

# Local Government Professionals South Australia Incorporated

Constitution

*Associations Incorporation Act 1985*

## Table of Contents

<b>Rule</b>		<b>Page No.</b>
1.	<u>Name</u>	1
2.	<u>Interpretation</u>	1
3.	<u>Savings</u>	2
4.	<u>Objects</u>	2
5.	<u>Powers and Duties</u>	3
6.	<u>Membership</u>	3
7.	<u>General Meetings</u>	4
8.	<u>Fees and Subscriptions</u>	7
9.	<u>The Board</u>	8
10.	<u>Officers</u>	11
11.	<u>Chief Executive Officer</u>	12
12.	<u>Finance, Accounts and Audit</u>	12
13.	<u>Committees</u>	13
14.	<u>Delegation</u>	13
15.	<u>Membership of LG Professionals Australia National</u>	13
16.	<u>Miscellaneous</u>	13
17.	<u>Alteration of the Rules</u>	14
18.	<u>Winding Up</u>	14

# Rules of Local Government Professionals South Australia Incorporated

## 1. Name

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

## 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;

“Association” means LG Professionals, SA;

“Board” means the governing or controlling body of the Association as per Part 4 of the Act;

“Board member” means a member of the Association’s Board elected in accordance with these rules;

“Chief Executive Officer” means the person appointed by the Board to manage the operations of LG Professionals SA

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

“Electronic communication” refers to e-mail, text message and other forms of electronic communication including voting software;

“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;

“LG Professionals Australia National” and “LG Professionals Australia” means LG Professionals Australia ACN 004 221 818.

“member” with a lower case ‘m’ means a member of the LG Professionals, SA;

“Member” with an upper case ‘M’ refers to LG Professionals SA as a Member of LG Professionals Australia;

“National Constitution” means the National Constitution of LG Professionals Australia and a reference to any of its articles by number or otherwise shall have a corresponding meaning;

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

“Public Officer” is as defined in Section 56 of the Act;

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

“Returning Officer” means the person responsible for arranging an election and announcing the result;

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

“Sector” means the local government sector.

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

“Technology” in relation to voting refers to secure electronic methods of voting such as software designed for electronic voting for Associations;

“Voting Member” means a member who may exercise a vote, by virtue of belonging to a class of membership where voting rights are provided under that membership class.

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

2.2.1 where a person holds office under these rules as Chief Executive Officer of the Association, to that person; and

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

**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 Board, the decision of the Board as to the proper construction or meaning shall be final and conclusive provided the decision of the Board in writing and recorded in the minutes.

### **3. Savings**

3.1 All committees and persons lawfully holding office in the Association 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 Association and operative at the time these rules come into effect shall be deemed to have been made by the Association 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 Association shall be construed as a reference to the corresponding provisions of these rules.

3.3 A person who is a member of the Association 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 Association 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;
- 4.1.3 to support the exchange of information and collaboration between local government professionals;
- 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 advocate on behalf of members;

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

## **5. Powers and Duties**

- 5.1 The Association 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 Association shall prescribe standards of ethical behavior to be observed by all members.

## **6. Membership**

### **6.1 General**

- 6.1.1 Any person admitted as a member of LG Professionals, SA shall be a member of the Association as incorporated pursuant to these rules for so long as such person continues to be a member pursuant to these rules.
- 6.1.2 A right, privilege or obligation of a person by reason of the member's membership of the Association:
  - 6.1.2.1 is not capable of being transferred or transmitted to any other person;
  - 6.1.2.2 terminates upon the cessation of the member's membership whether by death or resignation or otherwise.

### **6.2 Classes of Membership**

The membership of LG Professionals, SA consists of classes of members as determined and defined from time to time by the Board.

### **6.3 Suspension or Forfeiture of Membership**

- 6.3.1 Subject to giving a member an opportunity to be heard or to make a written submission, the Board may resolve to expel a member upon a charge of misconduct detrimental to the interests of the Association.
- 6.3.2 Particulars of the charge shall be communicated to the member at least one month before the meeting of the Committee at which the matter will be determined.
- 6.3.3 The determination of the Board shall be communicated to the member, and in the event of an adverse determination the member shall, (subject to 6.3.4 below), cease to be a member 14 days after the Board has communicated its determination to the member.

