

Welsh Local Government Association Constitution

12th July 2024

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0.0 Definitions and Interpretation

“Advisory Group” shall mean an advisory group established by the Council in accordance with Article 13 of this Constitution.

“Associate Authorities” shall have the meaning set out in Article 1.3 of this Constitution.

“Association” shall mean the Welsh Local Government Association, Cymdeithas Llywodraeth Leol Cymru.

“Audit and Governance Committee” shall have the meaning set out in Article 11 of this Constitution.

“Chief Executive” shall mean the Chief Executive of the Association appointed in accordance with Article 24.1 of this Constitution.

“Committee” shall mean a committee established by the Council in accordance with Article 13 of this Constitution.

“Controller” shall have the meaning given in applicable Data Protection Laws from time to time.

“Council” shall have the meaning set out in Article 5 of this Constitution.

“Data Protection Laws” shall mean all applicable law relating to the processing, privacy and/or use of Personal Data including (i) the Data Protection Act 2018, (ii) the General Data Protection Regulation, Regulation EU 2016/679 as it forms part of the laws of the UK, (iii) any laws which implement or supplement any such laws and (iv) any laws that replace, extend, re-enact, consolidate or amend any of the foregoing.

“Deputy Leader” shall mean the deputy leader of the Association from time to time as appointed in accordance with Article 10.3 of this Constitution.

“Deputy Presiding Member” shall mean the deputy presiding member/s of the Association from time to time as appointed in accordance with Article 10.1 of the Constitution.

“Deputy Spokesperson” shall mean the deputy spokesperson or spokespersons of the Association from time to time as appointed in accordance with Article 10.4 of the Constitution.

“Executive Board” shall have the meaning set out in Article 9 of this Constitution.

“Group” shall mean an accredited political group of the Association, as determined under Articles 8.2 of this Constitution.

“Group Leader” shall mean the leaders of a Group, as determined in accordance with Article 8.5 of this Constitution.

“Leader” shall mean the leader of the Association from time to time, as determined in accordance with Article 10.2 of this Constitution.

“Management Sub-Committee” shall have the meaning set out in Article 12 of this Constitution.

“Member Councils” shall have the meaning set out in Article 1.2 of this Constitution.

“Office Holders” shall mean those from time to time in the positions of Leader, Deputy Leader, Group Leader, Presiding Member, Deputy Presiding Member, Spokesperson or Deputy Spokesperson, as appointed in accordance with Article 10 of this Constitution.

“Panel” shall mean a panel established by the Council in accordance with Article 13 of this Constitution.

“Personal Data” shall have the meaning given in Data Protection Laws from time to time.

“Presiding Member” shall mean the presiding member of the Association from time to time as appointed in accordance with Article 10.1 of the Constitution.

“Processor” shall have the meaning given in Data Protection Laws from time to time.

“Regional Groups” shall mean any regional groups formed from time to time within the Association by Member Councils in accordance with Article 14 of this Constitution.

“Scheme of Allowances” shall have the meaning set out in Article 26.1 of this Constitution.

“Special Interest Groups” shall mean any special interest groups formed from time to time within the Association by the Executive Board in accordance with Article 15 of this Constitution.

“Spokesperson” shall mean the spokespersons of the Association from time to time as appointed in accordance with Article 10.4 of the Constitution.

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 other bodies in Wales who are able to support the aims of the Association, including but not limited to National Park Authorities, Fire and Rescue Authorities and other bodies responsible for the provision or oversight of public services 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 Senedd Cymru/Welsh Parliament, Welsh Government, the Government and Parliament of the United Kingdom 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 accordance with their wishes;
 - 3.1.5 to promote the policies of the Association and to provide information generally regarding local government in Wales, including but not limited to, publicising the policies and work of the Association and increasing public awareness of the value of local government and its needs and aspirations;
 - 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 promote and support local government to operate in a way that contributes to and supports the development of a sustainable and innovative economy and environment;
 - 3.1.8 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;

