



Sydney Coastal Councils Group Inc

# CONSTITUTION

Resilient coasts. Engaged communities. Local leadership. Regional impact.





**SYDNEY COASTAL  
COUNCILS GROUP**

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Sydney Coastal Councils Group Inc.

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# CONSTITUTION OF THE SYDNEY COASTAL COUNCILS GROUP INC.

## 1. NAME

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The name of the group is the **Sydney Coastal Councils Group Incorporated** hereunder referred to as “the Group”.

## 2. MISSION and GOALS

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### 2.1 Mission

The mission of the Group is:

To lead sustainable management of the coastal and estuarine environment through collaboration, capacity building, advocacy and research.

### 2.2 Goals

*The goals of the Group are:*

Collaboration: Facilitate cooperation between, and coordination of, actions by Member Councils and coastal stakeholders.

Capacity building: Develop and exchange knowledge and tools to support the role and build the capacity of Member Councils.

Advocacy: Provide a regional and cohesive voice representing Member Councils

Research: Identify and address current and emerging regional coastal issues.

## 3. MEMBERSHIP

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- 3.1 Membership of the Group shall consist of those Councils adjacent to marine and estuarine environments and their associated waterways within the greater Sydney region who seek to accept membership in accordance with the terms of this Constitution.
- 3.2 The list of Councils that are members of the Group shall be kept in the Register of Members, which is established and maintained by the Secretariat.
- 3.3 One of these Member Councils, with their concurrence, shall be nominated at an Annual General Meeting or Special Meeting to be the Host Council for a three-year term. If no Member Councils is nominated that the Chairperson’s Council will become the Host Council for a three-year term.
- 3.4 The Secretariat of the Group is responsible for maintaining a Register of Members specifying the member Councils, name and address details of the member and details of members’ representative(s).



## 4. REPRESENTATION BY MEMBER COUNCILS

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### 4.1 Full Group

4.1.1 All Member Councils shall be represented on the Full Group by up to three delegates appointed from time to time by that Member Council; such delegates may be elected members and/or staff as determined by the individual Member Council. Nominated delegates whether elected members or staff shall have equal consideration on the Full Group Committee.

4.1.2 The office of a delegate shall become vacant if:

- (a) the delegate resigns by letter addressed to the Council which appointed him/her;
- (b) the delegate is replaced by his/her Council at any time.

4.1.3 Where the office of a delegate becomes vacant, the Member Council concerned may appoint another delegate.

4.1.4 General Managers shall ensure that appropriate Member Council representation is provided at Committee Meetings to ensure that interests and issues of all Member Councils are represented.

4.1.5 Where a delegate of a Member Council is unable to attend a meeting of the Group, the Member Council may be represented by another person appointed for the purpose of being an alternative delegate (a proxy). Such alternative delegate may, during the absence of a delegate of his/her Council, act in his/her place and be subject to vacation of office in the same way as a delegate. 'A proxy' can be any person as so nominated by the Member Council.

4.1.6 Where a delegate has missed 3 meetings without notification, the Group shall write to the Member Council seeking an alternative delegate.

### 4.2 Technical Committee

4.2.1 All Member Councils shall be represented on the Technical Committee by up to three delegates appointed by the General Manager of the Member Council.

4.2.2 The office of a delegate shall become vacant if:

- (a) the delegate resigns by letter addressed to the Council which appointed him/her;
- (b) the delegate is replaced by his/her Council at any time.

4.2.3 Where the office of a delegate becomes vacant, the General Manager of the Member Council concerned may appoint another delegate.

4.2.4 General Managers shall ensure that appropriate Council representation is provided at Technical Committee Meetings such that interests and issues of all Member Councils is represented.

4.2.5 General Managers shall ensure that Council staff representing their Council on the Technical Committee are allocated the appropriate amount of time to undertake duties required as per their representation.

4.2.6 Where a delegate of a Council is unable to attend a meeting of the Committee, the Member Council may be represented by another person appointed for the purpose of being an alternative delegate (a proxy).

An alternate delegate may, during the absence of a delegate of his/her Council act in his/her place and be subject to vacation of office in the same way as a delegate.

