



LOCAL GOVERNMENT MANAGERS
AUSTRALIA (TASMANIA) INC.

RULES OF ASSOCIATION

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LOCAL GOVERNMENT MANAGERS AUSTRALIA (TASMANIA) INC.

RULES OF THE ASSOCIATION

1. ASSOCIATION TITLE

The name of the incorporated association is Local Government Managers Australia (Tasmania) Inc, referred to in these Rules as LGMA Tasmania.

2. INTERPRETATION

In these Rules:

"Act" means the *Associations Incorporation Act 1964 (Tas)* as amended from time to time.

"Affiliate" means a person who has been admitted as a Member of LGMA Tasmania for the class of membership specified in Sub-rule 6.6.

"Appeals Committee" means a committee convened under Sub-rule 6.10.

"Board" means the Board of Management of LGMA Tasmania constituted under Rule 10.

"Board Member" means a person elected to the Board pursuant to Rule 10.

"Branch" means a grouping of local authorities within a defined geographical areas pursuant to Rule 12.

"By-laws" means the by-laws of LGMA Tasmania pursuant to Rule 23.

"Certificate of Membership" means a certificate of membership issued under Sub-Rule 6.12.

"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 9.6.

"Deputy President" means a Board Member elected by the Board as the Deputy President pursuant to Rule 10.

"Fellow" means a person who has been admitted as a Member of LGMA Tasmania for the class of membership specified in Sub-rule 6.3.

"Financial Year" means each year ending 30th June.

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

"Life Member" means a person who has been admitted as a Member of LGMA Tasmania for the class of membership specified in Sub-rule 6.4.

"Member" includes an Ordinary Member, Fellow, Life Member, Retired Member, Affiliate and Subscriber.

"Nomination Date" means the date by which nominations for election to the Board must be received by the Returning Officer.

"Ordinary Member" means a person who has been admitted as a Member of LGMA Tasmania for the class of membership specified in Sub-rule 6.2.

"President" means a Board Member elected to the Board as the President pursuant to Rule 10.

"Public Officer" means a person appointed by the Board pursuant to Sub-rule 10.1 for the purposes of the Act.

"Register of Members" means the register of members kept and maintained in accordance with Rule 7.

"Retired Member" means a person who has been admitted as a Member of LGMA Tasmania for the class of membership specified in Sub-rule 6.5.

"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 14.

"Subscriber" means a person who has been admitted as a Members of LGMA Tasmania for the class of membership specified in Sub-rule 6.7.

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

3. OBJECTS

The objects of LGMA Tasmania 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) formulating policies;
 - (iii) making public statements;
 - (iv) initiating or promoting legislation; and
 - (v) making representations and tendering advice which promotes the objects of LGMA Tasmania;
- (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 LGMA Tasmania;
- (f) be aware of anything affecting LGMA Tasmania or the professional conduct of Members;
- (g) promote recognition of LGMA Tasmania 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 LGMA Tasmania.

4. POWERS

LGMA Tasmania 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 LGMA Tasmania shall be used solely in promoting its objects and exercising its powers.

6. MEMBERSHIP

6.1 Classes of Membership

(1) The membership of LGMA Tasmania consists of the following classes of members:

- (a) Ordinary Members;
- (b) Fellows;
- (c) Life Members;
- (d) Retired Members;
- (e) Affiliates;
- (f) Subscribers.

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

6.2 Ordinary Member

(1) To be admitted as an Ordinary Member, an applicant shall:

- (a) be employed in local government or a relevant organisation as determined by the Board; and
- (b) hold a managerial appointment; and
- (c) hold a degree, diploma or relevant qualification or have demonstrated experience or prior learning to the satisfaction of the Board.

(2) An Ordinary Member may:

- (a) attend the meetings and functions of LGMA Tasmania and its Branches; and
- (b) vote at general meetings of LGMA Tasmania; and
- (c) vote in elections for Board Members; and
- (d) for the Ordinary Member's Branch – vote in elections for the Branch President and Secretary; and
- (e) be elected as a Board Member.

6.3 Fellow

(1) To be admitted as a Fellow, an applicant shall:

- (a) have made a significant and active contribution to LGMA or local government; and
 - (b) have been admitted as an Ordinary Member for a minimum period of 10 years or such lesser period as determined by the Board.
- (2) A Fellow may:
- (a) attend the meetings and functions of LGMA Tasmania and its Branches; and
 - (b) vote at general meetings of LGMA Tasmania; and
 - (c) vote in elections for Board Members; and
 - (d) for the Fellow's Branch – vote in elections for the Branch President and Secretary; and
 - (e) be elected as a Board Member.

