

26<sup>th</sup> November 2021

---

## **WLGA CONSTITUTION UPDATE**

### **Purpose**

1. To seek Council's approval to make 'alterations' to the WLGA Constitution.

### **Background**

2. The WLGA Council may amend or alter the WLGA Constitution providing alterations are approved by at least two-thirds of voting members, with at least two-thirds of Member Councils are represented at the meeting.
3. The WLGA Constitution was last updated on 14<sup>th</sup> June 2019.
4. WLGA Executive Board agreed on 22<sup>nd</sup> October 2021 that the Constitution should be reviewed to reflect some of the democratic and governance reforms in recent years, as well as a wider review relating to the member and decision-making arrangements of the WLGA ahead of the new municipal term.
5. It was also agreed that legal advice should be sought to consider what delivery model and governance options are available for future WLGA services, in particular, the proposed Joint Inspection Team to support local authorities and other stakeholders in addressing building (and fire) safety.

### **Proposed Alterations**

6. The wider more fundamental review of the Constitution for the new Association will take several months and it is proposed that Group Leaders oversee this work, with a revised constitution considered at a Council meeting in 2022.
7. There are however several areas of the Constitution that should be altered and updated in the interim.
8. Most of the proposed alterations are minor and relate to recent constitutional or legislative changes, formalisation of custom and practice or to introduce greater flexibility given the nature of remote working and changing nature and regularity of various meetings during the past 18 months.
9. The proposed altered Constitution is included in Annex A, with alterations included in tracked changes with explanatory notes where necessary.
10. In summary the proposed alterations include:

- 10.1 Corrections of typos;

- 10.2 Replacement of references to the National Assembly for Wales (Senedd Cymru/Welsh Parliament), Welsh Cabinet Secretaries (Welsh Ministers) and removal of reference to the EU;
- 10.3 Consistent reference to the term 'Member Councils' (as various terms, such as 'member authority', were included);
- 10.4 Adoption of custom and practice or introduction of greater flexibility e.g.
  - 10.4.1 appointment of spokespeople where vacancies arise following Council meetings;
  - 10.4.2 bringing dates for meeting notices, agendas and papers in line with the approach for councils;
  - 10.4.3 extending the WLGA budget deadline from 1<sup>st</sup> January to 31<sup>st</sup> January (in line with the new date for agreeing CJC budgets);
  - 10.4.4 references to remote/hybrid meetings and permitted use of social media;
  - 10.4.5 Replacement of the section on members allowances with reference to an independent review (as previously agreed by WLGA Council) and in line with the LGA's Articles of Association; and
  - 10.4.6 Replacement of LGA Membership section with relevant extracts from the more recent LGA Articles of Association.

## **Recommendations**

### **11. Members are asked to:**

- 11.1 **Note that a wider review of the WLGA governance arrangements and review to the constitution will commence and report to WLGA Council in 2022; and**
- 11.2 **Approve the proposed alterations to the constitution (per Annex A).**

---

### **Report cleared by Presiding Officer and WLGA Group Leaders**

**Author:** Daniel Hurford, Head of Policy  
**E-mail:** [daniel.hurford@wlga.gov.uk](mailto:daniel.hurford@wlga.gov.uk)

## **ANNEX A**



# Constitution

**~~1<sup>st</sup> July 2019~~ 26<sup>th</sup> November 2021**

Adopted at the inaugural meeting of the WLGA on 23<sup>rd</sup> February 1996 and amended  
24<sup>th</sup> November 2000, 26<sup>th</sup> November 2004, 26<sup>th</sup> September 2008, 25<sup>th</sup> September 2009,

25<sup>th</sup> February 2011, 29<sup>th</sup> June 2012, 19<sup>th</sup> June 2015, 31<sup>st</sup> March 2017, ~~and~~ 14<sup>th</sup> June 2019 and 26<sup>th</sup> November 2021.

## Table of Contents

1.0	Constitution and Title.....	4
2.0	Aim .....	4
3.0	Objectives and Powers of the Association .....	4
4.0	Accessibility .....	5
5.0	The Council.....	5
6.0	Membership of the Council .....	6
7.0	Voting at the Council .....	6
8.0	Political Groupings.....	7
9.0	Executive Board .....	7
10.0	Office Holders .....	9
11.0	Audit Committee .....	10
12.0	Management Sub-Committee .....	11
13.0	Advisory Groups, Committees and Panels .....	12
14.0	Regional Groups.....	12
15.0	Associate Membership .....	13
16.0	Representation on Outside Bodies.....	13
17.0	Council Meetings and Procedure .....	13
18.0	Notices of Motion .....	14
19.0	Special Meetings .....	14
20.0	Conduct of Meetings.....	15
21.0	Declarations of Interest .....	16
22.0	Contractual Arrangements on behalf of the Association .....	16
23.0	Chief Executive and Staff .....	17
24.0	Support for Political Groups.....	17
25.0	Members' Allowances.....	17
26.0	Finance .....	18
27.0	Resignation of Member Councils .....	18
28.0	Dissolution.....	19
29.0	Alteration of the Constitution.....	21
30.0	Local Government Association .....	21
31.0	Impartiality of Staff .....	22
32.0	Public Statements.....	23

## 1.0 Constitution and Title

- 1.1 The name of the Association shall be the Welsh Local Government Association, Cymdeithas Llywodraeth Leol Cymru.
- 1.2 The Association shall consist of all principal councils in Wales as have desire to be in membership. Full membership is awarded to such members (thereafter Member Councils).
- 1.3 The Association may choose to invite as Associate Members National Park Authorities, Fire and Rescue Authorities and other local government bodies in Wales. Such authorities will be awarded associate membership (thereafter Associate Authorities).