- 4.2.7 Where a delegate has missed 3 committee meetings without notification, the Group shall write to the Member Council seeking an alternative delegate.
- 4.2.8 The Technical Committee has an advisory role. Its enables council staff to exchange information, network and learn from their peers, collaborate on current and emerging needs and develop regional projects.
- 4.3 General Manager's Forum
- 4.3.1 All Member Councils shall be represented on the General Manager's Forum by at least one delegate, being the General Manager/CEO, Director or another Senior Staff delegate as appointed by the General Manager of the Member Council.
- 4.3.2 General Managers shall ensure that appropriate Member Council representation is provided at meetings.
- 4.3.3 Where a delegate of a Member Council is unable to attend a meeting, the Member Council may be represented by another person appointed for the purpose of being an alternative delegate (a proxy).
- 4.3.4 The General Manager's Forum has an advisory role. It's primary function is to review and provide input into the activities of the Group.

## 5. CHAIRPERSON

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- 5.1 The delegates shall at the Annual General Meeting elect a Chairperson and one or two Vice Chairpersons as determined necessary by the Group at the meeting.
- 5.2 The Chairperson or in his/her absence, a Vice Chairperson shall preside at all meetings of the Group.
- 5.3 The Chairperson of the Group shall determine the conduct of the Full Group and Executive Committee meetings which shall conform as far as practicable with the Code of meeting practice established under section 360 of the *Local Government Act 1993*.

## 6. THE EXECUTIVE COMMITTEE

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- 6.1 Powers of the Executive Committee
- Subject to the Associations Incorporation Act 2009, the Associations Incorporation Regulation, this constitution and any resolution passed by the association in general meeting, the Executive Committee:
- (a) is to control and manage the affairs of the association, and
  - (b) may exercise all the functions that may be exercised by the association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the association, and
  - (c) has power to perform all the acts and do all things that appear to the committee to be necessary or desirable for the proper management of the affairs of the association, and
  - (d) is responsible for reporting to the Full Group at the Annual General Meeting on the financial affairs of the Group

## 6.2 Composition and membership of the Executive Committee

- (1) The committee is to consist of:
  - (a) the office-bearers of the association, and
  - (b) up to 3 ordinary committee members,  
each of whom is to be elected at the annual general meeting of the association under clause 6.5.
- (2) The total number of committee members is to be 8.
- (3) The office-bearers of the association are as follows:
  - (a) the president,
  - (b) the vice-president (coastal)
  - (c) the vice-president (estuarine),
  - (c) the treasurer,
  - (d) the secretary.
- (4) Where no Secretary is elected, the Executive Officer of the Group assumes the role of Secretary.
- (5) A committee member may hold up to 2 offices (other than both the offices of president and vice-president).
- (6) There is no maximum number of consecutive terms for which a committee member may hold office.
- (7) Each member of the committee is, subject to this constitution, to hold office until immediately before the election of committee members at the annual general meeting next following the date of the member's election, and is eligible for re-election.

## 6.3 Secretary

- (1) The secretary of the Group must, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.
- (2) It is the duty of the secretary to keep minutes (whether in written or electronic form) of:
  - (a) all appointments of office-bearers and members of the committee, and
  - (b) the names of members of the committee present at a committee meeting or a general meeting,  
and
  - (c) all proceedings at committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- (4) The signature of the chairperson may be transmitted by electronic means for the purposes of subclause (3).

## 6.4 Treasurer

It is the duty of the treasurer of the Group to ensure:

- (a) that all money due to the association is collected and received and that all payments authorised by the association are made, and
- (b) that correct books and accounts are kept showing the financial affairs of the association, including full details of all receipts and expenditure connected with the activities of the association.

## 6.5 Election of Committee Members

- (1) The Executive Committee shall be elected from among the delegates each year at the Annual General Meeting. An election shall also be held for any casual vacancy occurring among the officials and any official so elected shall hold office until the next Annual General Meeting.
- (2) The delegates elected to the Executive Committee shall be from across the Member Councils. There shall be not more than one delegate from a Member Council.

