

WHEATBELT EAST REGIONAL ORGANISATION OF COUNCILS INC

CONSTITUTION

as at 9 October 2019^[HW1]

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Constitution of Wheatbelt East Regional Organisation of Councils Inc

1. NAME

The name of the Association is “The Wheatbelt East Regional Organisation of Councils Inc” referred to in these Rules as “WEROC”.

2. INTERPRETATION

In the event of any question arising as to the interpretation or application of these Rules, the Board, shall decide the matter, subject to an appeal for a final decision to a general meeting of WEROC.

2.1 Definitions

The following definitions apply in this Constitution unless the context otherwise requires:

- (a) “absolute majority” means the smallest whole number greater than one half of the current Members of WEROC, Board or Committee as appropriate;
- (b) “Act” means the *Associations Incorporation Act 2015*;
- (c) “Association” means the incorporated association to which these Rules apply;
- (d) “Board” means the Board of WEROC as described in Rule 11;
- (e) “Central Eastern Wheatbelt Region” means the area covered by the local government areas of the Shires of Bruce Rock, Kellerberrin, Merredin, Westonia and Yilgarn together with any adjoining area so determined by a Special Resolution adopted by a general meeting of the Association;
- (f) “Executive” means the Chair, Deputy Chair Secretary/Treasurer and Executive Officer of WEROC;
- (g) “financial year” of WEROC runs from 1 July – 30th June each year;
- (h) “Member”, means the Local Government as detailed in Rule 2.1 (e);
- (i) “Representative” means the Councillor Representatives of their Local Government who are nominated in accordance with Rule 6.1;
- (j) “Rule” means Rule of this Constitution;
- (k) “register of members” means the register of members referred to in section 53 of the Act.

3. NOT FOR PROFIT BODY

3.1 The property and income of WEROC must be applied solely towards the promotion of the objects or purposes of WEROC and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any Member or Representative, except in good faith in the promotion of those objects or purposes.

3.2 A payment may be made to a Member or Representative out of the funds of WEROC only if it is authorised under Rule 3.2(a).

(a) A payment to a Member or Representative out of the funds of WEROC is authorised if it is;

- (i) the payment in good faith as reasonable remuneration for any services provided to WEROC, or for goods supplied to WEROC, in the ordinary course of business; or
- (ii) the payment of interest, on money borrowed by WEROC from the Member or Representative, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
- (iii) the payment of reasonable rent to the Member or Representative for premises leased by the Member to WEROC; or
- (iv) the reimbursement of reasonable expenses properly incurred by the Member or Representative on behalf of WEROC.

4. OBJECTS

The Objects of WEROC shall be:

- (a) To effectively represent the businesses, community and local governments of the Central Eastern Wheatbelt Region in its broadest sense and to promote the economic, cultural and environmental development of the region;
- (b) To take an active interest in all matters of the moment affecting the Central Eastern Wheatbelt Region with the view to improving, promoting and protecting the interests of Members and the Community;
- (c) To establish a rapport with civic, business, ethnic and other sectors of the Community;
- (d) Be recognised as representing and presenting the view of community to the relevant agencies and communities of the participating Members;
- (e) To keep Members informed on important matters affecting the economic, cultural and environmental development of the region;
- (f) To consider and respond to and advocate the amendment of Commonwealth or State legislation, regulations and policies and the local laws, regulations and policies of local government bodies and other corporations directly or indirectly affecting the interests of the Central

Eastern Wheatbelt Region and for such purposes to take all such steps or proceedings as may be expedient;

- (g) To gain greater recognition of the Central Eastern Wheatbelt Region;
- (h) To encourage Government and private enterprise to support the Central Eastern Wheatbelt Region;
- (i) To deliver projects considered beneficial to the whole of the Central Eastern Wheatbelt Region.

5. POWERS

In carrying out its Objects, WEROC shall have the following powers:

- (a) To purchase, lease, acquire, sell, let on lease or otherwise dispose of, or deal with, any real or personal property for purposes which are, or are likely to be, in furtherance of, or consistent with the Objects of WEROC and, without limiting the generality of the foregoing:
 - (i) To invest any monies not immediately required for any of the above Objects in such manner, or in such security, as may to WEROC seem appropriate;
 - (ii) To draw, accept and negotiate cheques, bills of exchange, payments, promissory notes and other negotiable instruments;
 - (iii) To obtain, collect, generate, produce, earn and receive money, income and funds, by way of contributions, donations, subscriptions, legacies, license fees, grants or any other lawful method, and to accept and receive gifts of property of any description whether subject to any special trusts or not;
 - (iv) To erect, maintain and improve or make alterations to any land or buildings or other property in the care, control, custody or ownership of WEROC;
 - (v) To undertake such activities as may be necessary or expedient for the production, earning, generation or procuring of income, donations or contributions to enable WEROC to further its Objects;
 - (vi) To conduct bank accounts that are deemed necessary by WEROC;
- (b) To join, cooperate or affiliate with, or support, any other person or group of persons, or corporate bodies, for purposes that are consistent with the above Objects;
- (c) In furtherance of the objectives of WEROC, to lend or advance money or give credit, to any person or body corporate, to guarantee and give guarantees and indemnities for the payment of money, or the performance of contracts or obligations by any person or body corporate, and otherwise to grant financial assistance to any person or body corporate;

- (d) To enter into any arrangements with a Government or authority, Commonwealth, State, Local or otherwise that may be conducive to the attainment of the Objects of WEROC;
- (e) To obtain from or grant to any such Government or authority any rights, privileges, concessions and obligations which to the Board seem desirable to obtain or grant, and to carry out, exercise and comply with any such arrangements, rights, privileges, concessions and obligations;
- (f) To engage by contracts of service or for services for remuneration, professional assistance of any kind to perform services for WEROC in furtherance of the above-mentioned Objects;
- (g) To employ executive staff and employees and pay them salaries, wages, gratuities and superannuation or as a contractor;
- (h) To affiliate with bodies whose objectives are similar or conducive to the objectives of WEROC;
- (i) To print and publish electronically or non-electronically, all or any of newspapers, periodicals, pamphlets, circulars, bulletins, web pages, newsletters etc;
- (j) To use or cause to be used, any form of media, radio or television, e-mail or facsimile to promote to the community or to Members any of the Objects of WEROC. All Media Releases must be approved by the Presidents of the Member Councils;
- (k) To do all such other things as WEROC or its Members may deem to be necessary, incidental or conducive to the attainment of the above Objects and the exercise of these powers;
- (l) To make by-laws for the better management and day to day operation of WEROC or any of its committees.

6. MEMBERSHIP

The membership of the WEROC Board shall consist of:

6.1 Representation on WEROC Board

- two (2) members of the Shire of Bruce Rock and appointed by the Council of the Shire of Bruce Rock;
- two (2) members of the Shire of Kellerberrin and appointed by the Council of the Shire of Kellerberrin;
- two (2) members of the Shire of Merredin and appointed by the Council of the Shire of Merredin;
- two (2) members of the Shire of Westonia and appointed by the Council of the Shire of Westonia; and
- two (2) members of the Shire of Yilgarn and appointed by the Council of the Shire of Yilgarn.

Representatives are to be nominated at least biannually by each Local Government and notified to the Executive Officer in writing.

6.2 Proxies

A nominated proxy can act as Proxy if required with voting rights.

6.3 Voting rights

Each of the Members as detailed in 6.1 shall have one vote each except the Chair who shall have a second vote in the event that any vote is tied.

6.4 Representatives qualifications

Representatives of Local Governments must be sitting Councillors or the Chief Executive Officer and must be approved by WEROC Board.

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6.5 Withdrawal of nominees

Written notice of the revocation of power as Representative must be given by the Local Government Member to the Executive Officer of WEROC along with the name of the succeeding representative.

7. TERMINATION

7.1 Termination of Membership

A Member shall cease to be a Member if they:

- (a) Do not pay outstanding debts owed to WEROC within 3 months of the debt becoming due unless the Board resolves to extend the period for a further 3 months in which case the amount must be paid within 6 months of first becoming due;
- (b) As a Local Government become defunct or is wound up.

7.2 Resignation

Members wishing to resign must give 3 month's written notice to the Executive Officer. Resignation does not take effect until the end of the financial year.

Resignation or termination of membership does not clear debts owed to WEROC. Upon resignation or termination of membership for whatever reason, Members must pay any outstanding debts including arrears of subscriptions, owed to WEROC.

7.3 Reinstatement

The Board may reinstate by absolute majority, the membership of any former Member to WEROC once that Member has cleared all debts owed to WEROC as outlined Rule 7.1(a).