6.4 Life Member

- (1) To be admitted as a Life Member, an applicant shall:
- (a) have been admitted as a Member and served local government for a minimum period of 20 years; and
 - (b) in the Board's opinion, have given active service to LGMA Tasmania.
- (2) A Life Member may attend the meetings and functions of LGMA Tasmania and its Branches.
- (3) A Life Member who has not retired from employment may:
- (a) vote at general meetings of LGMA Tasmania; and
 - (b) vote in elections for Board Members; and
 - (c) for the Life Member's Branch – vote in elections for the Branch President and Secretary; and
 - (d) be elected as a Board Member.

6.5 Retired Member

- (1) To be admitted as a Retired Member, an applicant shall:
- (a) prior to receipt of the application, have been admitted as a Member; and
 - (b) have retired from employment; and
 - (c) wish to retain an interest in LGMA Tasmania.
- (2) A Retired Member may attend the meetings and functions of LGMA Tasmania and its Branches.

6.6 Affiliate

- (1) To be admitted as an Affiliate, an applicant shall:
- (a) have attained the age of 18 years; and
 - (b) be employed in local government or a relevant organisation as determined by the Board; and
 - (c) not qualify for membership as an Ordinary Member or a Fellow.
- (2) An Affiliate may attend the meetings and functions of LGMA Tasmania and its Branches.

6.7 Subscriber

- (1) To be a Subscriber, an applicant shall:
 - (a) have an interest in local government; and
 - (b) not qualify for membership as an Ordinary Member, a Fellow or an Affiliate.

6.8 Application for Membership

- (1) Except as provided in Sub-rule 6.8 (2), an application for membership, or for a change in class of membership, shall be:
 - (a) in writing, in the form decided by the Board; and
 - (b) signed by the applicant; and
 - (c) signed by a combination of any two (2) current Ordinary Members, current Fellows, or current Life Members who have not retired from employment.
- (2) In the case of Life Membership, the Board may consider such an application without the signature of the Member as specified in Sub-rule 6.8 (1) (b).

6.8 Admission and Rejection of Members

- (1) The Board shall consider an application for membership at the next Board meeting held after it receives the application.
- (2) The Board shall decide by a majority of votes of Board Members present at the meeting whether to accept or reject the application.
- (3) 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.
- (4) 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.

6.9 Cessation of Membership

- (1) A Member may resign from LGMA Tasmania by giving the Secretary written notice of resignation.
- (2) The resignation takes effect on:
 - (a) the day and at the time the notice is received by the Secretary; or
 - (b) if a later day is stated in the notice, the later day.
- (3) Upon resignation, the Member's name must be removed from the Register of Members.
- (4) The Board may terminate membership if the Member:
 - (a) is convicted of an indictable offence; or
 - (b) does not comply with any of the provisions of these Rules; or
 - (c) has membership fees in arrears for at least 6 months; or
 - (d) conducts himself or herself in a way considered to be injurious or prejudicial to the interests of LGMA Tasmania.
- (5) 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.

- (6) 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.
- (7) Termination of membership does not waive the Board's right to recover from the Member arrears of fees and any Certificate of Membership.
- (8) Subject to Sub-rule 6.9(9), a Member whose membership is terminated under Sub-rule 6.10(4) may reapply for membership of LGMA Tasmania.
- (9) An applicant for readmission under Sub-rule 6.9(8) must pay all prior outstanding fees to LGMA Tasmania before the Board considers the application.

6.10 Appeal Against Rejection or Termination of Membership

- (1) 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.
- (2) A notice of intention to appeal shall be given to the Secretary within 1 month after the person receives written notice of the decision.
- (3) 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.
- (4) 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.
- (5) 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.
- (6) 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.
- (7) An appeal shall be decided by a majority vote of the members of the Appeals Committee.
- (8) The Appeals Committee consists of:
 - (a) The President of LGMA Tasmania; and
 - (b) A former President of LGMA Tasmania; and
 - (c) A current financial Member of LGMA Tasmania, nominated by the Board but who is not a Board member.

