

Notice of Proposed Amendments to the Association Constitution

WALGA Annual General Meeting
Crown Perth
Monday, 18 September 2023

Notice of Proposed Amendments to the Association Constitution

The following Agenda items will be presented to Members for consideration at the 2023 WALGA Annual General Meeting (AGM) to be held on Monday, 18 September at Crown Perth.

As per Clause 29 of the [Association Constitution](#) (extracted below), amendment to the Constitution requires a resolution passed by a special majority of both State Council and Members at a General Meeting.

Clause 29 – Amendment to the Constitution

The Constitution of the Association may be altered, added to or repealed by:

- (1) A resolution at any meeting of the State Council on the receipt of a special majority of not less than 75% of representatives as, being entitled to do so, vote in person or by their deputy representatives; and*
- (2) A resolution at an Annual General Meeting or Special General Meeting passed by a majority of not less than 75% of delegates as, being entitled to do so, vote in person or duly authorize a proxy vote to be exercised on their behalf, provided that:*
 - a. 75% of Ordinary Members who are eligible to vote are present or represented; and,*
 - b. The Chief Executive Officer has given not less than sixty (60) days notice of any proposal to alter, add or repeal the Constitution to all Ordinary Members.*

On [5 July](#), a special majority of State Council resolved to put two items to Members at the 2023 WALGA Annual General Meeting (AGM):

1. To consider a new Constitution to give effect to an alternate governance model; and
2. To amend the Constitution to retain the current governance model with necessary changes.

Information contained in this Notice will also be included in the Agenda papers for the AGM, which will be distributed closer to the date.

This notice complies with the requirements of Clause 29(2)(b) of the [Association Constitution](#) that the WALGA Chief Executive Officer must give at least 60 days' notice of any proposal to alter the Constitution.

The item recommending a new Constitution to give effect to the alternate model will be presented first, as only one version of the Constitution can be endorsed. If that item does not receive 75 percent approval from Members, the item recommending amendments to the *current* Constitution but otherwise maintaining the current governance model will be presented. If the first item (for a new Constitution) is successfully passed by a special majority of Members, the second item will not be put to the vote.

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Proposed New WALGA Constitution

By Tony Brown, Executive Director Member Services

RECOMMENDATION

That a new WALGA Constitution giving effect to an alternate governance model be adopted, as per the attached.

VOTING REQUIREMENT: SPECIAL MAJORITY

Executive Summary

- On [5 July](#), a special majority of State Council resolved to put two items to Members at the 2023 WALGA Annual General Meeting (AGM):
 1. To consider a new Constitution to give effect to an alternate governance model; and
 2. To amend the existing Constitution to retain the current governance model with some necessary changes.
- This is the first item, which considers a new Constitution to give effect to an alternate governance model for WALGA as per the [Best Practice Governance Review Final Report](#).
- The alternate governance model would establish a new Board above the existing State Council and Zone structure.
- Membership of the Board would be drawn from State Council representatives, as well as the option to appoint up to 3 'independent' Members.
- The Board would be responsible for the overall governance of WALGA, including financial oversight and strategic direction.
- The role of State Council under the new model would primarily be focused on policy development and advocacy priorities.

Attachment

- Proposed New WALGA Constitution

Background

In March 2022, State Council commissioned the Best Practice Governance Review and appointed a Steering Committee to oversee the Project.

Following the endorsement of a set of Governance Principles by Members at the [2022 Annual General Meeting](#) (AGM), the Steering Committee put forward a [Consultation Paper](#) for feedback from Members. Informed by the Governance Principles, the Paper detailed five possible model options for WALGA's governance structure (including the Current Model).

A total of 99 Council-endorsed submissions were received in response to the model options. After considering both the submissions received and results of independent research conducted with the sector, the Steering Committee produced its [Final Report](#) and recommendation to State Council in February 2023.

At the meeting on [1 March](#) this year, State Council resolved that:

1. *The Best Practice Governance Review Stage 3 Final Report be received;*
2. *The proposed changes to WALGA's governance structure as per the revised Model 1, detailed in the Stage 3 Final Report, be noted;*

3. *Members be engaged on the detail of the model and a Final Report be presented to the May 2023 State Council meeting for consideration;*
4. *Any recommendation to the 2023 AGM include Option 5 as the Current Model and Option 1 as an alternative to the Current Model; and*
5. *Subject to points 1, 2, 3 and 4 above, constitutional changes be developed for consideration by State Council.*

As per point 3 above, feedback was subsequently sought from Members in relation to the proposed alternate model.

A further report detailing the feedback was presented to State Council at its last meeting on [3 May](#). At that meeting, State Council resolved to receive the report, and that:

Two sets of constitutional changes be developed for consideration by State Council at the July 2023 meeting to be put to the 2023 Annual General Meeting, that:

- a. *Give effect to the revised Model 1, as per the Best Practice Governance Review Final Report; and*
- b. *Refine the current constitution to address inconsistencies and other issues while maintaining the current governance model.*

As per the resolution above, two versions of the Association Constitution were presented to State Council for consideration at the meeting on 5 July:

1. The first being a new Constitution, giving effect to an alternate governance model, as per the [Best Practice Governance Review Final Report](#); and
2. The second being a marked-up version of the current Constitution, which retains the current governance model of WALGA, with necessary changes.

State Council [resolved](#) by special majority to put both versions to Members for consideration at the 2023 AGM.

Comment

This item (recommending a new Constitution to give effect to the alternate model) will be presented first, as only one version of the Constitution can be endorsed. If this item does not receive 75 percent approval from Members, the next item (recommending amendments to the *current* Constitution but otherwise maintaining the current governance model) will be presented.

If this item (for a new Constitution) is successfully passed by a special majority of Members, the second item will not be put to the vote.

Amendments to the Constitution require endorsement by a special (75 percent) majority at State Council, as well as a 75 percent majority of Members at a General Meeting.

Assistance was provided by legal firm, Jackson McDonald, in preparing the new constitution for the alternate model.

The following provides a summary of the governance structure under the alternate model, as established by the proposed new WALGA Constitution:

Body	Composition and Term	Role
Board	<p>Minimum of 8 up to a maximum of 11 Board members:</p> <ul style="list-style-type: none"> • President of State Council • Deputy President of State Council • 6 members elected from and by State Council members (3 from Metropolitan; 3 from Country) • Up to 3 'independent' members appointed by the Board for their skills which can include Elected Members. State Council members are not eligible. <p>Board members elected for a 2 year term; maximum Board Tenure Limit is 8 years (4 terms).</p> <p>The President and Deputy President is limited to 2 terms, maximum limit of 4 years. This maximum is in addition to the Board Tenure Limit, which means a person serving as President or Deputy President (or both) could be a Board member for up to 16 years.</p>	<p>The President is the Chair and the Deputy President is the Deputy Chair. The Board is responsible for the overall governance of WALGA, strategic direction, financial oversight, approving the annual budget, appointing the CEO etc.</p> <p>The Board must consult with State Council before changing boundaries of the Constituencies and/or allocating Ordinary Members to Zones and Constituencies.</p> <p>All Board members have a deliberative vote and it makes decisions by simple majority vote, except to change the powers of the Association, or representation or voting rights on State Council or the number of Zones, which requires an Absolute Majority decision of both the Board and State Council. Amending the Constitution requires a Special Majority decision of the Board, before being put to Members. The Board will meet at least 6 times per year.</p>
State Council	<p>26 State Council members:</p> <ul style="list-style-type: none"> • The President elected from and by the 24 State Council Representatives (Ex officio). • 12 elected by and from Metropolitan Zones • 12 elected by and from Country Zones • The President of Local Government Professionals Australia WA (Ex-officio) – does not have a right to vote. <p>The Deputy President is elected from amongst and by the 24 State Council members from the alternative constituency to the President. (That is, if the President is from a Metropolitan Zone, the Deputy will be elected from the 12 Country Zone representatives).</p> <p>Once the President is elected, the Zone that they were elected to represent, appoints a replacement to State Council.</p>	<p>The President chairs State Council meetings but does not have a deliberative vote (has a casting vote). State Council elects the President, Deputy President and members to the Board.</p> <p>State Council considers matters referred to it by the Board for consultation or approval.</p> <p>State Council decisions are made by voting as per the current process. State Council will meet at least 3 times per year.</p> <p>State Council and the Board composition is based upon the principle that there should be equal representation from both Constituencies.</p>

Zones

The primary State Council members elected by the Zones are the primary State Council members, the deputies may attend the State Council meetings and vote if the primary representative is unable to attend. Only primary State Council members are eligible to be elected to the Board. State Council members are not eligible to be appointed as an independent Board member. State Council members are elected for a two year term. There is no tenure limit for State Council members.

There are:

- 5 Metropolitan Zones; and
- 12 Country Zones.

The boundaries of the Zones (i.e. Metropolitan v Country) are determined by the Board (in consultation with State Council) and documented in the Corporate Governance Charter.

The Zones comprise of representatives from Ordinary Members as determined by the Board (in consultation with State Council).

The number of Zones and the number of representatives that may be elected by a Zone to State Council are determined by an Absolute Majority decision of both the Board and State Council.

The Zones elect members to State Council, as follows:

- Each Country Zone elects one primary representative and one deputy representative to State Council.
- In the Metropolitan constituency:
 - The North Zone elects 3 primary representatives and a deputy for each to State Council.
 - The South Zone elects 3 primary representatives and a deputy for each to State Council.
 - The other 3 Zones each elect 2 primary representatives and a deputy for each to State Council.

Association Constitution

Adopted: 7 August 2001
Amended: 8 August 2004
6 August 2006
5 August 2007
6 August 2011
7 August 2013
3 August 2016
1 August 2018
20 September 2021
18 September 2023

Constitution

Preamble

This Constitution serves as the instrument for establishment of the Western Australian Local Government Association (WALGA).

WALGA marks the progression from a structure in which the Western Australian Municipal Association (WAMA) serves as a federation of three separate constituent Associations to a single association tasked with directly representing the needs and interests of all Western Australia.

The Constituent Associations of WAMA were: the Country Shire Councils' Association (dissolved in August 2003), the Country Urban Councils' Association (dissolved in August 2002) and the Local Government Association (dissolved in August 2003).

The establishment of WALGA in 2001 represents an evolution in the process by Local Government to promote more effective representation on behalf of its elected membership and the broader community.

Central to this process is the recognition of the sense of history and significant contribution of WAMA's constituent Associations, both in terms of the creation of WALGA and in the pursuit of aims and objectives on behalf of all Western Australian Local Governments as represented within this Constitution.

1. NAME

The name of the Association is ***“Western Australian Local Government Association”***.

2. INTERPRETATION

(1) Throughout this Constitution, if not inconsistent with the context:

“Absolute Majority” means, in relation to the Board, State Council or any General Meeting of the Association, a majority comprising enough of the Board Members, State Council Representatives or Delegates for the time being for their number to be more than 50% of the number of voting positions of Board Members, State Council Representatives or Delegates (whether Present and voting or not);

“Annual General Meeting” means the meeting convened under clause 22 of this Constitution;

“Association” means Western Australian Local Government Association (WALGA);

“Associate Member” means:

- in relation to the Association, those Members of the Association referred to in sub-clause 5(7) and those persons admitted as Associate Members of the Association in accordance with sub-clause 5(11); or
- in relation to a Zone, those Ordinary Members of the Association admitted as Associate Members of a Zone in accordance with sub-clause 14(10);

“Board” means the governing board of the Association established under clause 9;

“Board Member” means a member appointed or elected to the Board;

“Board Member Representative” means a State Council Representative elected to the Board under clause 18A or clause 19;

“Chief Executive Officer” means the Chief Executive Officer of the Association;

“Code of Conduct” means the written guidelines which define the minimum standards of professional conduct and integrity that are expected of all Board Members and State Council Representatives.

“Commissioner” means a commissioner appointed to a Local Government under sections 2.6(4) or 2.36A(3) of the Local Government Act;

“Constituency” means either or both of the Country Constituency and the Metropolitan Constituency (as the case may require);

“Corporate Governance Charter” means the instrument approved by the Board and used to implement good governance policies, procedures and practices;

“Councillor” has the same meaning as under the Local Government Act except that it includes a mayor or president elected by electors and includes a Commissioner;

“Country Constituency” means the Ordinary Members as are grouped within the geographical area of the State of Western Australia as determined by the Board (in

consultation with State Council), the details of which are contained in the Corporate Governance Charter;

“Delegate” means a Councillor or officer nominated or appointed to represent an Ordinary Member and exercise voting entitlements at General Meetings of the Association pursuant to clauses 22 and 23 of this Constitution, or at a Zone meeting pursuant to clause 14 of this Constitution;

“Deputy President” means the Deputy President for the time being of the Association;

“Ex-officio” means a person or organisation who has an entitlement to membership of the State Council or another committee, by virtue of their office, but is not entitled to exercise a deliberative vote on any matter before the State Council or another committee;

“General Meeting” means an Annual General Meeting or a Special General Meeting (as the case requires).

“Independent Board Member” means a person appointed to the Board under clause 9(4);

“In Writing” means notice provided by posting or transmission in electronic form;

“Life Members” means those persons admitted as Life Members of the Association in accordance with sub-clause 5(9) of this Constitution;

“Local Government” means an entity constituted under Part 2 of the Western Australian Local Government Act;

“Local Government Act” means the Western Australian *Local Government Act 1995*;

“Local Government Professionals Australia WA” means the Western Australian Division of Local Government Professionals Australia;

“Member” means:

- in relation to the Association, a Local Government, organisation or person admitted to Ordinary, Life or Associate membership of the Association in accordance with the provisions of this Constitution; or
- in relation to a Zone, those Ordinary Members of the Association that are determined to be members of a Zone with sub-clauses 5(5), 5(6) and 14(2).

“Metropolitan Constituency” means the Ordinary Members as are grouped within the geographical area of the State of Western Australia as determined by the Board (in consultation with State Council), the details of which are contained in the Corporate Governance Charter;

“Ordinary Meeting of the Board” means one of the six scheduled meetings of the Board referred to under clause 10(1);

“Ordinary Meeting of the State Council” means one of the three scheduled meetings of the State Council referred to under clause 12(1);

“Ordinary Member” means a Local Government admitted to membership of the Association in accordance with the provisions of this Constitution and includes a new Local Government created pursuant to a merger or amalgamation of existing Local

Governments that were Ordinary Members of the Association prior to the merger or amalgamation;

“President” means the President for the time being of the Association;

“Present” means attendance in person or by electronic means deemed suitable by the Chief Executive Officer;

“Secretariat” means the staff of the Association appointed from time to time by the Chief Executive Officer or, in the case of the Chief Executive Officer, by the Board;

“Special General Meeting” means the meeting convened under clause 23 of this Constitution.