- 3.1.9 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;
- 3.1.10 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;
- 3.1.11 to support councillors in their role as democratically elected local representatives;
- 3.1.12 to provide for accommodation, staff, goods and services as are necessary for the purpose of implementing the Association's aim and objectives;
- 3.1.13 to engage in legal proceedings whether in seeking expert opinion, or raising or defending court or tribunal actions or becoming involved in other dispute resolution forums;
- 3.1.14 to co-ordinate collective legal actions on behalf of groups of Member Councils where authorised by the Executive Board or Group Leaders;
- 3.1.15 to act as the employers' organisation on behalf of Member Councils or Associate Authorities and to represent them in independent and collective bargaining arrangements to negotiate with representatives of employees on pay, terms and conditions of service matters; to provide or contribute to the provision of resources to support in the work involved in such negotiations, and to provide advice and assistance to Member Councils or Associate Authorities on the implementation and application of agreements reached and generally on any other employment matters;
- 3.1.16 to receive and distribute funds connected with the delivery of local authority services, at all times acting in accordance with the financial regulations agreed by the Association (thereafter WLGA Financial Regulations);
- 3.1.17 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 Subject to provisions expressly set out in this Constitution the Council shall determine the delegated powers of the Association's governance structure and may delegate functions to [the Executive Board, Management Sub-Committees, Spokespersons, Office Holders, the Chief Executive]. Any delegation may include powers to sub-delegate. The Council may delegate functions to any company, Trust or other body over which the Association exercises control. The Council shall from time to time set out rules regarding delegated functions.
- 5.4 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.
- 5.5 The Council will also agree the budget of the Association and set subscriptions. Other meetings may be held as required.
- 5.6 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 Council representatives appointed by any new merged Member Council will remain at the 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 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 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 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.
- 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 Councils (a **Group**). Any individual member of the Council may not belong to more than one 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 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 (**Group 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.
- 8.6 The functions of the Group Leaders shall collectively be:

- 8.6.1 leading negotiations with Welsh and, if appropriate, UK and European governments in areas which fall out of the remit of the Spokespersons and Deputy Spokespersons, or where the negotiation would go beyond the authority delegated to a Spokesperson or Deputy Spokesperson;
 - 8.6.2 making decisions on issues where a government, for reasons of confidentiality, seeks discussions with the Group Leaders and decision from them; and
 - 8.6.3 dealing with urgent matters which, the Group Leaders and the Office Holders agree, cannot wait until a meeting of the Council, Management Sub-Committee or the Executive Board.
- 8.7 In exercising these functions the Group Leaders shall collectively be required to:
- 8.7.1 ensure that wherever possible they as a group are taking into account any parameters previously set by the Council, the Management Sub-Committee or the Executive Board on such issues; and
 - 8.7.2 their actions are reported to the first available meeting on the Association's standing structures for discussion and approval.

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 16.1 and 16.2, 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 and Governance Committee.
- 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 may be convened by the Presiding Officer or Chief Executive in consultation with the Group Leaders.
- 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 16.1, 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 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 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 and with a remit, each as specified by the Council. Spokespersons, on behalf of the Association, may undertake bilateral meetings with Welsh Ministers, UK Government Ministers, Commissioners, representatives of other public bodies, represent the Association at committees of the Senedd Cymru/Welsh Parliament or UK Parliament, chair

meetings of cabinet member forums and fulfil the terms of reference of any relevant Association Advisory Group or sub-committee.

- 10.5 The Council will appoint Spokespersons so that the number of Spokespersons appointed from each 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 Group 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, 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.

11.0 Audit and Governance Committee

- 11.1 The Council shall establish an Audit and Governance Committee. The Audit and Governance 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 and Governance 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 Audit and Governance 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 Audit and Governance Committee during the year and an assessment of the adequacy and effectiveness of the internal control framework of the Association.
- 11.4 The Audit and Governance Committee shall comprise at least one-member per political group or 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 Leader may not be a member of the Audit and Governance Committee and no more than one member of the Executive Board or Management Sub-Committee may be a member of the Audit and Governance 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 member of a non-majority group or coalition. At the first meeting of the Audit and Governance Committee following the Association's Annual General Meeting, the Audit and Governance Committee shall appoint the vice-chair of the Audit and Governance Committee. Should a member of the Executive Board also be a member of the Audit and Governance Committee, he or she may not be appointed as chair or vice chair of the Committee.
- 11.6 The quorum of the Audit and Governance 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 and the Group Leaders;
- 12.1.3 such additional number of members appointed by the Council as is necessary to ensure that, where a Group has a controlling majority on the Council the controlling 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 Management Sub-Committee member. Such a substitute should be another member of Executive Board from the same Group or, where this is not possible, must be a Council member from the same Group as the Management Sub-Committee member who is unable to attend.
- 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 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 may consider reports provided by the Regional Groups.

