



**LOCAL GOVERNMENT PROFESSIONALS  
SOUTH AUSTRALIA INCORPORATED**

# **RULES**

**ASSOCIATIONS INCORPORATION ACT 1985**



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**RULES OF  
LOCAL GOVERNMENT PROFESSIONALS SOUTH AUSTRALIA  
INCORPORATED**

**1. NAME**

1.1 The name of the incorporated association is Local Government Professionals South Australia Incorporated to be abbreviated to LG Professionals SA

1.2 In addition to rules 1 to 18 (inclusive) hereof, the rules of incorporation of the Division are the Articles of Association (referred to herein as “the Articles”) of Local Government Managers Australia (referred to herein as “LGMA”) annexed hereto and marked “A”. The Articles shall be deemed to be incorporated into and form part of these rules except insofar as the Articles are inconsistent with these rules or the Act and provided always that:-

1.2.1 a reference to “Division” in the Articles is a reference to LG Professionals SA; and

1.2.2 a reference to “Divisional Board” in the Articles is a reference to the Divisional Board of LG Professionals SA.

1.3

1.4

1.5 Notwithstanding anything contained in these rules, this rule 1 may not be rescinded or amended so long as the name of the Division includes either “Local Government Managers Australia” or “LGMA” or any words or letters or combinations thereof which might reasonably indicate a connection with LGMA.

**2. INTERPRETATION**

2.1 In these rules, unless the contrary intention appears:-

The “Act” means the Association’s Incorporation Act 1985 and any amendment thereto;

“Articles” mean the Articles of Association of LGMA and a reference to any of such Articles by number or otherwise shall have a corresponding meaning;

“Commission” means the Corporate Affairs Commission as constituted under the Act;

“Division” means LG Professionals SA;

“Divisional Board” means the governing or controlling body of the Division;

“Divisional Board Member” means a member of the Divisional Board elected in accordance with these rules;

“Financial Year” means in relation to the first Financial Year after incorporation the period ending on the 30th June, and thereafter, each period of twelve (12) months ending on the 30th June;

“General Meeting” means a general meeting of members convened in accordance with these rules;

“Industry” means the local government industry and services provided by local government.

“LGMA National” means Local Government Managers Australia ACN 004 221 818.

“Member” means a Member of the Division;

“Officer” means the holder of the office of President, President Elect, Immediate Past President or Treasurer;

“Register of Members” means the register required to be kept in respect of the Division pursuant to Article 52;

“The Regulations” mean the Association’s Regulations 1985;

“Rules” means distinct parts of Rules divided into sections and identified by numbers.

“Sub-rules” means parts of Rules divided into paragraphs and identified by subsidiary numbers.

“Voting Member” means a Fellow or an Ordinary Member of the Division whose membership subscription is not more than six months in arrears;

2.2 In these rules, a reference to the Divisional Chief Executive Officer is a reference:-

2.2.1 where a person holds office under these rules as Divisional Chief Executive Officer of the Division - to that person; and

2.2.2 in any other case, to the public officer of the Division.

2.3 Words or expressions contained in these rules shall be interpreted in accordance with these rules, and where no provision has been made in these rules, recourse may be had firstly to the Act and secondly to the Acts Interpretation Act.

- 2.4 If any doubt arises as to the proper construction or meaning of any of these rules or of any resolution made by the Divisional Board, the decision of the Divisional Board as to the proper construction or meaning shall be final and conclusive provided the decision of the Divisional Board is reduced to writing and recorded in the Minutes.

**3. SAVINGS**

- 3.1 All committees and persons lawfully holding office in the Division at the date these rules come into effect shall remain in office as if appointed pursuant to these rules.
- 3.2 All lawful rules, policies, practises, elections, appointments, delegations, directives and authorities made by the Division and operative at the time these rules come into effect shall be deemed to have been made by the Division under the authority of these rules and a reference in any of the said rules, policies, practices, elections, appointments, delegations, directives and authorities to the provisions of any former rules of the Division shall be construed as a reference to the corresponding provisions of these rules.
- 3.3 A person who is a Member of the Division on the day these rules come into effect shall continue to be a Member subject to the provisions of these rules.

