

**CONSTITUTION OF
NEW SOUTH WALES ASSOCIATION OF
MINING RELATED COUNCILS INCORPORATED**

- 1 The name of the Association is the New South Wales Association of Mining Related Councils Incorporated.

2 Objects

The objects of the Associations are:

- to identify emerging issues in mining and related developments as they affect member councils and their communities and acquaint member councils of those issues and alternate strategies;
- to advocate on behalf of member councils and their communities on mining related issues;
- to ensure Commonwealth and State Governments are aware of emerging issues in mining and related developments and represent the interests of member councils and their communities to those governments and their departments;
- to pursue sources of financial assistance and resources for member councils to assist in dealing with the impacts of mining and related developments in their areas and upon their communities;
- to strengthen the impact of Local Government in relation to the mining industry and the relevant agencies of the New South Wales and Commonwealth Governments;
- to ensure member councils work together on problems and projects of joint interest and concern and harness the expertise and resources of member councils and their staff on mining and related development issues, to the benefit of all member councils.

3 Membership of the Association

Membership of the Association is available to any local authority and any other body, association or similar entity affected by mining or related development and approved by the Executive Committee.

- 3.1 The Public Officer of the Association will maintain a register of members of the Association and this will be available on the Association's website, along with current delegates.

4 Representation

- 4.1 Each member shall be entitled to two delegates, who shall be nominated in writing by the member.
- 4.2 Each member may nominate one or more alternate delegates who may attend meetings as delegates, in the absence of the nominated delegates.
- 4.3 Only two delegates of each member shall be entitled to vote at any General Meeting of the Association, but the number of persons attending the meeting from any member is unlimited.
- 4.4 Tele-conferencing facilities will be available upon request to assist delegate participation at General Meetings.
- 4.5 Life Membership
- The Association may grant life membership to a retiring delegate who has a minimum of two terms representing their council and has made an outstanding, recognised contribution to the organisation,
 - The decision will be made by the Association at a meeting following the delegate's retirement,
 - Life membership grants the retiring delegate an eminent role with the right to attend meetings and functions within the Association, the right to discuss issues before the Association but no voting rights to move or second any motion on any matter including nomination or appointment of office bearers or, staff members.
 - If a life member has any connection, contract or association with a mining company he/she cannot participate in Association of Mining Related Councils issues.
- 4.6 A delegate cannot be nominated by a member council if he/she has any association, commercial agreement or contract with a mining company.

5 Vacancy in Representation

- 5.1 The office of delegate shall become vacant if:
- a person resigns by letter, addressed to the member; or
 - the member withdraws the nomination of the delegate; or
 - the delegate dies or is declared bankrupt; or
 - the delegate is absent from three consecutive meetings of the Association, without having first obtained leave of absence from the Association.
- 5.2 Where the office of a delegate becomes vacant, the member concerned may appoint another delegate to replace the vacancy.

6 Dispute Resolution

A complaint may be made by any person who is a member of the Association. The complaint should be made to the Executive Officer, who will advise the Executive Committee of the nature or reason for such complaint.

- 6.1 In processing any complaint about alleged ethical misconduct, the Executive Committee will compile an objective, factual account of the dispute in question and make the best possible recommendation for the resolution of the case. The Committee, in taking any action, shall do so only for cause, shall only take the degree of disciplinary action that is reasonable, shall utilise these procedures with objectivity and fairness, and in general, shall act only to further the interests and objectives of the Association and its membership.
- 6.2 Should the Executive Committee require resignation by a delegate, it must advise the delegate and his/her member council of the reason and intention to do so. It is up to the member council to nominate a replacement delegate and take any disciplinary action.
- 6.3 A delegate may appeal such decision to his/her member council, or to a general meeting of the Association. Any appeal to the Association is to be determined by a simple majority of votes cast by members.