- 6.3.4 It shall be open to a member to appeal the expulsion to the Association at a general meeting. The intention to appeal shall be communicated to the Chief Executive Officer of the Association within 14 days after the determination of the Board has been communicated to the member.
- 6.3.5 In the event of an appeal under 6.3.4 above, the appellant's membership of the Association shall not be terminated unless the determination of the Board to expel the member is upheld by the members of the association in general meeting after the appellant has been heard by the members of the association, and in such event membership will be terminated at the date of the general meeting at which the determination of the committee is upheld.

#### **6.4 Resignation of Membership**

- 6.4.1 A member may resign from membership of the Association by giving written notice to the Chief Executive Officer. Any resigning member shall be liable for any outstanding subscriptions which may be recovered as a debt due to the Association.

#### **6.5 Inspection of Register of Members**

- 6.5.1 A member may inspect the register of members (name and organisation only) for the Association at such reasonable time and place as may be agreed with the Chief Executive Officer.

### **7. General Meetings**

#### **7.1 Annual General Meetings**

- 7.1.1 The Association 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 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 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 Board determines.
- 7.2.3 The Board may at any time convene a Special General Meeting to be held at such time and place as the Board determines.
- 7.2.4 If the 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 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 Association 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 Association 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 electronic mail.
- 7.3.3 A notice sent by post shall prima facie be deemed to have been served three days following that on which the notice is posted.
- 7.3.4 A notice given by advertisement or e-mail 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 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 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 Board members and Board Officers held since the preceding Annual General Meeting.
  - 7.4.1.5 provide a summary of the Board's Annual Business Plan and Strategic Plan
- 7.4.2 A member may, by giving notice in writing to the 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 Association before an Annual General Meeting, bring such business before such meeting. The 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 The Board may, by way of resolution, bring any motion or business which does not relate to the ordinary business of the Association before an Annual General Meeting, provided notification of such motion or business can be provided not less than twenty-eight days before the day of the meeting. The 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.

- 7.4.4 Subject to rules 7.4.2 and 7.4.3 no business other than the ordinary business of the annual general meeting shall be brought before an AGM.
- 7.4.5 The quorum for an AGM shall be twenty voting members present in person or via technology (such as teleconference or video link) and entitled to vote.
- 7.4.6 The quorum for a Special General Meeting shall be twenty voting members present in person or via technology (such as teleconference or video link) and entitled to vote.
- 7.4.7 No business shall be transacted at any Annual General or Special Meeting unless a quorum is present.
- 7.4.8 No business other than that set out in the notice convening a Special General Meeting shall be transacted at a Special General Meeting.
- 7.4.9 The chairperson of a General Meeting shall be:
  - 7.4.9.1 the President, or in their absence,
  - 7.4.9.2 the President Elect, or in their absence,
  - 7.4.9.3 the Immediate Past President, or in their absence,
  - 7.4.9.4 a voting member appointed to be acting chairperson by the members present.
- 7.4.10 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.
- 7.4.11 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 Board the meeting shall be postponed by the chairperson, or if no chairperson is present, by the 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 postponement shall appear in the minutes of the meeting.
- 7.4.12 If a General Meeting is postpone pursuant to this Rule it shall not be necessary to give notice of the postponement 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 or for members joining via technology where they cannot be seen, an auditory indication of agreement, disagreement or abstention.
- 7.5.2 Every voting member present in person or via technology (such as teleconference or video link) 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 or via technology 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 Board shall:-
  - 8.1.1 prescribe the fees payable by applicants for admission to membership of the Association;
  - 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 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 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

Board, be removed from the register and from the date of such removal they 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 Board to recover from the member all arrears including the subscription fee for the current year.

