

LOCAL GOVERNMENT MANAGERS
AUSTRALIA (QLD) INC.

RULES OF ASSOCIATION



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RULES OF THE ASSOCIATION

1. ASSOCIATION TITLE

The name of the incorporated association is Local Government Managers Australia (Qld) Inc. ("LGMA Queensland")

2. INTERPRETATION

In these Rules:

"Act" means the *Associations Incorporation Act 1981 (Qld)* as amended from time to time.

"Appeals Committee" means a committee consisting of the President and 2 past Presidents of LGMA Queensland to hear appeals under Sub-rule 6.9.

"Board" means the Board of LGMA Queensland constituted under Rule 11. For the purposes of the Act, the management committee of LGMA Queensland is the Board.

"Board Member" means a member of the Board.

"Branch" means a grouping of defined geographical areas pursuant to Rule 13.

"By-laws" means the by-laws of LGMA Queensland pursuant to Rule 25.

"Certificate of Membership" means a certificate of membership issued under Sub-Rule 6.11.

"Chief Executive Officer" means an employee of LGMA Queensland appointed to perform the duties of Chief Executive Officer. The term includes employees who may be authorised to perform some, or all, of the functions and duties of the Chief Executive Officer.

"Complainant" means the person, persons or corporation lodging the complaint.

"Complaint" means a written complaint, alleging a specified breach of the Rules by a Member.

"Complaints Committee" means a committee consisting of the President and 2 past Presidents of LGMA Queensland to hear complaints under Rule 7.

"Deputy President" means a Board Member elected by the Board as the Deputy President pursuant to Sub-rule 11.2(2)(a).

"Director" means a Board Member elected to the Board as a Director pursuant to Rule 11.

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

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

"Industry" means the local government industry and services provided by local government.

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

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

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

"Ordinary Member" means a person who has been admitted as a Member of LGMA Queensland 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 11.

"Profession" means the profession of local government management.

"Register of Members" means the register of members kept and maintained in accordance with Rule 8.

"Rehabilitation Period" has the meaning given in the *Criminal Law (Rehabilitation of Offenders) Act 1986 (Qld)*.

"Retired Member" means a person who has been admitted as a Member of LGMA Queensland 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 letters and/or numbers.

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

"Treasurer" means a Board Member elected by the Board as the Treasurer pursuant to Sub-rule 11.2(2)(b).

3. OBJECTS

The objects of LGMA Queensland 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 about the profession to members of the profession;
 - (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 Queensland;
- (c) negotiating and arranging with other similar bodies for the reciprocal recognition of the status of Members and to communicate with similar bodies and members of the profession or the industry for the purpose of obtaining information on all matters beneficial or interesting to Members;
- (d) promoting ethical practice by prescribing standards of professional behaviour to be observed by all Members;
- (e) communicating to members of the profession information on all matters affecting the profession and to print, publish, issue and circulate such papers, periodicals, books, circulars, leaflets and other literature as may seem conducive to any of the objects of LGMA Queensland;
- (f) maintaining awareness of anything affecting LGMA Queensland or the professional conduct of Members;
- (g) promoting recognition of LGMA Queensland as an authoritative representative of local government management in Queensland;
- (h) doing all things necessary in order to promote, encourage and assist the education and training of Members and other persons engaged in local government;
- (i) developing the skills and experience of Members through, inter alia, international exchange programmes;

- (j) doing all such things as are incidental or conducive to the attainment of the objects and the exercise of the powers of LGMA Queensland.

4. POWERS

- (1) LGMA Queensland has the powers of an individual.
- (2) LGMA Queensland may, for example:
 - (a) enter into contracts; and
 - (a) acquire, hold, deal with and dispose of property; and
 - (b) make charges for services and facilities it supplies; and
 - (c) do other things necessary or convenient to be done in carrying out its affairs.
- (3) LGMA Queensland may also issue secured and unsecured notes, debentures and debenture stock for LGMA Queensland.

5. ASSETS AND INCOME

The assets and income of LGMA Queensland shall be applied solely in furtherance of its objects and no portion shall be distributed directly or indirectly to the members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.

6. MEMBERSHIP

6.1 Classes of Membership

- (1) The membership of LGMA Queensland consists of the following classes of members:
 - (a) Ordinary Members;
 - (b) Fellows;
 - (c) Life Members;
 - (d) Retired Members.
- (2) The number of Members in each class is unlimited.