“Special Majority” means, in relation to the Board or of any General Meeting of the Association, a majority comprising enough of the Board Members or the Delegates for the time being for their number to be at least 75% of the total number of Board Members or Delegates (whether Present and voting or not);

“Special Meeting of the Board” means any Board meeting that is not an Ordinary Meeting of the Board;

“Special Meeting of the State Council” means any State Council meeting that is not an Ordinary Meeting of the State Council;

“Simple Majority” means, in relation to the State Council or any General Meeting of the Association, a majority comprising enough of the the State Council Representatives or Delegates for the time being for their number to be more than 50% of the number of State Council Representatives or Delegates that are Present;

“State Council” means the advisory policy council established pursuant to clause 11;

“State Council Representative” means a member on the State Council elected or appointed by the Constituencies in accordance with the provisions of sub-clauses 11(1) and 11(2) (or 17(4) as applicable) as the primary representative (and not as the deputy representative);

“Transitional Provisions” means those provisions of this Constitution appearing in Schedule Three;

“WALGA” means the Western Australian Local Government Association constituted under section 9.58 of the Local Government Act; and

“Zone” means a geographically based subdivision containing Ordinary Members and incorporated within a Constituency as determined under clause 14(3) and reflected in the Register of Zone Membership referred to in sub-clause 14(9).

(2) In this Constitution:

- (a) a reference to any written law, whether specific or general, includes a reference to all amendments, modifications, re-enactments or replacements and includes all orders, ordinances, regulations, rules and by-laws made under or pursuant to that written law;
- (b) words meaning persons include natural persons, corporations and associations; and
- (c) the headings shall not affect the interpretation or construction of this Constitution.

3. OBJECTS

The objects of the Association shall be:

- (a) to provide a united voice for Local Government in Western Australia;
- (b) to promote the credibility and profile of Local Government;
- (c) to speak on behalf of Local Government in Western Australia;
- (d) to represent the views of the Association to the State and Federal Governments on financial, legislative, administration and policy matters;
- (e) to provide services to Local Government in Western Australia;
- (f) to promote Local Government issues of importance by involvement with national bodies;
- (g) to do all and any such other things as in the opinion of the Board may conveniently be carried on by the Association or which promote or assist or are incidental or conducive to the attainment of these objects or any of them, or anything considered beneficial to the members of the Association; and
- (h) to use the property and income of the Association solely for the promotion of the objects or purposes of the Association. No part of the property or income of the Association may be paid or otherwise distributed, directly or indirectly, to Members of the Association, except in good faith in the promotion of those objects or purposes.

4. POWERS

- (1) The Association shall have such specific powers as may be vested in it from time to time by the Ordinary Members or as amended under this Constitution. The initial powers of the Association are set out in the Register of Powers (Schedule One).
- (2) The powers of the Association may be added to, amended, withdrawn, modified or substituted in accordance with the provisions of sub-clauses 10(6) and 12(5).
- (3) The Chief Executive Officer shall keep an up-to-date copy of the Register of Powers which records all changes and the dates thereof. The Register of Powers shall be open for inspection to the representatives of Ordinary Members during office hours and on reasonable notice.
- (4) Subject to obtaining the requisite majority support, the Association shall have general power to act in connection with all other matters in its discretion.
- (5) The Association may do all acts and things as are necessary, incidental or conducive to the attainment or execution of its objects and shall have all the powers conferred on an association constituted under section 9.58 of the Local Government Act including, but without limitation, power to:
 - (a) acquire hold and dispose of real and personal property;
 - (b) accept any gift of any real or personal property or any interest or estate in that property or disclaim the benefit of any such gift;
 - (c) sue and be sued; and
 - (d) do all things that bodies corporate may do.

5. MEMBERSHIP OF THE ASSOCIATION

- (1) Three classes of membership to the Association shall be available:
 - (a) Ordinary Membership;
 - (b) Associate Membership; and

- (c) Life Membership.
- (2) Ordinary Membership of the Association shall be open to all Local Governments.
- (3) Ordinary Membership shall be immediately conferred upon any new Local Government created by the merger of existing Local Governments that were Ordinary Members of the Association prior to the merger, provided that all membership fees and subscriptions owed to the Association up to the date of merger by the predecessor Local Government of that new Local Government have been paid.
- (4) An Ordinary Member shall belong to either the Metropolitan Constituency or the Country Constituency, but not both.
- (5) Subject to clause 5(6), the membership of Ordinary Members to Zones shall be determined from time to time by the Board in consultation with State Council.
- (6) The Board, on application from an Ordinary Member and in consultation with State Council, may resolve to permit an Ordinary Member to be a member of an alternate Constituency. In considering any application made pursuant to this subclause, the Board shall give regard to the reasons provided in support of the application and any views expressed by Ordinary Members within the two Constituencies. The Board may (in consultation with State Council) approve or refuse any application, advising accordingly and including any reason therefore.
- (7) Associate Members shall be:
 - (a) the Local Government Professionals Australia WA; and
 - (b) any other Associate Member admitted to membership pursuant to sub-clause 5(11).
- (8) Associate Members are ineligible to vote at all meetings of the Association.
- (9) The Board from time to time will determine nominations for Life Membership of the Association.
- (10) Additional Ordinary Members may be admitted from time to time through a decision of the Board.
- (11) Any person or organisation seeking admission as an Associate Member shall make written application to the Chief Executive Officer. The Board or its delegate shall consider the application and may admit or refuse the applicant, advising accordingly including any reason therefore.
- (12) If an application for membership is granted, the membership shall commence upon payment of the appropriate subscription.
- (13) The Chief Executive Officer shall keep and maintain in an up-to-date condition a Register of the Members of the Association. The Register shall be open for inspection to the representatives of Ordinary Members during office hours and on reasonable notice.

6. TERMINATION OF MEMBERSHIP OF THE ASSOCIATION

- (1) Membership of the Association may be terminated upon:

- (a) receipt by the Chief Executive Officer of not less than 3 months notice in writing from a Member requesting to withdraw from membership of the Association; or
 - (b) non-payment by a Member of the required subscription within three months of the date fixed by the Board for subscriptions to be paid, unless the Board decides otherwise; or
 - (c) expulsion of a Member in accordance with clause 30.
- (2) Pursuant to subclause 6(1), where the membership of an Ordinary Member is terminated, the Chief Executive Officer shall remove the name of the Ordinary Member from the Register of the Members of the Association and that Ordinary Member shall cease to be a Member of the Association.
- (3) A Member who withdraws from membership to the Association shall not be entitled to a refund of any portion of such subscription as the Member will have paid in advance for the period up to and including 30 June of that year.

7. BUDGET

- (1) The Association's Budget shall be prepared annually by the Chief Executive Officer in consultation with the Board, including such other Committees as the Board may deem expedient pursuant to clause 21.
- (2) The Budget shall be submitted to the Board for approval not later than 31 July prior to the financial year to which it relates.

8. SUBSCRIPTION

- (1) The annual subscriptions of all Members of the Association shall be as determined by the Board.
- (2) Subscription levels shall be submitted for approval by the Board together with the relevant Budget each year.
- (3) Subscriptions shall be due and payable on such date or dates as the Board may decide having regard to all relevant circumstances.

9. THE BOARD

- (1) The Board is the governing board of the Association, responsible for the management and affairs of the Association.
- (2) The Board may exercise all of the powers of the Association except those which must, under this Constitution, be exercised by the State Council or the Members at a General Meeting.
- (3) The Board must consist of a minimum of 8 and a maximum of 11 members, comprising the following:
- (a) The President;
 - (b) The Deputy President;
 - (c) 3 Board Member Representatives elected by State Council from amongst State Council Representatives from the Metropolitan Constituency;
 - (d) 3 Board Member Representatives elected by State Council from amongst State Council Representatives from the Country Constituency; and

- (e) up to 3 eligible Independent Board Members appointed by the Board from time to time on the basis of their skills, experience or background.
- (4) In respect of the appointment of an Independent Board Member, the Board may determine its own procedures and:
 - (a) a State Council Representative is not eligible to be appointed;
 - (b) a Councillor or, subject to clause 9(4)(a), any other person is eligible to be appointed, subject to meeting any additional eligibility criteria, qualification or experience requirements determined by the Board (if any); and
 - (c) the person appointed, holds office for a term of two years from the date of their appointment, and subject to this clause and clause 9(5), is eligible for re-appointment.
- (5) An Independent Board Member may not serve as an Independent Board Member for more than four consecutive terms.
- (6) A Board Member Representative, the President and Deputy President is elected by State Council for a term as determined under clauses 16 – 19.
- (7) A deputy representative of a Zone as elected to State Council is not eligible to be elected as a Board Member Representative.
- (8) Subject to clauses 9(9) and 9(10), a Board Member Representative may not serve as a Board Member Representative for more than four consecutive terms.
- (9) A person serving as the President or Deputy President may not serve in that role for more than two consecutive terms, but for the avoidance of doubt, may serve two consecutive terms as President and two consecutive terms as Deputy President.
- (10) The Board tenure limit for a Board Member Representative is separate and in addition to the tenure limit for the role of the President or Deputy President.

10. BOARD PROCEEDINGS

- (1) The Board must meet together for the dispatch of business not less than six times in each calendar year.
- (2) Ordinary Meetings of the Board shall be called by the Chief Executive Officer in accordance with the Corporate Governance Charter.
- (3) Special Meetings of the Board shall be called by the Chief Executive Officer by providing notice to Board Members of the date, time, place and purpose of the meeting upon the written request of the President or at least three Board Members.
- (4) Each Board Member Present shall be entitled to exercise one (1) deliberative vote on any matter considered by the Board (including the person presiding at the meeting).
- (5) Subject to clauses 10(6), 10(7) and 29(1), any resolution put forward at a Board meeting must be passed by a majority of Board Members Present.
- (6) The following resolutions shall not be passed by the Board unless they receive an Absolute Majority of the Board and of State Council:
 - (a) any addition, amendment, withdrawal, modification or substitution to, of or in the powers of the Association; or

- (b) any allocation or change in allocation of any representation or voting rights on the State Council; or
 - (c) any change to the number of Zones.
- (7) In the event of there being an equality of votes in respect of a matter considered by the Board, the person presiding at the meeting does not have a casting vote.
- (9) At any meeting of the Board, at least 50% of Board Members in office (rounded up to the nearly whole number), Present and entitled to vote shall form a quorum.
- (10) The President shall preside at all meetings of the Board.
- (11) In the absence of the President, or if the President is unwilling or unable to preside, the Deputy President shall preside at a meeting of the Board.
- (12) In the absence of both of the President and Deputy President, or if they are unwilling or unable to preside, the Board shall choose a Board Member to preside at the Board meeting.
- (13) The Board must establish a Corporate Governance Charter.
- (14) The Board must establish a Code of Conduct to which all Board Members and State Council Representatives must comply.
- (15) Subject to this Constitution, the Board Members Present at a Board meeting may determine the procedure and order of business to be followed at the Board meeting.
- (16) The Board is responsible for establishment and review of the processes which are to be applied by the Zones to determine the election of their representatives and deputy representatives to the State Council.

11. STATE COUNCIL

- (1) The State Council is to be a policy advisory council. Members of the State Council are:
 - (a) 12 Councillors elected as primary representatives from amongst the Delegates to the Zones of the Metropolitan Constituency;
 - (b) 12 Councillors elected as primary representatives from amongst the Delegates to the Zones of the Country Constituency;
 - (c) The President (Ex-officio); and
 - (d) The President of Local Government Professionals Australia WA (Ex-officio).
- (2) The primary State Council Representatives and deputy representatives to the State Council shall be elected by Zones of the Constituencies from amongst the Delegates to the Zones (in accordance with the procedures set out in the Corporate Governance Charter) for a term commencing on the day of the first Ordinary Meeting of State Council immediately following the biennial Local Government elections and concluding on the day before the first Ordinary Meeting of State Council of the following biennial Local Government elections.
- (3) The Secretariat shall be the body responsible for coordinating the nominations and election processes by which the Zones of the Constituencies elect their primary representatives and deputy representatives to the State Council.

- (4) A deputy representative elected from amongst the Delegates to that Zone to act in the capacity of a primary representative unable to attend a meeting of the State Council shall exercise all rights of that representative at a State Council meeting, except that a deputy representative is not eligible to be elected as a Board Member Representative.
- (5) If for any reason, a primary representative or deputy representative is unable to hold office for the full period for which the primary representative or deputy representative was appointed to State Council, the affected Zone shall be entitled to fill that vacancy by appointing some other Councillor from within that Zone as a primary representative or deputy representative. The primary representative or deputy representative so appointed shall hold office on State Council for the balance of the term of the primary representative or deputy representative originally elected.
- (6) The State Council must conduct the elections for President, Deputy President and the Board Member Representatives, from amongst State Council Representatives in accordance with the provisions in this Constitution and ensure an equal representation from the Constituencies, at the first Ordinary Meeting of State Council following the biennial Local Government elections.

12. PROCEEDINGS OF STATE COUNCIL

- (1) The State Council must meet together for the dispatch of business not less than three times in each calendar year.
- (2) Ordinary Meetings of the State Council shall be called by the Chief Executive Officer in accordance with the Corporate Governance Charter.
- (3) Special Meetings of the State Council shall be called by the Chief Executive Officer by providing notice to State Council Representatives of the date, time, place and purpose of the meeting upon the written request of the President or at least one quarter of State Council Representatives.
- (4) Each State Council Representative shall be entitled to exercise one (1) deliberative vote on any matter considered by the State Council provided that this clause shall not apply to any Ex-officio members of the State Council. The President shall exercise a casting vote only, in the event of there being an equality of votes in respect of a matter considered by the State Council but excluding an election held in accordance with Clause 16 in which the President is entitled to a deliberative vote only.
- (5) Except as provided in this clause, all motions at a State Council meeting shall be passed by a Simple Majority of the State Council Representatives, or by their deputy representatives, Present and entitled to vote. The following resolutions shall not be passed by the State Council unless they receive an Absolute Majority of State Council:
 - (a) any addition, amendment, withdrawal, modification or substitution to, of or in the powers of the Association; or
 - (b) any allocation or change in allocation of any representation or voting rights on the State Council; or
 - (c) any change to the number of Zones.
- (6) At any meeting of the State Council, thirteen (13) State Council Representatives Present and entitled to vote shall form a quorum.
- (7) The President shall preside at all meetings of the State Council.