15.0 Special Interest Groups

- 15.1 The Executive Board may establish Special Interest Groups in relation to functions within their remit. The membership, quorum, chair, powers and functions of a Special Interest Group established under this Article will be determined by the Executive Board.
- 15.2 The function of a Special Interest Group is to support the development or implementation of those policy areas specifically within its remit.
- 15.3 Special Interest Groups will not normally have decision making powers unless specifically agreed and specific by the Executive Board on establishment.
- 15.4 Special interest Groups shall report to, and receive feedback on their activities from, the Executive Board.

16.0 Associate Membership

- 16.1 An Associate Authority may individually or collectively, on a basis to be agreed by them, 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.
- 16.2 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.
- 16.3 Associate Authorities will be entitled to a range of services from the Association, particularly in those areas relevant to their functions.
- 16.4 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.

17.0 Representation on Outside Bodies

- 17.1 The Association will speak for all its members on matters of local government in general or matters which concern Member Councils and Associate Authorities.
- 17.2 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 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.

- 17.3 Members appointed to outside bodies will report significant matters of concern to the next appropriate meeting of the Association

18.0 Council Meetings and Procedure

- 18.1 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.

- 18.2 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.

- 18.3 The Chief Executive shall wherever possible:

18.3.1 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

18.1.2 not less than three working days before the meeting, and 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;

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

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

19.0 Notices of Motion

- 19.1 A motion may be made at any Council meeting or the Budget meeting under Article 27.1 subject to notice being submitted in writing to the Chief Executive 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).

20.0 Special Meetings

- 20.1 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.
- 20.2 A special meeting of the Council may also be called by the Chief Executive in consultation with the Presiding Officer, Leader and Group Leaders subject to ten clear days' notice being given to Member Councils and Associate Authorities.
- 20.3 At meetings called in pursuance of Articles 20.1 and 20.2, no business other than that mentioned in the agenda shall be transacted.

21.0 Conduct of Meetings

- 21.1 Members are expected to uphold the highest standards of conduct whilst undertaking Association business or representing the Association and are required to operate in accordance with the statutory Code of Conduct for members of local authorities in Wales.
- 21.2 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.
- 21.3 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.
- 21.4 Members and members of the public are also permitted to use social media during Association meetings provided it does not disrupt proceedings.
- 21.5 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.
- 21.6 Exempt information means information falling within the following 7 categories (subject to any condition):
 - 21.6.1 Information relating to a particular individual;
 - 21.6.2 Information which is likely to reveal the identity of an individual;

21.6.3 Information relating to the financial or business affairs of any particular person (including the authority holding that information);

21.6.4 Information relating to any consultations or negotiations, or contemplated consultations or negotiations, in connection with any labour relations matter arising between the Association or its Member Councils or Associate Members or a Minister of the Crown and employees of, or office holders under, the Association;

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

21.6.6 Information which reveals that the Association proposes:

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

21.5.6.2 to make an order or direction under any enactment;

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

21.7 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.

21.8 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 21.6 or 21.7, 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.

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

22.0 Declarations of Interest

22.1 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.

23.0 Contractual Arrangements on behalf of the Association

- 23.1 The Chief Executive and/or 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 or, where being entered into by the Chief Executive, has been approved by the Chief Executive in accordance with their delegated authority from time to time (as made in accordance with Article 5.3).
- 23.2 The Chief Executive and any Member Council shall have the power to enter into contracts for the purposes of the management, sharing or processing of personal data or for any other purpose in connection with the use of Personal Data by the Association (whether in its capacity as a Controller or a Processor), on behalf of all the members of the Association provided that such contract has been approved by the Council of the Association, Executive Board or Management Sub-Committee or, where being entered into by the Chief Executive, has been approved by the Chief Executive in accordance with their delegated authority from time to time (as made in accordance with Article 5.3).
- 23.3 The Chief Executive and any Member Council which enters into a contract on behalf of the Association in accordance with Article 23.1 or Article 23.2, 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 or arising from their entry into the contract on behalf of the Association.
- 23.4 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.
- 23.5 To the extent that the Association's property, assets and reserves prove to be insufficient to discharge its liabilities arising from any contract entered into by any party on behalf of the Association in accordance with Articles 23.1 and 23.2 (including the indemnity given at Article 23.3) or in respect of the acts or omission of the Association in its capacity as a Controller or Processor, then Member Councils will share such liabilities and contribute to such shortfall as set out in Article 29.4.

