



Rules of Association

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Document History

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1. ASSOCIATION TITLE

The name of the incorporated association is Local Government Professionals Australia, TAS Inc, referred to in these Rules as LG Professionals, TAS.

2. INTERPRETATION

In these Rules:

Act	means the <i>Associations Incorporation Act 1964 (Tas)</i> as amended from time to time.
Appeals Committee	means a committee convened under Sub-rule 6.5.
Board	means the Board of Management of LG Professionals, TAS constituted under Rule 9.
Board Member	means a person elected or appointed to the Board pursuant to Rule 9.2(c) & 9.4
Branch	means a grouping of local authorities within defined geographical areas pursuant to Rule 11.
Branch President	means a person elected to the position of president of a Branch pursuant to Rule 11.
Branch Secretary	means a person elected to the position of secretary of a Branch pursuant to Rule 11.
By-Laws	means the by-laws of LG Professionals, TAS pursuant to Rule 22.
Certificate of Membership	means a certificate of membership issued under Sub-Rule 6.7.
Code of Ethics	means the Code of Ethics of Local Government Managers Australia.
Complainant	means the person, persons or corporation lodging the Complaint.
Complaint	means a written complaint, alleging a specified breach of the Rules or the Code of Ethics by a Member.
Complaints Committee	means a committee convened under Sub-rule 8.6
Deputy President	means a Board Member elected by the Board as the Deputy President pursuant to Sub-rule 9.2(f)
Financial Year	means each year ending 30 June.
LGAT	means the Local Government Association of Tasmania (ABN 48 014 914 743), a body corporate in accordance with the <i>Local Government Act 1993 (Tas)</i> or any amendment or substitution of such act.
LG Professionals Australia	means Local Government Professionals Australia ACN 004 221 818.
Member	includes Associate Members, Executive Members, Fellow Members, Life Members, Retired Members, Corporate Members and Corporate Subscribers
Nomination Date	means the date by which nominations for election to the Board must be received by the Returning Officer.

President	means a Board Member elected to the Board as the President pursuant to Rule 9(f)
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Public Officer	means a person appointed by the Board pursuant to Sub-rule 9.1(d) for the purposes of the Act.
Register of Members	means the register of members kept and maintained in accordance with Sub-rule 6.9.
Rules	means distinct parts of these Rules as divided into sections and identified by numbers.
Secretary	means a person appointed by the Board pursuant to Rule 13(a).
Sub-rules	means parts of Rules divided into paragraphs and identified by subsidiary numbers.

3. OBJECTS

The objects of LG Professionals, TAS are to:

- (a) promote excellence in Local Government management;
- (b) promote the development, advancement and improvement of Local Government management, particularly by:
 - (i) acquiring and distributing information to Members;
 - (ii) providing leadership and advocacy on Local Government issues which promote LG Professionals, TAS;
 - (iii) providing professional development opportunities; and
 - (iv) providing fellowship and services for Members;
- (c) 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 information on all matters beneficial or interesting to Members;
- (d) promote ethical practice by prescribing standards of professional behaviour to be observed by all Members;
- (e) communicate to Members information on relevant matters 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 LG Professionals, TAS;
- (f) be aware of anything affecting LG Professionals, TAS or the professional conduct of Members;
- (g) promote recognition of LG Professionals, TAS as an authoritative representative of Local Government management in Tasmania;
- (h) promote, encourage and assist the education and training of Members and other persons engaged in Local Government;
- (i) do all such things as are incidental or conducive to the attainment of the objects and the exercise of the powers of LG Professionals, TAS.

4. POWERS

LG Professionals, TAS may do any lawful thing necessary or convenient to the attainment of its basic objects and the carrying out of its affairs, including:

- (a) entering into contracts; and
- (b) acquiring, holding, dealing with and disposing of property; and

- (c) making charges for services and facilities it supplies.

5. INCOME AND PROPERTY

The income and property of LG Professionals, TAS shall be used solely in promoting its objects and exercising its powers.

6. MEMBERSHIP

1. Classes of Membership

- (a) (The membership of LG Professionals, TAS consists of the following classes of members:

- (i) Associate Members;
- (ii) Professional Members;
- (iii) Executive Members;
- (iv) Fellows;
- (v) Life Members;
- (vi) Retired Members;
- (vii) Corporate Members; and
- (viii) Corporate Subscribers.

- (b) The number of members in each class is unlimited.

1. Associate Member

- (a) To be admitted as an Associate, an applicant shall:

- (i) have attained the age of 18 years; and
- (ii) be employed in Local Government or a relevant organisation as determined by the Board; and
- (iii) not qualify for membership as a Member or a Fellow.

- (b) An Associate Member may:

- (i) attend the meetings and functions of LG Professionals, TAS and its Branches; and
- (ii) vote at general meetings of LG Professionals, TAS; and
- (iii) vote in elections for Board Members; and
- (iv) for the Professional Member's Branch – vote in elections for the Branch President and Branch Secretary; and

- (c) If an Associate is elected to the position of a Branch President, such individual (or that individual's duly appointed nominee) will be automatically appointed as a Board Member pursuant to Sub-rule 9.2(c).

2. Professional Member

- (a) To be admitted as a Professional Member, an applicant shall:

- (i) be employed in Local Government or a relevant organisation as determined by the Board; and
- (ii) hold a managerial appointment; and

- (iii) hold a degree, diploma or relevant qualification or have demonstrated experience or prior learning to the satisfaction of the Board.
- (b) A Professional Member may:
 - (i) attend the meetings and functions of LG Professionals, TAS and its Branches; and
 - (ii) vote at general meetings of LG Professionals, TAS; and
 - (iii) vote in elections for Board Members; and
 - (iv) for the Professional Member's Branch – vote in elections for the Branch President and Branch Secretary; and
 - (v) be elected as a Board Member.