## **9. The Board**

### **9.1 Power and Duties**

- 9.1.1 The affairs of the association shall be managed and controlled by the Board which, in addition to any powers and authorities conferred by these rules, may exercise all such powers and do all such things as are within the objects of the association, and are not by the Act or by these rules required to be done by the association in general meeting.
- 9.1.2 The Board has the management and control of the funds and other property of the Association.
- 9.1.3 The Board shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the Association on which these rules are silent.
- 9.1.4 The Board can make, vary, amend, revoke or repeal by-laws not inconsistent with these rules on all subjects not expressly reserved the Association in General Meeting.
- 9.1.5 The Board shall appoint a public officer as required by the Act.
- 9.1.6 The Board may appoint a Chief Executive Officer to carry out such functions as may be specified by the Board including the implementation of Board and Association decisions and operational management of the Association in accordance with these rules and the Act, and determine the Chief Executive Officer's remuneration package.
- 9.1.7 The Board can appoint members, and volunteers 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.
- 9.1.8 The Board has the power to fulfil its obligations as a Member of LG Professionals Australia as outlined in the relevant sections of the National Constitution.
- 9.1.9 The Board shall determine and define classes of membership.

### **9.2 Composition of The Board**

- 9.2.1 The Board shall consist of eleven (11) voting members elected or appointed in accordance with these rules.
- 9.2.2 The term of office for 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 Board, with the exception of the President, President-Elect, and Immediate Past Presidents, shall expire by effluxion of time.

### **9.3 Board - Elections**

- 9.3.1 A voting member may be nominated for election to the office of Board member provided that there has been delivered to the Chief Executive Officer by a date set by the 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 Board.
- 9.3.5 Electronic voting shall be permitted.

### **9.4 Board - Meeting Procedures**

- 9.4.1 The Board may meet, adjourn and otherwise regulate its regular 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 Board determines.
- 9.4.2 The Chief Executive Officer shall give written notice of ordinary meetings of the Board by delivering such notice to each Board member at least four (4) days prior to the time of the meeting or by sending it to each Board member by electronic mail or pre-paid post or facsimile addressed to the usual or last known place of abode of each Board member to reach each Board member at least four (4) days before the date of the meeting.
- 9.4.3 The President or any two members of the Board may convene a special meeting of the Board.
- 9.4.4 The Chief Executive Officer shall give prior notice of special meetings of the Board to every 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 Board shall be the number which is fifty per centum (50%) of the number of Board members then in office, plus one (1). A Board member is deemed to be present if in attendance in person or via technology which allows them to participate in the meeting.
- 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 Board the President or, in the absence of the President, an officer of the Board shall be the chairperson.
- 9.4.9 If the Board President and all officers of the Board are absent such one of the remaining members of the Board as may be chosen by the members present shall be the chairperson.
- 9.4.10 Questions arising at a meeting of the Board or of any sub-committee appointed by it shall be determined on a show of hands or via clear indication if attending via technology which allows them to participate in the meeting.
- 9.4.11 Each Board member present at a meeting of the 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 Board may pass a resolution out of session if at a preceding Board Meeting the Board resolves to handle the item out of session. Such a resolution will pass if:
- 9.4.12.1 All of the Board members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. Separate copies of the document may be used for signing by Board Members if the wording of the resolution and statement is identical in each copy.
- 9.4.12.2 A minimum of 75% of Board Members in office vote in favour of the recommendation.
- 9.4.13 The Board may act notwithstanding any vacancy on the Board.

## **9.5 Board - Casual Vacancies**

- 9.5.1 A vacancy shall be deemed to have occurred on the Board if a Board member:-
- 9.5.1.1 ceases to be a member;
- 9.5.1.2 resigns from the Board by notice in writing to the Chief Executive Officer;
- 9.5.1.3 is absent without leave from three consecutive ordinary meetings of the 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 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 Board to be unable to concertededly 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 Board;

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

9.5.2 The Board may appoint a voting member to fill a casual vacancy on the 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 Board - Removal of Board Members**

9.6.1 The Association in general meeting may, after thirty (30) days have elapsed from the giving of a notice that the Association proposes for reasons to be set out in the notice to remove a Board member from office before the expiration of the term of office of such 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 Board and requests that they be notified to the members, the 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 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 Chief Executive Officer by a date set by the 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 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 Board member shall not be entitled to hold office as President, President Elect, Immediate Past President nor Treasurer.