- (8) In the absence of the President, or if the President is unwilling or unable to preside, the Deputy President shall preside at a meeting of the State Council. In presiding, the Deputy President shall be entitled to exercise one (1) deliberative vote in respect of a matter considered by the State Council, and in the event of there being an equality of votes in respect of a matter considered, shall exercise a casting vote.
- (9) In the absence of the President and Deputy President, or if they are unwilling or unable to preside, the State Council shall choose a State Council Representative to preside at the meeting of the State Council. The representative chosen to preside shall exercise a deliberative vote in respect of a matter considered by the State Council, and in the event of there being an equality of votes in respect of a matter being considered, shall exercise a casting vote.
- (10) State Council shall adopt Standing Orders that will apply to all meetings.

13. CHIEF EXECUTIVE OFFICER AND SECRETARIAT

- (1) The Board may appoint a Chief Executive Officer at such remuneration and on such terms and conditions and with such powers, authorities, discretions and duties as it deems appropriate and may terminate the appointment of the Chief Executive Officer.
- (2) The Board may delegate to the Chief Executive Officer the exercise of any of its powers or the discharge of any of its duties under this Constitution from time to time in such manner as the Board determines and as set out in the Corporate Governance Charter or in Schedule Two. The Chief Executive Officer shall be responsible for the establishment and maintenance of a Register of Powers, Authorities, Discretions and Duties delegated by the Board.
- (3) Subject to the control of the Board, the Chief Executive Officer shall be solely responsible for the appointment of the staff of the Secretariat and the administration of the Association.
- (4) The Chief Executive Officer shall be the custodian of records, books, documents and securities of the Association.

14. ZONES

- (1) Ordinary Members of the Association shall be grouped into Zones of the Metropolitan and Country Constituencies.
- (2) Subject to clause 5(6), the membership of Ordinary Members to Zones shall be determined from time to time by the Board in consultation with State Council.
- (3) The number of Zones shall be determined from time to time by the Board and State Council under clauses 10(6)(c) and 12(5)(c) accordingly.
- (4) Each Ordinary Member of a Zone shall be entitled to be represented by a Delegate or Delegates elected or appointed by the Member to represent its interests. Zones shall determine the number of Delegates to which each Member is entitled to be represented by on the Zone.
- (5) The term of a person who is a Delegate of an Ordinary Member of a Zone expires when the person:

- (a) dies;
 - (b) ceases to be a Councillor of the Ordinary Member;
 - (c) resigns the position by notice in writing given to the Ordinary Member who elected or appointed the person as its delegate and the resignation is accepted;
 - (d) becomes a member of State or Federal Parliament;
 - (e) is convicted of an offence under the *Local Government Act 1995*;
 - (f) is permanently incapacitated by mental or physical ill-health; or
 - (g) is the subject of a resolution passed by the Ordinary Member who appointed the person as its delegate terminating their appointment as the delegate of that Ordinary Member.
 - (h) is a Councillor that has been suspended by the Minister for Local Government under part 8 of the Local Government Act.
- (6) The management and affairs of the Zone shall be vested in the Delegates that are elected or appointed to the Zone by each Member of the Zone.
- (7) The functions of each Zone shall be:
 - (a) electing a representative or representatives and deputy representative or deputy representatives to the State Council;
 - (b) considering the State Council agenda;
 - (c) providing direction and/or feedback to their representative or representatives on the State Council; and
 - (d) any other functions deemed appropriate by the members of the Zone.
- (8) An application for change in membership between Zones may only be made by the Member seeking to change its membership and with the approval of the receiving Zone.
- (9) Applications for changes in membership between Zones shall be determined by the Board (in consultation with State Council). In considering such applications, the Board shall give regard to the reasons provided in support of the application and any views expressed by the Zones directly affected by the application and the views of State Council. The Board (in consultation with State Council) may approve or refuse any application, advising accordingly and including any reason therefore.
- (10) The Chief Executive Officer is to keep and maintain in an up-to-date condition a Register of Zone Membership, which may be varied from time to time by the Board. Upon request of an Ordinary Member, the Chief Executive Officer shall make the Register available for inspection by the representatives of an Ordinary Member during office hours and on reasonable notice.
- (11) A Zone may, from time to time, resolve to admit an Ordinary Member or Associate Member of the Association from outside their existing membership as an Associate Member of their Zone. In considering whether to admit an Ordinary Member or an Associate Member of the Association as an Associate Member of a Zone, the Zone shall give regard to the significance of communities of interest between the existing membership of the Zone and the Ordinary Member or Associate Member of the Association that is seeking to become an Associate Member of the Zone.
- (12) Subject to subclause (12), Zones shall determine the participation of any Associate Member admitted to the Zone, including the extent to which the representatives of an Associate Member may speak to and vote on matters considered by the Zone.
- (13) An Associate Member of a Zone may not:

- (a) nominate a delegate for election to any office of the Zone;
- (b) participate in an election held for any office bearer of the Zone; or
- (c) vote on any matter considered by the Zone requiring a 75% majority.

15. ANNUAL REPORT AND AUDITED FINANCIAL STATEMENTS

Prior to the Annual General Meeting, the President and Chief Executive Officer shall prepare the President's annual report and audited financial statements of the Association for presentation to Members at the Annual General Meeting.

16. ELECTION PROCEDURE

Any election, other than to elect the President or Deputy President, held by the Association shall be conducted as follows:

- i. the Chief Executive Officer or his/her delegate shall act as returning officer;
- ii. representatives are to vote on the matter by secret ballot;
- iii. votes are to be counted on the basis of "first-past-the post";
- iv. if the election is to fill one vacancy, the candidate who receives the greater or greatest number of votes is elected;
- v. if the election is to fill two or more vacancies, the candidates elected are –
 - 1. the candidate who receives the greatest number of votes; and
 - 2. the candidate who receives the next highest number of votes; and
 - 3. the candidate who receives the next highest number of votes,and so on up to the number of vacancies to be filled; and
- vi. if two or more candidates receive the same number of votes so that sub-section (d) or (e) cannot be applied, the Chief Executive Officer is to draw lots in the presence of any scrutineers who may be Present to determine which candidate is elected.

17. ELECTION PROCEDURE – PRESIDENT AND DEPUTY PRESIDENT

An election to elect the President or Deputy President shall be conducted as follows:

- (a) the Chief Executive Officer or his/her delegate shall act as returning officer;
- (b) representatives are to vote on the matter by secret ballot;
- (c) votes are to be counted on the basis of "first-past-the-post";
- (d) the candidate who receives the greatest number of votes is elected;
- (e) if there is an equality of votes between two or more candidates who are the only candidates in, or remaining in, the count, the count is to be discontinued, and the meeting adjourned for not more than 30 minutes;
- (f) any nomination for the office may be withdrawn, and further nominations may be made, before or when the meeting resumes;
- (g) when the meeting resumes, an election will be held in accordance with sub-sections (a), (b), (c) and (d);
- (h) if two or more candidates receive the same number of votes so that sub-section (d) cannot be applied, the Chief Executive Officer is to draw lots in the presence of any scrutineers who may be Present to determine which candidate is elected.

18. PRESIDENT

- (1) Subject to subclause 17(3) of this Constitution, the State Council shall elect the President from amongst the primary State Council Representatives.

- (2) The President shall be elected by the State Council at the first Ordinary Meeting of State Council following the biennial Local Government elections for a term commencing from the date of the election for President and concluding on the day of the first Ordinary Meeting of State Council held after the next following biennial Local Government elections. .
- (3) A person, other than the incumbent President of the Association, shall not be eligible for election as President unless they have first been elected as a State Council Representative.
- (4) The Constituency from which the President is elected has the right to nominate a further representative to the State Council, with that representative being drawn from the same Zone and entitled to serve for the same term as their originally nominated representative.
- (5) Where the incumbent President seeks and is re-elected for a consecutive term, subject to clause 19(6), that person shall not hold office as President beyond two (2) full consecutive terms.

19. ROTATION OF PRESIDENCY

- (1) At an election for the position of President conducted under sub-clause 17(2), only the incumbent President, subject to complying with sub-clause 17(5), or State Councillors from the alternate Constituency to the incumbent President will be eligible to be elected.
- (2) At an election for the position of President conducted under Clause 19, only State Councillors from the alternate Constituency to the incumbent President will be eligible to be elected.

20. DEPUTY PRESIDENT

- (1) Following determination of the election of the President pursuant to clause 17 of this Constitution, the State Council shall elect a Deputy President from amongst its State Council Representatives, provided the Deputy President represents the alternate Constituency to the President elected pursuant to clause 17.
- (2) The Deputy President shall be elected by the State Council at the first Ordinary Meeting of State Council following the biennial Local Government elections for a term commencing from the date of the election for Deputy President and concluding on the day of the first Ordinary Meeting of State Council held after the next following biennial Local Government elections. .
- (3) Prior to expiration of a term of office, a Deputy President may seek re-election for a consecutive term.
- (4) Where a Deputy President seeks and is re-elected for a consecutive term, subject to clause 19(6), that person shall not hold office as Deputy President beyond two (2) full consecutive terms.

21. BOARD MEMBER REPRESENTATIVES

- (1) Following determination of the election of the President pursuant to clause 17 of this Constitution, and the election of the Deputy President pursuant to clause 18 of this

Constitution, the State Council shall elect 6 Board Member Representatives from amongst its State Council Representatives, provided that 3 are from the Metropolitan Constituency and 3 are from the Country Constituency.

- (2) The Board Member Representatives shall be elected by the State Council at the first Ordinary Meeting of State Council following the biennial Local Government elections for a term commencing from the date of the election for the Board Member Representatives and concluding on the day of the first Ordinary Meeting of State Council held after the next following biennial Local Government elections.
- (3) Prior to expiration of a term of office, a Board Member Representative may seek re-election for a consecutive term.
- (4) Where a Board Member Representative seeks and is re-elected for a consecutive term, subject to clause 19(9), that person shall not hold office as Board Member Representative beyond four (4) full consecutive terms.

22. VACANCY – PRESIDENT, DEPUTY PRESIDENT AND BOARD MEMBER REPRESENTATIVES

- (1) If the office of the President becomes vacant or if for any other reason the President is unable to take or hold office at a period which exceeds six months from the date of the next scheduled election for that office, then the State Council shall meet to elect from among their number a President who, subject to this Constitution, shall hold the office of President for the balance of the term of the President replaced.
- (2) Where a vacancy occurs in the office of President at a period which is six months or less from the date of the next scheduled election for that office, the State Council may convene a meeting to elect from among their number a President who, subject to this Constitution, shall hold the office of President for the balance of the term of the President replaced, or the State Council may in its discretion, determine that the vacancy be filled by the Deputy President until the date of the next scheduled election.
- (3) An election pursuant to sub-clause 19(1) or sub-clause 19(2) shall cause the office of Deputy President to be declared vacant immediately prior to the conduct of the election.
- (4) Following an election pursuant to sub-clause 19(1) or sub-clause 19(2) an election pursuant to Clause 19(5) will be conducted for the office of Deputy President from amongst representatives of the alternative Constituency to that of the President just elected.
- (5) If the office of Deputy President becomes vacant or if for any other reason the Deputy President is unable to take or hold office, then the State Council shall meet to elect from among their number a Deputy President who shall hold the office for the balance of the term of the Deputy President replaced, provided the Deputy President represents the alternate Constituency to that of the President.
- (6) A State Council Representative elected to fill a vacancy of President or Deputy President pursuant to this clause 19 shall still be eligible for election for a subsequent two (2) full consecutive terms.
- (7) If a Board Member Representative is elected to fill a vacancy of President or Deputy President pursuant to this clause 19, their position as a Board Member Representative is declared vacant.

- (8) If the office of a Board Member Representative becomes vacant or if for any other reason the Board Member Representative is unable to take or hold office, then the State Council shall meet to elect from among their number a Board Member Representative who shall hold the office for the balance of the term of the Board Member Representative replaced, provided the new Board Member Representative represents the same Constituency as the Board Member Representative who is being replaced.
- (9) A State Council Representative elected to fill a vacancy of Board Member Representative pursuant to this clause 19 shall still be eligible for election for a subsequent four (4) full consecutive terms.

23. VACATION OF OFFICE

A person shall cease or be disqualified from being a Board Member, a representative or deputy representative on the State Council or from being President or Deputy President of the Association, if that person:

- (a) dies;
- (b) except in respect of an Independent Board Member, ceases to be a Councillor of the Ordinary Member;
- (c) resigns the position by notice in writing delivered or sent by post to the Chief Executive Officer, and such resignation is accepted;
- (d) is a member of State or Federal Parliament;
- (e) is convicted of an offence under the Local Government Act;
- (f) is permanently incapacitated by mental or physical ill-health;
- (g) is absent from more than 3 consecutive Ordinary Board or Ordinary State Council meetings (as applicable);
- (h) except in respect of an Independent Board Member, is a member of a Local Government that ceases to be a member of the Association;
- (i) except in respect of an Independent Board Member, is the subject of a resolution passed by the Zone from which that person was originally elected terminating his or her appointment as a representative or deputy representative of that Zone, except where that person is the subject of any resolution consequent upon his or her being elected President of the Association and in pursuence of sub-clause 17(4);
- (j) is a Councillor that has been suspended by the Minister for Local Government under Part 8 of the Local Government Act; or
- (k) is a candidate for election to State or Federal Parliament on or after the date the election writ is issued.

24. COMMITTEES AND SUB-COMMITTEES

- (1) The Board may from time to time as it may deem necessary or expedient appoint, delegate or refer to any person or committee any of its powers, duties and functions as it thinks fit except the powers to:
 - (a) acquire, hold and dispose of real property;
 - (b) borrow money;
 - (c) set subscription levels; and
 - (d) progress any matter requiring a decision of the Board pursuant to sub-clause 10(6) of this Constitution.
- (2) The person or the members of any committee so appointed shall not be required to be representatives on the Board.