**4. OBJECTS**

- 4.1 The objects of the Division are:-
- 4.1.1 to promote excellence demonstrated by professionals in leadership and management of local government;
  - 4.1.2 to promote the development, advancement and improvement of leadership and management skills within local government particularly by:-
    - 4.1.2.1 acquiring and distributing information about the profession to members of the Profession;
    - 4.1.2.2 formulating policies;
    - 4.1.2.3 making public statements;
    - 4.1.2.4 initiating or promoting legislation; and
    - 4.1.2.5 generally making such representations and tendering such advice that will promote the objects of the Division;

- 4.1.3 to negotiate and arrange with other similar bodies for the reciprocal recognition of the status of members and to communicate with similar bodies and members of the Profession or the Industry for the purpose of obtaining information on all matters beneficial or interesting to Members;
- 4.1.4 to promote ethical practice by prescribing standards of professional behavior to be observed by all members of the Profession;
- 4.1.5 to communicate to members of the Profession information on all matters affecting the Profession and to print, publish, issue and circulate such papers, periodicals, books, circulars, leaflets and other literature as may seem conducive to any of the objects of the Division;
- 4.1.6 to be aware of anything affecting the Division or the professional conduct of members of the Profession;
- 4.1.7 to promote recognition of the Division both nationally and internationally as an authoritative representative of local government management in Australia;
- 4.1.8 to do all things necessary in order to promote, encourage and assist the education and training of members of the Profession and other persons engaged in local government;
- 4.1.9 to enter into any arrangements with any Government or Authority that are incidental to, or conducive to, attainment of the objects and exercise of the powers of the Division, to obtain from any such Government or Authority any rights, privileges and concessions which the Division may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- 4.1.10 to participate in viable national and international joint ventures, including international aid and development projects, which would result in the transfer of Australian local government skills and technology to selected markets;
- 4.1.11 to develop the skills and experience of Members through, inter alia international exchange programs; and
- 4.1.12 to participate with affiliated international bodies in the development of regional forums to advance the cause of local government in the Asia/Pacific region.

The Division may do all such things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Division.

## **5. POWERS AND DUTIES**

- 5.1 The Division shall have all of the powers conferred by Section 25 of the Act save and except such modifications and exclusions as are specified in this rule.
- 5.2 The Division shall have all of the powers prescribed for Divisional Boards by Article 82 of the Articles. The said Articles shall be deemed to be incorporated into and form part of these rules.
- 5.3 The Division shall perform all of the functions and duties prescribed for Divisional Boards by the Articles.

## **6. MEMBERSHIP**

### **6.1 GENERAL**

- 6.1.1 Any person admitted to Membership of the Division pursuant to the Articles shall be a member of the Division as incorporated pursuant to these rules for so long as such person continues to be a member pursuant to the Articles.
- 6.1.2 A right, privilege or obligation of a person by reason of the member's membership of the Division:-
- 6.1.2.1 is not capable of being transferred or transmitted to any other person;
- 6.1.2.2 terminated upon the cessation of the member's membership whether by death or resignation or otherwise.
- 6.1.3 The Divisional Board may delegate to the Divisional Chief Executive Officer determination of applications for membership.

### **6.2 CLASSES OF MEMBERSHIP**

The membership of LG Professionals SA consists of the following classes of members:-

Ordinary Members  
 Fellows  
 Life Members  
 Corporate Members  
 Students

The number of Members in each class is unlimited.

#### **6.2.1 Ordinary Member**

To be admitted as an Ordinary Member, an applicant must:-

- (1) be employed in local government or a relevant organisation as determined by the Divisional Board.; or
- (2) hold a professional position with a level of responsibility acceptable to the Divisional Board; or

- (3) hold a relevant degree, diploma or qualification or have demonstrated experience or prior learning to the satisfaction of the Divisional Board.

An Ordinary Member may:-

- (1) subscribe to LG Professionals SA's publications; and
- (2) attend the meetings and functions of LG Professionals SA ; and
- (3) vote at general meetings LG Professionals SA; and
- (4) vote in elections for the Divisional Board; and
- (5) be a member of a Branch; and
- (6) be elected as a Divisional Board Member.

#### 6.2.2 Fellow

To be admitted as a Fellow, an applicant must:-

- (1) make a significant and active contribution to **LG Professionals SA** or the Industry; and
- (2) have been admitted as a member for a minimum period of five (5) years or such lesser period as determined by the Divisional Board.

A Fellow may:-

- (1) subscribe to LG Professionals SA's publications; and
- (2) attend the meetings and functions of LG Professionals SA; and
- (3) vote at general meetings of LG Professionals SA; and
- (4) vote in elections for the Divisional Board; and
- (5) be a member of a Branch;
- (6) be elected as a Divisional Board Member.

#### 6.2.3 Life Member

To be admitted as a Life Member, an applicant must:-

- (1) have been admitted as a Member and served the Industry for a minimum period of twenty (20) years; and
- (2) in the Divisional Board's opinion, given active service to LG Professionals SA.



A Life Member may:-

- (1) subscribe to LG Professionals SA's journals and publications; and
- (2) attend the meetings and functions of LG Professionals SA.

A Life Member who has not retired from employment may:-

- (1) vote at general meetings of LG Professionals SA; and
- (2) vote in elections for the Divisional Board; and
- (3) be a member of a Branch; and
- (4) be elected as a Board Member.

#### 6.2.4 Corporate Member

To be a Corporate Member, an applicant must:-

- (1) have an interest in local government; or
- (2) be a local government authority.