## 2.0 Aim

- 2.1 The aim of the Association shall be to promote, protect, support and develop democratic local government in Wales and in particular the interests of Member Councils and Associate Authorities.
- 2.2 The Association will speak for all its members on matters of local government in general or matters which concern Member Councils and Associate Authorities.

## 3.0 Objectives and Powers of the Association

- 3.1 The objectives and powers of the Association are as follows:
  - 3.1.1 to represent and negotiate, wherever possible by consensus, the interests of Member Councils and Associate Authorities and its people in general to the ~~National Assembly for Wales~~ Senedd Cymru/Welsh Parliament, Welsh Government, the Government and Parliament of the United Kingdom, ~~the European Union and~~ other international institutions and other bodies;
  - 3.1.2 to formulate sound policies for the improvement and development of local governance, effective management in local authorities and the enhancement of local democracy in Wales and elsewhere, now and for future generations;
  - 3.1.3 to provide forums for the discussion of matters of common concern to Member Councils and Associate Authorities, and as a means by which joint views may be formulated and expressed;
  - 3.1.4 to provide Member Councils and Associate Authorities with access to- a full range of cost-effective service in ~~aeccordanace~~ accordance with their wishes;
  - 3.1.5 to promote the policies of the Association and to provide information on local government issues to the public and outside organisations;

**Commented [DH1]:** updated to reflect changes to Assembly/Senedd and EU membership

- 3.1.6 to uphold and promote equality, diversity and human rights in all of its work with member organisations, partners, the public, and staff; this will also include promoting diversity in democracy;
- 3.1.7 to ensure that members of different political groups determined under Article 8.2 have the opportunity to contribute to the Association's work and to the development of policies which represent, as far as possible, consensus between the political groups and between groups of authorities;
- 3.1.8 to provide an indemnity in respect of potential personal liability incurred by any Officer or Member of the Association arising out of any action by them which is authorised by the Association;
- 3.1.9 to subscribe to, take, purchase or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stock, bonds, debentures, debenture stocks, obligations or securities, and to establish and participate in corporate vehicles constituted or carrying on business in Wales;
- 3.1.10 to support councillors in their role as democratically elected local representatives;
- 3.1.11 to provide for accommodation, staff, goods and services as are necessary for the purpose of implementing the Association's aim and objectives;
- 3.1.12 to do anything that a natural person or legal corporation can lawfully do which is necessary, or intended to facilitate, or conducive or incidental to the discharge or achievement of the Association's aim and objectives.

#### **4.0 Accessibility**

- 4.1 The Association regards the Welsh and English Languages as having equal status and its proceedings may be conducted in either language. The Association, through its proceedings and policies, will use, support and develop the use of both languages in accordance with applicable Welsh Language Standards.
- 4.2 The Association will operate in the spirit of other legislation where it applies to Welsh local government, in particular with regards access to information and the conduct of meetings of the Association.

#### **5.0 The Council**

- 5.1 There shall be a Council of the Association (thereafter the Council).
- 5.2 The Council shall be the sovereign body of the Association and will deal with the appointment of Office Holders, constitutional and business issues. It will also have a deliberative role which can be utilised in the furtherance of Association policy.

5.3 The Council will hold an Annual General Meeting to elect the Office Holders set out in Article 10 and to receive an annual report from the Chief Executive of the Association (thereafter the Chief Executive).

5.4 The Council will also ~~meet each year to~~ agree the budget of the Association and ~~to~~ set subscriptions. Other meetings may be held as required.

5.5 Motions may be moved at specified meetings of the Council, provided notice has been given in accordance with Article 18 of this Constitution.

## **6.0 Membership of the Council**

6.1 Member Councils shall be entitled to appoint one member of the Council for each 50,000 population or part thereof. The relevant population shall be as given in the latest figures published by the Registrar General before the convening of each Annual General Meeting.

6.2 In the event that Member Councils elect to merge, then their membership of and previous liabilities to the Association transfers into the new merged body. The number of WLGA Council representatives appointed by any new merged ~~member authority~~ Member Council will remain at the ~~combined~~ combined pre-merger total for the remainder of the municipal term.

6.3 All those nominated to serve on the Council or any Committee or other grouping formed by the Association shall be members of Member Councils or Associate Authorities.

6.4 The period of office for members shall commence with effect from the Annual General Meeting and shall end immediately before the next Annual General Meeting subject to the proviso that those individuals shall cease to be eligible for membership of the Council if:

6.4.1 they cease to hold office as a member of the Member Council which nominated them;

6.4.2 the nominating authority ceases to be a ~~m~~Member Council of the Association; or

6.4.3 their nomination to serve on the Council has been withdrawn by their Member Council in writing.

## **7.0 Voting at the Council**

7.1 Each member of the Council appointed by a Member Council shall have one vote.

7.2 A Member Council shall have the facility to vest all the votes of its appointed



members of the Council with one of its appointed members. In order to make use of this facility the Chief Executive of a Member Council should inform the Chief Executive of the Association of this intention at least ten days in advance of the Annual General Meeting. The registered intention will then become the manner in which the votes must be exercised until the next Annual General Meeting.

- 7.3 In the case of an equality of votes, the Chair of the meeting shall have the casting vote, in addition to any vote he/she may be entitled to give as a member of the Council.
- 7.4 A member of the Council may nominate another member of a Member Council to attend on his or her behalf and exercise his or her vote(s), provided ~~written~~ notice is given to the Chief Executive of the Association by the absent member of Council, the Leader of a Member Council, or an appropriate officer of that Member Council, before the commencement of the meeting. This substitute must be an elected member of the same ~~authority~~ Member Council and political group as the absent member of Council.