6.2 Ordinary Member

- (1) To be admitted as an Ordinary Member, an applicant must be employed in local government or a relevant organisation as determined by the Board.
- (2) An Ordinary Member may:
 - (a) subscribe to LGMA Queensland's publications; and
 - (b) attend the meetings and functions of LGMA Queensland; and
 - (c) vote at general meetings of LGMA Queensland; and
 - (d) vote in elections for the Board; and
 - (e) for the Ordinary Member's Branch – vote in elections for the Branch Executive (where applicable); and
 - (f) be elected as a Board Member.

6.3 Fellow

- (1) To be admitted as a Fellow, an applicant must:
 - (a) make a significant and active contribution to LGMA or the Industry; and
 - (b) have been admitted as a Member for a minimum period of ten (10) years or such lesser period as determined by the Board.
- (2) A Fellow may:
 - (a) subscribe to LGMA Queensland's journals and publications; and
 - (b) attend the meetings and functions of LGMA Queensland; and
 - (c) vote at general meetings of LGMA Queensland; and
 - (d) vote in elections for the Board; and
 - (e) for the Fellow's Branch – vote in elections for the Branch Executive (where applicable); and
 - (f) be elected as a Board Member.

6.4 Life Member

- (1) To be admitted as a Life Member, an applicant must:
 - (a) have been admitted as a Member and served the Industry for a minimum period of twenty (20) years; and
 - (b) in the Board's opinion, have given active service to LGMA Queensland.
- (2) A Life Member may:
 - (a) subscribe to LGMA Queensland's journals and publications; and
 - (b) attend the meetings and functions of LGMA Queensland.
- (3) A Life Member who has not retired from employment may:
 - (a) vote at general meetings of LGMA Queensland; and
 - (b) vote in elections for the Board; and
 - (c) for the Life Member's Branch – vote in elections for the Branch Executive (where applicable); and
 - (d) be elected as a Board Member.

6.5 Retired Member

- (1) To be admitted as a Retired Member, an applicant must:
 - (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 Queensland.
- (2) A Retired Member may:
 - (a) subscribe to LGMA Queensland's journals and publications; and
 - (b) attend the meetings and functions of LGMA Queensland.

6.6 Application for Membership

An application for membership, or for a change in class of membership, must be in writing, in the form decided by the Board.

Applications will be verified to ensure that the nominee is eligible for membership.

6.7 Admission and Rejection of Members

- (1) The Board must consider an application for membership at the next Board meeting held after it receives the application.
- (2) The Board must 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 must be accepted as a Member to the class of membership appropriate to their position.
- (4) The Chief Executive Officer must, as soon as practicable after the Board decides to accept or reject an application, give the applicant written notice of the decision.
- (5) The Board may, by resolution, delegate its authority under this Rule to the Chief Executive Officer.

6.8 When Membership Ends

- (1) A Member may resign from LGMA Queensland by giving the Chief Executive Officer written notice of resignation.
- (2) The resignation takes effect on:
 - (a) the day and at the time the notice is received by the Chief Executive Officer; 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 a Member's 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 six (6) months; or
 - (d) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of LGMA Queensland.
- (5) Before it terminates a Member's membership, 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 Chief Executive Officer must give the Member a 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 6.8(9), a Member whose membership is terminated under this Sub-rule 6.8 may reapply for membership of LGMA Queensland.
- (9) An applicant for readmission under Sub-rule 6.8(8) must pay all prior outstanding fees to LGMA Queensland before the Board considers the application.

6.9 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 Chief Executive Officer written notice of the person's intention to appeal against the decision.
- (2) A notice of intention to appeal must be given to the Chief Executive Officer within 1 month after the person receives written notice of the decision.
- (3) If the Chief Executive Officer receives a notice of intention to appeal, the Chief Executive Officer must, within three (3) months after the day of receipt, convene a meeting of the Appeals Committee to decide the appeal.
- (4) The Chief Executive Officer must give the person written notice of the day, time and place of the Appeals Committee meeting at least seven (7) days prior to the date of the meeting.
- (5) At the Appeals Committee meeting, the appellant must be given a full and fair opportunity to demonstrate why the application should not be rejected or the membership should not be terminated.
- (6) Also, the Board and the Board Members who rejected the application or terminated the membership must be given an opportunity to show why the application should be rejected or the membership should be terminated.
- (7) An appeal must be decided by a majority vote of the members of the Appeals Committee.
- (8) If a person whose application for membership has been rejected:
 - (a) does not appeal against the decision within one (1) month after receiving written notice of the decision; or
 - (b) appeals unsuccessfully to the Appeals Committee,the Chief Executive Officer must, as soon as practicable, refund the application fee paid by the person.