3. Executive Member

- (a) To be admitted as an Executive Member, an applicant shall:
 - (i) be employed in Local Government or a relevant organisation as determined by the Board; and
 - (ii) be employed in a senior executive capacity (e.g. General Manager, Director, Operations Manager etc.) and
 - (iii) hold a degree, diploma or relevant qualification or have demonstrated experience or prior learning to the satisfaction of the Board.
- (b) An Executive Member may:
 - (i) attend the meetings and functions of LG Professionals, TAS and its Branches; and
 - (ii) vote at general meetings of LG Professionals, TAS; and
 - (iii) vote in elections for Board Members; and
 - (iv) for the Professional Member's Branch – vote in elections for the Branch President and Branch Secretary; and
 - (v) be elected as a Board Member.

4. Fellow Member

- (a) To be admitted as a Fellow, an applicant shall:
 - (i) have made a significant and active contribution to Local Government Professionals Tasmania or the Local Government sector; and
 - (ii) have been admitted as a Professional Member for a minimum period of 10 years or such lesser period as determined by the Board.
- (b) A Fellow may:
 - (i) attend the meetings and functions of LG Professionals, TAS and its Branches; and
 - (ii) vote at general meetings of LG Professionals, TAS; and
 - (iii) vote in elections for Board Members; and
 - (iv) for the Fellow's Branch – vote in elections for the Branch President and Branch Secretary; and
 - (v) be elected as a Board Member.

5. Life Member

- (a) To be admitted as a Life Member, an applicant shall:

- (i) have been admitted as a Member and served Local Government for a minimum period of 20 years; and/or
 - (ii) in the Board's opinion, have given active service to LG Professionals, TAS.
- (b) A Life Member may attend the meetings and functions of LG Professionals, TAS and its Branches.
- (c) A Life Member who has not retired from employment may:
- (i) vote at general meetings of LG Professionals, TAS; and
 - (ii) vote in elections for Board Members; and
 - (iii) for the Life Member's Branch – vote in elections for the Branch President and Branch Secretary; and
 - (iv) be elected as a Board Member.

6. Retired Member

- (a) To be admitted as a Retired Member, an applicant shall:
- (i) prior to receipt of the application, have been admitted as a Member; and
 - (ii) have retired from employment; and
 - (iii) wish to retain an interest in LG Professionals, TAS.
- (b) A Retired Member may attend the meetings and functions of LG Professionals, TAS and its Branches.

7. Corporate Member

- (a) To be admitted as a Corporate Member, an applicant shall:
- (i) Be an entity or corporation as defined under the *Corporations Act (2001)*;
 - (ii) be invited to become a Corporate Member by LG Professionals Tasmania;
 - (iii) have a direct interest in the Local Government sector and the development of its future professional leaders.
- (b) A Corporate Member may:
- (i) Use the 'Corporate Member' logo for promotion its website
 - (ii) Have 1 vote at general meetings of LG Professionals, TAS; and
 - (iii) Have 1 vote in elections for Board Members; and
 - (iv) Attend meetings and functions of LG Professionals Tasmania and its Branches

8. Corporate Subscriber

- (a) To be a Corporate Subscriber, an applicant shall:
- (i) Be an individual;
 - (ii) have an interest in Local Government; and
 - (iii) not qualify for membership as-an Associate, Professional, Executive or Fellow Member.
- (b) A Corporate Subscriber may attend meetings and functions of LG Professionals Tasmania and its Branches

2. Application for Membership

- (a) Except as provided in Sub-rule 6.2 (b) , an application for membership, or for a change in class of membership, shall be:
- (i) in writing, in the form decided by the Board; and

- (ii) made by the individual seeking membership
 - (iii) Endorsed by one (1) other current financial Professional, Executive, Fellow or Life Member who has not retired from employment.
- (b) In the case of Life Membership, the Board may consider applications without the knowledge or consent of the Member as specified in Sub-rule 6.2 (b).

3. Admission and Rejection of Members

- (a) The Board shall consider applications for membership as they arise.
- (b) The Board shall decide by a majority of votes whether to accept or reject the application. Voting may be by any auditable method it chooses.
- (c) If the Board decides to accept the application, the applicant shall be accepted as a Member to the class of membership specified in the application.
- (d) The Secretary shall, as soon as practicable after the Board decides to accept or reject an application, give the applicant written notice of the decision.

4. Cessation of Membership

- (a) A Member may resign from LG Professionals, TAS by giving the Secretary written notice of their resignation.
- (b) The resignation takes effect on:
 - (i) the day and at the time the notice is received by the Secretary; or
 - (ii) if a later day is stated in the notice, the later day.
- (c) Upon resignation, the Member's name must be removed from the Register of Members.
- (d) The Board may terminate membership if the Member:
 - (i) is convicted of an indictable offence; or
 - (ii) does not comply with any of the provisions of these Rules; or
 - (iii) has membership fees in arrears for at least 6 months; or
 - (iv) conducts himself or herself in a way considered to be injurious or prejudicial to the interests of LG Professionals, TAS.
- (e) Before a Member's membership is terminated, the Board must give the Member a full and fair opportunity to show why the membership should not be terminated.
- (f) If, after considering all representations made by the Member, the Board decides to terminate the membership, the Secretary must give the Member written notice of the decision.
- (g) Termination of membership does not waive the Board's right to recover from the Member arrears of fees and any Certificate of Membership.
- (h) Subject to Sub-rule 6.5, a Member whose membership is terminated under Sub-rule 6.45(d) may reapply for membership of LG Professionals, TAS.
- (i) An applicant for readmission under Sub-rule 6.4(h) must pay all prior outstanding fees to LG Professionals, TAS before the Board considers the application.