A Corporate Member may:-

- (1) receive journals and publications of LG Professionals SA.
- (2) attend or its employees may attend meetings and functions of LG Professionals SA.

#### 6.2.5 Student Member (Full time or part time)

To be a student member an applicant must:-

- (1) be enrolled within a recognised/accredited course of study, within a discipline relevant to Local Government; or
- (2) have completed a recognised/accredited tertiary course no more than two (2) years ago

A Student Member may:-

- (1) subscribe to LG Professionals SA's publications; and
- (2) attend the meetings and functions of LG Professionals SA

### 6.3 SUSPENSION OR FORFEITURE OF MEMBERSHIP

- 6.3.1 The procedure to be observed by the Divisional Board in dealing with reprimands, forfeiture or suspension of Membership shall be as provided by Articles 39 to 45.
- 6.3.2 The Divisional Board shall, in exercising the powers conferred upon it by Articles 39, 40, 41, 42, 43, 44 and 45, have strict regard to the requirements of Section 40 of the Act.

Note: Section 40 of the Act provides that “Where the committee of an incorporated association exercises any power of adjudication that it may have in relation to a dispute between its members, or a dispute between itself and members of the Association, the rules of natural justice shall be observed”.

### 6.4 RESIGNATION OF MEMBERSHIP

- 6.4.1 A Member may resign from membership by giving notice to the Divisional Chief Executive Officer pursuant to Article 38.

### 6.5 INSPECTION OF REGISTER OF MEMBERS

- 6.5.1 A Member may inspect the Register of Members (name and organisation only) for the Division at such reasonable time and place as may be agreed with the Divisional Chief Executive Officer.

## 7. GENERAL MEETINGS

### 7.1 ANNUAL GENERAL MEETINGS

- 7.1.1 The Division shall in each financial year convene an Annual General Meeting of its Members.
- 7.1.2 Subject to Section 39 of the Act the Annual General Meeting shall be held at such time and place as the Divisional Board determines.

### 7.2 SPECIAL GENERAL MEETINGS

- 7.2.1 All General Meetings other than the Annual General Meeting shall be called “Special General Meetings”.
- 7.2.2 The Divisional Board shall within twenty eight (28) days of the receipt of a request in writing signed by not less than fifty (50) Voting Members and stating the object and purpose of the meeting, convene a Special General Meeting to be held at such time and place as the Divisional Board determines.
- 7.2.3 The Divisional Board may at any time convene a Special General Meeting to be held at such time and place as the Divisional Board determines.
- 7.2.4 If the Divisional Board fails within the time set out in rule 7.2.2 to convene a special General Meeting, the Voting members who signed the request may in the manner set out in Rule 7.3.2 convene the meeting in Adelaide.

### 7.3 NOTICE OF MEETING

7.3.1 The Divisional Chief Executive Officer shall, not less than twenty-one clear days prior to the date on which a general meeting is to be held give notice of such meeting to all members of the Division specifying the time and place of the meeting and the nature of the business to be dealt with at that meeting.

7.3.2 Notices may be served on a member by one or more of the following means:-

7.3.2.1 by handing it to the member personally, or

7.3.2.2 by sending the notice by pre-paid post addressed to the Member at the address set out in the Register of Members or to the Member's last known place of business or residence, or

7.3.2.3 by notice published in a publication of the Division regularly sent to the members who are entitled to be present and to vote at the General meeting, or

7.3.2.4 by electronic means such as facsimile transmission or electronic mail.

7.3.3 A notice sent by post shall prima facie be deemed to have been served on the day following that on which the notice is posted.

7.3.4 A notice given by advertisement shall be deemed to have been served on the day on which the publication contained the advertisement appears.

### 7.4 PROCEEDINGS AT GENERAL MEETINGS

7.4.1 The ordinary business of an Annual General Meeting shall be to:-

7.4.1.1 receive and consider the report of the Divisional Board, statement of income and expenditure, balance sheet and report of the Auditor in respect of the preceding Financial Year;

7.4.1.2 receive and consider any business which the Divisional Board, or any Member, using the procedure set out in rule 7.4.2 brings before the meeting;

7.4.1.3 appoint an Auditor;

7.4.1.4 receive the report of the Returning Officer in relation to any election of Divisional Board Members and Divisional Board Officers held since the preceding Annual General Meeting.