6.11 Rights of Members

- (1) Subject to Sub-rule 6.11(2), a right, privilege or obligation of a Member of LGMA Tasmania:
 - (a) cannot be transferred or transmitted to another person; and
 - (b) terminates upon the cessation of the membership.
- (2) 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.

6.12 Certificate of Membership

- (1) The Board shall issue a Certificate of Membership to each Member of LGMA Tasmania.
- (2) The Board shall determine the form of a Certificate of Membership.

6.13 Post Nominals

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

7. REGISTER OF MEMBERS

- (1) The Secretary shall keep and maintain a Register of Members.
- (2) The Register of Members shall include the following particulars for each Member:
 - (a) the full name, preferred mailing address, and other contact details of the Member; and
 - (b) the status of each Member; and
 - (c) any other particulars the Board decides.
- (3) 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.

8. FEES AND SUBSCRIPTIONS

- (1) The Board shall set the annual subscription fees for each class of membership.
- (2) The Board may suspend or remit the whole or any part of the fees referred to in Sub-rule 8(1) in its discretion.
- (3) Each Member shall pay the relevant annual membership fee on or before the 30th day of September in each year.
- (4) The Secretary shall report on overdue subscriptions each Board Meeting.

9. DISCIPLINE OF MEMBERS

9.1 Procedures for Dealing with Complaints

- (1) A person may lodge a Complaint with the Secretary.
- (2) Unless rejected pursuant to Sub-rule 9.2(1), the Secretary shall refer complaints to the Complaints Committee within 7 days.
- (3) The Complaints Committee shall consider the Complaint within 21 days of its receipt and determine:
 - (a) to reject or investigate the Complaint; and
 - (b) 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.
- (4) Within 28 days of receiving the Complaint, the Complaints Committee shall notify:
 - (a) 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
 - (b) the Complainant of the Complaints Committee's response.

9.2 Rejection of Complaints

- (1) The Secretary shall reject any Complaint received if:

- (a) the subject of the Complaint is not a Member of LGMA Tasmania; or
 - (b) the Complainant fails to adequately identify the Member and/or the alleged breach of the Rules or Code of Ethics; or
 - (c) a Complaint has already been dealt with and no new information is provided.
- (2) When a Complaint is rejected pursuant to Sub-rule 9.2(1), the Secretary shall:
- (a) within 7 days, notify the Complainant that:
 - (i) the Complaint has been rejected; and
 - (ii) the grounds for the rejection; and
 - (iii) any appeal against the rejection must be lodged within 14 days.
 - (b) within 28 days, report the Complaint, the ground for rejection and any appeal, to the Complaints Committee.

9.3 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.

9.4 Determination of Complaint

- (1) 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.
- (2) At the meeting prescribed in Sub-rule 9.4(1), the Complaints Committee shall consider:
 - (a) the report of the findings of any investigations; and
 - (b) the written submission lodged by the Member, if any; and
 - (c) the personal submission of the Member, if any.
- (3) After duly considering the submissions prescribed in Sub-rule 9.4(2), the Complaints Committee shall determine the matter in accordance with the Rules.
- (4) Within 7 days of the Complaints Committee's decision, the Member shall be:
 - (a) notified of that decision; and
 - (b) 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.
- (5) 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.
- (6) At the meeting prescribed in Sub-rule 9.4(5), the Board shall consider:
 - (a) a report of the Complaints Committee; and
 - (b) the report of the findings of any investigations; and

- (c) the written submission lodged by the Member, if any; and
 - (d) the personal submission of the Member, if any.
- (7) Within 14 days of final determination of the matter:
- (a) the Complainant shall be notified of the determination; and
 - (b) the Member shall be notified of the determination and the process for execution of any disciplinary action.

9.5 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.

9.6 Complaints Committee

The Complaints Committee consists of:

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

10. BOARD OF MANAGEMENT

10.1 Functions

- (1) Subject to these Rules or a resolution carried at a general meeting, the Board has:
- (a) the general control and management of the administration of the affairs, property and funds of LGMA Tasmania; and
 - (b) authority to interpret the meaning of these Rules and determine any matter relating to LGMA Tasmania on which the Rules are silent.
- (2) The Board may exercise the powers of LGMA Tasmania:
- (a) to borrow, raise or secure the payment of amounts in a way LGMA Tasmania Members decide; and
 - (b) to secure the amounts mentioned in Sub-rule 10.1(2)(a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by LGMA Tasmania in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of LGMA Tasmania's property, both present and future; and
 - (c) to purchase, redeem or pay off any securities issued; and
 - (d) to borrow amounts from Members and pay interest on the amounts borrowed; and
 - (e) to mortgage or charge the whole or part of its property; and
 - (f) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of LGMA Tasmania; and
 - (g) to provide and pay off any securities issued; and
 - (h) to invest in a way the Members of LGMA Tasmania may from time to time decide.