6.10 Rights of Members

- (1) Subject to Sub-rule 6.10(2), a right, privilege or obligation of a Member of LGMA Queensland:
 - (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.

6.11 Certificate of Membership

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

6.12 Post Nominals

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

7. DISCIPLINE OF MEMBERS

7.1 Procedures for Dealing with Complaints

- (1) A person may lodge a Complaint with the Chief Executive Officer.
- (2) Unless rejected pursuant to Sub-rule 7.2(1), the Chief Executive Officer must refer Complaints to the Complaints Committee within seven (7) days.
- (3) The Complaints Committee will consider the Complaint within twenty-one (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 twenty-eight (28) days of receiving the Complaint, the Complaints Committee will notify:
 - (a) the Member of:

the Complaint including the alleged breaches, and the Complaints Committee's response; and

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 twenty-eight (28) days of the date of notification; and
 - (b) the Complainant of the Complaints Committee's response.

7.2 Rejection of Complaints

- (1) The Chief Executive Officer shall reject any Complaint received if:
 - (a) the subject of the Complaint is not a Member of LGMA Queensland; or
 - (b) the Complainant fails to adequately identify the Member and/or the alleged breach of the Rules; 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 7.2(1), the Chief Executive Officer shall:
 - (a) within seven (7) days, notify the Complainant that:

the Complaint has been rejected; and

the grounds for the rejection; and

any appeal against the rejection must be lodged within fourteen (14) days.
 - (b) within twenty-eight (28) days, report the Complaint, the ground for rejection and any appeal, to the Complaints Committee.

7.3 Investigation of Complaints

- (1) The Chief Executive Officer 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 prescribes by this Rule 7; and

- (c) report the findings of the investigation to the Complaints Committee within the timelines prescribed by this Rule 7.

7.4 Determination of Complaint

- (1) The Complaints Committee will meet to further consider the Complaint no earlier than twenty-eight (28) days and no later than sixty (60) days after notifying the Member of the Complaint.
- (2) At the meeting prescribed in Sub-rule 7.4(1), the Complaints Committee must 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 7.4(2), the Complaints Committee must determine the matter in accordance with the Rules.
- (4) Within seven (7) days of the Complaints Committee's decision, the Member must 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 Chief Executive Officer within twenty-eight (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 thirty (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 7.4(5), the Board must 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 fourteen (14) days of final determination of the matter:
 - (a) the Complainant must be notified of the determination; and
 - (b) the Member must be notified of the determination and the process for execution of any disciplinary action.

7.5 Disciplinary Action

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

- (1) suspension of the Member's membership; or
- (2) termination of the Member's membership.

8. REGISTER OF MEMBERS

- (1) The Chief Executive Officer must keep and maintain a Register of Members.
- (2) The Register of Members must include the following particulars for each Member:
 - (a) the full name, residential 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 must be open for inspection at all reasonable times subject to the requirements of any Privacy legislation applying at the time.
- (4) However, before a Member may inspect the Register, the Member must apply to the Chief Executive Officer to inspect it.

9. SECRETARY

- (1) The Chief Executive Officer must perform the functions of secretary under the Act.
- (2) If a vacancy happens in the office of Chief Executive Officer, the Board must ensure a secretary is appointed or elected to LGMA Queensland within 1 month after the vacancy happens.
- (3) The secretary appointed under Sub-rule 9(2) must be an individual residing in Queensland, or in another State but not more than 65 km from the Queensland border, who is:
- (a) a Member of LGMA Queensland elected by LGMA Queensland as secretary; or
 - (b) any of the following persons appointed by the Board:
 - (i) a Board Member; or
 - (ii) a Member of LGMA Queensland; or
 - (iii) another person.
- (4) The Board may remove the secretary appointed under Sub-rule 9(2) at any time.

10. FEES AND SUBSCRIPTIONS

- (1) The Board must set:
- (a) the fees payable by applicants for admission to membership of LGMA Queensland; and
 - (b) 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 10(1) in its discretion.
- (3) Each Member must pay the relevant annual membership fee in advance on or before the 31st day of August in each year.
- (4) The Chief Executive Officer must report overdue subscriptions to the Board quarterly.