5. Appeals Against Rejection or Termination of Membership

- (a) A person whose application for membership has been rejected, or whose membership has been terminated, may give the Secretary written notice of his or her intention to appeal against the decision.
- (b) A notice of intention to appeal shall be given to the Secretary within 1 month after the person receives written notice of the decision.
- (c) If the Secretary receives a notice of intention to appeal, the Secretary shall, within 3 months after the day of receipt, convene a meeting of the Appeals Committee to decide the appeal.
- (d) The Secretary shall give the person written notice of the day, time and place of the Appeals

Committee meeting at least 7 days prior to the date of the meeting.

- (e) At the Appeals Committee meeting, the appellant shall be given a full and fair opportunity to demonstrate why the application should not be rejected or the membership should not be terminated.
- (f) Further, the Board who rejected the application or terminated the membership shall be given an opportunity to show why the application should be rejected or the membership should be terminated.
- (g) An appeal shall be decided by a majority vote of the members of the Appeals Committee.
- (h) The Appeals Committee consists of:
 - (i) The President of LG Professionals, TAS; and
 - (ii) A former President of LG Professionals, TAS; and
 - (iii) A current financial Member of LG Professionals, TAS, nominated by the Board but who is not a Board member.

6. Rights of Members

- (a) Subject to Sub-rule 6.6(b), a right, privilege or obligation of a Member of LG Professionals, TAS:
 - (i) cannot be transferred or transmitted to another person; and
 - (ii) terminates upon the cessation of the membership.
- (b) A Member's obligation to pay subscription fees incurred under these Rules prior to cessation of the membership is not affected by the cessation of membership.

7. Certificate of Membership

- (a) The Board shall issue a Certificate of Membership to each Member of LG Professionals, TAS.
- (b) The Board shall determine the form of a Certificate of Membership.

8. Post Nominals

The Board may assign to membership of a specified class, such post nominal as it determines.

9. Register of Members

- (a) The Secretary shall keep and maintain a Register of Members.
- (b) The Register of Members shall include the following particulars for each Member:
 - (i) the full name, preferred mailing address, and other contact details of the Member; and
 - (ii) the status of each Member; and
 - (iii) any other particulars the Board decides.
 - (iv) The Register of Members shall be open for inspection at all reasonable times by any Member who previously applies to the Secretary for such inspection.

7. FEES AND SUBSCRIPTIONS

- (a) The Board shall set the annual subscription fee for each class of membership at the first meeting at the beginning of the year.
- (b) The Board may suspend or remit the whole or any part of the fees referred to in Sub-rule 7(a) in its discretion.
- (c) Each Member shall pay the relevant annual membership fee on or before the 30th day of September in each year.
- (d) The Secretary shall report on overdue subscriptions each Board Meeting.

8. DISCIPLINE OF MEMBERS

1. Procedures for Dealing with Complaints

- (a) A person may lodge a Complaint with the Secretary.
- (b) Unless rejected pursuant to Sub-rule 8.2(a), the Secretary shall refer complaints to the Complaints Committee within 7 days.
- (c) The Complaints Committee shall consider the Complaint within 21 days of its receipt and determine:
 - (i) to reject or investigate the Complaint; and
 - (ii) the terms of any investigation, including whether to delegate investigation of the Complaint, the person or persons to whom the delegation is to be made and the terms for such delegation.
- (d) Within 28 days of receiving the Complaint, the Complaints Committee shall notify:
- (e) the Member of:
 - (i) the Complaint including the alleged breaches, and the Complaints Committee's response; and
 - (ii) if the Complaint is to be investigated, the terms of the investigation and that a submission and/or a request to be heard before the Complaints Committee can be lodged in writing within 28 days of the date of notification; and
- (f) the Complainant of the Complaints Committee's response.

2. Rejection of Complaints

- (a) The Secretary shall reject any Complaint received if:
 - (i) the subject of the Complaint is not a Member of LG Professionals, TAS; or
 - (ii) the Complainant fails to adequately identify the Member and/or the alleged breach of the Rules or Code of Ethics; or
- (b) a Complaint has already been dealt with and no new information is provided.
- (c) When a Complaint is rejected pursuant to Sub-rule 8.2(a), the Secretary shall:
 - (i) within 7 days, notify the Complainant that:
 - (ii) the Complaint has been rejected; and
 - (iii) the grounds for the rejection; and
 - (iv) any appeal against the rejection must be lodged within 14 days.
 - (v) within 28 days, report the Complaint, the ground for rejection and any appeal, to the Complaints Committee.

3. Investigation of Complaints

The Secretary shall:

- (a) ensure the investigation is carried out in the manner prescribed by the Complaints Committee; and
- (b) ensure the investigation is concluded within the timelines prescribed by this Rule; and
- (c) report the findings of the investigation to the Complaints Committee within the timelines

prescribed by this Rule.