- (3) For Sub-rule 10.1(2)(d), 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:
- (a) the financial institution of LGMA Tasmania; or
 - (b) if there is more than one (1) financial institution for LGMA Tasmania, the financial institution nominated by LGMA Tasmania.
- (4) The Board shall appoint a Public Officer for the purposes of the Act.

10.2 Membership

- (1) (a) The Board consists of nine members, inclusive of the officers referred to in Sub-rule 10.2(2).
- (b) Six Board Members shall be elected in accordance with Rule 10.4.
 - (c) The three remaining members shall be the three Branch Presidents or their nominees.
- (2) Immediately following each annual general meeting, the Board shall elect one Board Member to each of the offices of:
- (a) President; and
 - (b) Deputy President,
- for a term of one year.

10.3 Term of Office

- (1) 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.
- (2) The remaining three shall hold office whilst holding the position of Branch President or the nomination of the Branch President and shall take office following the annual general meeting at which their appointments are declared.

10.4 Election of Board Members

- (1) 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.
- (2) Any financial Fellow, Ordinary Member or Life Member, who has not retired from employment, may nominate another financial Fellow, Ordinary Member or Life Member, who has not retired from employment, as a candidate for election as a Board Member.
- (3) A nomination shall be:
- (a) in writing in a form specified by the Returning Officer; and
 - (b) signed by the nominated Member and the Member making the nomination; and
 - (c) 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
 - (d) indicate whether the nomination is in respect of a full term vacancy or any casual vacancy.
- (4) (a) Subject to Sub-rule 10.4 (4) (b), if the number of nominations is greater than the number of vacancies, a postal ballot shall be held.

- (b) 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.
- (5) (a) Subject to Sub-rule 10.4 (5) (b), if the number of nominations received is equal to the number of vacancies on the Board, the persons nominated shall be deemed elected.
- (b) 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.
- (6) If insufficient nominations are received to fill all vacancies on the Board, the persons nominated shall be deemed elected by applying Sub-rule 10.5 (b) and further nominations shall be received at the annual general meeting.
- (7) 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.
- (8) If an excess of nominations is received at the annual general meeting, a ballot shall be held at the annual general meeting.

10.5 Ballots

- (1) Any financial Ordinary Member, Fellow and Life Member who has not retired from employment may vote in a ballot for Board Members under Sub-rules 10.4 (5) and (8).
- (2) The form of ballot paper will be determined by the Returning Officer.
- (3) In the case of a postal ballot:
- (a) a blank ballot paper initialled by the Returning Officer shall be issued to each eligible financial Fellow, Ordinary Member or Life 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
- (b) votes must be counted, prior to the annual general meeting, at a time and at a location, determined by the Returning Officer.
- (4) In the case of a ballot at the annual general meeting:
- (a) a blank ballot paper initialled 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
- (b) votes must be counted at the annual general meeting.
- (5) In any ballot, the candidate who receives the greatest number of valid votes shall be declared elected.
- (6) At the annual general meeting, the Returning Officer shall:
- (a) submit a report on the election of Board Members.
- (b) if required, invite nominations from the floor of the meeting of eligible Members to fill remaining vacancies on the Board.
- (7) In the event that a position on the Board is not filled after following the procedures in Sub-rules 10.4 and 10.5, the vacancy shall be filled by the Board in accordance with Sub-rule 10.7(1).

10.6 Vacancy of Office of Board Member

- (1) The office of a Board Member shall be vacated if the person holding that office:

- (a) 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
 - (b) fails, without leave granted by the Board, to attend three consecutive meetings of the Board; or
 - (c) ceases to be a Fellow, Ordinary Member or Life Member; or
 - (d) in the case of a Life Member - retires from employment; or
 - (e) ceases to hold office as a Branch President or to be that person's nominee; or
 - (f) is in excess of 6 months in arrears in payment of the annual membership fees; or
 - (g) is requested to resign by notice in writing given by the Secretary pursuant to a resolution passed at a general meeting of LGMA Tasmania; or
 - (h) ceases to be a resident of Tasmania; or
 - (i) dies; or
 - (j) becomes physically or mentally incapable of performing the Board Member's duties; or
 - (k) becomes bankrupt or compounds with creditors or otherwise takes advantage of the laws in force for the time being relating to bankruptcy; or
 - (l) is:
 - (i) convicted of an offence under the Act; or
 - (ii) 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.
- (2) Before a vote is taken under Sub-rule 10.6 (1) (g), the Board Member shall be given a full and fair opportunity to show cause why he or she should not be removed from office.
- (3) 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.
- (4) A Board Member has no right of appeal against removal from office under Sub-rule 10.6 (1) (g).