11. BOARD OF MANAGEMENT

11.1 Functions

- (1) Subject to these Rules or a resolution of the LGMA Queensland Members 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 Queensland; and
 - (b) authority to interpret the meaning of these Rules and any matter relating to LGMA Queensland on which the Rules are silent.
- (2) The Board may exercise the powers of LGMA Queensland:
- (a) to borrow, raise or secure the payment of amounts in a way LGMA Queensland Members decide; and

- (b) to secure the amounts mentioned in Sub-rule 11.1(2)(a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by LGMA Queensland in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of LGMA Queensland'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 Queensland; and
 - (g) to provide and pay off any securities issued; and
 - (h) to invest in a way the Members of LGMA Queensland may from time to time decide.
- (3) For Sub-rule 11.1(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 Queensland; or
 - (b) if there is more than one financial institution for LGMA Queensland, the financial institution nominated by LGMA Queensland.

11.2 Membership

- (1) The Board consists of:
- (a) a President; and
 - (b) three (3) Directors; and
 - (c) one (1) Branch Director from each Branch.
- (2) The Board must elect one Board Member, other than the President, to each of the offices of:
- (a) Deputy President; and
 - (b) Treasurer,
- for a term as stated in 11.3.

11.3 Term of Office

- (1) The President must retire from office at the expiration of each two-year term but is eligible for re-election subject to sub-rule 11.3(2)
- (2) The maximum period that a member can hold the office of President is 4 (four) consecutive years.
- (3) Directors (including Branch Directors) will be elected for a term of up to 3 (three) years.
- (4) The election of Directors will be undertaken on a rotational basis with one Director and two Branch Directors elected in the first and second year of each rotation and one Director elected in the third year.
- (5) Directors must retire from office at the expiration of the term for which they were elected but are eligible for re-election. There is no maximum term of office for Directors.

11.4 Electing the Board

- (1) The Board must be elected by:
 - (a) a combined election for the offices of:
the President; and
the three (3) Directors; and
 - (b) separate elections for each office of Branch Director.
- (2) Unless otherwise resolved by the Board:
 - (a) the Chief Executive Officer is the returning officer for the conduct of the election for the offices of:
the President; and
the three (3) Directors; and
one (1) Director from each of the four Branches.

11.5 Eligibility to Vote for Board

- (1) All financial Ordinary Members, Fellows and Life Members who have not retired from employment may vote in an election for the offices of:
 - (a) the President; and
 - (b) the three (3) Directors.
- (2) All financial Ordinary Members, Fellows and Life Members who have not retired from employment of a Branch may vote in an election for the office of the Branch Director for the Branch.

11.6 Nominations

- (1) The Chief Executive Officer must, not less than eight (8) weeks before the date of the annual general meeting, give notice to all Ordinary Members, Fellows and Life Members who have not retired from employment:
 - (a) inviting nominations for those of the following offices which have been vacated:
the President, and
Directors; and
Branch Directors;
 - (b) specifying a date by which nominations must be received (the "Nomination Date"), which must be at least four (4) weeks before the date fixed for the annual general meeting; and
 - (c) specifying the manner in which nominations must be given.
- (2) The Board must determine the manner in which nominations must be given.
- (3) Any two (2) financial Fellows, Ordinary Members or Life Members who have 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 the President or a Director.
- (4) Any two (2) financial Fellows, Ordinary Members or Life Members who have not retired of a Branch may nominate any other financial Fellow, Ordinary Member or Life Member who has not

retired from employment of the Branch as a candidate for election as a Branch Director for the Branch.

- (5) To be valid, the nomination must be accepted by the Member nominated.
- (6) A Member may not accept nomination for more than one office.
- (7) A nomination must be:
 - (a) in writing in the form prescribed by the Chief Executive Officer; and
 - (b) signed by the nominated Member and the Ordinary Members, Fellows or Life Members who have not retired from employment who nominated him or her; and
 - (c) lodged with the Chief Executive Officer not later than 12 noon on the Nomination Date unless otherwise specified on the election notice.

11.7 Election Procedure

- (1) For the election of the offices of the President and any of the Directors:
 - (a) where there are no valid nominations received for an office, the office must be filled from the floor at the next annual general meeting in accordance with Sub-rule 11.7(2); and
 - (b) where there is only one (1) valid nomination for an office, the nominated candidate is taken to be elected to that office; and
 - (c) where there is more than one (1) valid nomination for an office, a ballot must be conducted in accordance with Sub-rule 11.8.
- (2) Where nominations are called from the floor of the meeting:
 - (a) if only one (1) nomination is received for an office, the candidate nominated must be declared elected; and
 - (b) if more than one (1) nomination is received for an office, a ballot must be held for that office at the annual general meeting under the relevant provisions of Sub-rule 11.8.