- (3) Any person or committee in the exercise of the powers, duties or functions so delegated or referred to it shall observe and perform any rules, regulations and directions that may be made by the Board.
- (4) Subject to the Corporate Governance Charter, each Committee shall elect a Chair from the members of the Committee.

25. ANNUAL GENERAL MEETING

- (1) The Annual General Meeting of the Association shall be held at a date to be determined by the Board, provided that such date occurs prior to 31 October each year.
- (2) The Chief Executive Officer shall give at least ninety (90) days' notice of the date of the Annual General Meeting and the closing date on which notice of proposed business for the Annual General Meeting will be received by posting notice thereof to each Ordinary Member at the address appearing in the records of the Association for the time being. Such notice shall be deemed to have been delivered to the Ordinary Member immediately if transmitted electronically or on the second date after posting.
- (3) At an Annual General Meeting, greater than one half of the Delegates of Ordinary Members who are eligible to vote and are Present constitute a quorum.
- (4) At each such Annual General Meeting the order of business shall be as follows:
 - (a) attendance, apologies and announcements;
 - (b) confirmation of minutes from last Annual General Meeting;
 - (c) adoption of President's annual report;
 - (d) consideration of annual financial statements; and
 - (e) consideration of Executive and Member motions.
- (5) In respect of the Annual General Meeting:
 - (a) a notice of motion may only be submitted by the Board or an Ordinary Member; and
 - (b) a motion may only be moved seconded or voted upon by a delegate of an Ordinary Member.
- (6) An agenda paper shall be forwarded by the Chief Executive Officer to each Ordinary Member, at the address appearing in the records of the Association for the time being, at least thirty (30) days before the date of the Annual General Meeting. The agenda paper shall be deemed to have been delivered to the Ordinary Member immediately if transmitted electronically or on the second date after posting.
- (7) Where the Board considers that a direction or decision from an Annual General Meeting has been made without information of a material nature or in circumstances which have materially altered and such direction or decision is not in the best interests of the Association, the Board may decline to follow that direction or decision and, in that event, the Chief Executive Officer by notice shall advise the Ordinary Members of the decision of the Board and the reasons for that decision.
- (8) Notwithstanding the provisions of sub-clause (7), the Board is required to give consideration to any direction or decision made at an Annual General Meeting in its discharge of responsibilities and functions.

26. SPECIAL GENERAL MEETING

- (1) A Special General Meeting shall be called by the Chief Executive Officer upon the instructions of the Board or the written demand of not less than any twenty (20) Ordinary Members.
- (2) The Chief Executive Officer shall give at least thirty (30) days notice of any Special General Meeting by posting notice thereof to each Ordinary Member at the address appearing in the records of the Association for the time being. Such notice shall specify the nature of the business to be transacted at the Special General Meeting and shall be deemed to have been delivered immediately if transmitted electronically or on the second date after posting.
- (3) At a Special General Meeting, greater than one half of the Delegates of Ordinary Members who are eligible to vote and are Present constitute a quorum.
- (4) Where the Board considers that a direction or decision from a Special General Meeting has been made without information of a material nature or in circumstances which have materially altered and such direction or decision is not in the best interests of the Association, the Board may decline to follow that direction or decision and, in that event, the Chief Executive Officer by notice shall advise the Ordinary Members of the decision of the Board and the reasons for that decision.
- (5) Notwithstanding the provisions of sub-clause (4), the Board is required to give consideration to any direction or decision made at a Special General Meeting in its discharge of responsibilities and functions.

27. REPRESENTATION AND VOTING AT GENERAL MEETINGS

- (1) Subject to this Constitution, each Ordinary Member shall be entitled to be represented at any Annual General Meeting or Special General Meeting of the Association by two (2) Delegates.
- (2) A Delegate shall be entitled to one (1) deliberative vote at the Annual General Meeting or Special General Meeting of the Association.
- (3) A Delegate unable to attend any Annual General Meeting or Special General Meeting shall be entitled to cast a vote by proxy. A proxy shall be in writing and shall nominate the person in whose favour the proxy is given which person need not be a Delegate. Proxy authorisations shall be delivered to the Chief Executive Officer before the commencement of the General Meeting at which the proxy is to be exercised and shall be signed by the Delegate or by the Chief Executive Officer of the Ordinary Member that nominated the Delegate.
- (4) Except as provided in this Constitution, all matters considered at an Annual General Meeting or Special General Meeting of the Association shall be passed by a Simple Majority of the Ordinary Members' Delegates or by a duly authorised proxy vote exercised on their behalf.

28. MINUTES OF MEETINGS OF ASSOCIATION

- (1) The Chief Executive Officer must cause proper minutes of all proceedings of all General Meetings, Board meetings and State Council meetings to be taken and then to be entered within 30 days after the holding of each General Meeting, Board meeting or State Council meeting, as the case requires, in a minute book kept for that purpose.

- (2) The President must ensure that the minutes taken of a General Meeting, Board meeting or State Council meeting under sub-clause (1) are checked and signed as correct by the person who presided at the General Meeting, Board meeting or State Council meeting to which those minutes relate or by the person who presides at the next succeeding general meeting, Board meeting or State Council meeting, as the case requires.
- (3) When minutes have been entered as correct under this clause, they are, until the contrary is proved, evidence that:
 - (a) the General Meeting, Board meeting or State Council meeting to which they relate (in this sub-clause called "the meeting") was duly convened and held;
 - (b) all proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and
 - (c) all appointments or elections purporting to have been made at the meeting have been validly made.

29. AUDIT

- (1) At least once a year the Board shall cause the Association's accounts to be audited by a person or persons appointed by the Board or its delegated body.
- (2) The accounting records of the Association shall be open for inspection by the representatives of Ordinary Members during office hours and on reasonable notice.

30. BANKING

- (1) All moneys received by the Association shall be banked into an operating account established by the Board, in the name of the Association.
- (2) Payments drawn on the account and other documents relating to such account shall be authorised by the Chief Executive Officer and such other authorised persons as the Board may deem appropriate.
- (3)
 - (a) The operating account to be so established, may be utilised for the purposes of paying salaries and operating expenses and for other purposes authorised by a decision of the Board.
 - (b) The Board on the advice of the Chief Executive Officer, may appoint any member of the Secretariat to manage the operating account.

31. COMMON SEAL

- (1) The Association shall have a common seal on which its corporate name appears in legible characters.
- (2) The common seal of the Association must not be used without the approval of the Board and every use of that common seal must be recorded in the minutes of the Board meeting.
- (3) The affixing of the common seal of the Association must be witnessed by any two of the Chief Executive Officer and any Board Member.
- (4) The common seal of the Association must be kept in the custody of the Chief Executive Officer or of such other persons as the Board from time to time decides.

32. AMENDMENT TO THE CONSTITUTION

The Constitution of the Association may be altered, added to or repealed by:

- (1) A Special Majority resolution at any meeting of the Board; and
- (2) A resolution at an Annual General Meeting or Special General Meeting passed by a Special Majority of Delegates or duly authorise a proxy vote to be exercised on their behalf, provided that:
 - (a) 75% of Ordinary Members who are eligible to vote are present or represented; and
 - (b) the Chief Executive Officer has given not less than sixty (60) days notice of any proposal to alter, add or repeal the Constitution to all Ordinary Members.

33. EXPULSION OF MEMBERS

- (1) An Ordinary Member may be expelled from the Association by resolution at a meeting of the Board on the consent in writing to the proposition for expulsion being first received from not less than 75% of the Ordinary Members.
- (2) The Ordinary Member whom it is proposed to expel must receive at least sixty (60) days notice of the Board meeting referred to in sub-clause (1) and shall be given the opportunity of attending the meeting and being heard with respect to the motion for expulsion.
- (3) An Associate Member may be expelled by decision of the Board.

34. DISPUTES, MEDIATION AND ARBITRATION

- (1) The grievance procedure set out in this clause applies to disputes arising in connection with this Constitution between:
 - (a) a Member and another Member; or
 - (b) a Member and the Association.
- (2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all of the parties.
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the dispute must, within ten (10) days, be referred initially to a panel to settle the dispute by mediation and if the dispute cannot be resolved, to arbitrate the dispute.
- (4) The panel shall be established by the Board having regard to the nature and circumstances of the dispute and shall comprise such number of persons as the Board may decide, being not less than three (3), who shall be drawn from amongst the following:
 - (a) Life Members of the Association;
 - (b) the President or Past Presidents of Local Government Professionals Australia WA;
 - (c) the Director General, Department of Local Government; or
 - (d) such other persons as the Board considers appropriately qualified having regard to the nature and circumstances of the dispute.

- (5) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (6) The panel, in conducting the mediation, must:
 - (a) give the parties to the mediation process every opportunity to be heard;
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (7) Any arbitration shall be conducted in accordance with the provisions of the *Commercial Arbitration Act 1985 (WA)* and, notwithstanding section 21 (1) of that Act, each disputant may be represented by a duly qualified legal practitioner or other representative.
- (8) If a matter proceeds to arbitration, then the decision of the panel shall be final and binding on the disputants.
- (9) Any mediation or arbitration conducted under this clause must be confidential and without prejudice.

35. DISTRIBUTION OF SURPLUS PROPERTY ON WINDING UP OF ASSOCIATION

The Board shall if instructed in writing by all of the Ordinary Members dissolve the Association and, after paying and discharging out of the Association's funds and assets all debts and liabilities, transfer the funds or realise the same and transfer the proceeds to any organisation or organisations constituted with similar objects to those of the Association and which organisation or organisations prohibit the distribution of property among the Ordinary Members thereof or in the absence of such an organisation as determined by a Judge of the Supreme Court.

36. TRANSITIONAL PROVISIONS

- (1) The Transitional Provisions shall apply in accordance with their terms as if set out in this Constitution in full.
- (2) In the case of any inconsistency between the Transitional Provisions and any other provision of this Constitution, the Transitional Provisions will prevail.
- (3) The Transitional Provisions shall have continuing force and effect in accordance with their terms.

SCHEDULE ONE

REGISTER OF POWERS

The powers of the Association on incorporation are the:

- (a) advocacy of Federal and State matters;
- (b) progression of Legislative Review;
- (c) management and pursuit of Local Government Act matters;
- (d) management and pursuit of Industrial (Labour) Relations matters;
- (e) direction of the Secretariat and management of the Association's offices; and
- (f) instigation of all things necessary to pursue and achieve the objectives of the Association.

In construing the above powers the following terms shall have the meanings set out opposite them:

- “Federal Affairs” means all matters from time to time under consideration by the Australian Local Government Association and all matters concerned with aspects of Federal legislation including all inter-governmental finance questions between Federal and State Governments but shall not extend to the intra-state distribution of grants;
- “Industrial (Labour) Relations” includes all issues concerned with conditions of employment within Local Government whether award or otherwise, personnel practices and training;
- “Legislative Review” means any review or proposed review of existing or proposed legislation whether State or Federal unless the Board resolves that it is of relevance only to one of either the metropolitan or country constituencies;
- “Local Government Act matters” means all questions pertaining to the provisions of the Local Government Act.

The above powers and definitions may be added to, amended, modified or substituted from time to time in accordance with clause 4 of the Constitution.

SCHEDULE TWO

REGISTER OF DELEGATED POWERS, AUTHORITIES, DISCRETIONS AND DUTIES

Date	Committee/Person	Detail on Delegations
2 December 2015	Chief Executive Officer	<p>Chief Executive Officer delegated the authority to admit or refuse organisations seeking Associate Membership to WALGA on the basis that such organisations are:</p> <ul style="list-style-type: none"> • organisations constituted by Local Governments such as Regional Councils, Voluntary Regional Councils and Alliances; • not-for-profit organisations that can demonstrate a link or relationship with the Local Government sector, or • Government agencies, including Government Trading Entities.
4 December 2002	President Deputy President Chief Executive Officer	<p>Affixation of the Common Seal</p> <ul style="list-style-type: none"> • Affixation of the Association's common seal be undertaken upon the resolution of State Council except where it is impractical to obtain prior approval; • In instances where obtaining prior approval is impractical, authority to affix the common seal be delegated to the Chief Executive Officer and one of either the President or Deputy President; • A regular report be submitted to State Council "for noting" outlining all instances where the common seal has been used without prior resolution; and • WALGA give priority to preparing an appropriate instrument of delegation.
6 February 2002 6 June 2007 (Updated)	Honours Panel	<p>Honours Panel</p> <ul style="list-style-type: none"> • Overseeing the Association's annual Honours Program with delegated power from the State Council during the entire process. • Adjudicating in the selection of recipients for Association Honours and the Local Government Medal, annually. • Recommending, where appropriate, the conferral of alternative Association Honours where it is concluded that a nominated candidate is better suited to a different award category than the one they were originally nominated for. • Overseeing the annual budget set for the Association's Honours Program. • Encouraging, educating, promoting and raising the profile of all honours available to people in Local Government and all Western Australians. • Reviewing the Honours Policies and supporting documentation as deemed necessary.

SCHEDULE THREE TRANSITIONAL PROVISIONS

1. For the purposes of these Transitional Provisions:

 “Effective Date” means 18 September 2023 OR the date of the Annual General Meeting at which the Members approved the amendments to this Constitution.

 “Transition Date” means 6 December 2023 OR the date that the first Ordinary Meeting of State Council is held in December 2023 following the biennial Local Government elections.
2. These Transitional Provisions come into effect on and from the Effective Date.
3. With respect to those holding constitutionally recognised offices as at the Effective Date, the following provisions shall apply:
 - (a) Subject to clause 3(b) of this Schedule, the members of State Council remain in office until the day immediately before the Transition Date.
 - (b) The President and Deputy President remain in office until the newly formed State Council (as referred to in clause 4 of this Schedule) conducts its election on the Transition Date.
4. The election by the Zones for the primary State Council Representatives and deputy representatives to the State Council from amongst the Delegates to the Zones under clause 11(2) of the Constitution, shall be conducted in November 2023 to form the new State Council to take office on the Transition Date.
5. The Board is constituted at the conclusion of the elections conducted at the first Ordinary Meeting of State Council held on the Transition Date.
6. On and from the Effective Date until the close of the first Ordinary Meeting of State Council held on the Transition Date, all references to the Board, and its role, powers and functions as specified in the Constitution, are to be read as references to the State Council and may be exercised by State Council, and State Council remains the governing body of the Association during this period.
7. The Corporate Governance Charter and State Council Standing Orders in effect as at the Effective Date, remain in effect until the Transition Date. Upon the Transition Date:
 - (a) the Board is deemed to have approved the Corporate Governance Charter; and
 - (b) the State Council approves State Council Standing Orders,to apply on and from the Transition Date, as tabled at the meeting, which have been amended to be consistent with the amendments made to the Constitution and to the governance structure of the Association.

