



Constitution of Local Government Information Technology South Australia (LGITSA)

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ABN: 70 390 449 396
(the “Board”)

1. NAME

The name of the Board shall be Local Government Information Technology South Australia Incorporated. To be known as Local Government Information Technology (LGITSA), referred to herein as “the Board”.

The Board refers to ABN 70 390 449 396 being an Incorporated Association registered in South Australia under the Associations Incorporations Act 1985 (Registration #A42664) as a non-for-profit organisation.

2. OBJECTIVES

LGITSA acknowledges the independence of its members to engage at the level of participation required by their respective organisations and aims to act as a facilitator and enabler within the sector for its members. The program of works undertaken by LGITSA will vary dependent on ability to deliver and the requirements of our members with our aim to deliver upon some or all of the following objectives:

2.1. To unite in a common organisation, persons who have a professional interest in Local Government in South Australia, including the following functions:

- Information Technology;
- Information Management;
- Executive Management that oversees Information Technology and Information Management Teams; and/or
- A complementary field or technology enabled function.

LGITSA aims to support the local government Information Management / Information Technology sector by –

- Delivering Value and Efficiency;
- Leadership and Advocacy;
- Innovation and Improvement;
- Sector Maturity and Impact;
- Foster Collaboration and Engagement;
- Resource Utilisation;
- Recognition and Support; and
- Professional Forums and Standards.

3. DEFINITIONS

"The Association" or "Association" refers to LGITSA as outlined within Clause 1.

"Board" means the governing body of the Association.

"Member" means an individual member of the Association.

"Member Council" means a financially active local government entity.

"General Meeting" includes an Annual General Meeting (AGM) or a Special General Meeting (SGM).

"Term" is the period between Annual General Meetings.

"Executive" or "Executive Officer" "Executive Board Member" means the position of "President", "Vice-President", "Treasurer" or "Secretary"

"Board Members", "Ordinary Board Member" or "Non-Executive Director" refers to an ordinary member of the governing body.

"Ordinary Council Subsidiary Member" refers to a Council subsidiary formed under Section 42 or 43 of the Local Government Act 1999.

"Chairperson" refers to the "President"

"Governing Document" refers to "The Constitution of LGITSA" or "This Document"

4. POWERS

The Board shall have the following powers:

- 4.1. The powers conferred by Section 25 of the Associations Incorporation Act 1985 ("the Act") to the extent that such powers are not excluded or modified by implication by the provisions of this clause.
- 4.2. To open and operate bank accounts.
- 4.3. To acquire, hold, sell, lease, hire, gift, exchange, partition, invest or otherwise dispose of or deal with the whole or any part of the real or personal property of the Board or any interest in it as fully and effectually as if they were the absolute powers.
- 4.4. Subject to Section 53 of the Act to invite and accept deposits of money from any person on such terms and conditions as may be determined by the Board from time to time.
- 4.5. To borrow or raise money for the objects and purposes of the Board and for all incidental purposes with or without giving security over any real or personal assets of the Board and otherwise upon such terms or conditions approved by the Board.
- 4.6. To invest in any investment of which the Board approves or in the purchase or improvement of any real or personal property and to vary and transpose any such investments.

- 4.7. To pay all expenses and outgoings incidental to the objects and purposes of the Board.
- 4.8. To enter into any contracts, agreements, arrangements or understandings considered necessary by the Board.
- 4.9. To employ, hire, appoint, remove, terminate or suspend employees, agents, contractors or consultants for any purpose that the Board approves and to determine the fees, salaries, wages, commissions or remuneration for such employees, agents, contractors and consultants.
- 4.10. To improve, repair and maintain and insure against loss or damage of the Board's property and to pay all outgoings properly payable in respect of the Board's property.
- 4.11. To do all things necessary or considered desirable for the purposes of implementing the objects and purposes of the Board.
- 4.12. To publish any information for promotion of the Board.
- 4.13. To make rules, policies, laws and by-laws in respect of all matters relating to the objects and purposes of the Board as it sees fit.
- 4.14. Identify and develop partnerships with third party organisations such as related industry bodies and other government departments for the benefit of our membership.
- 4.15. LGITSA acknowledges the independence of its members and does not have the powers to enforce programs, recommendations and initiatives on its members. Participation within any programs, recommendations or initiatives endorsed or prepared by LGITSA is considered voluntary at the sole discretion of the member council and/or IM / IT professional.

5. MEMBERSHIP

5.1. General Membership

General Membership is open to any person employed by a Council, as defined in the South Australian Local Government Act, where the person's Council has paid the membership subscription fee and the person's work relates in part or in full to Information Technology, Business Systems, Information Management, Executive role with these responsibilities or complimentary technology enabled function.