11.8 Ballots

- (1) The Board must determine if a ballot required under Sub-Rule 11.7 will be:
 - (a) held at the annual general meeting; or
 - (b) a postal or electronic ballot held prior to the annual general meeting.
- (2) The form of ballot will be determined by the Board.
- (3) In the case of a postal ballot, a blank ballot paper initialled by the returning officer for the election must 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 (determined by the Board) by which it must be given to the returning officer for that ballot.
- (4) In the case of an electronic ballot, each financial Fellow, Ordinary Member or Life Member who has not retired from employment who is eligible to vote in that ballot must receive electronic notification of the ballot and the means of voting. Such electronic means will be employed to ensure that there can only be one vote per eligible member.
- (5) In the case of a ballot at the annual general meeting, a blank ballot paper initialled by the returning officer for the election or an electronic voting mechanism must be provided 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.

- (6) Each Member to whom a ballot is properly issued may vote for one candidate only for each office specified on the ballot.
- (7) A valid vote is recorded by indicating on the ballot the candidate for whom the Member wishes to vote for each office specified on the ballot.
- (8) A ballot is invalid if it records a vote for more than one candidate for any office specified on the ballot.
- (9) Where a postal or electronic ballot is held, votes must be counted at a time (prior to the annual general meeting), and at a location, determined by the Board.
- (10) Where a ballot is held at the annual general meeting, votes must be counted at the annual general meeting.
- (11) The returning officer for an election may appoint officers to assist with the counting of votes.
- (12) In any ballot, the candidate who receives the greatest number of valid votes must be declared elected.
- (13) The annual general meeting may resolve that upon completion of all required ballots, all ballot documentation must be destroyed by the Chief Executive Officer.
- (14) In the event that a position on the Board is not filled after following the procedures in Sub-rules 11.7 and 11.8, the vacancy must be filled by the Board in accordance with Sub-rule 11.11.

11.9 Resignation from Board

- (1) A Board Member may resign from the Board by giving written notice of resignation to the Chief Executive Officer.
- (2) The resignation takes effect on:
 - (a) the day and at the time the notice is received by the Chief Executive Officer; or
 - (b) if a later day is stated in the notice, the later day.

11.10 Removal from Board

- (1) The office of a Board Member shall be vacated if the person holding that office:
 - (a) dies; or
 - (b) ceases to be a Fellow, Ordinary Member or Life Member; or
 - (c) in the case of a Life Member - retires from employment; or
 - (d) becomes physically or mentally incapable of performing the Board Member's duties; or
 - (e) is in excess of six (6) months in arrears in payment of the annual membership fees; or
 - (f) is requested to resign by notice in writing given by the Chief Executive Officer pursuant to a resolution passed by financial Ordinary Members, Fellows and Life Members who have not retired from employment at a general meeting of LGMA Queensland; or
 - (g) becomes bankrupt or compounds with creditors or otherwise takes advantage of the laws in force for the time being relating to bankruptcy; or
 - (h) 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; or

- (h) has been convicted on indictment or summarily and sentenced to imprisonment, other than in default of payment of a fine, and the Rehabilitation Period in relation to the conviction has not expired.
- (2) Before a vote of financial Ordinary Members, Fellows and Life Members who have not retired from employment is taken under Sub-rule 11.10(1)(f), the Board Member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- (3) A Board Member has no right of appeal against the member's removal from office under this Sub-rule 11.10.

11.11 Filling Vacancies on the Board

- (1) Subject to sub-rule 11.11(2), if a casual vacancy happens on the Board and:
 - (a) the remaining term of office is less than 10 months, the continuing Board may appoint another eligible Member of LGMA Queensland to fill the vacancy until the next Annual General Meeting;
 - (b) the remaining term of office is more than 10 months, an election will be held to fill the vacancy for the remainder of the term. This will be conducted in accordance with the procedures for election as outlined in these rules;
 - (c) where the casual vacancy arises in the office of a Branch Director, the appointment must be any financial Fellow, Ordinary Member or Life Member who has not retired from employment of that Branch
- (2) A person appointed under this Sub-Rule 11.11 is taken to have been elected to the relevant office for the remainder of the term of that office.
- (3) The continuing Board members may act despite a vacancy on the Board.
- (4) However, 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 Queensland.

12. MEETINGS OF BOARD

- (1) Subject to Sub-rules 12(2) to 12(16), the Board may meet and conduct its proceedings as it considers appropriate.
- (2) The Board must meet at least once every four (4) months at such place and time as the Board determines to exercise its functions.
- (3) The Board must decide how a meeting is to be called.
- (4) Notice of a meeting is to be given in the way decided by the Board.
- (5) If the Chief Executive Officer receives a written request signed by at least 33% of the Board Members, the Chief Executive Officer must call a special meeting of the Board.
- (6) A request for a special meeting must state:
 - (a) why the special meeting is called; and
 - (b) the business to be conducted at the meeting.
- (7) At a Board meeting, more than 50% of the Board Members elected or appointed to the Board at the close of the last general meeting form a quorum.

