

Katie Frost

From: David Bezuidenhout
Sent: Friday, 21 July 2023 10:39 AM
To: Katie Frost
Subject: FW: WSMD Constitution Information.
Attachments: 220412 Wimmera Southern Mallee Development Limited constitution.pdf; WWSC Delegate Letter WDA Jan 23.pdf

Letter from WSMD
Regards
David

From: Colin Kemp [REDACTED]
Sent: Friday, July 21, 2023 10:32 AM
To: David Bezuidenhout <ceo@westwimmera.vic.gov.au>; David Bezuidenhout <ceo@westwimmera.vic.gov.au>
Cc: Chris Sounness [REDACTED]
Subject: WSMD Constitution Information.

Hi David

Please find extracts from the WSMD Constitution that might assist with your paper, full document attached.

3 Directors

3.1 Number and eligibility of Directors

- (a) The Company must have not more than 11 Directors unless otherwise determined in accordance with this Constitution.
- (b) The Board will be comprised of:
 - (i) up to five Appointed Directors appointed by the Members acting through the Nominations Committee;
 - (ii) an independent Chairperson appointed by the Members acting through the Nominations Committee; and
 - (iii) the Member Directors appointed by each of the Members.

3.3 Member Directors

- (c) Each Municipality Member shall nominate one person as a Member Director.
- (d) A Member Director must be the Mayor or a councillor of the Municipality.
- (e) Where a vacancy occurs in the office of a Member Director the relevant Municipality Member shall notify the Board of a replacement nominee whose appointment shall take place automatically upon receipt of such notification.
- (f) A Member may at any time remove its Member Director and replace this person with another nominee of its choosing by notifying the Company, and the appointment of such replacement nominee in his or her capacity shall be automatic.

Period of appointment of Directors

Each Director may hold office until they:

- (g) die;
- (h) vacate the office in accordance with clause [3.14](#); or
- (i) are removed in accordance with clause [3.3\(d\)](#), [3.4\(c\)](#) or [3.13](#), or until the term for which they are appointed or elected expires.

Please note that any nominated Director is required to have a Director Identification number which we require to register them as a director of the company. To register go to <https://www.abrs.gov.au/director-identification-number>

As Chris advised WSMD Directors will have important matters to deal with at the next couple of meetings being online 22 August and in person 24 October. These will be finalising the 2023/24 budget and potentially accepting a new member Council being [REDACTED] so it will be important that your municipality is represented as it is only the Member Directors that can accept further member Councils.

I hope this information helps.

Cheers, Col

Colin Kemp

Pronoun: He\Him

WDA Manager Corporate and Business Services



Wimmera Development Association

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289 Baillie Street, Horsham VIC 3400

Mobile: [REDACTED]

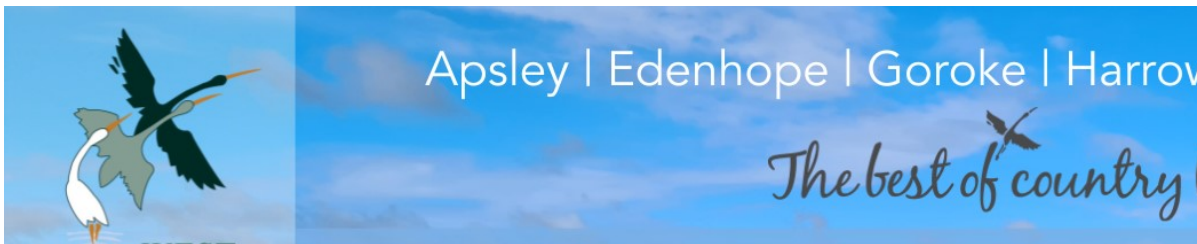
www.wda.org.au

Wimmera Development Association acknowledges the Traditional Owners of the land on which we work. We pay our respects to their culture and to Elders past, present and emerging.

David Bezuidenhout | Chief Executive Officer

West Wimmera Shire Council

Email: ceo@westwimmera.vic.gov.au | Phone: 13 99 72 | [REDACTED]



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