## 6.6 Casual vacancies

- (1) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member from among the delegates of Member Councils of the Group to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the Annual general meeting next following the date of the appointment.
- (2) A casual vacancy in the office of a member of the committee occurs if the:
  - a) member dies
  - b) Member Council (of which the committee member is a delegate) ceases to be a member of the association, or
  - c) Member Council (of which the committee member is a delegate) is or becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or
  - d) member resigns office by notice in writing given to the secretary, or
  - e) member becomes a mentally incapacitated person, or
  - f) member is absent without the consent of the committee from 3 consecutive meetings of the committee, or
  - g) member is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
  - h) member is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the Corporations Act 2001 of the Commonwealth.

## 6.7 Committee meetings and quorum

- (1) The committee must meet at least 3 times in each period of 12 months at the place and time that the committee may determine.
- (2) Additional meetings of the committee may be convened by the chairperson or by any member of the committee.
- (3) Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or any other period that may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 3 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (6) No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.

- (8) At a meeting of the committee:
  - (a) the chairperson or, in the chairperson's absence, the vice-chairperson is to preside, or
  - (b) if the chairperson and the vice-chairperson are absent or unwilling to act, one of the remaining members of the committee chosen.

#### 6.8 Use of technology at committee meetings

- (1) A committee meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the committee's members a reasonable opportunity to participate.
- (2) A committee member who participates in a committee meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

#### 6.9 Delegation by committee to sub-committee

- (1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of the member or members of the association that the committee thinks fit) the exercise of any of the functions of the committee that are specified in the instrument, other than:
  - (a) this power of delegation, and
  - (b) a function which is a duty imposed on the committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this clause may be made subject to any conditions or limitations as to the exercise of any function, or as to time or circumstances, that may be specified in the instrument of delegation.
- (4) Despite any delegation under this clause, the committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the committee.
- (6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-committee may meet and adjourn as it thinks proper.

#### 6.10 Voting and decisions

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to clause 6.7 (5), the committee may act despite any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

## 7 Other Meetings

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- 7.1 Meetings of the Full Group shall be held three times per year, of which one of those meetings shall be the Annual General Meeting. The Annual General Meeting must be held within six months of the end of the financial year.
- 7.2 Special general meetings – calling of
- (1) A Special Meeting of the Group may be convened as and when required, in accordance with this Constitution.
  - (2) The committee must, on the requisition of at least 5% of the total number of members, convene a special general meeting of the association.
  - (3) A requisition of members for a special general meeting:
    - (a) must be in writing, and
    - (b) must state the purpose or purposes of the meeting, and
    - (c) must be signed by the members making the requisition, and
    - (d) must be lodged with the secretary, and
    - (e) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
  - (4) If the committee fails to convene a special general meeting to be held within 1 month after the date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
  - (5) A special general meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.
  - (6) For the purposes of subclause (3):
    - (a) a requisition may be in electronic form, and
    - (b) a signature may be transmitted, and a requisition may be lodged, by electronic means.
- 7.3 Technical Committee Meetings of the Group shall be held quarterly.
- 7.4 Meetings of the General Mangers Forum shall be held bi-annually.
- 7.5 The Financial Statements and Annual Report of the Group for the financial year ending June 30 shall be submitted annually at the Annual General Meeting.
- 7.6 For Full Group meetings, the Secretariat shall notify each Member Council and delegates of meetings and of the nature of the business to be dealt with at the meeting not less then fourteen (14) days before each meeting. In the case of Special Meetings 21 days notice must be given.
- 7.7 The Secretariat shall forward minutes of each meeting to each Member Council and delegate as soon as practicable after the meeting.
- 7.8 With the consent of the delegates at a meeting, leave may be granted for any person to address that meeting.

- 7.9 At every meeting of the Full Group, the Chairperson shall preside, or if her/she is not present, a Vice Chairperson shall preside, or if he/she is not present, the delegates present shall elect a person to preside at that meeting.
- 7.10 Meetings may be held at an office location decided by the Group and/or at two or more venues using any technology that gives the members as a whole a reasonable opportunity to participate.