## **8.0 Political Groupings**

- 8.1 Any group of members of the Council may elect to form themselves into a political group; political groups may combine to form a ~~coalition~~ coalition.
- 8.2 The Council shall afford accreditation to any political group which comprises two or more members, which must be from two or more ~~Member authorities~~ Councils. Any individual member of the Council may not belong to more than one political group and not more than one group shall be afforded accreditation for any single party.
- 8.3 The size of a group is calculated by the number of votes that may be cast by members of the group at the Council, taking account of any decision taken by a Member ~~Authority-Council~~ under Article 7.2 to vest its votes in a single member.
- 8.4 The political balance of the Council shall be calculated with reference to the size of the groups as defined in Article 8.3.
- 8.5 Each Group shall appoint a Leader who shall inform the Chief Executive, in writing, of the names of members belonging to the Group. The Chief Executive shall also be informed of any changes in the membership of groups, when they occur.

## **9.0 Executive Board**

- 9.1 The Council shall establish an Executive Board comprising:
- 9.1.1 Leader of each Member Council (or his/her nominated representative);
- 9.1.2 such additional number of members appointed by the Council from its own

membership as is necessary to ensure that, where a political group has a majority on the Council, the said majority political group has a majority of at least one on the Executive Board.

9.1.3 In accordance with Articles 15.1 and 15.2, each category of Associate Authorities shall nominate a collective representative to serve on the Executive Board, but that representative may not vote and will not be included in the political balance of the Association.

9.2 The Executive Board shall be the main policy and deliberative forum of the Association that seeks to deal with issues at an all Wales level. It reports to the Council, and receives relevant reports from the Management Sub-Committee and Audit Committee as defined in Articles 11.0 and 12.0.

9.3 The Presiding Officer shall chair meetings of the Executive Board or in his/her absence a Deputy Presiding Officer as appointed under Article 10.1. Should the Presiding Officer or Deputy Presiding Officer/s be absent for part or the whole of an Executive Board meeting, the Executive Board will appoint a chair from its membership to preside over the business of the meeting.

9.4 The Member Council nominating any Member who is unable to attend the Executive Board may appoint another of its members of the same political group to act as a substitute at the meeting and that substitute shall have full voting and speaking rights provided that the name of such substitute shall be notified to the Chief Executive of the Association in writing before the commencement of the meeting.

9.5 Meetings of the Executive Board shall be in accordance with a calendar approved by the Council. ~~Meetings may be cancelled, rearranged or additional~~ meetings ~~of the Executive Board~~ may be convened by the Presiding Officer ~~or~~ Chief Executive in consultation with the Leaders of the accredited political groups (determined in accordance with Article 8).

Commented [DH2]: Updated to reflect custom and practice

9.6 In making its decisions, the Executive Board will seek to find a consensus among its members but, in the event of a division of opinion, decisions will be taken by a majority, on the basis of one vote for each member of the Executive Board who is entitled to vote. (The collective representative for each group of Associate Authorities, as determined under Article 15.1, is not entitled to vote). The Quorum for the Executive Board shall be eleven members.

9.7 In the case of an equality of votes, the Chair of the meeting shall have the casting vote in addition to any vote he/she may be entitled to give as a member of the Executive Board.

9.8 The minutes, agenda and reports relating to each meeting of the Executive Board will be distributed to all members of the Council for information.

## 10.0 Office Holders

- 10.1 The Council shall, at each Annual General Meeting of the Association, appoint from among those have been appointed to the Executive Board a Presiding Officer. Council shall also appoint a number of Deputy Presiding Officers as it considers appropriate from the membership of the Council, in order to reflect the political groupings within the Association.
- 10.2 The leader of the largest political group shall be known as the Leader of the Association and shall have responsibility for promoting the policies of the Association supported, where there is consensus, by other Officer Holders. A political group may comprise an individual party or a coalition.
- 10.3 The Council shall, at each Annual General Meeting of the Association, appoint a Deputy Leader or Deputy Leaders to support the work of the Leader of the Association. Group Leaders will be recognised at the Annual General Meeting. Any changes to the Leader, Deputy Leader or Group Leaders will be noted at the next Executive Board, Management Sub-Committee or Council meeting, whichever is earlier.
- 10.4 The Council may appoint Spokespersons and such Deputy Spokespersons as are required with responsibility to promote the policies of the Association in specified policy areas. Spokespersons, on behalf of the Association, may undertake ~~bilateral~~ bilateral meetings with Welsh ~~Government Cabinet Secretaries and~~ Ministers, UK Government Ministers, Commissioners, representatives of other public bodies, represent the Association at committees of the National Assembly for Wales Senedd -Cymru/Welsh Parliament or UK Parliament, chair meetings of cabinet member forums and fulfil the terms of reference of any relevant ~~WLGA~~ Association Advisory Group or sub-committee.
- 10.5 The Council will appoint Spokespersons so that the number of Spokespersons appointed from each political group will so far as is possible reflects the political balance of the Council. Where Spokesperson or Deputy Spokesperson vacancies arise following an Annual General Meeting, interim appointments may be made by the relevant Leader of the Group that held that Spokesperson or Deputy Spokesperson position. Such appointments will be reported to the next Executive Board, Management Sub-Committee or Council meeting, whichever is earlier.
- 10.6 To ensure that a majority group, or coalition, on the Council can express a majority view if required, such majority group, or ~~coalition~~ coalition, shall have the first choice in appointing Spokespersons.
- 10.7 Spokespersons may convene meetings of leading members and officers from each Member Council, and with relevant professional bodies to exchange information, inform and review Association policy and report to report back to the Association.