7.4.1.5 provide a summary of the Divisional Board's Annual Business Plan and Strategic Plan

- 7.4.2 A Member may, by giving notice in writing to the Divisional Chief Executive Officer not less than twenty-eight days before the day of the meeting that such member intends to bring any motion or business which does not relate to the ordinary business of the Division before an Annual General Meeting, bring such business before such meeting. The Divisional Chief Executive Officer shall cause sufficient detail to enable members to be informed as to the substance of the motion or business to be brought before the meeting to be entered on the notice paper for the meeting.
- 7.4.3 Subject to rule 7.4.2 no business other than the ordinary business of the annual general meeting shall be brought before an AGM.
- 7.4.4 The quorum for an AGM shall be twenty Voting members present in person and entitled to vote.
- 7.4.5 The quorum for a Special General Meeting shall be twenty Voting Members present in person and entitled to vote.
- 7.4.6 No business shall be transacted at any Annual General or Special Meeting unless a quorum is present.
- 7.4.7 No business other than that set out in the notice convening a Special General Meeting shall be transacted as a special General meeting.
- 7.4.8 The chairperson of a General Meeting shall be:-
- 7.4.8.1 the President, or in his or her absence,
  - 7.4.8.2 the President Elect, or in his or her absence,
  - 7.4.8.3 the Immediate Past President, or in his or her absence,
  - 7.4.8.4 a Voting Member appointed to be acting chairperson by the Members present.
- 7.4.9 If a quorum is not present within 30 minutes of the time appointed for any special General Meeting convened at the request of members, the meeting shall be abandoned.
- 7.4.10 If a quorum is not present within 30 minutes of the time appointed for any Annual General Meeting or any Special General Meeting convened by the Divisional Board the meeting shall be adjourned by the chairperson, or if no chairperson is present, by the Divisional Chief Executive Officer, or in the absence of either, by any Voting member, to a date not more than fourteen (14) days later at the time and place appointed. Notice of the adjournment shall appear in the minutes of the meeting.
- 7.4.11 If a General Meeting is adjourned pursuant to this Rule it shall not be necessary to give notice of the adjournment to any Member who was present at the original General Meeting.

7.5 VOTING

- 7.5.1 Each motion submitted to a General Meeting shall be seconded and decided in the first instance by a show of hands.
- 7.5.2 On a show of hands and upon a poll every Voting member present in person shall be entitled to exercise one vote.
- 7.5.3 Members other than Voting Members shall not be entitled to vote at any General Meeting.
- 7.5.4 All votes shall be given personally or by proxy.
- 7.5.5 The chairperson shall have a deliberative vote only which can only be exercised prior to the result of the vote of the General Meeting being ascertained.
- 7.5.6 In the event of an equality of votes the Chairperson shall have a casting vote.
- 7.5.7 At any General Meeting a declaration by the Chairperson as to the result of a vote and the entry of the result in the minutes shall be conclusive unless a poll is requested by at least five Voting members present in person at the General Meeting.
- 7.5.8 If at any General Meeting a poll is requested on a question before that meeting it shall be taken immediately and the result of the poll shall be deemed to be the resolution of the General Meeting.
- 7.5.9 The request for a poll shall not prevent the continuance of the General Meeting for the transaction of any other business before the General Meeting other than the question for which the poll has been demanded.
- 7.5.10 The request for a poll may be withdrawn by the person who requested it whereupon the original result of the show of hands shall be declared by the chairperson to be the resolution of the meeting.
- 7.5.11 Any request for a poll related to the election of a chairperson or on any question of adjournment shall be taken immediately.
- 7.5.12 The procedure for taking a poll shall be determined by the chairperson.
- 7.5.13 If at any General Meeting the whole of the business before the meeting is not completed, the chairperson may with the consent of the meeting adjourn it to another time and place. No business other than the business left unfinished at the original General Meeting shall be transacted at an adjourned General Meeting.

## **8. FEES AND SUBSCRIPTIONS**

- 8.1 The Divisional Board shall:-
- 8.1.1 prescribe the fees payable by applicants for admission to Membership of LGMA and the Division;
  - 8.1.2 prescribe the annual subscription payable by the several classes of Members; and
  - 8.1.3 prescribe any different rates of subscription payable by individual Members of the same class.
- 8.2 The Divisional Board may suspend or remit the whole or any part of the fees and subscriptions referred to in the foregoing sub-rule in respect of any Member.
- 8.3 The annual subscription shall be due and payable on the first day of the Financial Year.
- 8.4 If the subscription fee of any Member is overdue, notice of such fact shall be sent to the Member by the Divisional Chief Executive Officer.
- 8.5 If a Member omits or neglects to pay the subscription within three calendar months after the date of the notice then the member's name may, with the authority of the Divisional Board, be removed from the Register and from the date of such removal he or she shall cease to be a Member.
- 8.6 The removal of the name of any Member from the Register shall be without prejudice to the right of the Divisional Board to recover from the Member all arrears including the subscription fee for the current year and any Certificate of Membership or of Merit together with any copies or replicas of the said certificates.
- 8.7 The Divisional Board shall ensure that payment as required by Article 35 is made to LGMA of:-
- 8.7.1 the percentage of subscription fees and charges payable by the Division to LGMA as capitation fees; and
  - 8.7.2 the proportion of the annual subscription fee to be allocated in payment for any journal published as the official journal of LGMA.