4. Determination of Complaint

- (a) The Complaints Committee shall meet to further consider the Complaint no earlier than 28 days and no later than 60 days after notifying the Member of the Complaint.
- (b) At the meeting prescribed in Sub-rule 8.4(a), the Complaints Committee shall consider:
 - (i) the report of the findings of any investigations; and
 - (ii) the written submission lodged by the Member, if any; and
 - (iii) the personal submission of the Member, if any.
- (c) After duly considering the submissions prescribed in Sub-rule 8.4(b), the Complaints Committee shall determine the matter in accordance with the Rules.
- (d) Within 7 days of the Complaints Committee's decision, the Member shall be:
 - (i) notified of that decision; and
 - (ii) advised that a written appeal against the Complaints Committee's decision and/or a request to be heard before the Board can be lodged in writing with the Secretary within 28 days of the date of notification.
- (e) If the Complaints Committee's decision is appealed, the Complaint shall be determined in accordance with the Rules at a meeting to be held within 30 days of the receipt of the appeal, or at some other time agreed to by the Member and the Board.
- (f) At the meeting prescribed in Sub-rule 8.4(e), the Board shall consider:
 - (i) a report of the Complaints Committee; and
 - (ii) the report of the findings of any investigations; and
 - (iii) the written submission lodged by the Member, if any; and
 - (iv) the personal submission of the Member, if any.
- (g) Within 14 days of final determination of the matter:
 - (i) the Complainant shall be notified of the determination; and
 - (ii) the Member shall be notified of the determination and the process for execution of any disciplinary action.

5. Disciplinary Action

The disciplinary action that may be taken against a Member includes:

- (a) suspension of the Member's membership; or
- (b) termination of the Member's membership.

6. Complaints Committee

The Complaints Committee consists of:

- (a) The President of LG Professionals, TAS; and
- (b) A former President of LG Professionals, TAS; and
- (c) A current financial Member of LG Professionals, TAS, nominated by the Board but who is not a Board member.

9. BOARD OF MANAGEMENT

1. Functions

- (a) Subject to these Rules or a resolution carried at a general meeting, the Board has:
- (i) the general control and management of the administration of the affairs, property and funds of LG Professionals, TAS; and
 - (ii) authority to interpret the meaning of these Rules and determine any matter relating to LG Professionals, TAS on which the Rules are silent.
- (b) The Board may exercise the powers of LG Professionals, TAS:
- (i) to borrow, raise or secure the payment of amounts in a way LG Professionals, TAS Members decide; and
 - (ii) to secure the amounts mentioned in Sub-rule 9.1(b)(i), or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by LG Professionals, TAS in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of LG Professionals, TAS's property, both present and future; and
 - (iii) to purchase, redeem or pay off any securities issued; and
 - (iv) to borrow amounts from Members and pay interest on the amounts borrowed; and
 - (v) to mortgage or charge the whole or part of its property; and
 - (vi) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of LG Professionals, TAS; and
 - (vii) to provide and pay off any securities issued; and
 - (viii) to invest in a way the Members of LG Professionals, TAS may from time to time decide.
- (c) For Sub-rule 9.1(b)(iv), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by:
- (i) the financial institution of LG Professionals, TAS; or
 - (ii) if there is more than one (1) financial institution for LG Professionals, TAS, the financial institution nominated by LG Professionals, TAS.
- (d) The Board shall appoint a Public Officer for the purposes of the Act.

2. Membership

- (a) Subject to Rule 9.4, the Board consists of nine members, inclusive of the officers referred to in Sub-rule 9.2(c).
- (b) Six Board Members shall be elected in accordance with Rule 9.4.
- (c) Three Board Members shall be the three current Branch Presidents or their duly appointed nominees. A Branch President's nominee is only duly appointed if:
- (i) the nominee is a valid member of the same Branch as the Branch President; and
 - (ii) the remaining Board Members approve such appointment. A Board Member is excluded from approving the appointment of a nominee if it is the appointment of his or her nominee for which approval is being sought.
- (d) A Branch President must appoint a nominee if he or she has, at the same time, also been elected as a Board Member in accordance with Rule 9.4.
- (e) The Board Members elected in accordance with clause 9.4 and appointed in accordance with Sub-rule 9.2 (b) and 9.2 (c) (or such duly appointed nominees) may, in their discretion, at any time appoint and remove another eligible Member of LG Professionals, TAS as a Board Member until the next election under Rule 9.4, at which time any continuing appointment

pursuant to this Sub-rule comes to an end.

- (f) Immediately following each annual general meeting, the Board shall elect one Board Member to each of the offices of:
 - (i) President; and
 - (ii) Deputy President, for a term of one year.

3. Term of Office

- (a) Each of the six elected members shall hold office for a period of three years and shall take office following the annual general meeting at which the poll for his or her election is declared and is eligible for re-election.
- (b) The remaining three shall hold office whilst holding the position of Branch President or the nomination of the Branch President (in accordance with Sub-rule 11 (d) and shall take office following the annual general meeting at which their appointments are declared, for a term of two years.