7 Executive of the Association

- 7.1 The Executive of the Association shall comprise the Chairperson, two Deputy Chairpersons, one of whom shall be from a metalliferous member council, if such delegate is willing to accept nomination, and three (3) other delegates as the Association shall from time to time determine necessary.
 - The three other delegates appointed to the Executive must come from three separate member council areas.
- 7.2 The Executive shall be elected annually from the delegates at the Annual General Meeting of the Association.
- 7.3 The Chairperson, or in his or her absence, a Deputy Chairperson, following consultation with all other members of the Executive shall have the power to co-opt any delegate to the Executive, to fill a casual vacancy for the balance of the term of the election for that position.
- 7.4 The Executive shall meet at least four times each year, at a time and place determined by the Executive.
- 7.5 The Executive Officer shall give at least seven day's notice to each executive member, of business to be transacted at the meeting.
- 7.6 Each member of the Executive shall have one vote, but the Chairperson shall also have one casting vote in the event of equality of voting.
- 7.7 Voting shall be by show of hands.
- 7.8 A quorum for a meeting of the Executive shall be three (3) members.

- 7.9 The Executive Officer shall attend all meetings of the Executive Committee but does not have a vote and shall record the minutes of each meeting.

8 Delegation

- 8.1 The Executive shall have authority to act on behalf of the Association, to carry on the activities of the Association in accordance with this constitution and adopted policies.
- 8.2 The Executive may, by resolution, delegate any of its functions, activities and responsibilities to any member of its Executive or the Executive Officer, upon such terms as the Executive considers appropriate, except the responsibility for determining membership fees or other matters specifically reserved in this constitution, to ensure orderly day to day operation of the Association.

9 Staff

- 9.1 The Association shall have an Executive Officer, who shall be appointed by the Executive, and such other staff as the Association decides.
- 9.2 The Executive Officer also operates as the Public Officer and is responsible for custody of the Association's records and documents.
- 9.3 The Association's records and documents are available upon request for inspection by members, without any charge, during normal business hours.
- 9.4 For the purpose of performing any of its powers, duties or functions, the Association may make use of the services of an employee of a member, if the prior approval of the member is obtained.

10 Advisory Subcommittees

- 10.1 The Association may, from time to time, appoint any number of subcommittees to achieve any responsibility, activity or object of the Association and may delegate to that subcommittee responsibility or activity.
- 10.2 Each subcommittee so formed may regulate its own affairs.

11 Meetings

- 11.1 A General Meeting of all delegates shall be held at least once each year, between October 1 and December 24 in each year, and at such other times as the Executive determines.
- 11.2 The Chairperson shall, within thirty days of receiving such request, upon the written request of not less than three members of the Association, convene a special General Meeting of the Association.
- 11.3 The place and time for general meetings shall be as determined by the Executive from time to time.

- 11.4 The Executive Officer shall notify each member and each delegate of a meeting and of the nature of the business to be transacted at the meeting, not less than seven days beforehand.
- 11.5 The Executive Officer shall send copies of minutes of the previous meeting to each delegate in accordance with Clause 11.4.

12 Quorum

- 12.1 At a General Meeting, a quorum shall exist when the majority of member councils are represented.
- 12.2 If a quorum is not present, within one hour of the commencement time of the meeting, the meeting shall stand adjourned to another time and if necessary, another place, as determined by the Chairperson, or in the Chairperson's absence, a Deputy Chairperson.
- 12.3 If a quorum is not present at the adjourned meeting, the matters listed for consideration at the general meeting, shall be determined by the Executive.

13 Business at meetings

The business to be considered at a general meeting of the Association shall consist of:

- declarations of interest;
- matters of which due notice has been given by a member or a delegate;
- matters which the Chairperson submits to the meeting;
- reports by any staff of the Association; and
- any report or recommendation by any sub-committee;
- such other matters as the meeting may determine are urgent and should be considered at that meeting.

14 Voting

- 14.1 Each delegate shall have one vote.
- 14.2 Proxy votes are permitted only in accordance with Clause 4.3.
- 14.3 There is no provision for postal voting under this Constitution.
- 14.4 The Chairperson of the meeting shall have one deliberative vote and in the event of equality of voting, have one casting vote.
- 14.5 Voting shall be determined upon simple majority of those delegates voting, upon show of hands

14-6-1 Contested Elections Chairperson, Deputy Chairperson (Coal) Deputy Chairperson (Metaliferous)

- (1) If the number of candidates nominated for the positions of Chairperson, Deputy Chairperson (Coal) and Deputy Chairperson (Metaliferous) is greater than one, the election is to be a contested election.
- (2) The voting system in a contested election for the indicated positions in (1) will be preferential.