## **9. THE DIVISIONAL BOARD**

- 9.1 POWER AND DUTIES
- 9.1.1 Subject to the Articles, the management and control of the Division and the affairs of the Division, its property and funds shall vest in the Divisional Board which can exercise all the powers and do all acts and things which must be done and which are not by the Act the Articles or these Rules expressly required to be exercised or done by the Division in General Meeting and in addition, the Divisional Board shall have all the powers and authorities expressly conferred on it by these rules.

- 9.1.2 Without prejudice to the general powers conferred on the Divisional Board by the Articles, the Act and these rules, it is hereby expressly declared that the Divisional Board shall have the following powers:-
- 9.1.2.1 to make, vary, amend, enlarge, revoke or repeal by-laws not inconsistent with the Articles or any by-laws made thereunder on all subjects not expressly reserved for LGMA or the Division in General Meeting whether or not the same subjects are amongst its powers expressly conferred by the Articles.
  - 9.1.2.2 to fund awards or prizes for any category of members or for individual members subject to conditions for gaining such awards or prizes.
  - 9.1.2.3 to appoint the Officers of the Division, Divisional Chief Executive Officer, clerks and servants whether of the Division or of a branch for permanent, temporary or special services as it may from time to time determine and to also determine their duties and fix their salaries or remuneration and require security for any amount and in any circumstances which it shall determine.
  - 9.1.2.4 to appoint bankers, legal and professional advisers to the Division and to vary or revoke such appointments.
  - 9.1.2.5 to purchase, rent and furnish suitable premises for the use of Members or for the advancement of the objects of the Division.
  - 9.1.2.6 to negotiate and arrange with other similar bodies for the reciprocal recognition of the status of Members and to communicate with similar bodies for the purpose of obtaining and communicating information on all matters beneficial or interesting to Members.
  - 9.1.2.7 to institute, conduct, defend, compound or abandon any legal proceedings or arbitration by or against the Division or its officers in their capacity as officers of the Division or otherwise concerning the affairs of the Division.
  - 9.1.2.8 to compound and allow time for payment or satisfaction of any debts due or of any claims or demands by or against the Division.
  - 9.1.2.9 to make and give good receipts, releases and other discharges for monies payable to the Division and for claims and demands on the Division.
  - 9.1.2.10 to invest and deal with any moneys of the Division and at the request of any branch any funds of that branch upon such security and in such manner as the Divisional Board thinks fit and to vary and call in such investments from time to time.
  - 9.1.2.11 to borrow or raise money by bank overdraft, by the issue of debentures or any other methods of raising money with or without security over all or any of the property or rights of the Division and upon such terms as to priority or otherwise as it shall think fit.

9.1.2.12 to delegate to any branch such powers, authorities and duties as the Divisional Board in its absolute discretion shall determine and to revoke such delegations.

9.1.2.13 to sell any property owned by the Division.

9.1.3 In addition to the powers and duties referred to in Article 82 of the Articles, the Divisional Board:-

9.1.3.1 shall control and manage the business and affairs of the Division;

9.1.3.2 may, subject to these rules and the Act, exercise all such powers and functions as may be exercised by the Division other than those powers and functions required to be exercised by general meetings; and

9.1.3.3 has, subject to these rules and the Act, the power to perform all such acts and things as appear to the Divisional Board to be necessary for the proper management of the business and affairs of the Division.

## 9.2 COMPOSITION OF THE DIVISIONAL BOARD

9.2.1 The Divisional Board shall consist of eleven (11) Voting Members elected or appointed in accordance with these rules.

9.2.2 The term of office for Divisional Board Members, with the exception of President, President Elect and Immediate Past President shall be two (2) years.

9.2.3 At each Annual General Meeting the term of office of one half of the Membership of the Divisional Board, with the exception of the President, President- Elect, and Immediate Past Presidents, shall expire by effluxion of time.

## 9.3 DIVISIONAL BOARD - ELECTIONS

9.3.1 A Voting member may be nominated for election to the office of Divisional Board Member provided that there has been delivered to the Divisional Chief Executive Officer by a date set by the Divisional Board, (being a date before the date fixed for the holding of the Annual General Meeting), a written nomination signed by a Voting Member (not being the nominee), and endorsed by the nominee consenting to the nomination.

9.3.2 If at the close of nominations there are fewer nominations than the number required to fill the vacancies, the Returning Officer shall:-

9.3.2.1 declare elected those candidates who have been nominated, and

9.3.2.2 shall adjourn further proceedings until the Annual General Meeting when further nominations shall be invited from Members in attendance at the meeting and then dealt with in a manner to be determined by the Returning Officer, having regard to the purpose for which the nominations have been called.



9.3.3 If the number of nominations received is equal to the number of vacancies to be filled, the Returning Officer shall declare elected those candidates who have been nominated.