**Commented [DH3]:** Update to reflect custom and practice and to provide greater flexibility to manage any necessary changes following an AGM.

**Commented [DH4]:** Updating to reflect changes to Assembly/Senedd .

**Formatted:** Line spacing: Multiple 1.08 li, No widow/orphan control

**Commented [DH5]:** to provide greater flexibility to fill any vacancies following AGM e.g. changes to Council membership, resignation of a Spokesperson etc

## 11.0 Audit Committee

- 11.1 The Council shall establish an Audit Committee. The Audit Committee will have overall responsibility for monitoring the integrity of the financial statements of the Association, and for overseeing the Association's internal control and risk management systems.
- 11.2 The Audit Committee will report to the Executive Board and/or the Council of the Association and its associated organisations or companies.
- 11.3 The responsibilities of the Committee are to:
- 11.3.1 Review the financial statements prepared for the Association; specifically to consider whether appropriate accounting policies have been followed and whether there are concerns arising from the financial statements or from the audit that need to be brought to the attention of the Executive Board or Council.
  - 11.3.2 Monitor the processes relating to the management of the Association's overall risks, internal controls and corporate governance arrangements and consider the level of assurance that can be taken from those processes.
  - 11.3.3 Oversee the appointments of the external auditors, commission work from internal and/or external audit as appropriate, monitor the operation of internal and external audit processes for the Association and seek expert advice where necessary to provide independent internal or external assurance on key issues.
  - 11.3.4 Consider issues of probity and conduct and agree action necessary to ensure that the practice for the Association and its associated companies reflects an appropriate ethical framework.
  - 11.3.5 Present an annual report to the Council, detailing the activities of the Committee during the year and an assessment of the adequacy and effectiveness of the internal control framework of the Association.
- 11.4 The Audit Committee shall comprise at least one member per political group or ~~coalition~~ coalition from within the membership of the Council and such additional members as Council determines at the Annual General Meeting to ensure a minimum membership of 5 members. The WLGA Leader may not be a member of the Audit Committee and no more than one member of the Executive Board or Management Sub-Committee may be a member of the Audit Committee. Substitute members may attend providing they are from the same political group or coalition as the absent member and advance notice has been provided to the Chief Executive.
- 11.5 The Council shall appoint a Chair, who should be a ~~a~~ member of a non-majority group or coalition. At the first meeting of the Audit Committee following the

Association's Annual General Meeting, the Audit Committee shall appoint the Vice-Chair of the Audit Committee. Should a member of the Executive Board also be a member of the Audit Committee, he or she may not be appointed as Chair or Vice Chair of the Committee.

11.6 The quorum of the Audit Committee shall be 3 members.

## **12.0 Management Sub-Committee**

12.1 The Council may establish a sub-committee of the Executive Board named the Management Sub-Committee and comprising:

12.1.1 the Presiding Officer and Deputy Presiding Officers of the Council;

12.1.2 the leader and deputy leader/s of the Association and leader of each accredited political group or coalition;

12.1.3 such additional number of members appointed by the Council as is necessary to ensure that, where a political group has a controlling majority on the Council the controlling political group has a majority of at least one on the Management Sub-Committee.

12.2 A member of the Management Sub-Committee may nominate another member to attend on his or her behalf and exercise his/her vote, provided notice is given to the Chief Executive before the commencement of the meeting by or on behalf of the Sub-Committee member. Such a substitute should be another member of Executive Board from the same political group or, where this is not possible, must be a Council member from the same political group as the Sub-Committee member who is unable to attend.

Commented [DH6]: Updated to reflect custom and practice

12.3 The Presiding Officer shall chair meetings of the Management Sub-Committee or in his/her absence, a Deputy Presiding Officer. Should the Presiding Officer or Deputy Presiding Officer/s be absent for part or the whole of a Management Sub-Committee meeting, the Management Sub-Committee will appoint a chair from its membership to preside over the business of the meeting.

12.4 The Management Sub-Committee shall consider reports from the Chief Executive on the management of the Association. It will also have a deliberative role which can be utilised in the furtherance of Association policy.

12.5 The Management Sub-Committee shall have the power to decide how matters on which urgent action is required, including those of a financial, legal or contractual nature which shall normally be dealt with by the Chief Executive, and urgent policy issues. Any such decision shall be reported to the next meeting of the Executive Board or Council, whichever is earlier.

12.6 In making its decisions the Management Sub-Committee will seek to find a consensus among its members but in the event of a division of opinion, decisions

will be taken by a majority on the basis of one vote for each member of the Management Sub-Committee.

- 12.7 In the case of an equality of votes the Chair of the meeting shall have the casting vote in addition to any vote he/she may be entitled to give as a member of the Management Sub-Committee.

### **13.0 Advisory Groups, Committees and Panels**

- 13.1 The Council may establish, as necessary, Advisory Groups, Committees and Panels with relevant powers and terms of reference.
- 13.2 The Council may appoint to an Advisory Group, Committee or Panel any member of a Member Council, subject to ensuring that the representation of political parties on these Advisory Groups, Committees or Panels reflects the political balance of the Council wherever possible.
- 13.3 Advisory Groups, Committees or Panels may call into consultation or membership such person or persons as they deem appropriate, but such person or persons shall not have the power to vote.
- 13.4 The Executive Board and the Council ~~shall~~may receive copies of the reports made by the Advisory Groups, ~~Committees~~ or Panels in fulfilment of their terms of reference.
- 13.5 Meetings of local authority cabinet members, chaired by Association Spokespersons, may also be designated as an Advisory Group, Committee or Panel for the above purposes. In such circumstances, political balance requirements are not applicable.