8. EXPULSION

WEROC reserves its right to expel any Member or Representative whose behavior is prejudicial to the Objects of the group and may do so by:

- (a) Calling a Special General Meeting to expressly consider the question of "a motion of expulsion";

- (b) Giving the Member or Representative who is the subject of the motion written notice, setting out the grounds for complaint, 7 days before the scheduled Special General Meeting;
- (c) securing the votes of the Representatives present at the Special General Meeting of at least:
 - (i) 80% of Representatives when voting to expel a Representative: or
 - (ii) Two thirds of Representatives when voting to expel a local government.

9. REGISTER OF MEMBERS

- 9.1 WEROC Executive must keep and maintain a Register in accordance with section 53 of the Act, containing:
 - a) The name of each Member;
 - b) The residential, postal or email address of each Member;
 - c) The date of entry to WEROC of each Member.
- 9.2 Inspecting and copying the Register
 - a) WEROC will make register available for inspection free of charge for any current Member upon written request to the Executive.
 - b) A Member may make a copy of entries in the Register.
 - c) A Member must not use or disclose any information in the Register for any purpose other than a purpose that:
 - i. is directly connected with the affairs of WEROC; or
 - ii. relates to the administration of the Act.

10. SUBSCRIPTIONS

- 10.1 Annual Subscriptions

Members are not required to pay a membership fee or annual subscription but may be required to pay an annual financial contribution as determined by the Association with such contributions to be in equal shares.
- 10.2 Financial Contributions by New Members

Where a new Member is admitted to WEROC, a financial contribution to be made by the new Member, in addition to the annual financial contribution, will be as determined by the Board.^[HW3]

11. BOARD

11.1 Composition of Board

- (a) The management and control of WEROC and its affairs and property shall be vested in the Board.
- (b) The Board may co-opt any person for their expertise when required. Such persons shall have no vote.
- (f) All Members must hold office until their successors are appointed but the elected positions must be declared vacant immediately prior to the Annual General Meeting.

11.2 Vacancies on Board

A position on the Board will be deemed vacant if a Representative:

- (a) Resigns by notice in writing sent to the Chair;
- (b) Is removed at a Special General Meeting of Members of WEROC;
- (c) In the event that a Representative cease to be a Councillor or Chief Executive Officer for their Member;
- (d) Dies, or departs for more than 6 months from the State of Western Australia; or
- (e) Is convicted of an offence under the Act.

11.3 Chair Ineligible

- (a) In the event of death, disqualification, or resignation of the Chair, the Deputy Chair shall become the interim Chair until the next Annual General Meeting.
- (b) If the Deputy Chair is not prepared to act, then any Member of the Board may be elected as interim Chair.

12. POWERS OF THE BOARD

12.1 Powers of the Board

The Board is empowered to do all things required for the management of WEROC and for the furtherance of WEROC's Objects, except those things, which, according to this Constitution must be done by WEROC in General or Special Meetings.

12.2 Appoint or Dismiss Staff

The Board may from time to time, appoint or dismiss any Executive Officer and staff as it deems to be necessary for the purpose of carrying out the Objects of WEROC and may pay or allow salaries, allowances, superannuation and recompenses that the Board, from time to time, deems appropriate.

- 12.3 Entering into Contracts
The Board may enter into contracts on behalf of WEROC that it deems advisable and at all times may dispose of funds of WEROC that it deems to be in the best interest of and for carrying out the Objects of WEROC.

13. COMMITTEES OF THE BOARD

- 13.1 Committees Appointed
The Board may appoint committees to provide advice to the Board consisting of at least 4 Members, to consider any specific matters. Any 3 Members or at least 51% of Members, whichever is greater, of the committee, will constitute a quorum.
- 13.2 Co-opting Committee members
The Board may co-opt people with suitable qualifications to these committees.

14. ELECTIONS

- 14.1 Elections at Annual General Meeting
- (a) Elections for Chair, Deputy Chair, Secretary/Treasurer and Board members will take place at the Annual General Meeting of WEROC where the Chair will declare all positions vacant.
 - (b) The Chair and Deputy Chair must be from a different Local Government.
 - (c) Subject to Rule 14.2, a Board member's term will be from his or her election at an annual general meeting until the election at the next annual general meeting after his or her election, but he or she is eligible for re-election to membership of the Board.
- 14.2 Where a vacancy on the Board occurs after 31 March in any year:
- (a) the position can remain vacant until the next Annual General Meeting or;
 - (b) an election to fill the vacancy is to take place at a Special meeting called for that purpose. |

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15. PROCEDURES OF BOARD MEETINGS

- 15.1 Meetings
The Board will, unless otherwise determined by WEROC in general meeting, meet at least four times a year, on a day that the Board determines from time to time. Special Board meetings may be convened by the Chair, or in their absence the Deputy Chair, or by any 4 other Board members.
- 15.2 Notice of Meeting
Notice of a meeting of the Board, stating the business of the meeting and including reports and supporting documentation must be given by the Executive Officer to each Representative at least 5 business days prior to the meeting.