10.7 Filling Casual Vacancies On The Board

- (1) Subject to Sub-rule 10.7 (2), if a casual vacancy arises on the Board, the continuing Board Members may appoint another eligible Member of LGMA Tasmania to fill the vacancy until the next election under Rule 10.4, at which time the vacancy shall be filled for the remainder of the three year term relevant to that vacancy.
- (2) Subject to Sub-rule 10.7 (3) where a casual vacancy arises in the office of a Branch President or his or her nominee:
- (a) 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
 - (b) the Branch Members may appoint a financial Fellow, Ordinary Member 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
 - (c) if the Branch Members fail to fill the vacancy within 60 days after being given notice under Sub-Rule 10.7 (2) (a), the Board may make the appointment under Sub-rule 10.7 (1).

- (3) Where the casual vacancy in the office of a Branch President has arisen because the Branch has ceased to operate, Sub-rule 10.7 (1) shall apply.
- (4) Subject to Sub-rule 10 (5) the continuing Board Members may act despite a casual vacancy on the Board.
- (5) 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:
 - (a) increase the number of Board Members to the number required for a quorum; or
 - (b) call a general meeting of LGMA Tasmania.

11. PROCEEDINGS OF THE BOARD

11.1 Meetings

- (1) 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.
- (2) Subject to Sub-rule 11.1 (4), notice of meetings shall be given in the way decided by the Board.
- (3) 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.
- (4) 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.
- (5) The quorum of the Board shall be five (5) Board Members.
- (6) 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.
- (7) If, at a meeting adjourned under Sub-rule 11.1(6), a quorum is not present within 30 minutes after the time fixed for the meeting, the meeting lapses.
- (8) If a quorum is not present within 30 minutes after the time fixed for a Board meeting convened under Sub-rule 11.1(3), the meeting lapses.
- (9) At Board meetings:
 - (a) 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.
 - (b) Each Board Member present at a meeting of the Board, including the person presiding at the meeting, is entitled to one vote.
 - (c) If the votes are equal, the question is decided in the negative.
- (10) The Secretary shall attend and speak at any Board Meeting but shall not be entitled to vote on any question.
- (11) 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:
 - (a) 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

- (b) 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
- (c) 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
- (d) in the event that a failure in communications prevents Sub-rule 11.1.11(b) from being satisfied by a quorum of Board Members, then the meeting will be suspended until Sub-rule 11.1.11(b) is satisfied again. If Sub-rule 11.1.11(b) is not satisfied within 15 minutes from the time the meeting was interrupted, the meeting will be deemed to have terminated; and
- (e) 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.

11.2 Delegation of Board Powers

- (1) The Board may appoint committees from its own members or from its own members and LGMA Tasmania Members considered appropriate by the Board.
- (2) The Board may by resolution delegate any power, duty or function to an committee, officer or person, except for those matters set out in Sub-rule 10.1 (2) and (4).
- (3) A committee, officer or person may only exercise delegated powers in the way the Board decides.
- (4) A subcommittee may:
 - (a) elect a chairperson of its meetings;
 - (b) meet and adjourn as it considers appropriate unless otherwise directed by the Board.

11.3 Acts not Affected by Defects of Qualifications

- (1) An act performed by the Board, a subcommittee or a person acting as a Board Member is taken to have been validly performed.
- (2) Sub-rule 11.3(1) applies even if the act was performed when:
 - (a) there was a defect in the appointment of a Board Member, subcommittee member or person acting as a Board Member; or
 - (b) a Board Member, subcommittee member or person acting as a Board Member was disqualified from being a Member.

11.4 Resolutions of Board Without Meeting

- (1) 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.
- (2) Any resolution mentioned in Sub-rule 11.4 (1) may consist of several documents in like form, each signed by one or more Board Members.