4. Election of Board Members

- (a) The Returning Officer shall, not less than 8 weeks before the date of the annual general meeting, give notice inviting nominations to fill vacancies on the Board.
- (b) Any financial Fellow, Executive, Professional or Life Member, who has not retired from employment, may nominate another financial Fellow, Executive, Professional or Life Member, who has not retired from employment, as a candidate for election as a Board Member.
- (c) A nomination shall be:
 - (i) in writing in a form specified by the Returning Officer; and
 - (ii) signed by the nominated Member and the Member making the nomination; and
 - (iii) lodged with the Returning Officer not later than 12 noon on the specified date, being at least 6 weeks before the date fixed for the annual general meeting; and
 - (iv) indicate whether the nomination is in respect of a full-term vacancy or any casual vacancy.
- (g) Subject to Sub-rule 9.4 (c), if the number of nominations is greater than the number of vacancies, a ballot shall be held in accordance with 9.5.
- (h) Where there are both full term and casual vacancies, and no nominee has indicated his or her intention to fill any casual vacancy, the full-term vacancies will be filled first followed by any casual vacancies in the order of the greatest length of the term.
- (i) Subject to Sub-rule 9.4 (h) if the number of nominations received is equal to the number of vacancies on the Board, the persons nominated shall be deemed elected.
- (j) Where there are both full term and casual vacancies, and no nominee has indicated his or her intention to fill any casual vacancy, lots shall be drawn first to determine which of the nominees fill the full-term vacancies and then to fill any casual vacancy/vacancies in the order of the greatest length of the term.
- (k) If insufficient nominations are received to fill all vacancies on the Board, the persons nominated shall be deemed elected by applying Sub-rule 9.4 (h) and further nominations shall be received at the annual general meeting.
- (l) If the number of nominations received at the annual general meeting is equal to the number of vacancies on the Board, the persons nominated shall be deemed elected.
- (m) If an excess of nominations is received at the annual general meeting, a ballot shall be held at the annual general meeting.

5. Ballots

- (a) Any Member—excluding Corporate subscribers, any current financial member who has not retired from employment may vote in a ballot for Board Members.
- (b) The form of the ballot will be determined by the Returning Officer. The use of electronic ballot systems is permitted.
- (c) In the case of a postal ballot:
 - (i) a blank ballot paper initialed by the Returning Officer shall be issued to each eligible Member who has not retired from employment, together with instructions as to the manner of completion of the ballot paper, and the time by which it must be returned to the Returning Officer for that ballot; and
 - (ii) votes must be counted, prior to the annual general meeting, at a time and at a location, determined by the Returning Officer.
- (d) In the case of a ballot at the annual general meeting:
 - (i) a blank ballot paper initialed by the Returning Officer for the election shall be issued to each financial Fellow, Ordinary Member or Life Member who has not retired from employment who is eligible to vote in that ballot and who is present at the annual general meeting; and
 - (ii) votes must be counted at the annual general meeting.
- (e) In any ballot, the candidate who receives the greatest number of valid votes shall be declared elected.
- (f) At the annual general meeting, the Returning Officer shall:
 - (i) submit a report on the election of Board Members.
 - (ii) if required, invite nominations from the floor of the meeting of eligible Members to fill remaining vacancies on the Board.
- (g) In the event that a position on the Board is not filled after following the procedures in Sub-rules 9.4 and 9.5, the vacancy shall be filled by the Board in accordance with Rule 9.7.

6. Vacancy of Office of Board Member

- (a) The office of a Board Member shall be vacated if the person holding that office:
 - (i) resigns by giving written notice of resignation to the Secretary, the resignation taking effect on the day the notice is received by the Secretary or, if a later day is stated in the notice, the later day, or
 - (ii) fails, without leave granted by the Board, to attend three consecutive meetings of the Board; or
 - (iii) ceases to be a Fellow, Executive, Professional or Life Member; or
 - (iv) in the case of a Life Member - retires from employment; or
 - (v) ceases to hold office as a Branch President or to be that person's nominee; or
 - (vi) is in excess of 6 months in arrears in payment of the annual membership fees; or
 - (vii) is requested to resign by notice in writing given by the Secretary pursuant to a resolution passed at a general meeting of LG Professionals, TAS; or
 - (viii) ceases to be a resident of Tasmania; or
 - (ix) dies; or
 - (x) becomes physically or mentally incapable of performing the Board Member's duties; or
 - (xi) becomes bankrupt or compounds with creditors or otherwise takes advantage of the

- laws in force for the time being relating to bankruptcy; or
- (xii) is convicted of an offence under the Act; or
- (xiii) is convicted of an indictable offence or an offence punishable on summary conviction for which the person is sentenced to imprisonment, other than in default of payment of a fine.
- (h) Before a vote is taken under Sub-rule 9.6 (a) (vii), the Board Member shall be given a full and fair opportunity to show cause why he or she should not be removed from office.
- (i) Where the Board Member to whom the proposed resolution refers makes representations in writing and requests that all members are made aware of these representations, the Secretary may send a copy to each member or read out the representations at the meeting.
- (j) A Board Member has no right of appeal against removal from office under Sub-rule 9.6 (a) (vii).

7. Filling Casual Vacancies on The Board

- (a) Subject to Sub-rule 9.7 (b), if a casual vacancy arises on the Board, the continuing Board Members may appoint another eligible Member of LG Professionals, TAS to fill the vacancy until the next election under Rule 9.4, at which time the vacancy shall be filled for the remainder of the three-year term relevant to that vacancy.
- (b) Subject to Sub-rule 9.7 (c) where a casual vacancy arises in the office of a Branch President or his or her nominee:
 - (i) the Secretary shall give notice to the Branch Secretary of the relevant Branch requiring the Branch Members to appoint an eligible person to fill the vacancy; and
 - (ii) the Branch Members may appoint a financial Fellow, Executive, Professional or Life Member who has not retired from employment of the relevant Branch to fill the vacancy, and shall notify the Secretary of the appointment; and
 - (iii) if the Branch Members fail to fill the vacancy within 60 days after being given notice under Sub-Rule.9.4 (a) the Board may make the appointment under Sub-rule 9.7 (a).
- (c) Where the casual vacancy in the office of a Branch President has arisen because the Branch has ceased to operate, Sub-rule 9.7 (a) shall apply.
- (d) Subject to Sub-rule 9.7 (e), the continuing Board Members may act despite a casual vacancy on the Board.
- (e) If the number of Board Members is less than the number fixed under these Rules as a quorum for the Board, the continuing Board Members may act only to:
 - (i) increase the number of Board Members to the number required for a quorum; or
 - (ii) call a general meeting of LG Professionals, TAS.