- 15.3 Chair of Meetings
The Chair, or in their absence, the Deputy Chair, shall be the Chair of all meetings of the Board, or in their absence, the Board may elect a Member to chair the meeting.
- 15.4 Quorum
No business will be transacted at any Board meeting unless a quorum of at least 51% of Board Members is present at the time when the meeting proceeds to business.

16. EXECUTIVE OFFICER

- 16.1 Executive Officer Appointed
The Board is empowered to appoint an Executive Officer for a contract period not exceeding five years or to remove an Executive Officer from WEROC and to decide upon his or her remuneration and duties. The contract of an Executive Officer so appointed may be renewed from time to time at the discretion of the Board.^[HW5]
- 16.2 Executive Officer's role
The Executive Officer will act as Secretary/Treasurer of WEROC and non-voting member of the Board and will:
- (a) Receive all monies on behalf of WEROC, give receipts thereof on the official receipt form of WEROC, and pay such monies into such account or accounts at such bank as the Board may, from time to time, decide upon. These accounts shall be operated upon generally for the good conduct of the affairs of WEROC in such a manner as the Board shall, from time to time, determine.
 - (b) Keep the accounts of WEROC and shall make up an annual statement of accounts and balance sheet of WEROC to June 30 in each year, which shall, after audit, be circulated amongst the Members of WEROC with the notice of the Annual General Meeting. The Executive Officer shall also prepare a statement of receipts and expenditure for each meeting of the Board.
 - (c) Maintain a Register of Members.
 - (d) Unless the Members resolve otherwise at a general meeting, have custody of all books, documents, records and registers of WEROC.
 - (e) Compile Minutes, Grant applications and acquittals, arrange Guest Speakers and collective Board Member training.
 - (f) Undertake all other duties as directed by the Board.

17. FINANCE

- 17.1 The financial year for WEROC will be as detailed in Rule 2.1(g).
- 17.2 The Board will ensure sound financial management;

- 17.3 The Board will prepare and approve the annual budget at least 1 month before the end of the financial year.
- 17.4 Any operating expense or capital expenditure not included in the budget must be approved by the Board prior to being incurred.
- 17.5 The Executive Officer will be responsible for arranging the keeping of a correct and up to date accounting record with full details of all receipts and expenditure connected with the work of WEROC.
- 17.6 The Executive Officer will present to each meeting of the Board, a true and correct financial statement comparing actual to budget for the period up to the end of the prior month.
- 17.7 The financial statement, or summary of the financial statement, will form a part of the minutes of the meeting at which it is presented.
- 17.8 The financial statement of WEROC may be published from time to time as the Board determines or otherwise made available to Members.

18. MINUTES

- 18.1 Minutes to be kept
Proper minutes must be kept of all proceedings of general meetings and meetings of the Board and Committees.
- 18.2 Circulation of minutes
Copies of minutes of the last general meeting or meeting of the Board will be circulated with or prior to the notice summoning the next general meeting or meeting of the Board, as the case may require. Minutes will be taken as read unless a majority of those present at the subsequent meeting decide to the contrary.
- 18.3 Minutes to be Adopted
All minutes of general meetings or meetings of the Board must be confirmed at the next meeting.

19. MEETINGS

- 19.1 Annual General Meeting
The Annual General Meeting of WEROC is to be held not later than 31 December in each year for the purpose of:
 - (a) Receiving the Chair's Annual Report;
 - (b) Receiving the audited financial statement of accounts for the previous financial year;
 - (c) The election of the Board for the ensuing year;
 - (c) The appointment of a firm of auditors of WEROC in accordance with Rule 22; and

- (e) Dealing with any other business of which it has been given notice of at least 21 days before the meeting.

19.2 Special General Meetings

The Board may whenever it deems appropriate, and the Chair will on requisition of at least 20% of Members of WEROC, convene a Special General Meeting of WEROC. The requisition must:

- (a) be in writing; and
- (b) state the purpose for which the meeting is being called.

9.3 Notice of Meetings

A notice of all Annual General Meetings or Special General Meetings must state the business of the meeting and notice must be given to all Members at least 14 days prior to the meeting.