12. BRANCHES

- (1) 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.
- (2) Members employed by a local authority in that grouping shall be deemed to be Members of that Branch.

- (3) Subject to the objects of LGMA Tasmania, the purpose of a Branch is to meet the particular needs of the Members of that Branch.
- (4) The Members of each Branch shall elect a Branch President and Branch Secretary.
- (5) Unless otherwise determined by the Board, a Branch shall determine its own procedures.

13. APPOINTMENT TO LGMA NATIONAL

- (1) The Board must, from the current financial Board Members, appoint
 - (a) Two (2) Directors to the Board of LGMA National ('Tasmanian LGMA National Director'); and
 - (b) An alternate Director to exercise some or all of the powers of either Tasmanian LGMA National Director for a specified period; and
 - (c) Two (2) Representatives to represent and vote on behalf of LGMA Tasmania at general meetings of LGMA National; and
 - (d) An alternate Representative to represent and vote on behalf of LGMA Tasmania at general meetings of LGMA National if either Representative is unable to attend a general meeting.
- (2)
 - (a) A Tasmanian LGMA National Director or alternate Director cannot be a Representative or alternate Representative.
 - (b) A Representative or alternate Representative cannot be a Tasmanian LGMA National Director or alternate Director.
- (3) The Board may terminate an appointment made under Sub-rule 13 (1) at any time.
- (4) An appointment under Sub-rule 13 (1) terminates upon the holder of that appointment ceasing to hold office as a Board Member under these Rules.
- (5) Each Tasmanian LGMA National Director appointed under Sub-rule 13(1) may remain as a LGMA National 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 LGMA National, in which case the Director may remain a Director until expiration of their term as National President.
- (6) A Tasmanian LGMA National Director appointed under Sub-rule 13(1) is not eligible for re-appointment for a minimum period of 12 months from the expiration of the period referred to in Sub-rule 13(5) after which they are eligible for re-appointment and the provisions of Sub-rule 13(5) will apply to the new period of appointment.
- (7) Subject to Sub-clause 13(5) and (6), the Board may appoint a person to fill a casual vacancy arising in any of the appointments made under Sub-rule 13(1).

14. SECRETARY

- (1) 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.
- (2) In addition to the duties in these Rules, the Secretary shall
 - (a) Keep minutes of the resolutions of each general meeting and each board meeting, together with a record of the names of persons present; and
 - (b) Collect and receive all monies due to LGMA Tasmania and make all payments authorised by the Board; and
 - (c) Prepare annual accounts for audit and submission to the annual general meeting; and
 - (d) Conduct the correspondence of LGMA Tasmania; and
 - (e) Act as Returning Officer; and
 - (f) Ensure the safe custody of the books, documents, instruments of title and securities of LGMA Tasmania; and
 - (g) Carry out any other duties determined by the Board.

15. ANNUAL GENERAL MEETING

- (1) LGMA Tasmania shall hold an annual general meeting:
 - (a) at least once each year; and
 - (b) within 6 months after the end of LGMA Tasmania's previous Financial Year.
- (2) The annual general meeting shall be held at a day, time and place determined by the Board.
- (3) The ordinary business of the annual general meeting shall be:
 - (a) to receive and confirm the minutes of the previous annual general meeting; and
 - (b) to receive the President's annual report, Branch reports and such other reports as maybe determined; and
 - (c) to receive reports on the transactions of LGMA Tasmania in the preceding financial year and the auditor's report; and
 - (d) to receive the report of the Returning Officer on the election of the Board Members; and
 - (e) to receive and consider such other business as the Board submits; and
 - (f) to receive and consider any special business notified pursuant to Sub-rule 17.1(5).

16. SPECIAL GENERAL MEETINGS

- (1) All meetings other than the annual general meeting shall be called special general meetings.
- (2) The Secretary shall convene a special general meeting:
 - (a) when directed to do so by the Board; or
 - (b) after receiving a written request signed by not less than ten members on the Register of Members of LGMA Tasmania who are eligible to vote at general meetings under these Rules.
- (3) The request for a special general meeting must state:
 - (a) why the special general meeting is being called; and
 - (b) the business to be conducted at the meeting.
- (4) The written request may consist of several documents in a like form each signed by one or more of the Members making the request.
- (5) 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 16(2)(b) 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.
- (6) A special general meeting convened by Members pursuant to Sub-rule 16(5) shall be convened as nearly as possible to the manner prescribed in Sub-rule 17.1.
- (7) LGMA Tasmania shall refund all reasonable expenses incurred in convening the meeting to the Member or Members incurring the expenses.