## **11. Chief Executive Officer**

- 11.1 The Chief Executive Officer will undertake all duties in line with the signed and Board approved position description and as a minimum shall ensure compliance with the Act.

## **12. Finance, Accounts and Audit**

### **12.1 Accounting Procedures and Practice**

- 12.1.1 The Association shall keep such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association.
- 12.1.2 All bills of exchange, promissory notes or other negotiable instruments can be accepted, made or drawn for and on behalf of the Association by any two of the Chief Executive Officer and the Officers jointly.
- 12.1.3 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 Chief Executive Officer and the Officers.
- 12.1.4 Cheques or other negotiable instruments paid to the bankers of the Association which require the endorsement of the Association may be endorsed by the Chief Executive Officer or by such agent or employee of the Association as may be appointed by the Board for that purpose.
- 12.1.5 The accounts of the Association shall be examined and reported on at least once annually by an Auditor who shall be appointed by the Association at the Annual General Meeting.
- 12.1.7 The accounts of the Association shall be examined and reported on at each Board meeting by the Chief Executive Officer and / or 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 Board member shall not be eligible for appointment as an auditor.
- 12.2.3 The 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 Board may establish committees to carry out such functions as may be specified by the Board.
- 13.2 The Board may appoint to any committee such members and other persons as it deems fit provided that at least one member of the committee is a Board Member.
- 13.3 A Committee shall regulate its own proceedings.

### **14. Delegation**

- 14.1 The Board may by resolution authorise the Chief Executive Officer, any officer, employee, volunteer, member, person, Committee established by the Board of LG Professionals Australia or Committee established under these rules to exercise or perform on behalf of the Board any power, duty or function of the Board.
  - 14.1.1 The exercise of any such authority shall be subject to such limitations and conditions as may be specified by the Board
  - 14.1.2 The Board in its absolute discretion shall determine and revoke such delegations consistent with these rules and the Act.
- 14.2 The Chief Executive Officer, any Officer, volunteer, person or committee when acting in the exercise of any such authority and within its scope shall be deemed to be the Board and no act of any Officer, volunteer, 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 Association shall indemnify any person under the scope of an authority given against any suits or actions arising there from.
- 14.4 The Chief Executive Officer can delegate his / her powers to staff and volunteers according to the Board approved instrument of delegations.

### **15. Membership of LG Professionals Australia**

- 15.1 The Association is a Member of LG Professionals Australia and as such is subject to the terms and conditions of Membership set out in the relevant sections of the National Constitution. The Board shall ensure as a minimum:
  - 15.1.1 That by way of resolution of the Board, director(s) are appointed to the National Board as per terms of National Constitution.
  - 15.1.2 Appropriate representation and participation in National Annual General Meetings and General Meetings.
  - 15.1.3 Payment of National Membership fees.

### **16. Miscellaneous**

#### **16.1 The Common Seal**

- 16.1.1 The 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 Board and in the presence of any two of the Chief Executive Officer and the Officers who shall sign the instrument to which the seal is affixed.



### **16.3 Electronic Communication**

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

## **17 Alteration of the Rules**

17.1 These rules may be altered, rescinded or repealed and new rules may be made by the Association by special resolution at a 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 Association to alter, rescind, repeal or make new rules is limited.

## **18 Winding Up**

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

18.2 The income and property of the Association 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 Association 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 Association or otherwise owing by the Association to such member or of remuneration to any officers or volunteers of the Association or to any member of the Association or other person in return for services actually rendered to the Association 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 Association 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 Association 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 LG Professionals Australia) or institutions that have purposes similar to the purposes of the Association 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 Association 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 Association or in the absence of a special resolution of the members by the Commission.