Proposed Amendments to WALGA's Constitution

By Tony Brown, Executive Director Member Services

RECOMMENDATION

That the WALGA Constitution be amended to retain the current governance model but with necessary changes, as per the attached mark-up.

VOTING REQUIREMENT: SPECIAL MAJORITY

Executive Summary

- On [5 July](#), a special majority of State Council resolved to put two items to Members at the 2023 WALGA Annual General Meeting (AGM):
 1. To consider a new Constitution to give effect to an alternate governance model; and
 2. To amend the existing Constitution to retain the current governance model with some necessary changes.
- This is the second item, which proposes amendments to the existing Constitution to make some necessary changes whilst still retaining the current governance model.
- The proposed changes are intended to address inconsistencies that have emerged after several rounds of amendments since the Constitution was first adopted by WALGA in 2001.

Attachment

- WALGA Constitution – Proposed Amendments Mark-Up

Background

In March 2022, State Council commissioned the Best Practice Governance Review and appointed a Steering Committee to oversee the Project.

Following the endorsement of a set of Governance Principles by Members at the [2022 Annual General Meeting](#) (AGM), the Steering Committee put forward a [Consultation Paper](#) for feedback from Members. Informed by the Governance Principles, the Paper detailed five possible model options for WALGA's governance structure (including the Current Model).

A total of 99 Council-endorsed submissions were received in response to the model options. After considering both the submissions received and results of independent research conducted with the sector, the Steering Committee produced its [Final Report](#) and recommendation to State Council in February 2023.

At the meeting on [1 March](#) this year, State Council resolved that:

1. *The Best Practice Governance Review Stage 3 Final Report be received;*
2. *The proposed changes to WALGA's governance structure as per the revised Model 1, detailed in the Stage 3 Final Report, be noted;*
3. *Members be engaged on the detail of the model and a Final Report be presented to the May 2023 State Council meeting for consideration;*
4. *Any recommendation to the 2023 AGM include Option 5 as the Current Model and Option 1 as an alternative to the Current Model; and*
5. *Subject to points 1, 2, 3 and 4 above, constitutional changes be developed for consideration by State Council.*

As per point 3 above, feedback was subsequently sought from Members in relation to the proposed alternate model.

A further report detailing the feedback was presented to State Council at its last meeting on [3 May](#). At that meeting, State Council resolved to receive the report, and that:

Two sets of constitutional changes be developed for consideration by State Council at the July 2023 meeting to be put to the 2023 Annual General Meeting, that:

- a. Give effect to the revised Model 1, as per the Best Practice Governance Review Final Report; and*
- b. Refine the current constitution to address inconsistencies and other issues while maintaining the current governance model.*

As per the resolution above, two versions of the Association Constitution were presented to State Council for consideration at the meeting on 5 July:

1. The first being a new Constitution, giving effect to an alternate governance model, as per the [Best Practice Governance Review Final Report](#); and
2. The second being a marked-up version of the current Constitution, which retains the current governance model of WALGA, with necessary changes.

State Council resolved by special majority to put both versions to Members for consideration at the 2023 AGM.

Comment

This item (recommending amendments to the *current* Constitution but otherwise maintaining the current governance model) will only be presented to Members if the first item (recommending a new Constitution to give effect to the alternate model) does not receive 75 percent approval from Members.

If the first item (for a new Constitution) is successfully passed by a special majority of Members, this item will not be put to the vote.

Amendments to the Constitution require endorsement by a special (75 percent) majority at State Council, as well as a 75 percent majority of Members at a General Meeting.

The proposed amendments to the Constitution under this item will provide necessary changes, but otherwise retain the current governance model. The proposed changes are intended to fix inconsistencies that have emerged after several rounds of amendments since the Constitution was first adopted in 2001, as well as to address some potential issues that have been raised by State Council.

- There are several proposed amendments to the definitions contained in clause 2 Interpretation. In particular:
 - the inclusion of new definitions for “General Meeting”, “Ordinary Meeting” and “Special Meeting”; and
 - the refinement of the current definitions for “Constituency”, “Country Constituency” and “Metropolitan Constituency” to move away from defining boundaries by way of the Metropolitan Region Planning Scheme.
- The deletion of clause 9(2) in light of clause 12(2)(b), which empowers State Council to decide the “allocation or change in allocation of any representation or voting rights on the State Council”, rather than Members. Similarly, clause 14(3) to be amended to again empower State Council to decide the number of Zones, rather than the Members at a General Meeting.
- A new reason for disqualification has been included in clause 22(k) that refers to a State Councillor, Deputy State Councillor, President or Deputy President vacating their office

once they become a candidate for election to a State or Federal Parliament “on or after the date the election writ is issued”. This addition was prompted by State Council discussions in [September 2021](#) which resulted in similar changes to the Corporate Governance Charter.

- The deletion of clause 33(1)(c) as it deals with a non-Constitutional topic.
- In Schedule One, the meaning of subclause (f) was unclear and so has been deleted.
- The Register of Delegate Powers, Authorities, Discretions and Duties in Schedule Two has been amended to only include those powers as referred to in the Constitution, with those other powers to be captured in the Corporate Governance Charter.
- Finally, there has been a general tidy up of defined terms throughout the Constitution (that is, terms that are defined in clause 2 and require capitalization).

Association Constitution

Adopted: 7 August 2001
Amended: 8 August 2004
6 August 2006
5 August 2007
6 August 2011
7 August 2013
3 August 2016
1 August 2018
20 September 2021
[18 September 2023]

Constitution

Preamble

This Constitution serves as the instrument for establishment of the Western Australian Local Government Association (WALGA).

WALGA marks the progression from a structure in which the Western Australian Municipal Association (WAMA) serves as a federation of three separate constituent Associations to a single association tasked with directly representing the needs and interests of all Western Australia.

The Constituent Associations of WAMA were: the Country Shire Councils' Association (dissolved in August 2003), the Country Urban Councils' Association (dissolved in August 2002) and the Local Government Association (dissolved in August 2003).

The establishment of WALGA in 2001 represents an evolution in the process by Local Government to promote more effective representation on behalf of its elected membership and the broader community.

Central to this process is the recognition of the sense of history and significant contribution of WAMA's constituent Associations, both in terms of the creation of WALGA and in the pursuit of aims and objectives on behalf of all Western Australian Local Governments as represented within this Constitution.

1. NAME

The name of the Association is ***“Western Australian Local Government Association”***.

2. INTERPRETATION

(1) Throughout this Constitution, if not inconsistent with the context:

“Absolute Majority” means, in relation to the State Council or any General Meeting of the Association, a majority comprising enough of the representatives of the State Council or delegates of Ordinary Members for the time being for their number to be more than 50% of the number of voting positions of representatives or delegates (whether present and voting or not);

“Annual General Meeting” means the meeting convened under clause 22 of this Constitution;

“Association” means Western Australian Local Government Association (WALGA);

“Associate Member” means:

- in relation to the Association, those Members of the Association referred to in sub-clause 5(67) and those persons admitted as Associate Members of the Association in accordance with sub-clause 5(911); or
- in relation to a Zone, those Ordinary Members of the Association admitted as Associate Members of a Zone in accordance with sub-clause 14(9);

“Chief Executive Officer” means the Chief Executive Officer of the Association;

“Code of Conduct” means the written guidelines which define the minimum standards of professional conduct and integrity that are expected of all State Council members.

“Commissioner” means a commissioner appointed to a Local Government under sections 2.6(4) or 2.36A(3) of the Local Government Act ~~1995~~;

“Constituency” means the Country Constituency and the Metropolitan Constituency (as the case may require)~~such country and metropolitan groupings of Ordinary Members as the Association for the time being, may determine;~~

“Corporate Governance Charter” means the instrument approved by State Council and used to implement good governance policies, procedures and practices;

“Councillor” has the same meaning as under the Local Government Act ~~1995~~ except that it includes a mayor or president elected by electors and includes a Commissioner ~~appointed under section 2.6(4) or section 2.36A(3) of the Local Government Act 1995;~~

“Country Constituency” means the Ordinary Members as are grouped within the geographical area of the State of Western Australia ~~not included within the boundaries of the Metropolitan Region Planning Scheme, as determined by State Council, the details of which are contained in the Corporate Governance Charter;~~

“Country Shire Councils’ Association” means ~~the Country Shire Councils’ Association constituted under section 9.58 of the Local Government Act 1995;~~

~~“Country Urban Councils’ Association” means the Country Urban Councils’ Association of Western Australia constituted under section 9.58 of the Local Government Act 1995;~~

“**Delegate**” means a ~~e~~Councillor or officer nominated or appointed to represent an Ordinary Member and exercise voting entitlements at General Meetings of the Association pursuant to clauses 22 and 23 of this Constitution, or ~~on at~~ a Zone meeting pursuant to clause 14 of this Constitution;

“**Deputy President**” means the Deputy President for the time being of the Association;

“**Ex-officio**” means a person or organisation who has an entitlement to membership of the State Council or another committee, by virtue of their office, but is not entitled to exercise a deliberative vote on any matter before the State Council or another committee;

“General Meeting” means an Annual General Meeting or a Special General Meeting (as the case requires);

~~“Governance Charter” means the written policy document that clearly defines the respective roles, responsibilities and authorities of the President, State Council members (individually and collectively) and the Chief Executive Officer in setting the direction, management and control of the Association.~~

“**In Writing**” means notice provided by posting or transmission in electronic form;

“**Life Members**” means ~~those members of the Association referred to in sub-clause 5(1) and~~ those persons admitted as Life Members of the Association in accordance with sub-clause 5(~~89~~) of this Constitution;

“**Local Government**” means an entity constituted under Part 2 of the Western Australian Local Government Act ~~1995~~;

“**Local Government Act**” means the Western Australian *Local Government Act 1995*;

~~“Local Government AssociationWALGA” means the Western Australian Local Government Association of Western Australia constituted under section 9.58 of the Local Government Act 1995;~~

“**Local Government Professionals Australia WA**” means the Western Australian Division of Local Government Professionals Australia;

“**Member**” means:

- in relation to the Association, a Local Government, organisation or person admitted to Ordinary, Life or Associate membership of the Association in accordance with the provisions of this Constitution; or
- in relation to a Zone, those Ordinary Members of the Association that are determined to be members of a Zone by State Council in accordance with sub-clause 14 (2); ~~or~~
- ~~a new Council created pursuant to a merger or amalgamation of existing Councils that were Ordinary Members of the Association prior to the merger or amalgamation.~~

“**Metropolitan Constituency**” means the Ordinary Members as are grouped within the geographical area of the State of Western Australia ~~within the Metropolitan Region~~

Planning Scheme, as determined by State Council, the details of which are contained in the Corporate Governance Charter;

“Ordinary Meeting” means one of the four scheduled meetings of the State Council referred to under clause 10(1);

“Ordinary Member” means a Local Government admitted to membership of the Association in accordance with the provisions of this Constitution and includes a new Council-Local Government created pursuant to a merger or amalgamation of existing Councils-Local Governments that were Ordinary Members of the Association prior to the merger or amalgamation;

“President” means the President for the time being of the Association;

“Present” means attendance in person or by electronic means deemed suitable by the Chief Executive Officer

“Representative” means a member on the State Council elected or appointed by the country and metropolitan constituencies in accordance with the provisions of sub-clause 9(1) and 9(3);

“Secretariat” means the staff of the Association appointed from time to time by the Chief Executive Officer or, in the case of the Chief Executive Officer, by State Council ~~and includes the Chief Executive Officer;~~

“Special General Meeting” means the meeting convened under clause 25 of this Constitution.

“Special Majority” means, in relation to the State Council or any General Meeting of the Association, a majority comprising enough of the representatives of the State Council or delegates of Ordinary Members for the time being for their number to be at least 75% of the number of representatives or delegates (whether present and voting or not);

“Special Meeting” means any State Council meeting that is not an Ordinary Meeting of the State Council;

“Simple Majority” means, in relation to the State Council or any General Meeting of the Association, a majority comprising enough of the representatives of the State Council or delegates of Ordinary Members for the time being for their number to be more than 50% of the number of representatives or delegates that are present;

“State Council” means the governing board of the Association established pursuant to clause 9; ~~and~~

“WALGA” means the Western Australian Local Government Association constituted under section 9.58 of the Local Government Act 1995; and

“Zone” means a geographically based subdivision containing Ordinary Members and incorporated within a country and metropolitan constituency. The country and metropolitan zones are set out in the Register of Zone Membership referred to in sub-clause 14(8).

(2) In this Constitution:

- (a) a reference to any written law, whether specific or general, includes a reference to all amendments, modifications, re-enactments or replacements and includes all orders, ordinances, regulations, rules and by-laws made under or pursuant to that written law;
- (b) words meaning persons include natural persons, corporations and associations; and
- (d) the headings shall not affect the interpretation or construction of this Constitution.

3. OBJECTS

The objects of the Association shall be:

- (a) to provide a united voice for Local Government in Western Australia;
- (b) to promote the credibility and profile of Local Government;
- (e) to speak on behalf of Local Government in Western Australia;
- (f) to represent the views of the Association to the State and Federal Governments on financial, legislative, administration and policy matters;
- (i) to provide services to Local Government in Western Australia;
- (j) to promote Local Government issues of importance by involvement with national bodies;
- (k) to do all and any such other things as in the opinion of the State Council may conveniently be carried on by the Association or which promote or assist or are incidental or conducive to the attainment of these objects or any of them, or anything considered beneficial to the members of the Association; and
- (l) to use the property and income of the Association solely for the promotion of the objects or purposes of the Association. No part of the property or income of the Association may be paid or otherwise distributed, directly or indirectly, to members of the Association, except in good faith in the promotion of those objects or purposes.