- (8) A question arising at a Board meeting is to be decided by a majority vote of Board Members present at the meeting and, if the votes are equal, the question is decided in the negative.
- (9) A Board Member must not vote on a question about a contract or proposed contract with LGMA Queensland if the Board Member has an interest in the contract or proposed contract, and if the Board Member does vote the Board Member's vote must not be counted.
- (10) The Chief Executive Officer must give each Board Member at least 14 days' notice of a special meeting of the Board.
- (11) Notice of a special meeting must state:
 - (a) the day, time and place of the meeting; and
 - (b) the business to be conducted at the meeting.
- (12) The President or, if there is no President or if the President is not present within 10 minutes after the time fixed for a Board meeting, the Deputy President, is to preside as chairperson at the meeting.
- (13) If the President and the Deputy President are absent from a Board meeting, the Board Members may choose one of their number to preside as chairperson at the meeting.
- (14) If a quorum is not present within thirty (30) minutes after the time fixed for a Board meeting called on the request of Board Members, the meeting lapses.
- (15) If a quorum is not present within thirty (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) the same day, time and place in the next week; or
 - (b) a day, time and place decided by the Board.
- (16) If, at an adjourned meeting mentioned in Sub-rule 12(15), a quorum is not present within thirty (30) minutes after the time fixed for the meeting, the meeting lapses.
- (17) Without limiting the power of the Board to regulate its meetings, a meeting of the Board may be held where one or more of the 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 a Board Member may only withdraw their consent prior to the subject meeting or meetings; 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 12(17)(b) from being satisfied by a quorum of Board Members, then the meeting will be suspended until Sub-Rule 12(17)(b) is satisfied again. If Sub-Rule 12(17)(b) is not satisfied within fifteen (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 specified in the notice of meeting provided a Board Member is present at that location. If no Board Member is present at the location specified, the meeting will be deemed to be held at the location where the chairperson of the meeting is located.

12.2 Delegation of Board Powers

- (1) The Board may delegate the whole or part of its powers to a subcommittee consisting of Members of LGMA Queensland considered appropriate by the Board.
- (2) A subcommittee may only exercise delegated powers in the way the Board decides.
- (3) A subcommittee may elect a chairperson of its meetings.
- (4) If a chairperson is not elected, or if the chairperson is not present within ten (10) minutes after the time fixed for a meeting, the Members present may choose one of their number to be chairperson of the meeting.
- (5) A subcommittee may meet and adjourn as it considers appropriate unless otherwise directed by the Board.
- (6) A question arising at a subcommittee meeting is to be decided by a majority vote of the subcommittee members present at the meeting and, if the votes are equal, the question is decided in the negative.

12.3 Acts not Affected by Defects of Disqualifications

- (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 12.3(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.

12.4 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 12.4(1) may consist of several documents in like form, each signed by one or more Board Members.

13. BRANCHES

- (1) The Board may establish Branches of defined geographical areas throughout the State of Queensland. The purpose of such Branches, their procedures for meetings and other pertinent matters will be as determined by the Board.
- (2) Members employed by a local authority or, if not so employed, residing within the said geographical areas, will be deemed to be members of the Branch.
- (3) The Board shall determine if and how each Branch Executive will be constituted.

14. ANNUAL GENERAL MEETING

- (1) LGMA Queensland must hold an annual general meeting:
 - (a) at least once each year; and
 - (b) within six (6) months after the end of LGMA Queensland's previous Financial Year.
- (2) The annual general meeting must be held at a day, time and place determined by the Board.

- (3) The Chief Executive Officer must give notice to all Members of LGMA Queensland of the day, time and place at least twenty-eight (28) days prior to the date fixed for the annual general meeting.
- (4) Such notice may be given by letter posted to each Member at his or her address entered on the Register of Members or by advertisement in LGMA Queensland's Journal, Newsletter or such other publication or distribution method as is approved by the Board.
- (5) Whichever method is adopted for giving such notice convening the annual general meeting, all Members shall be deemed to have had sufficient notice of the annual general meeting.
- (6) A Member desiring to bring any special business that does not relate to the ordinary business of LGMA Queensland before an annual general meeting must give notice of that business in writing to the Chief Executive Officer not less than twenty-one (21) days before the date of the meeting. The Chief Executive Officer shall include such special business in the agenda for the annual general meeting.
- (7) The notice convening the annual general meeting must specify the following business:
 - (a) to receive and confirm the minutes of the previous annual general meeting; and
 - (b) to receive the annual report, the statement of financial performance, and statement of financial position for LGMA Queensland's previous financial year and the auditor's report; and
 - (c) to receive the report of the returning officer on the election of the Board Members; and
 - (d) to receive and consider such other business as the Board submits; and
 - (e) to receive and consider special business notified pursuant to Sub-rule 14(6).