14-6-2 Contested Election Three positions Executive Committee not filled automatically by election to the position of Chairperson, Deputy Chairperson (Coal) and Deputy Chairperson (Metaliferous)

- (1) If the number of candidates nominated for the three (3) remaining Executive Committee positions is greater than that number, the election is to be a contested election.
- (2) The voting system in a contested election for the three (3) positions will be either preferential or, proportional representation. This decision on the voting method is to be made at the General/Annual meeting prior to a contested election (if held).

14-6-3 Candidates Nominations and Resumes

- (1) Nominations for office bearer positions are to be called for no later than two (2) weeks prior to the General/ Annual meeting date.
- (2) It is preferred that Candidates for the indicated positions in clause 14-1 and clause 14-2 should forward their nominations seconded by a current Association delegate (or a supporting communication, including e mail that the nomination will be seconded) to reach the Executive Officer not later than 4 30pm on the day one (1) week prior to the General/Annual meeting. The nomination is to be (preferably) accompanied by a brief resume setting out details of the candidate's background in local government and the Association (if applicable) for distribution to delegates.

14-6-4 Voting Methods Policy

- (1) The voting methods policy as tabled on 13th August 2015 be an annexure to the constitution

14.7 The decision of the Chairperson as to a count of votes shall be binding upon the meeting.

15 Powers of the Association

The Association shall have power in accordance with this Constitution:

- to carry out the objects of the Association; and
- to receive funds to carry out the objects and responsibilities of the

Association.

16 Finance

The funds of the Association are derived from annual subscriptions of members and subject to any resolution passed by the Association at a general meeting. The Association will manage its fund internally with an accredited accounting package to current audit standards.

- 16.1 The Association's financial year shall be from July 1 to June 30.
- 16.2 The Executive shall present to the Annual General Meeting a budget setting out the projected income and expenditure of the Association for the ensuing financial year, together with an estimate of fees required of members to achieve the budget.
- 16.3 The Annual General Meeting shall determine member fees for the ensuing financial year.
- 16.4 Membership fees shall be for the period July 1 to June 30 of each year and be reviewed as per Clause 16.3 to allow increases in accordance with the permissible rate increase each year.
- 16.5 The Association shall promptly pay all monies received by it into a bank account and shall be operated in such a manner and by such persons as the Executive shall from time to time determine.

17 Office

The office of the Association shall be at such place as the Executive may from time to time determine.

18 Year

The Association's year shall be as follows:

- The financial operating year shall be from July 1 to June 30.
- The functional year shall be the calendar year and the Annual General Meeting and the election of officers will be held at the end of the calendar year.

19 Members' Liability

Members of the Association are not liable to contribute towards the payment of the debts and liabilities of the Association, or the costs, charges and expenses of the winding up of the Association, except to the extent of the amount, if any, unpaid by a member in respect of fees determined by the Association pursuant to Rule 22.

20 Insurance

- 20.1 The Association shall effect and maintain insurance as required.

20.2 In addition to the insurance required under Clause 19.1, the Association may effect and maintain other insurance.

21 Annual Report

The Association shall submit an Annual Report to each of the members.

22 Termination of Membership

A member may resign from membership of the Association by giving three months' notice in writing of its intention to do so, to the Executive Officer, but shall be required to pay any fees due for membership up to the end of the current financial year.

23 Alterations to Constitution

No alterations or amendments shall be made to this Constitution unless at a general meeting and at least two-thirds of the delegates present at that meeting, agree to such alterations or amendments.

24 Winding up of the Association

Upon the winding up of the Association, the debts and liabilities of the Association shall be discharged out of the assets of the Association. The balance of any assets held after payment of all debts and liabilities, shall be transferred to the members equally.