24.0 Chief Executive and Staff

- 24.1 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.
- 24.2 In addition to those responsibilities specifically set out in this Constitution, the Chief Executive shall have such responsibilities and delegated authority as is agreed by the Council in accordance with clause 5.3.
- 24.3 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.

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

25.0 Support for Groups

- 25.1 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.
- 25.2 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.

26.0 Members' Allowances

- 26.1 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). The 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.

27.0 Finance

- 27.1 Where possible, the Executive Board or Management Sub-Committee shall submit for consideration to a meeting of the Council by the 31st January in each year a statement of estimated expenditure for the year commencing on the following first day of April.
- 27.2 The subscriptions of Member Councils for each year commencing 1st April shall be at rates to be determined from time to time by the Council. Subscriptions shall be payable on 1st April in each year.
- 27.3 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.
- 27.4 The Chief Executive, or in his or her absence another authorised officer, and the Leader, or in his or her absence the Presiding Officer and their respective successors in office for the time being, shall be authorised to enter into and execute all instruments, deeds or other

financial agreements as trustees *ex officio* on behalf of the Association provided always that in entering into such instruments, deeds or other financial agreements the Chief Executive, Leader or Presiding Officer comply with the provisions of the WLGA Financial Regulations from time to time. Any such, instruments, deeds or other financial agreements shall be binding on the Association and on its individual constituent Member Councils jointly and severally.

- 27.5 The Association may invest, lend, or otherwise deal with monies not immediately required for its purposes in such manner as may be thought fit by the Executive Board or Management Sub-Committee and may borrow or raise money in accordance with the WLGA Financial Regulations.

28.0 Resignation of Member Councils

- 28.1 Any Member Council or Associate 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.

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

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

28.2.2 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 28.3).

- 28.3 Any past 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 Council or Associate Authority ceased to be a 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 28.

29.0 Liability and Dissolution

- 29.1 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.

- 29.2 On the completion of such arrangements, the remaining assets of the Association (if any) shall be distributed to all 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 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.
- 29.3 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.
- 29.4 Every Member Council (both existing and past) shall contribute towards any deficiency in the proportion to which the annual subscription which the 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).
- 29.5 For the purposes of Articles 28.2 and 28.3 the liabilities of the Association shall include without prejudice to the general meaning of “liabilities” the following:
- 29.5.1 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;
- 29.5.2 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:
- 29.5.2.1 To an administering authority for the purposes of the local government pension scheme regulations for the time being in force; and
- 29.5.2.2 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.
- 29.5.3 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.

- 29.5.4 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.
- 29.6 For the purposes of Articles 28 and 29:
- 29.6.1 A sum may become due in the future in whatever circumstance including on the dissolution of the Association or in respect of Article 23.
- 29.6.2 Net liabilities shall mean the assets of the Association less “the liabilities” of the Association.
- 29.6.3 “The assets of the Association” shall include all legal and equitable interests in any asset whatsoever including fixed, current, tangible and intangible assets.
- 29.7 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.
- 29.8 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 current or former Member Council or Associate Authority is liable to contribute a specified sum under this Article the 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.
- 29.9 The provisions set out in 28.2 to 28.3 do not apply in the circumstances where local authorities in full membership undergo reconstitution or merger.
- 30.0 Alteration of the Constitution**
- 30.1 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 Member Councils present, with at least two-thirds of Member Councils represented at the meeting.
- 31.0 Local Government Association**
- 31.1 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.
- 31.2 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).

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

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

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

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

31.4 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.

32.0 Impartiality of Staff

32.1 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.

32.2 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. Groups may, with the approval of the other Group Leaders, commission research from an officer of the Association.

32.3 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.

33.0 Public Statements

33.1 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 Group.

33.2 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.

33.3 The Pre-Election Publicity Protocol will be approved and updated from time-to-time by Management Sub-Committee.