15. SPECIAL GENERAL MEETINGS

- (1) All meetings other than the annual general meeting must be called special general meetings.
- (2) The Chief Executive Officer must convene a special general meeting after:
 - (a) being directed to call the meeting by the Board; or
 - (b) being given a written request signed by at least fifty (50) Members on the Register of Members of LGMA Queensland who are eligible to vote at general meetings of LGMA Queensland 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 at least five (5) Members making the request.
- (5) If the Board does not cause a special general meeting to be held within twenty-eight (28) days after the date on which a request under Sub-rule 15(2)(b) is given to the Chief Executive Officer, the Members making the request, or any of them, may convene a special general meeting to be held not later than three (3) months after that date.
- (6) When a special general meeting is convened by the Chief Executive Officer under Sub-rule 15(2)(a), the meeting must be convened by the same procedure specified for the convening of an annual general meeting under Rule 4.
- (7) A special general meeting convened by Members pursuant to Sub-rule 15(5) must be posted by one of the Members signing the request to every Member on the Register of Members.

- (8) LGMA Queensland must refund the cost of the postage incurred by such Member on production of a postal docket certified by Australia Post.
- (9) Only the business or purpose for which the special general meeting is called shall be transacted at the meeting.

16. GENERAL MEETINGS

16.1 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 Members presently on the Board plus one (1) form a quorum.
- (3) If a quorum is not present within thirty (30) minutes after the time fixed for a general meeting called on the request of the Board Members or LGMA Queensland, the meeting lapses.
- (4) If a quorum is not present within thirty (30) minutes after the time fixed for a general meeting called other than on the request of Board Members or LGMA Queensland, the meeting is to be adjourned to a day, time and place decided by the Board.
- (5) If, at an adjourned meeting, a quorum under Sub-rule 16.1(2) is not present within thirty (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 16.1(6), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- (8) The Chief Executive Officer 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 thirty (30) days.
- (9) If a meeting is adjourned for at least thirty (30) days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

16.2 Procedure

- (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.
- (3) The right to exercise a vote on a matter raised at any general meeting shall be restricted to Ordinary Members, Fellows and Life Members who have not retired from employment, who shall have one (1) vote each.
- (4) Each question, matter or resolution must be decided by a majority of votes of the Members entitled to vote.
- (5) Each Member entitled to vote is entitled to one (1) vote only and, if the votes are equal, the question shall be decided in the negative.
- (6) A Member is not entitled to vote at a general meeting if the Member's annual subscription is six (6) months or more in arrears at the date of the meeting.
- (7) The Board must determine if voting on matters raised at the AGM will be conducted solely at the meeting or whether pre-voting will be permitted.

- (8) Where voting is conducted solely at the meeting, voting will be by a show of hands, unless at least 20% of the Members present demand a secret ballot.
- (9) If a secret ballot is held, the chairperson must appoint two (2) Members to conduct the secret ballot in the way the chairperson decides.
- (10) 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.
- (11) When voting is conducted as outlined in sub-rule 16.2(8), all votes must be given personally and there will be no voting by proxy.
- (12) Where voting is to be undertaken via a postal or electronic voting means, each Ordinary Member, Fellow and Life Member who has not retired from employment will be provided with the means to vote prior to the meeting on or before a date specified in the notice. Such means must ensure that each member receives only one vote in accordance with sub-rule 11.2.
- (13) The Chief Executive Officer must collate the results of any electronic or postal ballots for presentation to the meeting.
- (14) Voting undertaken via postal or electronic means is considered a secret ballot and the Chair may ask that the ballots be destroyed upon completion of the vote.

17. MINUTES OF MEETINGS

- (1) The Chief Executive Officer must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each:
 - (a) Board meeting; and
 - (b) general meeting,are maintained.
- (2) The Chief Executive Officer must ensure that the minutes for each general meeting are available for inspection at all reasonable times by any financial Member who previously applies to the Chief Executive Officer for the inspection.
- (3) To ensure the accuracy of the minutes recorded under Sub-rule 17(1):
 - (a) the minutes of each Board meeting must be signed by the chairperson of the meeting, or the chairperson of the next Board meeting, verifying their accuracy; 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, verifying their accuracy; and
 - (c) the minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of LGMA Queensland that is a general meeting or annual general meeting, verifying their accuracy.