4. POWERS

- (1) The Association shall have such specific powers as may be vested in it from time to time by the Ordinary Members or as amended under this Constitution. The initial powers of the Association are set out in the Register of Powers (Schedule One).
- (2) The powers of the Association may be added to, amended, withdrawn, modified or substituted in accordance with the provisions of sub-clause 12(3).
- (3) The Chief Executive Officer shall keep an up-to-date copy of the Register of Powers which records all changes and the dates thereof. The Register of Powers shall be open for inspection to the representatives of Ordinary Members during office hours and on reasonable notice.
- (4) Subject to obtaining the requisite majority support, the Association shall have general power to act in connection with all other matters in its discretion.
- (5) The Association may do all acts and things as are necessary, incidental or conducive to the attainment or execution of its objects and shall have all the powers conferred on an association constituted under section 9.58 of the *Local Government Act 1995* including, but without limitation, power to:
 - (a) acquire hold and dispose of real and personal property;

- (b) accept any gift of any real or personal property or any interest or estate in that property or disclaim the benefit of any such gift;
- (c) sue and be sued; and
- (d) do all things that bodies corporate may do.

5. MEMBERSHIP OF THE ASSOCIATION

- (1) Three classes of membership to the Association shall be available:
 - (a) Ordinary Membership;
 - (b) Associate Membership; and
 - (c) Life Membership.
- (2) Ordinary Membership of the Association shall be open to all ~~Western Australian~~ Local Governments.
- (3) Ordinary ~~m~~Membership shall be immediately conferred upon any new ~~Council~~ Local Government created by the merger of existing ~~Councils~~ Local Governments that were Ordinary Members of the Association prior to the merger, provided that all membership fees and subscriptions owed to the Association up to the date of merger by the predecessor ~~Councils~~ Local Government of that new ~~Council~~ Local Government have been paid.
- (4) An Ordinary Member shall belong to either the ~~m~~Metropolitan ~~e~~Constituency or the ~~e~~Country ~~e~~Constituency, but not both.
- (5) Subject to subclause (~~54~~), if an Ordinary Member has land both within and outside the Metropolitan Region Planning Scheme (MRPS), if the greater land area is in the MRPS, it will be deemed to be in the metropolitan constituency, otherwise it will be deemed to belong to the country constituency; or
- (6) State Council, on application from an Ordinary Member, may resolve to set aside the general rule prescribed in subclause (~~54~~) and permit an Ordinary Member to be a member of an alternate constituency. In considering any application made pursuant to this subclause, State Council shall give regard to the reasons provided in support of the application and any views expressed by Ordinary Members within the two constituencies. State Council may approve or refuse any application, advising accordingly and including any reason therefore.
- (7) Associate Members shall be:
 - (a) the Local Government Professionals Australia WA; and
 - (b) any other Associate Member admitted to membership pursuant to sub-clause 5(11).
- (8) Associate Members are ineligible to vote at all meetings of the Association.
- (9) The State Council from time to time will determine nominations for Life Membership of the Association.
- (10) Additional Ordinary Members may be admitted from time to time on a simple majority resolution of the State Council.

- (11) Any person or organisation seeking admission as an Associate Member shall make written application to the Chief Executive Officer. The State Council or its delegate shall consider the application and may admit or refuse the applicant, advising accordingly including any reason therefore.
- (12) If an application for membership is granted, the membership shall commence upon payment of the appropriate subscription.
- (13) The Chief Executive Officer shall keep and maintain in an up-to-date condition a Register of the Members of the Association. The Register shall be open for inspection to the representatives of Ordinary Members during office hours and on reasonable notice.

6. TERMINATION OF MEMBERSHIP OF THE ASSOCIATION

- (1) Membership of the Association may be terminated upon:
 - (a) receipt by the Chief Executive Officer of not less than 3 months notice in writing from a Member requesting to withdraw from membership of the Association; or
 - (b) non-payment by a Member of the required subscription within three months of the date fixed by the State Council for subscriptions to be paid, unless the State Council decides otherwise; or
 - (c) expulsion of a Member in accordance with clause 30.
- (2) Pursuant to subclause 6(1), where the membership of an Ordinary Member is terminated, the Chief Executive Officer shall remove the name of the Ordinary Member from the Register of the Members of the Association and that Ordinary Member shall cease to be a Member of the Association.
- (3) A Member who withdraws from membership to the Association shall not be entitled to a refund of any portion of such subscription as the Member will have paid in advance for the period up to and including 30 June of that year.

7. BUDGET

- (1) The Association's Budget shall be prepared annually by the Chief Executive Officer in consultation with the State Council, including such other Committees as the State Council may deem expedient pursuant to clause 21.
- (2) The Budget shall be submitted to the State Council for approval not later than 31 July prior to the financial year to which it relates.

8. SUBSCRIPTION

- (1) The annual subscriptions of all Members of the Association shall be as determined by the State Council.
- (2) Subscription levels shall be submitted for approval by the State Council together with the relevant Budget each year.
- (3) Subscriptions shall be due and payable on such date or dates as the State Council may decide having regard to all relevant circumstances.

9. STATE COUNCIL

- (1) The State Council is to be the governing board of the Association, responsible for the management and affairs of the Association. Members of the State Council shall include:
 - (a) 12 Councillors elected as representatives from amongst the ~~d~~Delegates to the Zones of the ~~m~~Metropolitan ~~e~~Constituency;
 - (b) 12 Councillors elected as representatives from amongst the ~~d~~Delegates to the Zones of the ~~e~~Country ~~e~~Constituency;
 - (c) The President (ex-officio); and
 - (d) The President of Local Government Professionals Australia WA (ex-officio).
- ~~(2) The metropolitan constituency and country constituency shall determine the allocation of representational positions on State Council between the Zones within each respective constituency.~~
- (3) Representatives and deputy representatives to the State Council shall be elected by Zones of the ~~metropolitan and country~~ ~~e~~Constituencies from amongst the ~~d~~Delegates to the Zones for a term commencing on the day of the first Ordinary Meeting of State Council immediately following the biennial Local Government elections and concluding on the day before the first Ordinary Meeting of State Council of the following biennial Local Government elections.
- (4) The State Council shall be the body responsible for establishment and review of the processes which are to be applied by the Zones of the metropolitan and country constituencies to determine the election of their representatives and deputy representatives to the State Council.
- (5) The Secretariat shall be the body responsible for coordinating the nominations and election processes by which the Zones of the ~~metropolitan and country~~ ~~e~~Constituencies elect their representatives and deputy representatives to the State Council.
- (6) A deputy representative elected from amongst the delegates to that Zone to act in the capacity of a representative unable to attend a meeting of the State Council shall exercise all rights of that representative.
- (7) If for any reason, a representative or deputy representative is unable to hold office for the full period for which the representative or deputy representative was appointed, the affected Zone shall be entitled to fill that vacancy by appointing some other Councillor from within that Zone as a representative or deputy representative. The representative or deputy representative so appointed shall hold office for the balance of the term of the representative or deputy representative originally elected.

10. PROCEEDINGS OF STATE COUNCIL

- (1) The State Council must meet together for the dispatch of business not less than four times in each year.
- (2) Each representative on the State Council shall be entitled to exercise one (1) deliberative vote on any matter considered by the State Council provided that this clause shall not apply to any ex-officio members of the State Council. The President shall exercise a casting vote only, in the event of there being an equality of votes in

respect of a matter considered by the State Council but excluding an election held in accordance with Clause 16 in which the President is entitled to a deliberative vote only.

- (3) At any meeting of the State Council, thirteen (13) representatives present and entitled to vote shall form a quorum.
- (4) The President shall preside at all meetings of the State Council.
- (5) In the absence of the President, or if the President is unwilling or unable to preside, the Deputy President shall preside at a meeting of the State Council. In presiding, the Deputy President shall be entitled to exercise one (1) deliberative vote in respect of a matter considered by the State Council, and in the event of there being an equality of votes in respect of a matter considered, shall exercise a casting vote.
- (6) In the absence of the President and Deputy President, or if they are unwilling or unable to preside, the State Council shall choose a representative of the State Council to preside at the meeting of the State Council. The representative chosen to preside shall exercise a deliberative vote in respect of a matter considered by the State Council, and in the event of there being an equality of votes in respect of a matter being considered, shall exercise a casting vote.
- (7) The State Council shall establish a Corporate Governance Charter as the instrument to be used by State Council in implementing good governance policies, procedures and practices.
- (8) The State Council shall establish a Code of Conduct to which all State Council members must comply.
- (9) State Council shall adopt Standing Orders that will apply to all meetings.

11. NOTICE OF STATE COUNCIL MEETINGS

- (1) Ordinary Meetings of the State Council shall be called by the Chief Executive Officer in accordance with the Corporate Governance Charter.
- (2) Special Meetings of the State Council shall be called by the Chief Executive Officer by providing notice to State Councillors of the date, time, place and purpose of the meeting upon the written request of the President or at least one quarter of the representatives to the State Council.

12. RESOLUTIONS OF STATE COUNCIL

- (1) Except as provided in this clause, all motions concerning the affairs of the Association shall be passed by a simple majority of the representatives of the State Council or by their deputy representatives.
- (2) The following resolutions shall not be passed unless they receive a ~~s~~Special ~~m~~Majority ~~of not less than 75% of representatives~~ of the State Council or by their deputy representatives:
 - (a) any addition, amendment, withdrawal, modification or substitution to, of or in the powers of the Association; or
 - (b) any allocation or change in allocation of any representation or voting rights on the State Council; or

- (c) any change to the membership of Ordinary Members to Zones.
- (3) The annual budget, including annual subscriptions, shall not be adopted unless passed by an absolute majority of representatives of the State Council or by their deputy representatives.

13. CHIEF EXECUTIVE OFFICER AND SECRETARIAT

- (1) The State Council may appoint a Chief Executive Officer at such remuneration and on such terms and conditions and with such powers, authorities, discretions and duties as it deems appropriate and may terminate the appointment of the Chief Executive Officer.
- (2) The State Council may delegate to the Chief Executive Officer the exercise of any of its powers or the discharge of any of its duties under this Constitution from time to time in such manner as the State Council determines and the scope of which are set out in Schedule Two. The Chief Executive Officer shall be responsible for the establishment and maintenance of a Register of Powers, Authorities, Discretions and Duties delegated by the State Council.
- (3) Subject to the control of the State Council, the Chief Executive Officer shall be solely responsible for the appointment of the staff of the Secretariat and the administration of the Association.
- (4) The Chief Executive Officer shall be the custodian of records, books, documents and securities of the Association.

14. ZONES

- (1) Ordinary Members of the Association shall be grouped into Zones of the ~~m~~Metropolitan and ~~e~~Country ~~e~~Constituencies.
- (2) The membership of Ordinary Members to Zones shall be determined from time to time by State Council.
- (3) The number of Zones shall be determined from time to time by ~~the Ordinary Members of the Association at a Special or Annual General Meeting~~State Council.
- (4) Each ~~Ordinary~~ ~~m~~Member of a Zone shall be entitled to be represented by a ~~d~~Delegate or ~~d~~Delegates elected or appointed by the ~~m~~Member to represent its interests. Zones shall determine the number of ~~d~~Delegates to which each ~~m~~Member is entitled to be represented by on the Zone.
- (4a) The term of a person who is a ~~d~~Delegate of a ~~m~~Member of a Zone expires when the person:
 - (a) dies;
 - (b) ceases to be a Councillor of the Ordinary Member;
 - (c) resigns the position by notice in writing given to the Ordinary Member who elected or appointed the person as its delegate and the resignation is accepted;
 - (d) becomes a member of State or Federal Parliament;
 - (e) is convicted of an offence under the *Local Government Act 1995*;
 - (f) is permanently incapacitated by mental or physical ill-health; or
 - (g) is the subject of a resolution passed by the Ordinary Member who appointed the person as its delegate terminating their appointment as the delegate of that Ordinary Member.

- (h) is a Councillor that has been suspended by the Minister for Local Government under part 8 of the *Local Government Act 1995*.
- (5) The management and affairs of the Zone shall be vested in the ~~d~~Delegates that are elected or appointed to the Zone by each ~~m~~Member of the Zone.
- (6) The functions of each Zone shall be:
 - (a) electing a representative or representatives and deputy representative or deputy representatives to the State Council;
 - (b) considering the State Council agenda;
 - (c) providing direction and/or feedback to their representative or representatives on the State Council; and
 - (d) any other functions deemed appropriate by the members of the Zone.
- (7) An application for change in membership between Zones may only be made by the ~~m~~Member seeking to change its membership and with the approval of the receiving Zone.
- (8) Applications for changes in membership between Zones shall be determined by the State Council. In considering such applications, State Council shall give regard to the reasons provided in support of the application and any views expressed by the Zones directly affected by the application. State Council may approve or refuse any application, advising accordingly and including any reason therefore.
- (9) The Chief Executive Officer is to keep and maintain in an up-to-date condition a Register of Zone Membership, which may be varied from time to time by State Council. Upon request of an Ordinary Member, the Chief Executive Officer shall make the Register available for inspection by the representatives of an Ordinary Member during office hours and on reasonable notice.
- (10) A Zone may, from time to time, resolve to admit an Ordinary Member or Associate Member of the Association from outside their existing membership as an Associate Member of their Zone. In considering whether to admit an Ordinary Member or an Associate Member of the Association as an Associate Member of a Zone, the Zone shall give regard to the significance of communities of interest between the existing membership of the Zone and the Ordinary Member or Associate Member of the Association that is seeking to become an Associate Member of the Zone.
- (11) Subject to subclause (12), Zones shall determine the participation of any Associate Member admitted to the Zone, including the extent to which the representatives of an Associate Member may speak to and vote on matters considered by the Zone.
- (12) An Associate Member of a Zone may not:
 - (a) nominate a delegate for election to any office of the Zone;
 - (b) participate in an election held for any office bearer of the Zone; or
 - (c) vote on any matter considered by the Zone requiring a 75% majority.

15. ANNUAL REPORT AND AUDITED FINANCIAL STATEMENTS

Prior to the Annual General Meeting, the President and Chief Executive Officer shall prepare the President's annual report and audited financial statements of the Association for presentation to Members at the Annual General Meeting.