17. CONDUCT OF GENERAL MEETINGS

17.1 Convening of general meetings

- (1) The Secretary shall give notice to all Members of LGMA Tasmania of the day, time and place at least 21 days prior to the date fixed for the holding of a general meeting.
- (2) 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.
- (3) 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.
- (4) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- (5) 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.

17.2 Quorum for, and adjournment of, general meeting

- (1) 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.
- (2) 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.
- (3) Except as provided in Sub-rule 17.2(4), 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.
- (4) 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 16 (2) (b), the meeting shall be dissolved.
- (5) 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.
- (6) 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.
- (7) If a meeting is adjourned under Sub-rule 17.2(6), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- (8) 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.
- (9) 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.

17.3 Chairperson

- (1) The President, or in his or her absence, the Deputy President, is to preside as chairperson at a general meeting.
- (2) 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.

17.4 Entitlement to vote

- (1) The right to exercise a vote at any general meeting shall be restricted to Ordinary Members, Fellows and Life Members who have not retired from employment, who shall have 1 vote each.

- (2) 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.

17.5 Voting

- (1) Except as provided in Sub-rule 24(1), each question, matter or resolution must be decided by a majority of votes of the Members present and entitled to vote.
- (2) All votes must be given personally and there will be no voting by proxy.
- (3) If the votes are equal, the question shall be decided in the negative.
- (4) 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.
- (5) 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.

18. 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:
 - (a) the minutes of each Board meeting must be signed by the chairperson of the meeting, or the chairperson of the next Board meeting; and
 - (b) the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting.

19. AUDITOR

- (1) The Board must appoint an appropriately qualified person as auditor for a term not exceeding 3 years.
- (2) The auditor must provide a written report to be included in the annual report presented to all Members prior to the annual general meeting.
- (3) A Board Member is not eligible for appointment as an auditor.

20. COMMON SEAL

- (1) The Board must ensure LGMA Tasmania has a common seal.
- (2) The Common Seal must be:
 - (a) kept securely by the Secretary; and
 - (b) used only under the authority of the Board.
- (3) Each instrument to which the seal is attached must be signed by a Board Member and countersigned by:
 - (a) the Secretary; or
 - (b) another Board Member; or
 - (c) some other person appointed by the Board.

21. FUNDS AND ACCOUNTS

- (1) The funds of LGMA Tasmania must be kept in an account or accounts in the name of LGMA Tasmania in such financial institutions as are decided by the Board.
- (2) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of LGMA Tasmania.
- (3) All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- (4) Funds expended by LGMA Tasmania shall be paid by cash, cheque, internet or other electronic bank transfer, as appropriate.
- (5) Cheques, other than for petty cash recoupment, must be crossed 'not negotiable'.
- (6) The Board may determine an amount of petty cash to be kept by the Secretary.
- (7) All expenditure must be approved or ratified at a Board meeting.
- (8) The Secretary shall as soon as practicable after the end of each Financial Year, ensure a statement containing the following particulars is prepared:
 - (a) the income and expenditure for the Financial Year just ended; and
 - (b) LGMA Tasmania's assets and liabilities at the close of the year; and
 - (c) the mortgages, charges and securities affecting the property of LGMA Tasmania at the close of the year.
- (9) The auditor must examine the statement prepared under Rule 21(8) 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.

22. INDEMNITY

LGMA Tasmania 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 wilful misconduct:

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

23. BY-LAWS

- (1) The Board may make, amend or repeal By-laws, not inconsistent with these Rules, for the internal management of LGMA Tasmania.
- (2) A By-law may be set aside by a vote of eligible Members at a general meeting of LGMA Tasmania.

24. ALTERATION OF RULES

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

25 WINDING UP

- (1) This Rule applies if LGMA Tasmania is wound-up in accordance with the provisions of the Act.
- (2) Any surplus assets shall not be distributed among the Members of LGMA Tasmania, but shall be given to another entity, determined by resolution of the members of LGMA Tasmania:
 - (a) having objects similar to those of LGMA Tasmania objects; and
 - (b) the rules of which prohibit the distribution of the entity's income and assets to its members.
- (3) Every Member of LGMA Tasmania 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.