### **14.0 Regional Groups**

- 14.1 Member Councils may form regional groups within the Association for purposes that they may determine.
- 14.2 Membership of the regional groups shall be determined by the Member Councils within those regions.
- 14.3 The Association may provide support to the Regional Groups in supplementing the support provided from the constituent authorities within the Groups.
- 14.4 The Regional Groups shall decide on all matters which are of sole concern to the region itself.
- 14.5 The Executive Board or Council ~~shall~~may consider reports provided by the Regional Groups.

## **15.0 Associate Membership**

- 15.1 An Associate Authority may individually or collectively, on a basis to be agreed, nominate members to the Council, Executive Board and Advisory Groups. Members appointed by Associate Authorities may not vote in Council, Executive Board or any other Group or Committee of the Association.
- 15.2 In the context of Article 8.4 member appointments by Associate Authorities are not included in the calculation of the political balance of the Association.
- 15.3 Associate Authorities will be entitled to a range of services from the Association, particularly in those areas relevant to their functions.
- 15.4 Associate Authorities may seek to establish and convene national meetings, groups or panels to develop policy or promote their interests, for example the Fire Services Panel.

## **16.0 Representation on Outside Bodies**

- 16.1 The Association will speak for all its members on matters of local government in general or matters which concern Member Councils and Associate Authorities.
- 16.2 The Council may appoint members to represent the Association. The Council shall seek to ensure that those representatives in total shall broadly reflect on a proportional basis the political balance of the Council, so far as may be practicable, whilst also allowing any political group with a majority on the Council to ensure that it is represented or has a majority of representatives on those bodies which it considers require an expression of the majority view of the Association.
- 16.3 Members appointed to Outside Bodies will report significant matters of concern to the next ~~appropriate~~~~prait~~~~appropriate~~ meeting of the Association

## **17.0 Council Meetings and Procedure**

- 17.1 At the Annual General Meeting of the Council, the Chief Executive shall preside until the appointment of the Presiding Officer whereupon the Presiding Officer shall preside. At other meetings of the Council, the Presiding Officer of the Association or in his/her absence a Deputy Presiding Officer shall preside.
- 17.2 Subject to Article 5, meetings of the Council shall be held on such days and at such places as may be decided by the Executive Board, and in addition to business specified under this Constitution may consider such other business as may be specified in the agenda for the meeting.

17.3 The Chief Executive shall wherever possible:

17.3.1 not less than twenty-one clear days before each ordinary meeting, and not less than three months before the Annual General Meeting (except following local government elections), send to each member of the Council and to the Chief Executive of each Member Council a notice stating the date, time and place of the meeting, and

17.3.2 not less than ~~ten-three~~ working days before the meeting, and ~~fifteen-five~~ working days before the Annual General Meeting, send to each member of the Council and to the Chief Executive of Member Councils an agenda and papers specifying the business to be considered;

Commented [DH7]: consistent with local authorities

17.4 The quorum for Council meetings shall be one-third of members nominated by councils in full membership of the Association.

17.5 The Council may make standing orders for the regulation of its proceedings and revise them from time to time.

~~17.6 Attendance at meetings of the Council, Executive Board, Management Sub-Committee and Audit Committee may be in person in one place, remotely, or a combination of both (a 'hybrid' meeting).~~

Commented [DH8]: to reflect recent technological developments and legislative developments as they apply to local authorities.

## 18.0 Notices of Motion

18.1 A motion may be made at any Council meeting or the Budget meeting under Article 26.1 subject to notice being submitted in writing to the Chief Executive ~~not less than 5 clear days~~ before the meeting, or on the day of the meeting itself subject to the agreement of the Presiding Officer (or sitting Deputy Presiding Officer in his/her absence).

## 19.0 Special Meetings

19.1 A special meeting of the Council may be called at any time by the Executive Board, subject to ten clear days' notice being given to Member Councils and Associate Authorities stating the agenda. The Chief Executive shall issue such notice on behalf of the Executive Board.

19.2 A special meeting of the Council may also be called by the Chief Executive in consultation with the ~~Leader and~~ Presiding Officer, Leader and Group Leaders subject to ~~twenty-one~~ ten clear days' notice being given to Member Councils and Associate Authorities ~~giving the terms of the motion or motions proposed to be moved at such a meeting.~~

19.3 At meetings called in pursuance of Articles 19.1 and 19.2, no business other than that mentioned in the agenda shall be transacted.



## 20.0 Conduct of Meetings

- 20.1 Members are expected to uphold the highest standards of conduct whilst undertaking Association business or ~~representating~~representing the Association and are required to operate in accordance with the statutory Code of Conduct for members of local ~~authorites~~authorities in Wales.
- 20.2 Members must respect the Presiding Officer (and/or Deputy Presiding Officer) during meetings. The Presiding Officer may agree in the interests of the proper conduct of the meeting that a Member or Members generally may remain seated when whilst addressing the meeting. However, when the Presiding Officer stands during a debate, any Member speaking at the time must stop and sit down. The meeting must be silent.
- 20.3 If a member of the public interrupts proceedings, the Presiding Officer will warn the person concerned. If they continue to interrupt, the Presiding Officer will order their removal from the meeting room.
- 20.4 Members and members of the public are also permitted to use social media during Association meetings provided it does not disrupt proceedings. ~~Save for this exemption proceedings may not otherwise be photographed, videoed, sound recorded or transmitted in any way outside the meeting without prior permission of the chair (normally the Presiding Officer).~~
- 20.5 Ordinary meetings of the Association will be held in public. The public however must be excluded from meetings whenever it is likely in view of the nature of the business to be transacted, or the nature of the proceedings, that confidential information would be disclosed. The public may be excluded from meetings whenever it is likely in view of the nature of the business to be transacted, or the nature of the proceedings, that exempt information would be disclosed. Confidential information means information given to the Association by a Government Department on terms which forbid its public disclosure or information which cannot be publicly disclosed by Court Order.
- 20.6 Exempt information means information falling within the following 7 categories (subject to any condition):
- 20.6.1 Information relating to a particular individual;
  - 20.6.2 Information which is likely to reveal the identity of an individual;
  - 20.6.3 Information relating to the financial or business affairs of any particular person (including the authority holding that information);
  - 20.6.4 Information relating to any consultations or negotiations, or contemplated consultations or negotiations, in connection with any labour relations matter arising between the ~~Assoeation~~Association or its Member Authorities or a Minister of the Crown and employees of, or office holders under, the Association;