9.3.4 If the number of nominations exceeds the number of vacancies to be filled, a ballot among Voting Members shall be held in the manner to be prescribed by the Divisional Board.

9.3.5 Electronic voting shall be permitted.

#### 9.4 DIVISIONAL BOARD - MEETING PROCEDURES

9.4.1 The Divisional Board may meet, adjourn and otherwise regulate its ordinary meetings as it thinks fit provided that it shall meet ordinarily at least once every six (6) months at such place and such times as the Divisional Board determines.

9.4.2 The Divisional Chief Executive Officer shall give written notice of ordinary meetings of the Divisional Board by delivering such notice to each Divisional Board Member at least four (4) days prior to the time of the meeting or by sending it to each Divisional Board Member by pre-paid post or facsimile or electronic mail addressed to the usual or last known place of abode of each Divisional Board Member to reach each Divisional Board Member at least four (4) days before the date of the meeting.

9.4.3 The President or any two Members of the Divisional Board may convene a special meeting of the Divisional Board.

9.4.4 The Divisional Chief Executive Officer shall give prior notice of special meetings of the Divisional Board to every Divisional Board Member and such notice shall specify the business to be transacted at the meeting. No business other than that set out in the notice shall be transacted at such a meeting.

9.4.5 The quorum for meetings of the Divisional Board shall be the number which is fifty per centum (50%) of the number of Divisional Board Members then in office, plus one (1).

9.4.6 No business shall be transacted unless a quorum is present.

9.4.7 If within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to such date, time and place as the chairperson may determine and if, at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.

9.4.8 At meetings of the Divisional Board the President or, in the absence of the President, an officer of the Divisional Board shall be the chairperson.

9.4.9 If the Divisional Board President and all officers of the Divisional Board are absent such one of the remaining Members of the Divisional Board as may be chosen by the Members present shall be the chairperson.

9.4.10 Questions arising at a meeting of the Divisional Board or of any sub-committee appointed by it shall be determined on a show of hands.

9.4.11 Each Divisional Board Member present at a meeting of the Divisional Board is entitled to one vote, and in the event of an equality of votes the question shall be resolved in the negative.

9.4.12 The Divisional Board may act notwithstanding any vacancy on the Divisional Board.

#### 9.5 DIVISIONAL BOARD - CASUAL VACANCIES

9.5.1 A vacancy shall be deemed to have occurred on the Divisional Board if a Divisional Board Member:-

9.5.1.1 ceases to be a Member;

9.5.1.2 resigns from the Divisional Board by notice in writing to the Divisional Chief Executive Officer;

9.5.1.3 is absent without leave from three consecutive ordinary meetings of the Divisional Board;

9.5.1.4 has become bankrupt or insolvent or has made an assignment for the benefit of creditors or has taken or has attempted to take the benefit of any statutory provision for the liquidation of assets or affairs; provided that it shall be a sufficient defence if the Member satisfies the Divisional Board that such inability to pay debts arose from no personal fault and that no unprofessional conduct was involved;

9.5.1.5 is found by a clear majority of the Divisional Board to be unable to concertedly and objectively contribute;

9.5.1.6 is three months or more in arrears in payment of any fee for membership or subscription by resolution of the Divisional Board;

9.5.1.7 is removed from office by a resolution pursuant to rule 9.6 of these rules.

9.5.2 The Divisional Board may appoint a Voting Member to fill a casual vacancy on the Divisional Board, and the Voting Member so appointed shall hold office, subject to these rules, until the date on which the next Annual General Meeting occurs.

#### 9.6 DIVISIONAL BOARD - REMOVAL OF DIVISIONAL BOARD MEMBERS

9.6.1 The Division in general meeting may, after thirty (30) days have elapsed from the giving of a notice that the Division proposes for reasons to be set out in the notice to remove a Divisional Board Member from office before the expiration of the term of office of such Divisional Board Member and to appoint another Member to hold that office until the expiration of the term of the first-mentioned Member, pass a resolution or resolutions to that effect.

9.6.2 Where the Member to whom a notice of a proposed resolution referred to in Sub-Clause 9.6.1 applies makes representations in writing to the Divisional Board and requests that they be notified to the Members, the Divisional Chief

Executive Officer shall send a copy of the representations to each Member or if they are not so sent, the Member may require that they be read out at the meeting at which that matter is dealt with.

## **10. OFFICERS**

10.1 The officers of the Division shall be:-

- (1) President
- (2) President Elect,
- (3) Immediate Past President.
- (4) Treasurer

10.2 The President Elect will be elected by voting members each year at the Annual General Meeting and have a term of office of three (3) years; the first year as President Elect, the second year as President and the third year as Immediate Past President.

10.3 The Divisional Chief Executive Officer shall, prior to the Annual General Meeting, call for nominations for the position of President Elect.

