional matters not included on the Agenda considered urgent and important and as authorised by the Executive
  - c. Presentations from any members of the public or private sector as invited by the Organisation.
- i. Where a member of the public or private sector is invited to attend a meeting and reimbursement of costs is requested, the Executive can approve such payment up to the value of \$250 where appropriate.

Invoices above this amount should be notified to the Organisation as soon as practical before the meeting for majority decision by the most practical means of communication (in most cases considered to be email).
- ii. Notice of the meeting shall be provided not less than 14 days prior to the meeting and members offered the opportunity to submit agenda items.
- iii. The Executive shall send minutes of such meeting to each delegate within 14 days of the meeting.

## **Quorum**

A quorum is set at 50% of the voting delegates from member councils plus one (1). Where a quorum is not present within 30 minutes of the start time of the meeting, business can proceed but no decision on the expenditure of funds or change to Executive may occur.

## **Conduct of meetings**

- i. The Chairperson shall preside over each meeting and, if they are unable, the Deputy Chairperson shall undertake this role. In the event that the Deputy Chairperson is not present, a delegate from the host council shall preside over the meeting.
- ii. Motions, including the appointment of office bearers and changes to the constitution, will be carried with the majority vote of the members present.
- iii. Each member with voting rights shall have one vote. In the event of equality of votes, the Chairperson will have a casting vote.
- iv. All votes must be given personally.
- v. The procedure at the meeting of the Organisation shall conform, as far as possible, to the requirements of the Local Government Act 1993, as amended, and associated documentation on meeting practice and in accordance with any standing orders adopted by the Organisation not in conflict with any part of this document.

## **OFFICE BEARERS**

10. The office bearers of the Organisation shall consist of the Chairperson, Deputy Chairperson and the Secretary/Treasurer, referred to herein as “the **Executive**”.
  - i. The Chairperson and Secretary/Treasurer will be the Councillor and staff delegate of the same council.
  - ii. The Deputy Chairperson may be from any member council.
  - iii. The appointment of these roles shall be elected from among the member councils each year at the Annual General Meeting and shall hold office until the next election held the following year.
  - iv. In the event of a causal vacancy, the Organisation, by majority vote, will appoint a temporary replacement until the next Annual General Meeting.
  - v. The maximum amount of consecutive terms of office for any one council is three (3) years. Following the maximum number of terms being reached, that council is not eligible for re-appointment for two (2) years.

### **Chairperson**

The role of the Chairperson is to:

- Chair meetings of the Organisation
- Act as a spokesperson for the Organisation
- Represent the Organisation to other agencies and governments
- Present the decisions of the Organisation in a positive way
- Call special meetings as required.

### **Secretary/Treasurer**

The role of the Secretary/Treasurer is to ensure:

- Minutes of each meeting are provided to all members
- All members are notified of each meeting and the business to be conducted at the meeting in accordance with clause 17
- All monies due to the Organisation are paid and all payments authorised by the Organisation are made
- The correct books and accounts are kept showing the finances of the Organisation.

### **Deputy Chairperson**

The role of the Deputy Chairperson is to:

- Chair the meetings in the absence of the Chairperson
- Undertake the roles of the Chairperson in their absence

## **FINANCES**

11. The funds of the Organisation shall be derived from the fees of members, donations, grants and other sources approved by the Organisation.
  - i. At the last meeting prior to the end of the financial year, the Organisation shall determine the total amount required to be contributed by each member council for the following financial year. Members shall be liable to pay their fees at such time as the Organisation may decide from time

to time.

- ii. The funds shall be paid into a bank account in the Organisation's name and shall be used for the purposes of the Organisation. Unusual or major expenditure is to be undertaken with Organisation approval only.
- iii. Accounts can be administered through the accounting system of one of the member councils if convenient.
- iv. Accounts shall be operated in such a manner and by such persons as the Organisation shall determine from time to time. Drawing of funds and authorisation of cheques requires the signature of both the Chairperson and Secretary/Treasurer.
- v. The accounts shall be kept according to the same principles as the accounts of a member council and the requirements of the Local Government Act 1993.
- vi. The Organisation shall appoint a suitably experienced person who shall annually audit the accounts of the Organisation; this person/auditor can be from a member council not holding the Executive office.
- vii. The audited accounts shall be presented to a meeting within five (5) months after the end of the financial year (usually the Annual General Meeting).