## 8. VOTING BY THE FULL GROUP

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- 8.1 At Full Group meetings only duly appointed delegates of financial Member Councils in attendance may vote.
- 8.2 The Chairperson presiding at a Full Group meetings shall not have, in the event of an equality of voting, a casting vote in addition to an original vote to determine a matter. In the event of equal voting, the Chairperson shall again submit the motion to the meeting and if again there are equal votes the matter shall be unresolved and referred to Member Councils for resolution and referral to a subsequent meeting of the Full Group.
- 8.3.1 Where there is more than one delegate present from a Member Council, that Member Council can only collectively exercise one vote.
- 8.4 The association may hold a postal or electronic ballot to determine any issue or proposal. A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

## 9. QUORUM

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- 9.1 A quorum at a meeting of the Full Group shall consist of a majority of Member Councils, represented by at least one duly appointed delegate from a majority of Member Councils.
- 9.2 If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
- (a) if convened on the requisition of members—is to be dissolved, and
  - (b) in any other case—is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- 9.3 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) are to constitute a quorum.

## 10. BUSINESS AT MEETINGS

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- 10.1 The business conducted at a meeting of the Full Group shall consist of:
- (a) Matters of which notice has been given by a Member Council or delegate;
  - (b) Matters which the Chairperson thinks fit to submit to the meetings;
  - (c) Consideration of reports by staff of the Group of Member Councils;
  - (d) Consideration of any recommendation or report by any committee;

- (e) Consideration of any recommendation or report by any State Government department or community group;

and otherwise as the Group decides.

## 11. POWERS OF THE GROUP

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- 11.1 The Group is a Regional Organisation of Councils incorporated under the Associations Incorporations Act 1984 (2009). Member Councils participate and collaborate in the association under provisions of Sections 355, 357 and 358 clause (2) of the *Local Government Act, 1993* and empowered as set out in this Constitution subject to formal adoption and ratification under Common Seal by the Member Councils.
- 11.2 The Group is empowered to do all things necessary and convenient to implement its Mission and Goals.
- 11.3 The above shall not affect the right of an individual Council acting in its own right on these matters.
- 11.4 The control, regulation, maintenance and management of the exercise of these powers is vested in the meetings of the delegates in accordance with this Constitution.

## 12. STAFF

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- 12.1 The Group may appoint an Executive Officer and other such staff, as the Group may consider appropriate, dependant on funding allocation, in order to pursue its Mission and Goals and act as the Public Officer.
- 12.2 Such staff, provided that performance is satisfactory, shall remain as an employee for the term of their appointment to the Group but not longer than the Group continues to exist.

## 13. OTHER COMMITTEES

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- 13.1 The Group may, from time to time, appoint any number of committees in connection with any work, activity or object of the Group.
- 13.2 The Group shall have power to nominate and appoint any qualified person to assist and/or comprise a committee.
- 13.3 The Group may appoint Honorary Membership to the SCCG on a 12 month cycle via nomination at the Annual General Meeting. Honorary Members shall be suitably qualified persons, in the field of coastal management or equivalent that shall act in an advisory capacity to the SCCG.

## 14. OFFICE

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The Office of the Group shall be at such a place as the Group may from time to time appoint.

## 15. FINANCIAL YEAR

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The Group's financial year shall commence on 1 July and terminate on 30 June of the next year.

## 16. FINANCE

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- 16.1 The Group shall before the end of each financial year prepare estimates for the following financial year showing:
- (a) The amount of proposed expenditure by the Group;
  - (b) The amount in hand available for such expenditures;
  - (c) Any additional amount required to be raised to meet such expenditure;
  - (d) Proposed sources of funding for matters itemised in “c”.
- 16.2 The estimates shall be referred to the Executive Committee for consideration at a Meeting. The expenditure shall be contained within the approved budget of the Group, or in accordance with supplementary votes for funds approved by Member Councils.
- 16.3 The financial contribution by each Member Council towards costs of the Group shall be determined at the Annual General Meeting or a special meeting of the Full Group.
- 16.4 The Group shall pay all monies received by it into a trust fund maintained by the nominated Host Council or a bank account in the name of the Group and shall use such monies for the purpose of and subject to the terms of this Constitution.
- 16.5 All funds shall be operated upon in such manner and by such persons, as the Group shall from time to time determine by resolution of the Executive Committee.
- 16.6 A financial report shall be submitted to the Full Group at its Annual General Meeting.
- 16.7 (a) The Executive Committee shall appoint an auditor who shall annually audit the accounts of the Group.
- (b) The audit of accounts shall be submitted to each of the Member Councils with a notice of an Ordinary or Annual General Meeting, and presented to that meeting.