10.4 A voting member may be nominated for election to the office of President Elect provided that there has been delivered to the Divisional Chief Executive Officer by a date set by the Divisional Board (being a date before the date fixed for the holding of the Annual General Meeting), a written nomination signed by a voting member (not being the nominee) and endorsed by the nominee consenting to the nomination.

10.5 If at the conclusion of nominations there is only one (1) nomination, the Returning Officer shall declare the member elected to the position of President Elect.

10.6 The Divisional Chief Executive Officer as returning officer shall conduct an election where more than one (1) nomination for President Elect is received.

10.7 In the event of a casual vacancy in any office referred to in clause 10.1, the Divisional Board may appoint one of its Members to the vacant office and the Member so appointed may continue in office up to and including the conclusion of the Annual General Meeting next following the date of such appointment.

10.8 A Member who ceases to be a Divisional Board Member shall not be entitled to hold office as President, President Elect, Immediate Past President nor Treasurer.

## **11. DIVISIONAL CHIEF EXECUTIVE OFFICER**

11.1 The Divisional Board shall appoint a person to be the Divisional Chief Executive Officer.

11.2 The Divisional Chief Executive Officer shall be the executive officer of the Division and undertake all duties in line with the signed and approved position description and as a minimum:-

- 11.2.1 shall keep minutes of the resolutions and proceedings of each General Meeting and each Divisional Board meeting in books provided for that purpose together with a record of the names of persons present at General Meetings and Divisional Board meetings;
  - 11.2.2 shall collect and receive all monies due to the Division and make all payments authorised by the Divisional Board;
  - 11.2.3 shall subject to Division IIIB of the Act, keep correct accounts and books showing the financial affairs of the Division with full details of all receipts and expenditure connected with the activities of the Division;
  - 11.2.4 shall be the Public Officer of the Division;
  - 11.2.5 shall be the Returning Officer for the conduct of all elections held by the Division;
  - 11.2.6 shall ensure compliance with the Act and the Regulations;
  - 11.2.7 shall perform such functions and duties in respect of the Division as are prescribed for Divisional Chief Executive Officers in the Articles;
  - 11.2.8 shall maintain the Register of Members for the Division as required by Article 52, and shall ensure compliance with Article 53;
  - 11.2.9 shall implement the decisions of the Division and of the Divisional Board.
- 11.3 The accounts and books referred to in Sub-rule 11.2.3 shall be available for inspection by Members.
- 11.4 Except as otherwise provided in these rules or the Act, the Divisional Chief Executive Officer shall have custody and control of all books and records of the Division.

## **12. FINANCE, ACCOUNTS AND AUDIT**

### **12.1 ACCOUNTING PROCEDURES AND PRACTICE**

- 12.1.1 The Division shall keep such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Division.
- 12.1.2 All moneys received on account of the Division shall be paid into the account of the Division at its Bankers within one month of receipt, or when the amount held exceeds such amount as the Divisional Board determines, whichever first occurs.
- 12.1.3 All bills of exchange, promissory notes or other negotiable instruments can be accepted made or drawn for and on behalf of the Division by any two of the Divisional Chief Executive Officer and the Officers jointly.
- 12.1.4 All cheques drafts, bill of exchange, promissory notes, other negotiable instruments and any electronic payments must be signed or authorised jointly by any two of the Divisional Chief Executive Officer and the Officers

12.1.5 Cheques or other negotiable instruments paid to the bankers of the Division which require the endorsement of the Division may be endorsed by the Divisional Chief Executive Officer or by such agent or employee of the Division as may be appointed by the Divisional Board for that purpose.

12.1.6 The accounts of the Division shall be examined and reported on at least once annually by an Auditor who shall be appointed by the Division at the Annual General Meeting.

12.1.7 The accounts of the Division shall be examined and reported on at each Divisional Board meeting by the Treasurer

## 12.2 AUDITOR

12.2.1 The Auditor shall hold office for a period of twelve months or until a successor has been appointed (whichever is the greater period) and shall be eligible for re-appointment.

12.2.2 A Divisional Board Member shall not be eligible for appointment as an auditor.

12.2.3 The Divisional Board may appoint a person to fill any casual vacancy in the office of Auditor to hold office until a successor is appointed at the next succeeding Annual General Meeting.

## 13. COMMITTEES

13.1 The Divisional Board may establish committees to carry out such functions as may be specified by the Divisional Board.

13.2 The Divisional Board may appoint to any committee such Members and other persons as it deems fit provided that not less than one-third of the Members of any Committee shall be Divisional Board Members.

13.3 A Committee shall regulate its own proceedings.

## 14. DELEGATION

14.1 The Divisional Board may by resolution authorise an officer, employee, servant, Member, person or Committee established under these rules to exercise or perform on behalf of the Divisional Board any power, duty or function of the Divisional Board. The exercise of any such authority shall be subject to such limitations and conditions as may be specified by the Divisional Board.