19.4 Quorum

No business will be transacted at an Annual or Special General Meeting of WEROC unless a quorum of at least 51% of Representatives is present.

If a quorum is not present within 30 minutes after the time appointed for the General Meeting in the notice:

- (a) where the meeting is convened on the requisition of Representatives, the meeting must be automatically dissolved; and
- (b) in any other case:
 - (i) the meeting stands adjourned to a day and at a time and place as the Board decides or, if no decision is made by the Board, to the same day in the next week at the same time and place; and
 - (ii) if no quorum is present at the resumed meeting within 30 minutes after the time appointed for the meeting, provided at least 2 Representatives are Present at the resumed meeting, they will be taken to constitute a quorum.

19.5 Chair

The Chair or, in their absence, the Deputy Chair will be the Chair of all Annual or Special General Meetings. If neither the Chair nor the deputy Chair is present, the meeting will elect a Chair of that meeting.

19.6 Voting

All Representatives present at the Annual or Special General Meetings are entitled to one vote each. Voting at all Annual or Special General Meetings will be done by a show of hands. In the event of equality of votes, the Chair of the meeting will have a second vote.

- 19.7 Decisions
Except where otherwise required in these Rules, decisions of WEROC at a General Meeting will be passed by a majority of Representatives present and voting. In the event of equality of votes, the Chair of the meeting will have a second vote.

20. COMMON SEAL

- 20.1 Custody of Seal
WEROC will have a Common Seal, which will be in the custody of the Executive Officer at the office for the time being of WEROC.
- 20.2 Affixing Seal
The Seal will be affixed:
- (a) to all deeds, instruments and documents that need to be under seal;
 - (b) pursuant to a resolution of the Board of WEROC; and
 - (c) in the presence of 2 Representatives from different member Local Governments.

21. ALTERATION OF CONSTITUTION

This Constitution may at any time be altered by 'Special Resolution' in a manner resolved by 75% of Representatives present and entitled to vote and voting at the Annual General Meeting or at a Special General Meeting of WEROC convened for that purpose.

22. AUDIT

WEROC must comply with all financial reporting obligations imposed under the Act.

- 22.1 Auditor's Access to records
The auditor must audit the accounts of WEROC once a year and is entitled to full and free access to all accounts, records, documents and papers of WEROC relating directly or indirectly to the receipt and payment of monies or to the acquisition, receipt, custody or disposal of assets by WEROC.
- 22.2 Auditor's Report
Before the Annual General Meeting the Auditor will examine the accounts and records of WEROC for the previous financial year and report on whether the accounts and records give a true and fair view of the financial affairs of WEROC, and on any other matters arising out of the records that the Auditor considers should be reported to the Members.

23. APPOINTMENT OF AUDITOR

WEROC will, at each Annual General Meeting, appoint an Auditor for a period of 1 year, who is not a Member of WEROC. The Auditor will be eligible for

reappointment by WEROC and WEROC Board has the power to fill any temporary vacancy in the office of Auditor.

24. INSPECTION OF RECORDS, ETC OF ASSOCIATION

A Representative may at any reasonable time inspect without charge the books, documents, records and securities of WEROC.

25. DISPUTES & MEDIATION

- a) The grievance procedure set out in this rule applies to disputes under these rules between-
 - (i) a Member / Representative and another Member / Representative; or
 - (ii) a Member / Representative and WEROC; or
 - (iii) Non-Members who receive services from WEROC, and WEROC.
- b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- c) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- d) The mediator must be:
 - (i) in the case of a dispute between a Member / Representative and another Member / Representative, a person appointed by the Board of WEROC; or
 - (ii) in the case of a dispute between a Member / Representative, or non-Member and WEROC, a person who is a mediator appointed to, or employed with, a not for profit organisation.
- e) A Member of WEROC can be a mediator.
- f) The mediator cannot be a Member or Representative who is a party to the dispute.
- g) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- h) The mediator, in conducting the mediation, must-
 - (i) give the parties to the mediation process every opportunity to be heard;
 - (ii) allow due consideration by all parties of any written statement submitted by any party; and
 - (iii) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

- i) The mediator must not determine the dispute.
- j) The mediation must be confidential and without prejudice.
- k) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

26. DISSOLUTION

- 26.1. WEROC may be dissolved or wound up by a resolution at any General Meeting or at a Special General Meeting called for that purpose.
- 26.2. Upon the winding up or cancellation of WEROC, any Surplus Property will not be paid to or distributed among the Members, but will be distributed to one or more organisations listed in section 24 of the Act with Objects similar to the Objects.