## 17. ANNUAL REPORT

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The Group shall prepare an annual report to be submitted at the Annual General Meeting.

## 18. CO-OPERATION

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For the purpose of performing any powers, duties or functions, the Group may make use of the services of an employee of a Member Council if the prior approval of the Council is obtained.

## 19. TERMINATION OF MEMBERSHIP

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A Member Council may withdraw from membership of the Group on giving six months' notice of termination to the Group. When such termination takes effect the Constitution remains in force between the remaining members of the Group.

## 20. AMENDMENTS

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This Constitution may be amended from time to time by a resolution passed at a Special or Annual General Meeting of the Group by votes equivalent to three quarters of the number of delegates entitled to vote. Such amendment shall not take, and shall have no effect, unless ratified by at least three quarters of Member Councils entitled to vote

## 21. TERMINATION OF THE GROUP

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- 21.1 Upon the termination of the Group the debts and liabilities of the Group shall be discharged out of the assets of the Group. The balance of the assets shall be given or transferred in equal shares by the Group to the Member Councils remaining immediately before the termination of the Group. Any such distribution of surplus property must be approved in accordance with s.65 of the *Associations Incorporation Act 2009*.
- 21.2 If any debts are more than the available assets, each Member Council shall contribute equally to that debts excess.
- 21.3 This agreement shall be dissolved and terminated at any time upon a resolution to that effect being passed by a three quarters majority of Member Councils entitled to vote.

## 22. DECLARATION OF PECUNIARY INTERESTS

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- 22.1 The Group shall be bound to the conduct set out in the *Local Government Act 1993*, Chapter 14 Part 1 and 2, Division 1, in relation to Member Councils and/or delegates' interests.

## 23. RESOLUTION OF INTERNAL DISPUTES

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- 23.1 A dispute between a member and another member (in their capacity as members) of the association, or a dispute between a member(s) and the association, are to be referred to a community justice centre for mediation under the *Community Justice Centres Act 1983*.

## 24. CUSTODY OF BOOKS

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Except as otherwise provided by these rules, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the Group in written or electronic form.

## 25. INSPECTION OF BOOKS

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The records, books and other documents of the Group must be open to inspection by a member of the Group, free of charge, during business hours Monday-Friday.

## 26. DEFINITIONS

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In this Constitution:

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**Chair** means the elected chair of the Group

**Council** means Member Council

**Executive Officer** is the Group's officer for exercising overall management responsibility for the Group's operations. The Executive Officer also acts as the public officer and is therefore the official point of contact for an incorporated association and one of the authorised signatories.

**Executive Forum** means General Managers from Member Councils and their delegates

**Full Group** is defined in clause 4.1.

**General Manager** means either General Manager or Chief Executive Officer of the Member Council

**Group** refers to the Sydney Coastal Councils Group Incorporated

**Host Council** means the Council that provides Secretariat staff office space and any other resources negotiated through a service level agreement between the Group and the Host Council. The Host Council is nominated and determined at an Annual General Meeting every three years.

**Member Councils** are identified in the Register of Members

**Public Officer** is both the official point of contact for an incorporated association and one of the authorised signatories

**Secretariat** is defined in Clause 12

**Register of Members** is defined in clause 3.4

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**This Constitution was adopted by resolution of each inaugural Member Council and authority granted for execution of each Member Council hereunder.**

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MEMBER COUNCIL NAME AND SIGNATORY

Sydney Coastal Councils Group signed by:

\_\_\_\_\_  
CHAIR

\_\_\_\_\_  
EXECUTIVE OFFICER

\_\_\_\_\_  
DATE

\_\_\_\_\_  
DATE

***Sydney Coastal Councils Group  
Constitution Amendments***

*1/93 (15.1.93), 1/95 (9.1.95), 1/97 (21.10.97), 1/98 (14.3.98), 1/99 (16.10.99), 1/04 (11.9.04),  
1/05 (11.04.05), 2/05 (5.10.05), 1/08 (6.12.08), 1/10 (4.12.10) 1/15 (19.9.15). 1/16 (22/10/16)*