16. ELECTION PROCEDURE

Any election other than to elect the President or Deputy President held by the Association shall be conducted as follows:

- (a) the Chief Executive Officer or his/her delegate shall act as returning officer;
- (b) representatives are to vote on the matter by secret ballot;
- (c) votes are to be counted on the basis of “first-past-the post”;
- (d) if the election is to fill one vacancy, the candidate who receives the greater or greatest number of votes is elected;
- (e) if the election is to fill two or more vacancies, the candidates elected are –
 - (i) the candidate who receives the greatest number of votes; and
 - (ii) the candidate who receives the next highest number of votes; and
 - (iii) the candidate who receives the next highest number of votes,and so on up to the number of vacancies to be filled; and
- (f) if two or more candidates receive the same number of votes so that sub-section (d) or (e) cannot be applied, the Chief Executive Officer is to draw lots in the presence of any scrutineers who may be present to determine which candidate is elected.

1746A. ELECTION PROCEDURE – PRESIDENT AND DEPUTY PRESIDENT

An election to elect the President or Deputy President shall be conducted as follows:

- (a) the Chief Executive Officer or his/her delegate shall act as returning officer;
- (b) representatives are to vote on the matter by secret ballot;
- (c) votes are to be counted on the basis of “first-past-the-post”;
- (d) the candidate who receives the greatest number of votes is elected;
- (e) if there is an equality of votes between two or more candidates who are the only candidates in, or remaining in, the count, the count is to be discontinued, and the meeting adjourned for not more than 30 minutes;
- (f) any nomination for the office may be withdrawn, and further nominations may be made, before or when the meeting resumes;
- (g) when the meeting resumes, an election will be held in accordance with sub-sections (a), (b), (c) and (d);
- (h) if two or more candidates receive the same number of votes so that sub-section (d) cannot be applied, the Chief Executive Officer is to draw lots in the presence of any scrutineers who may be present to determine which candidate is elected.

187. PRESIDENT

- (1) Subject to subclause 17(3) of this Constitution, the State Council shall elect a President from amongst those of its members that are representatives from the Zones of the metropolitan and country constituencies or were originally elected to State Council in that capacity.
- (2) The President shall be elected by the State Council at the first Ordinary Meeting of State Council of an even numbered year. The President’s term shall commence from the date of election and shall conclude on the day of the first Ordinary Meeting of State Council of the following even numbered year.
- (3) A person, other than the incumbent President of the Association, shall not be eligible for election as President unless they have first been elected by the metropolitan or country constituencies as a representative on the State Council.

- (4) The metropolitan or country constituency from which the President is elected has the right to nominate a further representative to the State Council, with that representative being drawn from the same ~~zz~~one and entitled to serve for the same term as their originally nominated representative.
- (5) Where the incumbent President seeks and is re-elected for a consecutive term, that person shall not hold office beyond two (2) full consecutive terms.

197A. ROTATION OF PRESIDENCY

- (1) At an election for the position of President conducted under sub-clause 17(2), only the incumbent President, subject to complying with sub-clause 17(5), or State Councillors from the alternate constituency to the incumbent President will be eligible to be elected.
- (2) At an election for the position of President conducted under Clause 19, only State Councillors from the alternate constituency to the incumbent President will be eligible to be elected.

2018. DEPUTY PRESIDENT

- (1) Following determination of the election of the President pursuant to clause 17 of this Constitution, the State Council shall elect a Deputy President from amongst its ~~m~~Metropolitan and ~~e~~Country representatives, provided the Deputy President represents the alternate ~~e~~Constituency to the President elected pursuant to clause 17.
- (2) The Deputy President shall be elected by the State Council at the first Ordinary Meeting of State Council of an even numbered year. The Deputy President's term shall commence from the date of election and shall conclude on the day of the first Ordinary Meeting of State Council of the following even numbered year.
- (3) Prior to expiration of a term of office, a Deputy President may seek re-election for a consecutive term.
- (4) Where a Deputy President seeks and is re-elected for a consecutive term, that person shall not hold office beyond two (2) full consecutive terms.

2119. VACANCY – PRESIDENT AND DEPUTY PRESIDENT

- (1) If the office of the President becomes vacant or if for any other reason the President is unable to take or hold office at a period which exceeds six months from the date of the next scheduled election for that office, then the State Council shall meet to elect from among their number a President who, subject to this Constitution, shall hold the office of President for the balance of the term of the President replaced.
- (2) Where a vacancy occurs in the office of President at a period which is six months or less from the date of the next scheduled election for that office, the State Council may convene a meeting to elect from among their number a President who, subject to this Constitution, shall hold the office of President for the balance of the term of the President replaced, or the State Council may in its discretion, determine that the vacancy be filled by the Deputy President until the date of the next scheduled election.
- (3) An election pursuant to sub-clause 19(1) or sub-clause 19(2) shall cause the office of Deputy President to be declared vacant immediately prior to the conduct of the election.

- (4) Following an election pursuant to sub-clause 19(1) or sub-clause 19(2) an election pursuant to Clause 19 (5) will be conducted for the office of Deputy President from amongst representatives of the alternative ~~e~~Constituency to that of the President just elected.
- (5) If the office of Deputy President becomes vacant or if for any other reason the Deputy President is unable to take or hold office, then the State Council shall meet to elect from among their number a Deputy President who shall hold the office for the balance of the term of the Deputy President replaced, provided the Deputy President represents the alternate ~~e~~Constituency to that of the President.
- (6) A State Council representative elected to fill a vacancy of President or Deputy President pursuant to clause 19 shall still be eligible for election for a subsequent two (2) full consecutive terms.

2220. VACATION OF OFFICE

A person shall cease or be disqualified from being a representative or deputy representative on the State Council or from being President or Deputy President of the Association, ~~or from attending State Council in an ex-officio capacity,~~ if that person:

- (a) dies;
- (b) ceases to be a Councillor of the Ordinary Member;
- (c) resigns the position by notice in writing delivered or sent by post to the Chief Executive Officer, and such resignation is accepted;
- (d) is a member of State or Federal Parliament;
- (e) is convicted of an offence under the *Local Government Act 1995*;
- (f) is permanently incapacitated by mental or physical ill-health;
- (g) is absent from more than 3 consecutive ordinary State Council meetings;
- (h) is a member of a Local Government that ceases to be a member of the Association;
- (i) is the subject of a resolution passed by the Zone from which that person was originally elected terminating his or her appointment as a representative or deputy representative of that Zone, except where that person is the subject of any resolution consequent upon his or her being elected President of the Association and in pursuance of sub-clause 17(4); ~~or~~
- (j) is a Councillor that has been suspended by the Minister for Local Government under Part 8 of the *Local Government Act 1995*; or
- (k) is a candidate for election to State or Federal Parliament on or after the date the election writ is issued.

2324. COMMITTEES AND SUB-COMMITTEES

- (1) The State Council may from time to time as it may deem necessary or expedient appoint, delegate or refer to any person or committee any of its powers, duties and functions as it thinks fit except the powers to:
 - (a) acquire, hold and dispose of real property;
 - (b) borrow money;
 - (c) set subscription levels; and
 - (d) progress any matter requiring a resolution of the State Council pursuant to sub-clauses 12(2) or 12(3) of this Constitution.

- (2) The person or the members of any committee so appointed shall not be required to be representatives on the State Council.
- (3) Any person or committee in the exercise of the powers, duties or functions so delegated or referred to it shall observe and perform any rules, regulations and directions that may be made by the State Council.
- (4) Subject to the Corporate Governance Charter, ~~E~~each Committee shall elect a Chair from the members of the Committee.

2422. ANNUAL GENERAL MEETING

- (1) The Annual General Meeting of the Association shall be held at a date to be determined by the State Council, provided that such date occurs prior to 31 October each year.
- (2) The Chief Executive Officer shall give at least ninety (90) days' notice of the date of the Annual General Meeting and the closing date on which notice of proposed business for the Annual General Meeting will be received by posting notice thereof to each Ordinary Member at the address appearing in the records of the Association for the time being. Such notice shall be deemed to have been delivered to the Ordinary Member immediately if transmitted electronically or on the second date after posting.
- (3) At an Annual General Meeting, greater than one half of the delegates of Ordinary Members who are eligible to vote and are present constitute a quorum.
- (4) At each such Annual General Meeting the order of business shall be as follows:
 - (a) attendance, apologies and announcements;
 - (b) confirmation of minutes from last Annual General Meeting;
 - (c) adoption of President's annual report;
 - (d) consideration of annual financial statements; and
 - (e) consideration of Executive and Member motions.
- (5) In respect of the Annual General Meeting:
 - (a) a notice of motion may only be submitted by the State Council or an Ordinary Member; and
 - (b) a motion may only be moved seconded or voted upon by a delegate of an Ordinary Member.
- (6) An agenda paper shall be forwarded by the Chief Executive Officer to each Ordinary Member, at the address appearing in the records of the Association for the time being, at least thirty (30) days before the date of the Annual General Meeting. The agenda paper shall be deemed to have been delivered to the Ordinary Member immediately if transmitted electronically or on the second date after posting.
- (7) Where the State Council considers that a direction or decision from an Annual General Meeting has been made without information of a material nature or in circumstances which have materially altered and such direction or decision is not in the best interests of the Association, the State Council may decline to follow that direction or decision and, in that event, the Chief Executive Officer by notice shall advise the Ordinary Members of the decision of the State Council and the reasons for that decision.

- (8) Notwithstanding the provisions of sub-clause (7), the State Council is required to give consideration to any direction or decision made at an Annual General Meeting in its discharge of responsibilities and functions.

2523. SPECIAL GENERAL MEETING

- (1) A Special General Meeting shall be called by the Chief Executive Officer upon the instructions of the State Council or the written demand of not less than any twenty (20) Ordinary Members.
- (2) The Chief Executive Officer shall give at least thirty (30) days notice of any Special General Meeting by posting notice thereof to each Ordinary Member at the address appearing in the records of the Association for the time being. Such notice shall specify the nature of the business to be transacted at the Special General Meeting and shall be deemed to have been delivered immediately if transmitted electronically or on the second date after posting.
- (3) At a Special General Meeting, greater than one half of the delegates of Ordinary Members who are eligible to vote and are present constitute a quorum.
- (4) Where the State Council considers that a direction or decision from a Special General Meeting has been made without information of a material nature or in circumstances which have materially altered and such direction or decision is not in the best interests of the Association, the State Council may decline to follow that direction or decision and, in that event, the Chief Executive Officer by notice shall advise the Ordinary Members of the decision of the State Council and the reasons for that decision.
- (5) Notwithstanding the provisions of sub-clause (4), the State Council is required to give consideration to any direction or decision made at a Special General Meeting in its discharge of responsibilities and functions.

2624. REPRESENTATION AND VOTING AT GENERAL MEETINGS

- (1) Subject to this Constitution, each Ordinary Member shall be entitled to be represented at any Annual General Meeting or Special General Meeting of the Association by two (2) ~~d~~Delegates.
- (2) A ~~d~~Designate shall be entitled to one (1) deliberative vote at the Annual General Meeting or Special General Meeting of the Association.
- (3) A ~~d~~Designate unable to attend any Annual General Meeting or Special General Meeting shall be entitled to cast a vote by proxy. A proxy shall be in writing and shall nominate the person in whose favour the proxy is given which person need not be a delegate. Proxy authorisations shall be delivered to the Chief Executive Officer before the commencement of the general meeting at which the proxy is to be exercised and shall be signed by the ~~d~~Designate or by the Chief Executive Officer of the Ordinary Member that nominated the ~~d~~Designate.
- (4) Except as provided in this Constitution, all matters considered at an Annual General Meeting or Special General Meeting of the Association shall be passed by a ~~s~~Simple ~~m~~Majority of the Ordinary Members' ~~d~~Designates or by a duly authorised proxy vote exercised on their behalf.

- (5) At any Annual General Meeting or Special General Meeting of the Association, greater than one half of the ~~d~~Delegates who are eligible to vote must be present to form a quorum.

2725. MINUTES OF MEETINGS OF ASSOCIATION

- (1) The Chief Executive Officer must cause proper minutes of all proceedings of all g~~G~~eneral m~~M~~eetings and State Council meetings to be taken and then to be entered within 30 days after the holding of each g~~G~~eneral m~~M~~eeting or State Council meeting, as the case requires, in a minute book kept for that purpose.
- ~~(2) The President must ensure that the minutes taken of a general meeting or State Council meeting under sub-clause (1) are checked and signed as correct by the person who presided at the general meeting or State Council meeting to which those minutes relate or by the person who presides at the next succeeding general meeting or State Council meeting, as the case requires.~~
- (23) When minutes have been entered ~~and signed~~ as correct under this clause, they are, until the contrary is proved, evidence that-
- (a) the g~~G~~eneral m~~M~~eeting or State Council meeting to which they relate (in this sub-clause called "the meeting") was duly convened and held;
 - (b) all proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and
 - (c) all appointments or elections purporting to have been made at the meeting have been validly made.

2826. AUDIT

- (1) At least once a year the State Council shall cause the Association's accounts to be audited by a person or persons appointed by the State Council or its delegated body.
- (2) The accounting records of the Association shall be open for inspection by the representatives of Ordinary Members during office hours and on reasonable notice.

2927. BANKING

- (1) All moneys received by the Association shall be banked into an operating account established by the State Council, in the name of the Association.
- (2) Payments drawn on the account and other documents relating to such account shall be authorised by the Chief Executive Officer and such other authorised persons as the State Council may deem appropriate.
- (3)
 - (a) The operating account to be so established, may be utilised for the purposes of paying salaries and operating expenses and for other purposes authorised by a resolution of the State Council.
 - (b) The State Council on the advice of the Chief Executive Officer, may appoint any member of the Secretariat to manage the operating account.

3028. COMMON SEAL

- (1) The Association shall have a common seal on which its corporate name appears in legible characters.

- (2) The common seal of the Association must not be used without the approval of the State Council and every use of that common seal must be recorded in the minutes of the State Council meeting.
- (3) The affixing of the common seal of the Association must be witnessed by any two of the Chief Executive Officer, the President and the Deputy President.
- (4) The common seal of the Association must be kept in the custody of the Chief Executive Officer or of such other persons as the State Council from time to time decides.