14.2 Any Officer, servant, person or committee when acting in the exercise of any such authority and within its scope shall be deemed to be the Divisional Board and no act of any Officer, servant, person or committee done within the scope of any such authority during the period in which such authority remains in force shall be invalidated by reason of the withdrawal of that authority.

14.3 The Division shall indemnify any person under the scope of an authority given against any suits or actions arising there from.

## 15. APPOINTMENT TO LGMA NATIONAL

- 15.1 The Divisional Board must, from the current financial Board Members, appoint to the Board of LGMA National:-
- 15.1.1 2 Directors (“LGMA National Directors”); and
  - 15.1.2 2 Alternate Directors to exercise some or all of LG Professionals SA’s nominated LGMA National Directors powers for a specified period (however, an Alternate Director must not be a Representative); and
  - 15.1.3 a maximum of 2 Representatives to represent and vote on behalf of LG Professionals SA at general meetings of LGMA National; and
  - 15.1.4 a maximum of 2 alternative Representatives to represent and vote on behalf of LG Professionals SA at general meetings of LGMA National if 1 or both Representatives are unable to attend a general meeting.
- 15.2 Subject to the Constitution of LGMA National and Sub-rule 15.3, each LGMA National Director appointed under sub rule 15.1.1 may remain as a Director of LGMA National for a period not exceeding four (4) successive years unless at the expiration of such term the Director holds the position of National President of LGMA National, in which case the Director may remain a Director until expiration of their term as National President.
- 15.3 The Board may terminate an LGMA National Director’s appointment at any time.
- 15.4 In addition to Sub-rule 15.3 a Board Member’s appointment as an LGMA National Director or Representative terminates upon the LGMA National Director ceasing to hold office as a Board Member under these rules.
- 15.5 A LGMA National Director appointed under Sub-rule 15.1.1 is not eligible for re-appointment for a minimum of twelve (12) months from the expiration of the period referred to in Sub-rule 15.2 after which they are eligible for re-appointment and the provisions of this Sub-rule 15.2 with respect to the maximum time a Director may serve will apply to the period for which a Director is re-appointed.
- 15.6 In the event of a casual vacancy on the Board of LGMA National, the Board may appoint a person (subject to Sub-rules 15.2 and 15.4) to fill the vacancy created by the vacating LGMA National Director previously nominated by LG Professionals SA.
- 15.7 The Board may terminate an alternate Director’s appointment at any time.
- 15.8 In any case, the appointment of an alternate Director terminates when the alternate Director is replaced by a new alternate Director or when the absent Director ceases to hold office as Director.

**16 MISCELLANEOUS**

16.1 THE COMMON SEAL

16.1.1 The Divisional Board shall make provision for the safe custody of the Seal.

16.1.2 Subject to Article 9.1 the seal shall not be used except by resolution of the Divisional Board and in the presence of any two of the Divisional Chief Executive Officer and the Officers who shall sign the instrument to which the seal is affixed.

16.2 POLLS OF MEMBERS

16.2.1 The Divisional Board may conduct a poll of Members or of certain classes of Members in relation to any of the functions of the Division.

16.2.2 The method of taking a poll shall be determined by the Divisional Board.

16.3 ELECTRONIC COMMUNICATION

16.3.1 The Divisional Board may determine the use of electronic forms of communication in relation to any of the functions of the Division.

**17 ALTERATION OF THE RULES**

17.1 Subject to any limitations imposed by the Articles, these rules may be altered, rescinded or repealed and new rules may be made by the Division in General Meeting in the manner prescribed by the Act.

17.2 Nothing contained in these rules or elsewhere shall be construed as implying or creating any privilege, priority or right in favour of any Member such that the power of the Division to alter, rescind, repeal or make new rules is limited.

**18 WINDING UP**

18.1 The Division may be wound up in the manner provided for in the Act.

18.2 The income and property of the Division shall be used and applied solely in promotion of its purposes and the exercise of its powers as set out herein and no proportion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the Members of the Division provided that nothing herein contained shall prevent the payment in good faith of interest to any Member in respect of monies advanced by such Member to the Division or otherwise owing to the Division to such Member or of remuneration to any officers or servants of the Division or to any Member of the Division or other person in return for services actually rendered to the Division provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any Member of out-of-pocket expenses, money lent, reasonable and proper charges for goods hired by the Division or the provision of services to which a Member would be entitled in accordance with the purposes if such Member was not a Member.

- 18.3 If the Division shall be wound up in accordance with the provision of the Act, and there remains after satisfaction of all its debts and liabilities and surplus assets whatsoever the same shall be given or transferred to some other institution (or LGMA) or institutions have purposes similar to the purposes of the Division and which prohibits the distribution of its other income and property amongst its or their Members to an extent at least as great as imposed on the Division under or by virtue of this rule such institution or institutions to be determined in accordance with the special resolution of the Members of the Division or in the absence of a special resolution of the Members by the Commission.