**Commented [DH9]:** To reflect common practice around wider use of social media.

20.6.5 Information in respect of which a claim to legal professional privilege could be maintained in legal proceedings;

20.6.6 Information which reveals that the ~~Association~~Association proposes:

20.5.6.1 to give under any enactment a notice under or by virtue of which requirements are imposed on a person; or

20.5.6.2 to make an order or direction under any enactment;

20.6.7 Information relating to any action taken or to be taken in connection with the prevention, investigation or prosecution of crime.

20.7 Members of the public may also be excluded from a meeting of the Association when a committee, including the Executive Board, Management Sub Committee or Council, is deliberating on the content, conclusions and/or recommendations of a campaign, policy statement or report it proposes to publish; or is preparing itself to take evidence from or meet with any person.

20.8 If the Chief Executive thinks fit, the Association may exclude access by the public to reports which, in his or her opinion, relate to items during which, in accordance with Articles 20.6 or 20.7, the meeting is likely not to be open to the public. Such reports will be marked "Not for Publication", together with the category of information likely to be disclosed and if applicable, why it is in the public interest it is considered that the information should not be disclosed.

## **21.0 Declarations of Interest**

21.1 A Member may at any time declare a personal interest under the Code of Conduct for members of local authorities in Wales and when a Member stands to make a declaration he/she shall be heard immediately and shall be allowed to make the declaration without interruption. After declaring a personal interest under the Code of Conduct, if the member concludes that the personal interest is prejudicial under paragraph 12 of the Code of Conduct, he or she should withdraw from the meeting.

## **22.0 Contractual Arrangements on behalf of the Association**

22.1 Any Member Council shall have the power to enter into contracts for the purposes of the Association on behalf of all the members of the Association provided that such a contract has been approved by the Council of the Association, Executive Board or Management Sub Committee.

22.2 Any Member Council which enters into a contract on behalf of the Association shall be entitled to an indemnity out of the assets of the Association for all expenses and other liabilities properly incurred by them in relation to such contract.

22.3 Member Councils will share on an equal basis any liabilities arising from the administration of the Association's pension fund with the Administering Authority acting in the role of Guarantor. Those councils who cease membership will continue to bear ongoing liabilities.

### 23.0 Chief Executive and Staff

23.1 There shall be a Chief Executive of the Association to be appointed by a Committee designated for the purpose by the Council on its behalf upon such terms and conditions as the Committee regards appropriate; such appointments will be ratified by the Council.

23.2 ~~The Chief Executive will perform the duties of the 'Head of Paid Service'.~~ The Chief Executive may appoint on behalf of the Association such other staff as may be necessary for the purpose of implementing the Association's aim and objectives upon such terms and conditions as the Chief Executive deems appropriate; Directors will be appointed in a process established by the Chief Executive that will involve relevant Office Holders or Spokespersons.

**Commented [DH10]:** The Local Government and Elections (Wales) Act 2021 has replaced the role of Head of Paid Service with Chief Executive

23.3 The Association's Pay Policy Statement will be submitted to the Council and published on an annual basis.

### 24.0 Support for Political Groups

24.1 Political groups on the Council recognised by the Association under Article 8 for the purposes of representation on Committees may seek support to enable them to fulfil their role.

24.2 Political groups recognised by the Association shall be entitled to reasonable support from the Association to enable them to play their part in influencing parties on behalf of Member Councils. ~~The political groups may secure staff specifically commissioned to undertake research and/or provide support services, subject to the agreement of the Council, and additional financial resources being available.~~

**Commented [DH11]:** This reflects the section in the LGA Articles of Association

### 25.0 Members' Allowances

25.1 ~~The Association may provide a scheme for payments of allowances and expenses to Member Council attending meetings of the Council, its Committees, Sub-Committees, Advisory Groups and Panels, or for other approved duties. Details of any such scheme shall be set out by the Council. The Scheme may also include such allowances for Office Holders of the Association under Article 10, in recognition of duties carried out on behalf of the Association. The Association may provide a scheme for the payment of allowances and expenses to members appointed to agreed Association roles, in recognition of duties carried out on behalf of the Association (Scheme of Allowances).~~

**Formatted:** Normal, Indent: Left: 0 cm, Hanging: 1.26 cm

The WLGA Executive Board or Council may establish an Independent Panel to review the Scheme of Allowances and to make recommendations for decision by the Executive Board or Council. An independent review of the Scheme should be carried out at least every 4 years. The membership of the Panel shall comprise of a minimum of 3 and a maximum of 5 members. The Chair of the Panel must be independent of the Association and may not be a serving democratically elected local representative. The remaining Panel members may be serving democratically elected local representatives, but must not hold an Association role whilst a member of the Panel.