3129. AMENDMENT TO THE CONSTITUTION

The Constitution of the Association may be altered, added to or repealed by:

- (1) A resolution at any meeting of the State Council on the receipt of a ~~s~~Special ~~m~~Majority of ~~not less than 75%~~ of representatives or by their deputy representatives; and
- (2) A resolution at an Annual General Meeting or Special General Meeting passed by a Special mMajority of ~~not less than 75% of d~~Delegates or duly authorise a proxy vote to be exercised on their behalf, provided that:
 - (a) 75% of Ordinary Members who are eligible to vote are present or represented; and
 - (b) the Chief Executive Officer has given not less than sixty (60) days notice of any proposal to alter, add or repeal the Constitution to all Ordinary Members.

320. EXPULSION OF MEMBERS

- (1) An Ordinary Member may be expelled from the Association by resolution at a meeting of the State Council on the consent in writing to the proposition for expulsion being first received from not less than 75% of the Ordinary Members.
- (2) The Ordinary Member whom it is proposed to expel must receive at least sixty (60) days notice of the State Council meeting referred to in sub-clause (1) and shall be given the opportunity of attending the meeting and being heard with respect to the motion for expulsion.
- (3) An Associate Member may be expelled by resolution of State Council.

331. DISPUTES, MEDIATION AND ARBITRATION

- (1) The grievance procedure set out in this clause applies to disputes arising in connection with this Constitution between:
 - (a) a member and another member; or
 - (b) a member and the Association; ~~or~~
 - ~~(c) if the Association provides services to non-members, those non-members who receive services from the Association, and the Association.~~
- (2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all of the parties.

- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the dispute must, within ten (10) days, be referred initially to a panel to settle the dispute by mediation and if the dispute cannot be resolved, to arbitrate the dispute.
- (4) The panel shall be established by the State Council having regard to the nature and circumstances of the dispute and shall comprise such number of persons as the State Council may decide, being not less than three (3), who shall be drawn from amongst the following:
 - (a) Life Members of the Association;
 - (b) the President or Past Presidents of Local Government Professionals Australia WA;
 - (c) the Director General, Department of Local Government; or
 - (d) such other persons as the State Council considers appropriately qualified having regard to the nature and circumstances of the dispute.
- (5) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (6) The panel, in conducting the mediation, must:
 - (a) give the parties to the mediation process every opportunity to be heard;
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (7) Any arbitration shall be conducted in accordance with the provisions of the *Commercial Arbitration Act 1985 (WA)* and, notwithstanding section 21 (1) of that Act, each disputant may be represented by a duly qualified legal practitioner or other representative.
- (8) If a matter proceeds to arbitration, then the decision of the panel shall be final and binding on the disputants.
- (9) Any mediation or arbitration conducted under this clause must be confidential and without prejudice.

342. DISTRIBUTION OF SURPLUS PROPERTY ON WINDING UP OF ASSOCIATION

The State Council shall if instructed in writing by all of the Ordinary Members dissolve the Association and, after paying and discharging out of the Association's funds and assets all debts and liabilities, transfer the funds or realise the same and transfer the proceeds to any organisation or organisations constituted with similar objects to those of the Association and which organisation or organisations prohibit the distribution of property among the Ordinary Members thereof or in the absence of such an organisation as determined by a Judge of the Supreme Court.

SCHEDULE ONE

REGISTER OF POWERS

The powers of the Association on incorporation are the:

- (a) advocacy of Federal and State matters;
- (b) progression of Legislative Review;
- (c) management and pursuit of Local Government Act matters;
- (d) management and pursuit of Industrial (Labour) Relations matters;
- (e) direction of the Secretariat and management of the Association's offices; and
- ~~(f) — appointment of delegates in the case of joint appointment from amongst the metropolitan and country constituencies; and~~
- (gf) instigation of all things necessary to pursue and achieve the objectives of the Association.

In construing the above powers the following terms shall have the meanings set out opposite them:

- “Federal Affairs” means all matters from time to time under consideration by the Australian Local Government Association and all matters concerned with aspects of Federal legislation including all inter-governmental finance questions between Federal and State Governments but shall not extend to the intra-state distribution of grants;
- “Industrial (Labour) Relations” includes all issues concerned with conditions of employment within Local Government whether award or otherwise, personnel practices and training;
- “Legislative Review” means any review or proposed review of existing or proposed legislation whether State or Federal unless the State Council resolves that it is of relevance only to one of either the metropolitan or country constituencies;
- “Local Government Act matters” means all questions pertaining to the provisions of the Local Government Act.

The above powers and definitions may be added to, amended, modified or substituted from time to time in accordance with clause 4 of the Constitution.

SCHEDULE TWO

REGISTER OF DELEGATED POWERS, AUTHORITIES, DISCRETIONS AND DUTIES

Date	Committee/Person	Detail on Delegations
2 December 2015	Chief Executive Officer	<p>Chief Executive Officer delegated the authority to admit or refuse organisations seeking Associate Membership to WALGA on the basis that such organisations are:</p> <ul style="list-style-type: none"> organisations constituted by Local Governments such as Regional Councils, Voluntary Regional Councils and Alliances; not-for-profit organisations that can demonstrate a link or relationship with the Local Government sector, or Government agencies, including Government Trading Entities.
1 June 2011	Chief Executive Officer	<p>Authorisation of Expenditure Authorising all expenditures as approved in the budget, subject to:</p> <ul style="list-style-type: none"> all Chief Executive Officer compensation, outside of normal monthly remuneration being authorised by the President; and all business-related expenses paid to the Chief Executive Officer being authorised or ratified by the President
27 March 2019	Chief Executive Officer	<p>Reallocations of Budget Subject to compliance with budgetary policies / limitations set by State Council, the CEO may reallocate budget allocations between activity areas up to a maximum amount of \$20,000 between State Council meetings, with such amendments to be reported to the next meeting of the Finance and Services Committee detailing the amount and reasons.</p>
4 December 2002	President Deputy President Chief Executive Officer	<p>Affixation of the Common Seal</p> <ul style="list-style-type: none"> Affixation of the Association's common seal be undertaken upon the resolution of State Council except where it is impractical to obtain prior approval; In instances where obtaining prior approval is impractical, authority to affix the common seal be delegated to the Chief Executive Officer and one of either the President or Deputy President; A regular report be submitted to State Council "for noting" outlining all instances where the common seal has been used without prior resolution; and WALGA give priority to preparing an appropriate instrument of delegation.
6 February 2002 6 June 2007 (Updated)	Finance and Services Committee Insurance Board Municipal Waste Advisory Council Honours Panel Selection Committee	<p>Finance and Services Committee</p> <p>On behalf of State Council, and in accordance with any policies, directions or limitations set by State Council, undertake the following functions:</p> <ul style="list-style-type: none"> Determining key directions in relation to the establishment and/or development of new and current business opportunities that result in the delivery of outputs which enhance the financial and operational capacity of members and the Association. Adoption of business plans for the Association's service delivery units that deliver the key objectives within the Association's Strategic Plan, with regular monitoring of outcomes against agreed performance indicators. Oversee the financial management of the Association, including the recommendation of a draft annual Governance Budget to State Council, long term financial planning, monitoring/assessment of financial reports, approving and/or recommending budgetary reallocations to State Council, committing or reallocating reserve funds for special purposes, and auditing and presentation of the Association's annual accounts. Internal audit including monitoring/assessing compliance against financial and asset management and internal control policies. Oversee the delivery of business development, business management, human resource management and information management and corporate services. Establish a risk governance structure which ensures that management has implemented sound risk management policies and procedures across the Association, and which is regularly reviewed. Establish risk management and internal control performance indicators that are regularly evaluated through internal and external audit processes. Regularly report to State Council on the key activities and major decisions of the Committee.

		<p>Local Government Self Insurance Schemes Board</p> <ul style="list-style-type: none"> • To provide the overall strategic direction of the Schemes. • To recommend the appointment of the Scheme Manager to State Council. • To monitor the financial performance of the Schemes. • To ensure the compliance of the Schemes with the law • To ensure the proper management of risk. • Communicating between the Scheme Manager and Stakeholders. • To establish business plans for the Schemes with ongoing review. • To establish performance indicators and set achievable targets in consultation with the Scheme Manager. • To monitor the performance of the Scheme Manager's management of Scheme operations against key performance indicators. • To require the Scheme Manager to put forward policy recommendations on key operational issues for the Services, including reinsurance, deductibles, level of contributions, levels of policy cover, investments, provisioning (reserves), risk management, rehabilitation etc, and to adopt policies on these issues and keep them under review. • To make procedural determinations on process which are to be followed for the resolution of major claims. • To satisfy itself that satisfactory reinsurance cover has been obtained for the Schemes for each Fund year. • To accept members into the Schemes, with authority to place conditions for admission to membership, with authority for the Board to delegate this power to the Scheme Manager. • To consider the advice of the Scheme Manager and make determinations on the levying of additional contributions on the Scheme Members where the Board considers such action to be necessary, and on the disbursement of surpluses. • To consider the advice of the Scheme Manager and make determinations on the application of penalty loadings or other directives to members of the Schemes who have failed to comply with reasonable risk management standards or taken on additional risk exposures. • To approve annual budgets, financial statements and annual reports for the Schemes. • To appoint Scheme bankers, actuaries, auditors, legal panels, investment advisors and other service providers as required. • To consider actuaries reports and set reserves. • To consider auditors reports. • To review the findings of Scheme performance reviews and customer satisfaction surveys. • To adopt and keep under review Scheme Rules and Policy Wordings. • To undertake such inquiries and seek such reports and information on the Schemes operations as the Board deems fit. • To satisfy itself that the Scheme Manager maintains appropriate professional indemnity, public liability and other appropriate insurance policies that indemnify WALGA and the Schemes against Scheme Manager negligence. <p>Municipal Waste Advisory Council (MWAC)</p> <p>Representing the Western Australian Local Government Association in all matters relating to municipal waste management through delegation of appropriate powers and expenditure of budgeted funds, except the powers to acquire, hold and dispose of real property; borrow money; and set subscription levels. This delegation is further defined by the following:</p> <ul style="list-style-type: none"> • Decisions consistent with an existing formal Policy Statement of the Association can be made without reference to State Council. • Decisions on issues where there is not an existing formal Policy Statement of the Association, may be made without prior reference to State Council – all decisions of this nature will be referred to State Council as soon as practicable for endorsement. • Changes to the membership and voting entitlements of the Municipal Waste Advisory Council must be adopted by State Council prior to taking effect. <p>The objectives of the Municipal Waste Advisory Council Strategic Plan as amended from time to time define the primary areas of activity of the Council. The objectives of the current Strategic Plan are:</p> <ul style="list-style-type: none"> • Maintain MWAC as a credible, active and effective peak body in the area of waste management; • Facilitate and encourage cooperative linkages between Local, State and Federal Government, Regional Councils, Industry and the Community. • Promote economically sound, environmentally safe and socially acceptable waste management and minimisation strategies. • Represent Local Governments' view on waste management issues. • Coordinate and initiate research on waste management issues.
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		<p>Honours Panel</p> <ul style="list-style-type: none"> Overseeing the Association's annual Honours Program with delegated power from the State Council during the entire process. Adjudicating in the selection of recipients for Association Honours and the Local Government Medal, annually. Recommending, where appropriate, the conferral of alternative Association Honours where it is concluded that a nominated candidate is better suited to a different award category than the one they were originally nominated for. Overseeing the annual budget set for the Association's Honours Program. Encouraging, educating, promoting and raising the profile of all honours available to people in Local Government and all Western Australians. Reviewing the Honours Policies and supporting documentation as deemed necessary. <p>Selection Committee</p> <ul style="list-style-type: none"> Oversee the nominations and selection processes in accordance with the objectives and framework endorsed by the State Council. Call for and assess nominations for vacancies on Boards and Committees on the basis of objective selection criteria. Ensure that all steps in the selection process are completed before existing appointments to Boards and Committees expire. Make advisory recommendations to the State Council concerning the selection of applicants for vacancies on Boards and Committees which have been previously identified by State Council as being of strategic importance to the Association, including providing reasons for recommendations. For vacancies on boards and committees that have been identified as the highest strategic priority to Local Government, institute a process of formal interviews in the selection of candidates to ensure that the best person for the vacancy is recommended to State Council. Resolve upon preferred applicants for vacancies on Boards and Committees which have not been identified by State Council as being of strategic importance to the Association, including providing reasons for decision. Provide routine reports to State Council on the exercise of all delegated decision making authority concerning the selection process. Establish key performance indicators and set achievable targets for the Association's selection process. Review the process for the selection of applicants for vacancies on Boards and Committees and the delegations provided to the Selection Committee annually or biennially. Develop and implement measures to increase the awareness and understanding of the selection process amongst the Association's membership.
1-October 2002	Selection Committee	<p>Nominations for Boards and Committees</p> <p>That the President be given authority to co-opt persons for vacancies where no nominations were received.</p>
4 December 2002	Local Government Self Insurance Schemes Board Joint Venture Management Committee	<p>Local Government Self Insurance Schemes</p> <p>In relation to the roles, relationships and responsibilities between the LGIS Management Committee and the Local Government Self Insurance Schemes Board:</p> <ul style="list-style-type: none"> The name of the LGIS Management Committee be formally amended to 'Joint Venture Management Committee'. The roles for the Local Government Self Insurance Schemes Board be: <ul style="list-style-type: none"> providing the overall strategic direction of the Schemes; recommending appointment of the Scheme Manager to State Council; monitoring/evaluating Scheme Manager performance; monitoring the financial performance of the Schemes; ensuring compliance of the Schemes with the law; the proper management of risk; and communicating between the Scheme Manager and Stakeholders. The roles for the Joint Venture Management Committee be: <ul style="list-style-type: none"> policy oversight for the Municipal Insurance Broking Service (MIBS); monitoring the market share achieved by MIBS, by Council and by insurance type; and development of new insurance services or the enhancement of existing services and presenting such proposals to the WALGA Finance and Services Committee. All responsibility for managing the contractual relationship between the Association and JLT reside with the WALGA Finance and Services Committee. All relevant documentation be amended accordingly to reflect these changes. Membership to the Joint Venture Management Committee comprise the President and CEO of WALGA or their nominees, the CEO or nominee of JLT and another senior officer of JLT.