### **ANNUAL GENERAL MEETING**

12. The Organisation shall hold an Annual General Meeting within five months of the end of the financial year.
  - i. Written notice of the Annual General Meeting and a copy of the audited accounts shall be given to Members at least 21 days before the meeting.
  - ii. The business of the Annual General Meeting shall consist of:
    - a. Confirmation of the minutes of the last Annual General Meeting and any recent Special General Meeting
    - b. Chairperson's report
    - c. Presentation of audited financial report
    - d. Election of Office Bearers (nominations may be made at the Annual General Meeting or as determined by the Organisation).

### **INSPECTION OF BOOKS**

13. All members shall have the right to inspect all the records and books of the Organisation with provision of reasonable notice to the Executive.

### **COOPERATION**

14. For the purpose of performing any powers, duties or functions consistent with the objectives of the Organisation, the Organisation may make use of the services of an employee from of a member council, with the prior approval being obtained from that member council. This will be an in-kind service to the Organisation unless previous approval for reimbursement of reasonable costs has been obtained by resolution of the Organisation.

15. Members are expected to furnish the Executive with any such information as may reasonably be required for the Organisation's use.
16. Members are expected to maintain strong lines of communication with the Organisation by:
  - a. Regularly attending meetings with full representation
  - b. Referring matters of regional significance, especially those with cross-border implications and considerations, to the Organisation for discussion and action.

## NOTICES

17. A notice may be given by the Executive to any member council, either personally or by sending it via email, fax or post at their nominated address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting an envelope or package containing the notice, and to have been effected the day after the date of its posting. If sent electronically before 5.00pm, notice is taken to be given on that day; if sent electronically after 5.00pm, notice is taken to be given the next business day. Email will be the default method of providing notice to all member councils unless another method is requested by a member council.

## MISCELLANEOUS

18. These rules may be altered from time to time by a special resolution of the Organisation.
19. Any decision by the Organisation to change its name, objects or corporate status, or to voluntarily wind up the Organisation, must be made by a special resolution.
20. A special resolution requires written notice to be given of the meeting at which it is to be considered, and of the proposed special resolution not less than 21 days prior to the meeting at which a quorum is present. Three quarters ( $\frac{3}{4}$ ) of those delegates present and entitled to vote must vote in favour of the resolution.
21. Upon the winding up of the Association, its debts and liabilities shall be paid out of its assets.
22. The Organisation may, from time to time, appoint any number of sub-committees in connection to any work, activity and objective of the Organisation.

## DOCUMENT CONTROL

Version	Details	Adopted	Member Council
Version 1	Not located		
Version 2	Developed new constitution	30/11/15	Moree Plains
Version 3	<u>Conduct of meetings</u> i. The Chairperson shall preside over each meeting and, <b>if they are unable, the Deputy Chairperson</b> shall undertake this role. In the event that the Deputy Chairperson is not present, a delegate from the host council shall preside over the meeting. <u>OFFICE BEARERS</u>	17/02/17	Gwydir Shire

	<p>10. The office bearers of the Organisation shall consist of the Chairperson, <b>Deputy Chairperson</b> and the Secretary/Treasurer, referred to herein as “the Executive”.</p> <p>i. The Chairperson and Secretary/Treasurer will be the Councillor and staff delegate of the same council.</p> <p><b>ii The Deputy Chairperson may be from any member council.</b></p> <p><b>Deputy Chairperson</b>  <b>The role of the Deputy Chairperson is to:</b></p> <ul style="list-style-type: none"> <li>• <b>Chair the meetings in the absence of the Chairperson</b></li> <li>• <b>Undertake the roles of the Chairperson in their absence</b></li> </ul> <p><u>FINANCES</u></p> <p>11. vi. The Organisation shall appoint a <b>suitably experienced person</b> who shall annually audit the accounts of the Organisation; this person/auditor can be from a member council not holding the Executive office.</p> <p>Added Coverage</p>		
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