Formatted: Indent: First line: 0 cm

Commented [DH12]: This reflects the previous decision by Council to commission an independent review and the text is based on the references within the LGA's Articles of Association.

## 26.0 Finance

26.1 ~~Where possible,~~ The Executive Board or Management Sub-Committee shall submit for consideration to a meeting of the Council ~~prior to the first day of by the 31<sup>st</sup> January~~ in each year a statement of estimated expenditure for the year commencing on the following first day of April.

Commented [DH13]: this is the timetable for CJC budget setting

26.2 The subscriptions of Member Councils for each year commencing 1<sup>st</sup> April shall be at rates to be determined from time to time by the Council. Subscriptions shall be payable on 1<sup>st</sup> April in each year.

26.3 The Chief Executive shall be responsible for the preparation of an Income and Expenditure Account and Balance Sheet each year, for their examination and certification by independent professional auditors appointed from time to time by the Council.

26.4 The Chief Executive, or in his or her absence another authorised officer, and the Leader of the Association, or in his or her absence the Presiding Officer, shall be authorised to enter into and execute all instruments, deeds or assurances on behalf of the Association.

## 27.0 Resignation of Member Councils

27.1 Any Member Council or Associate ~~Member~~ Authority wishing to terminate its membership shall give not less than 36 months' notice, in writing, to the Chief Executive to expire on 31 March in a year. At the expiration of the period of notice the member council shall cease to be a member of the Association and shall become a past member.

27.2 Any Member Council or Associate ~~Member~~ Authority upon ceasing to be a member of the Association and becoming a past member, shall:

27.2.1 Forfeit all right to and claims upon the Association and its property and funds, and

27.2.2 Lose any entitlement whatsoever to any share in the assets of the Association whether on a dissolution or otherwise (save in so far as these Articles provide for the assets of the Association to be set off against the liabilities of the Association to determine the "net liabilities" under Article 27.3).

27.3 Any past ~~member-authority~~ Member Council or Associate Authority shall remain liable for its share of the net liabilities of the Association for a period of five years from the date when the ~~member-authority~~ Member Council or Associate Authority ceased to be a ~~member of the Association~~ Member Council or Associate Authority and shall discharge its share of the net liabilities of the Association on a dissolution calculated in accordance with Article 27.

## 28.0 Dissolution

28.1 If at any meeting of the Council a motion for the dissolution of the Association shall be passed by at least two-thirds of full members present with at least two-thirds of Council Members represented at the meeting, the Management Sub-Committee shall thereupon proceed to realise the property of the Association and make arrangements whereby the Member Councils shall discharge the Association's liabilities including the liability for the payment of compensation to staff on terms no less favourable than would be required to be paid to serving local government officers. Member Councils shall comply with such arrangements.

28.2 On the completion of such arrangements, the remaining assets of the Association (if any) shall be distributed to all ~~authorities~~ Member Council or Associate Authority in membership at the date of dissolution (referred to herein as "existing members") in the proportion which the total annual subscriptions paid or payable by each existing ~~member to the Association~~ Member Council or Associate Authority in the last ten accounting periods prior to the date when the motion for dissolution was passed bears to the total subscriptions paid by all existing members in the same period. The Association shall thereupon be dissolved.

28.3 In the event that the Association's property, assets and reserves prove to be insufficient to discharge its liabilities, Member Councils (both existing and past) will contribute such additional sum required to eliminate the deficiency.

28.4 Every ~~member~~ Member authority-Council (both existing and past) shall contribute towards any deficiency in the proportion to which the annual subscription which the ~~authority~~ Member Council was liable to pay in its last year of membership (which in the case of existing members shall be the full accounting year immediately before the accounting year in which the motion of dissolution was passed, and in the case of past members shall be the accounting year at the end of which its membership ceased) bears to the total amount of subscriptions, as so determined, payable by all member authorities (both existing and past).

Formatted: No widow/orphan control

28.5 For the purposes of Articles 27.2 and 27.3 the liabilities of the Association shall include without prejudice to the general meaning of "liabilities" the following:

28.5.1 Any sums which are or may in the future become due and payable by the Association under the terms of any lease, licence, mortgage, debenture, loan, guarantee, indemnity or any other agreement or arrangement to which the Association is a party and pursuant to which the Association is or becomes indebted;

28.5.2 Any sums which are or may in the future become due and payable by the Association or by its members or any one or more of them:

28.5.2.1 To an administering authority for the purposes of the local government pension scheme regulations for the time being in force; and

28.5.2.2 In respect of the Association's liability to pay the amount of any unfunded pension costs rechargeable to the Association. The amount of such unfunded pension costs shall be determined by an Actuary acting as an expert and appointed by the Association and the determination shall be conclusive.

28.5.3 Any sums which are or may in the future become due and payable to officers and/or employees of the Association including salary, wages, redundancy, compensation for loss of office or employment or any other benefits (including early retirement packages) to which such officer or employee is or becomes entitled by reason of law or in circumstances where the Association is dissolved, in accordance with the policy of the Association existing at the date of the passing of the motion for dissolution.

28.5.4 Any sums (whether by way of damages or otherwise) which are or may in the future become due and payable in respect of any liability in law whether in contract, tort or otherwise.

28.6 For the purposes of Articles 26 and 27:

28.6.1 A sum may become due in the future in whatever circumstance including on the dissolution of the Association.

28.6.2 Net liabilities shall mean the assets of the Association less "the liabilities" of the Association.

28.6.3 "The assets of the Association" shall include all legal and equitable interests in any asset whatsoever including fixed, current, tangible and intangible assets.