10. PROCEEDINGS OF THE BOARD

1. Meetings

- (a) The Board may meet and conduct its proceedings as it considers appropriate provided that it shall meet at least twice in each year at such time and place as the Board determines.
- (b) Subject to Sub-rule 10.1 (d), notice of meetings shall be given in the way decided by the Board.
- (c) Special meetings of the Board shall be convened by the Secretary on receipt of a written request signed by a number of Board Members sufficient to form a quorum, such request stating why the special meeting is called and the business to be conducted.
- (d) The Secretary shall give each Board Member at least 14 days' notice of a special meeting of the Board, stating the day, time and place of the special meeting and the business to be conducted at the meeting.

- (e) The quorum of the Board shall be five (5) Board Members.
- (f) If a quorum is not present within 30 minutes after the time fixed for a Board meeting called other than on the request of Board Members, the meeting is to be adjourned to a day, time and place decided by the Board.
- (g) If, at a meeting adjourned under Sub-rule 10.1(f), a quorum is not present within 30 minutes after the time fixed for the meeting, the meeting lapses.
- (h) If a quorum is not present within 30 minutes after the time fixed for a Board meeting convened under Sub-rule 10.1(c), the meeting lapses.
- (i) At Board meetings:
 - (i) The President, or in his or her absence the Deputy President, shall preside as chairperson and if both the President and Deputy President are absent, the Board Members present shall choose one of their number to preside as chairperson.
 - (ii) Each Board Member present at a meeting of the Board, including the person presiding at the meeting, is entitled to one vote.
 - (iii) If the votes are equal, the question is decided in the negative.
- (j) The Secretary shall attend and speak at any Board Meeting but shall not be entitled to vote on any question.
- (k) Without limiting the power of the Board to regulate its meetings, a meeting of the Board may be held where one or more of Board Members is not physically present at the meeting but attend via telephone or other technology, provided that:
 - (i) all Board Members consent to the calling and the holding of the meeting by means of telephone or other form of communication. The consent may be a standing one and may be withdrawn at any time; and
 - (ii) all Board Members participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously by means of the agreed form of communication; and
 - (iii) notice of the meeting is given to all Board Members entitled to notice in accordance with the usual procedures agreed on or laid down from time to time by the Board and such notice does not specify that Board Members are required to be present in person; and
 - (iv) in the event that a failure in communications prevents Sub-rule 10.1 (k) (ii) from being satisfied by a quorum of Board Members, then the meeting will be suspended until Sub-rule 10.1 (k) (ii) is satisfied again. If Sub-rule 10.1 (k) (ii) is not satisfied within 15 minutes from the time the meeting was interrupted, the meeting will be deemed to have terminated; and
 - (v) any meeting held where one or more Board Member is not physically present will be deemed to be held at the location where the chairperson of the meeting is located.

2. Delegation of Board Powers

- (a) The Board may appoint committees from its own members or from LG Professionals, TAS Members considered appropriate by the Board.
- (b) The Board may by resolution delegate any power, duty or function to a committee, officer or person, except for those matters set out in Sub-rule 9.1 (b) and (d).
- (c) A committee, officer or person may only exercise delegated powers in the way the Board decides.
- (d) A subcommittee may:
 - (i) elect a chairperson of its meetings;
 - (ii) meet and adjourn as it considers appropriate unless otherwise directed by the Board.

3. Acts not Affected by Defects of Qualifications

- (a) An act performed by the Board, a subcommittee or a person acting as a Board Member is taken to have been validly performed.
- (b) Sub-rule 10.3(a) applies even if the act was performed when:
 - (i) there was a defect in the appointment of a Board Member, subcommittee member or person acting as a Board Member; or
 - (ii) a Board Member, subcommittee member or person acting as a Board Member was disqualified from being a Member.

4. Resolutions of Board Without Meeting

- (a) A written resolution signed by each Board Member for the time being entitled to receive notice of a Board Meeting is as valid and effectual as if it has been passed at a Board Meeting that was properly called and held.
- (b) Any resolution mentioned in Sub-rule 10.4 (a) may consist of several documents in like form, each signed by one or more Board Members.

5. Board Observers

The Board may, in its discretion and from time to time, request a representative from LGAT to attend Board Meetings as an observer. An observer has no entitlement to vote at a Board Meeting on any question.

11. BRANCHES

- (a) The Board shall establish three branches based on geographical groupings of local authorities in the south, north and north west of the State of Tasmania.
- (b) Members employed by a local authority in a geographical grouping referred to Sub-rule 11(a) shall be deemed to be Members of the relevant Branch.
- (c) Subject to the objects of LG Professionals, TAS, the purpose of a Branch is to meet the particular needs of the Members of that Branch.
- (d) The Members of each Branch shall elect a Branch President and a Branch Secretary.
- (e) Unless otherwise determined by the Board, a Branch shall determine its own procedures.