18. DUTIES OF CHIEF EXECUTIVE OFFICER

In addition to the duties in these Rules, additional duties of the Chief Executive Officer may be determined by the Board.

19. AUDITOR

- (1) The Board must appoint an appropriately qualified person as auditor for a term not exceeding three (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 Queensland has a common seal.
- (2) The Common Seal must be:
 - (a) kept securely by the Chief Executive Officer; 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 Chief Executive Officer; or
 - (b) another Board Member; or
 - (c) someone appointed by the Board.

21. FUNDS AND ACCOUNTS

- (1) The funds of LGMA Queensland must be kept in an account in the name of Local Government Managers Australia Queensland Inc. in a financial institution 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 Queensland.
- (3) All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- (4) Funds expended by LGMA Queensland shall be paid by cash, cheque, internet or other electronic bank transfer as follows:
 - (a) the Board may, from time to time by resolution, delegate to the Chief Executive Officer authority to expend funds up to a maximum of \$100,000.00 (one-hundred thousand dollars); and
 - (b) all amounts over \$100,000.00 (one-hundred thousand dollars) must be paid by cheque signed by any two of the President, Chief Executive Officer, Treasurer or other Member authorised from time to time by the Board; and
 - (c) in the event that there is no current delegation from the Board under Sub-Rule 21(4)(a), all payments of \$100.00 (one hundred dollars) or over must be authorised by any two of the President, Chief Executive Officer, Treasurer or other person authorised from time to time by the Board; and
 - (d) cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed 'not negotiable'; and
 - (e) a petty cash account may be maintained with the Board to determine the amount of petty cash to be kept in the account; and
 - (f) a budget update and the balances of any bank accounts or investments held by LGMA Queensland must be noted or approved at a Board meeting; and
 - (g) the Chief Executive Officer must, 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) LGMA Queensland's assets and liabilities at the close of the year; and
 - (iii) the mortgages, charges and securities affecting the property of LGMA Queensland at the close of the year; and

- (h) the auditor must examine the statement prepared under Sub-rule 21(4)(g) and present a report about it to the Chief Executive Officer before the next annual general meeting following the financial year for which the audit was made.

22. FINANCIAL YEAR

The financial year of LGMA Queensland closes on 30 June in each year.

23. DOCUMENTS

The Board must ensure the safe custody of the books, documents, instruments of title and securities of LGMA Queensland.

24. INDEMNITY

LGMA Queensland 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 Queensland; and
- (b) in the case of an employee, performed or made in the course of, and within the scope of, their employment with LGMA Queensland.

25. BY-LAWS

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

26. 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 or conducted via a postal vote as determined by the Board
- (2) However, an amendment, repeal or addition is valid only if it is registered by the chief executive under the Act.

27. DISTRIBUTION OF SURPLUS ASSETS

- (1) This Rule 27 applies if LGMA Queensland:
 - (a) is wound-up under part 10 of the Act; and
 - (b) it has surplus assets.
- (2) The surplus assets must not be distributed among the Members of LGMA Queensland.
- (3) The surplus assets must be given to another entity:
 - (a) having objects similar to LGMA Queensland's objects; and
 - (b) the rules of which prohibit the distribution of the entity's income and assets to its members.
- (4) In this Rule 7, "surplus assets" has the meaning given by section 92(3) of the Act.

BY LAW NO. 1

DUTIES OF CHIEF EXECUTIVE OFFICER

In addition to whatever duties of the Chief Executive Officer are expressly set out within the Rules, the Chief Executive Officer shall:

- (a) collect and receive all monies due to LGMA Queensland; and
- (b) sign all cheques, drafts, bills of exchange, promissory notes and other negotiable instruments with another person as determined by the Board from time to time; and
- (c) keep correct accounts and books showing the financial affairs of LGMA Queensland at all times; and
- (d) prepare annual accounts for audit and submission to the Annual General Meeting; and
- (e) have custody of all books, documents, securities and registers of the Board; and
- (f) make available all such books, documents, securities, registers and the Rules for Members to inspect; and
- (g) conduct the correspondence of LGMA Queensland; and
- (h) have control and direct all staff of LGMA Queensland (including engagement and termination) and authorise payment of salaries and wages of the staff of LGMA Queensland within sums voted for expenditure thereon.