28.7 In the event of a dispute between an existing Member Council or past member

and the Association as to the amount which a Member Council should contribute or receive under this rule the matter shall be referred to arbitration.

28.8 Any arbitration shall be conducted in accordance with the Arbitration Rules of the Chartered Institute of Arbitrators. The Arbitrator shall be appointed by the Presiding Officer for the time being of the Institute of Chartered Accountants of England and Wales. In the event that the Arbitrator issues a determination providing that a ~~member-current~~ or former ~~member-authority~~ Member Council or Associate Authority is liable to contribute a specified sum under this Article the ~~authority-Member Council or Associate Authority~~ shall pay the monies which the Arbitrator determines it ought to pay within seven days of the issue of the award.

28.9 The provisions set out in 27.2 to 27.3 do not apply in the circumstances where local authorities in full membership undergo reconstitution or merger.

## 29.0 Alteration of the Constitution

29.1 The Council shall have power to alter this Constitution, provided that a motion in favour of each such alteration shall be passed by at least two-thirds of voting members from ~~full-member-authorities~~ Member Councils present, with at least two-thirds of ~~such-authorities~~ Member Councils represented at the meeting.

## 30.0 Local Government Association

30.1 Principal Councils in Wales shall be eligible to become Member Authorities of the LGA on an individual basis or for corporate membership through the WLGA.

Formatted: No widow/orphan control

Formatted: Font: (Default) Tahoma

30.2 Welsh Principal Councils themselves joining as Member Authorities will be entitled to participate fully in all the activities of the Local Government Association. Welsh Principal Councils joining as corporate members through the WLGA will have limited representation and voting rights as set out in Part 4 of the Local Government Association's Articles (The General Assembly).

Formatted: Font: (Default) Tahoma

Formatted: Font: (Default) Tahoma

30.3 In recognition of the special constitutional position of Wales as a nation in its own right, the WLGA:

Formatted: Font: (Default) Tahoma

Formatted: Font: (Default) Tahoma

30.3.1 will have complete autonomy in respect of all policy matters affecting Wales;

Formatted: Font: (Default) Tahoma

Formatted: Indent: Left: 1.27 cm, First line: 0 cm, No widow/orphan control

30.3.2 will have complete autonomy in respect of Wales' relationships with the international community including European organisations; and

Formatted: Font: (Default) Tahoma

Formatted: Font: (Default) Tahoma

30.3.3 will be entitled to directly appoint representatives to the Welsh share of places on national and international bodies.

Formatted: Font: (Default) Tahoma

Formatted: Indent: Left: 0 cm, No widow/orphan control

30.4 In addition to any subscriptions paid by individual Welsh Member Authorities, the WLGA shall pay to the Association a corporate subscription, agreed annually, on behalf of those Welsh Principal Councils in corporate membership, Member Councils shall be

Formatted: Font: (Default) Tahoma

Commented [DH14]: Replaced with more up to date extracts from the LGA's Articles of Association dated 6th July 2021

Formatted: Font: (Default) Tahoma

Formatted: Font:

entitled to special membership of the Local Government Association of England and Wales (LGA). Consequently they:

30.1.1 have complete autonomy in respect of all matters affecting Wales;

30.1.2 have complete autonomy in respect of Wales' relationship with the international community, including European organisations;

30.1.3 are entitled to appoint directly representatives to the Welsh share of places on national and international bodies;

30.1.4 are entitled to participate in the constitutional decision of the LGA (Appointment of Chair and Deputy and Vice Chair — approval of constitution etc.) on the basis of one vote per full member and one vote per appropriate category;

30.1.5 are entitled to be involved as appropriate in LGA bodies responsible for non-devolved activities which are partly funded by Welsh Local government (or the Welsh Settlement);

30.1.6 are entitled to such member services and policy activities as are provided for in our annual Service Level Agreement (SLA) to be negotiated between the two Associations.

*Note: The basis of the special relationship with the LGA is as follows:*

- *Welsh Local Authorities have their own autonomous Association.*
- *Welsh Local Authorities also have special membership of the LGA with involvement in non-devolved policy areas and voting rights on the election of Chair etc.*
- *Welsh Local Authorities can retain full membership.*
- *There will be WLGA representation on central bodies.*
- *There will be a SLA setting out services which the WLGA will purchase from the LGA.*

### **31.0 Impartiality of Staff**

31.1 As in local authorities, the staff of the Association, with the exception of any Group Office staff where appointed, will be politically impartial and will give all groups and their Leaders equivalent advice, assistance and support, as resources allow. All staff will strive to ensure that the rules and conventions governing the Association's work are implemented fully and fairly.

31.2 Political groups may, with the agreement of the Chief Executive, invite officers of the Association to attend Group meetings to provide information, advice or confidential briefings on particular matters. Political groups may, with the



approval of the other Group Leaders, commission research from an officer of the Association.

- 31.3 All staff must seek the approval of the Chief Executive if they wish to stand for, or hold, elected office. The Association however follows a Politically Restricted Posts policy which will be approved and updated from time-to-time by Management Sub Committee.

### **32.0 Public Statements**

- 32.1 Public statements made in the name of the Association by the Leader, Spokespersons or other Office Holders will represent the views of the Association as a whole and not those of any one political group.
- 32.2 The Association will adopt and follow a Pre-Election Publicity Protocol to ensure the period between the notice of an election and the election itself should preclude proactive publicity in all its forms of candidates and other politicians involved directly in the election. Publicity in this period should not deal with controversial issues or report views, proposals or recommendations in such a way that identifies them with individual members or groups of members.
- 32.3 The Pre-Election Publicity Protocol will be approved and updated from time-to-time by Management Sub Committee.