12. APPOINTMENT TO LG PROFESSIONALS AUSTRALIA

- (a) The Board must, from the current financial Board Members, appoint
 - (i) The number of Directors to the Board of LG Professionals Australia for which LG Professional, TAS is required to appoint as specified in the Constitution of LG Professionals Australia, ('Tasmanian LG Professionals Australia Director'); and
 - (ii) An alternate Director, or as specified in the Constitution of LG Professionals Australia, a number of alternate Directors, to exercise some or all of the powers of a Tasmanian LG Professionals Australia Director for a specified period; and
 - (iii) A Representative, or as permitted in the Constitution of LG Professionals Australia, a number of Representatives, to represent and vote on behalf of LG Professionals, TAS at general meetings of LG Professionals Australia; and
 - (iv) An alternate Representative to represent and vote on behalf of LG Professionals, TAS at general meetings of LG Professionals Australia if either Representative is unable to attend a general meeting.
- (b) A Tasmanian LG Professionals Australia Director or alternate Representative cannot be a

Representative or alternate Representative.

- (c) A Representative or alternate Representative cannot be a Tasmanian LG Professionals Australia Director or alternate Director.
- (d) The Board may terminate an appointment made under Sub-rule 12 (a) at any time.
- (e) An appointment under Sub-rule 12 (a) terminates upon the holder of that appointment ceasing to hold office as a Board Member under these Rules.
- (f) Each Tasmanian LG Professionals Australia Director appointed under Sub-rule 12 (a) may remain as a LG Professionals Australia Director for a period not exceeding 6 successive years unless at the expiration of such term the Director holds the position of National President of LG Professionals Australia, in which case the Director may remain a Director until expiration of their term as National President.
- (g) A Tasmanian LG Professionals Australia Director appointed under Sub-rule 12(a) is not eligible for re-appointment for a minimum period of 12 months from the expiration of the period referred to in Sub-rule 12 (e) after which they are eligible for re-appointment and the provisions of Sub-rule 12 (e) will apply to the new period of appointment.
- (h) Subject to Sub-clause 12 (e) and (f), the Board may appoint a person to fill a casual vacancy arising in any of the appointments made under Sub-rule 12 (a).

13. SECRETARY

- (a) The Board shall appoint a Secretary from time to time to hold office on such terms and conditions as may be determined by the Board.
- (b) In addition to the duties in these Rules, the Secretary shall
 - (i) Keep minutes of the resolutions of each general meeting and each board meeting, together with a record of the names of persons present; and
 - (ii) Collect and receive all monies due to LG Professionals, TAS and make all payments authorised by the Board; and
 - (iii) Prepare annual accounts for audit and submission to the annual general meeting; and
 - (iv) Conduct the correspondence of LG Professionals, TAS; and
 - (v) Act as Returning Officer; and
 - (vi) Ensure the safe custody of the books, documents, instruments of title and securities of LG Professionals, TAS; and
 - (vii) Carry out any other duties determined by the Board.

14. ANNUAL GENERAL MEETING

- (a) LG Professionals, TAS shall hold an annual general meeting:
 - (i) at least once each year; and
 - (ii) within 6 months after the end of LG Professionals, TAS's previous Financial Year.
- (b) The annual general meeting shall be held at a day, time and place determined by the Board.
- (c) The ordinary business of the annual general meeting shall be:
 - (i) to receive and confirm the minutes of the previous annual general meeting; and
 - (ii) to receive the President's annual report, Branch reports and such other reports as maybe determined; and
 - (iii) to receive reports on the transactions of LG Professionals, TAS in the preceding financial year and the auditor's report; and
 - (iv) to receive the report of the Returning Officer on the election of the Board Members; and
 - (v) to receive and consider such other business as the Board submits; and

(vi) to receive and consider any special business notified pursuant to Sub-rule 15 (c) (ii).

15. SPECIAL GENERAL MEETINGS

- (a) All meetings other than the annual general meeting shall be called special general meetings.
- (b) The Secretary shall convene a special general meeting:
 - (i) when directed to do so by the Board; or
 - (ii) after receiving a written request signed by not less than ten members on the Register of Members of LG Professionals, TAS who are eligible to vote at general meetings under these Rules.
- (c) The request for a special general meeting must state:
 - (i) why the special general meeting is being called; and
 - (ii) the business to be conducted at the meeting.
- (d) The written request may consist of several documents in a like form each signed by one or more of the Members making the request.
- (e) If the Board does not cause a special general meeting to be held within 28 days after the date on which a request under Sub-rule 15(b)(ii) is given to the Secretary, the Members making the request, or any of them, may convene a special general meeting to be held not later than 3 months after that date.
- (f) A special general meeting convened by Members pursuant to Sub-rule 15(e) shall be convened as nearly as possible to the manner prescribed in Sub-rule 16.1.
- (g) LG Professionals, TAS shall refund all reasonable expenses incurred in convening the meeting to the Member or Members incurring the expenses.

16. GENERAL MEETINGS

1. Convening of general meetings

- (a) The Secretary shall give notice to all Members of LG Professionals, TAS of the day, time and place at least 21 days prior to the date fixed for the holding of a general meeting.
- (b) Such notice may be given by letter posted to each member at his or her address entered on the Register of Members or such other distribution method as is approved by the Board.
- (c) Whatever method is adopted for giving such notice convening the general meeting, all members shall be deemed to have had sufficient notice of the general meeting.
- (d) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- (e) A member wishing to bring any business before a meeting shall give notice of that business in writing to the Secretary and this business shall be included in the notice calling the next general meeting after receipt of the notice.

2. Quorum for, and adjournment of, general meeting

- (a) No business may be conducted at a general meeting unless a quorum of Members, entitled to vote under the Rules, is present during the whole time of the meeting.
- (b) Except as otherwise provided in these Rules, at a general meeting the number of Members equal to double the number of Board Members plus 1 form a quorum.
- (c) Except as provided in Sub-rule 16.2(d), if a quorum is not present within 30 minutes after the time fixed for a general meeting, the meeting shall stand adjourned to a time and place specified by the chairperson.
- (d) If a quorum is not present within 30 minutes after the time fixed for a general meeting called on the requisition of members under Sub-rule 15 (b) (ii) the meeting shall be dissolved.
- (e) If, at an adjourned meeting, a quorum is not present within 30 minutes after the time fixed

for the meeting, the Members present form a quorum.

- (f) The chairperson may, with the consent of any meeting at which a quorum is present, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- (g) If a meeting is adjourned under Sub-rule 167.2(f), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- (h) The Secretary is not required to give the Members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.
- (i) If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for the original meeting.

3. Chairperson

- (a) The President, or in his or her absence, the Deputy President, is to preside as chairperson at a general meeting.
- (b) If the President and Deputy President are both absent from a general meeting, the Members present must elect one of their number to be chairperson of the meeting.

4. Entitlement to vote

- (a) The right to exercise a vote at any general meeting shall be restricted to any current financial Member, excluding corporate subscribers, who shall have 1 vote each.
- (b) A Member is not entitled to vote at a general meeting if the Member's annual subscription is 6 months or more in arrears at the date of the meeting.

5. Voting

- (a) Except as provided in Sub-rule 23 (a), each question, matter or resolution must be decided by a majority of votes of the Members present and entitled to vote.
- (b) All votes must be given personally and there will be no voting by proxy.
- (c) If the votes are equal, the question shall be decided in the negative.
- (d) Voting will be by a show of hands, unless at least 20% of the Members present demand a secret ballot. If a secret ballot is held, the chairperson must appoint 2 Members to conduct the secret ballot in the way the chairperson decides.
- (e) The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.

17. MINUTES OF MEETINGS

- (1) The Secretary must ensure that the minute book for each general meeting is open for inspection at all reasonable times by any financial Member who previously applies to the Secretary for the inspection.
- (2) To ensure the accuracy of the minutes:
 - (i) the minutes of each Board meeting must be signed by the chairperson of the meeting, or the chairperson of the next Board meeting; and
 - (ii) the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting.

18. AUDITOR

- (a) LG Professionals, may at its discretion audit the financial statements. Audits are not mandatory but must occur at least once every three (3) years.
- (b) The Board must appoint an appropriately qualified person to complete any agreed audit.
- (c) The auditor must provide a written report to be included in the annual report presented to all

Members prior to the annual general meeting.

- (d) A Board Member is not eligible for appointment as an auditor.

19. COMMON SEAL

- (a) The Board must ensure LG Professionals, TAS has a common seal.
- (b) The Common Seal must be:
 - (i) kept securely by the Secretary; and
 - (ii) used only under the authority of the Board.
- (c) Each instrument to which the seal is attached must be signed by a Board Member and countersigned by:
 - (i) the Secretary; or
 - (ii) another Board Member; or
 - (iii) some other person appointed by the Board.

20. FUNDS AND ACCOUNTS

- (a) The funds of LG Professionals, TAS must be kept in an account or accounts in the name of LG Professionals, TAS in such financial institutions as are decided by the Board.
- (b) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of LG Professionals, TAS.
- (c) All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- (d) Funds expended by LG Professionals, TAS shall be paid by cash, cheque, internet or other electronic bank transfer, as appropriate.
- (e) Cheques, other than for petty cash recoupment, must be crossed 'not negotiable'.
- (f) The Board may determine an amount of petty cash to be kept by the Secretary.
- (g) All expenditure must be approved or ratified at a Board meeting.
- (h) The Secretary shall as soon as practicable after the end of each Financial Year, ensure a statement containing the following particulars is prepared:
 - (i) the income and expenditure for the Financial Year just ended; and
 - (ii) LG Professionals, TAS's assets and liabilities at the close of the year; and
 - (iii) the mortgages, charges and securities affecting the property of LG Professionals, TAS at the close of the year.
- (i) The auditor must examine the statement prepared under Rule 20(h) and present a report about it to the Secretary before the next annual general meeting following the financial year for which the audit was made.

21. INDEMNITY

LG Professionals, TAS shall indemnify its Board Members, auditor, employees and agents against all damages and costs (including legal costs) for which any such Board Member, auditor, employee or agent may be or become liable to any third party in consequence of any act or omission except willful misconduct:

- (a) in the case of Board Member, performed or made whilst acting on behalf of and with the authority, express or implied of LG Professionals, TAS; and
- (b) in the case of an employee, performed or made in the course of, and within the scope of their employment with LG Professionals, TAS.

22. BY-LAWS

- (a) The Board may make, amend or repeal By-laws, not inconsistent with these Rules, for the

internal management of LG Professionals, TAS.

- (b) A By-law may be set aside by a vote of eligible Members at a general meeting of LG Professionals, TAS.

23. ALTERATION OF RULES

- (a) Subject to the Act, these Rules may be amended, repealed or added to by a special resolution carried at a general meeting.
- (b) An amendment, repeal or addition is valid only if it is registered by the Public Officer under the Act.

24. WINDING UP

- (a) This Rule applies if LG Professionals, TAS is wound-up in accordance with the provisions of the Act.
- (b) Any surplus assets shall not be distributed among the Members of LG Professionals, TAS, but shall be given to another entity, determined by resolution of the members of LG Professionals, TAS:
 - (i) having objects similar to those of LG Professionals, TAS objects; and
 - (ii) the rules of which prohibit the distribution of the entity's income and assets to its members.
- (c) Every Member of LG Professionals, TAS is liable to contribute an amount not exceeding \$2.00 to the payment of debts and liabilities and the cost, charges and expenses of the winding up.