Members shall be classified into one of the following categories:

5.1.1. Ordinary Member - a Member who is employed by a Council. This membership category includes voting rights, Board membership rights and office holding rights.

5.1.2. Honorary Member - a person who has served the Board in such a way that the Board have granted the Member this distinction. This membership category does not include voting rights, Board membership rights and / or office holding rights.

5.1.3. Life Member - a Member who has rendered such services to the Board in an exemplary or long standing manner or who has provided special knowledge and experience to the Board. The granting of Life Membership requires resolution of the Board and endorsement by the membership at a General Meeting. This membership category includes voting rights, but does not include Board membership rights and / or office holding rights.

5.1.4. Ordinary Council Subsidiary Member – Open to Council subsidiaries formed under Section 42 or 43 of the Local Government Act 1999. Applications can be made via the Secretary with their membership to be approved by the Board. This membership category does not include voting rights, Board membership rights and / or office holding rights.

5.1.5. Interstate Council Membership – Consideration will be given to interstate councils. Interstate councils can apply for membership through the secretary at any time during the year. Applications will be confirmed as a vote at a board meeting and will be assessed on its merits, impact on LGITSA's focus on South Australian council's and alignment to the objectives of LGITSA. Membership renewals will be per financial year under the same payment terms and conditions outlined within the constitution. This membership category does not include voting rights, Board membership rights and / or office holding rights.

5.2. Eligibility for Membership

5.2.1. Eligibility for Membership of the Board by any individual or Council shall be decided by the Board having regard to the provisions at Clause 5.1.

5.2.2. Membership of the group shall be for the period of the Board's financial year which is 1 July to 30 June the following year.

5.2.3. Any Council who wishes to become a subscriber of the Board shall make application in writing in such form as the Board shall prescribe from time to time. Upon the acceptance of the application by the Board and payment of the first annual subscription the Council shall be a subscriber eligible to have members of the Board.

5.2.4. A council subsidiary formed under Section 42 or 43 of the local government act 1999. Membership of this category will be approved by the Board.

5.2.5. The Treasurer and Secretary will maintain a record of members outlined in clause 5.1.

5.3. Professional Conduct

A member must display high standards of integrity, objectivity and confidentiality and must not:

- Breach the constitution;
- Be guilty of dishonourable practice in any profession or undertaking;
- Be guilty of conduct which is derogatory to or not in the best interests of the Board;

- Fail to observe a proper standard of professional care, skill or competence.

5.4. Resignation of a Member

A Member may resign from the Board by giving written notice to the Secretary of the Board.

Any Member so resigning shall be liable for any outstanding subscription fees. Subscription fees that have already been paid in full prior to resignation of the Member will not be refunded by the Board.

5.5. Termination of Membership

The Board may by resolution, terminate the membership of any Member on the basis that the Board is satisfied that the Member no longer meets the eligibility criteria.

5.6. Transfer of Board Member or Executive Officer between Member Councils

A Board member or Executive Officer who transfers to another Member council during their elected tenure will retain their position as a Board member even if this exceeds the number of Board members permitted within Clause 6.4 below.

At the commencement of a term no Member council will be permitted to exceed the number of Board members allowed within Clause 6.4 below however eligibility must include transferring to a member council.

5.7. Transfer of Board Member to a Non-Information Technology or Information Management Role

A Board Member or Executive Officer who transfers to a Non-Information Technology or Non-Information Management role will be allowed to continue within their role for the entirety of their term but will not be eligible for re-election while they continue within a Non-Information Technology or Non-Information Management role.

5.8. Expulsion of a Member, Board Member or Member Council

5.8.1. A Member, Board member, Executive Office Holder or Member Council may be expelled from the board if they:

- Engage in misconduct or behaviour deemed detrimental to the Boards integrity.
- Fail to fulfil their duties and responsibilities as outlined in the Boards terms of reference.
- Violate any policies, procedures, or ethical guidelines set forth by the Board.
- Act in a manner that conflicts with the best interests of the Boards or its objectives.
- Exhibit continued non-attendance or lack of participation in Board meetings and activities without valid reason.
- Legal Issues: If a member is involved in legal matters or criminal activities that could adversely affect the Board's reputation or operations.

- If a member has a persistent and unresolved conflict of interest that affects their ability to act impartially and in the Boards best interest.
- If a member discloses confidential or sensitive information without authorisation.
- If a member or member council consistently refuses to comply with decisions or directives issued by the Board.
- If a member or member council demonstrates behaviour that is unethical or undermines the trust and respect within the Board.
- Becomes non-financial or fails to meet other financial obligations such as non-payment of a cost sharing of an initiative, annual membership, reimbursement or other invoice issued by LGITSA.
- If the member negatively and significantly misrepresents LGITSA, its members or the Local Government sector.

The process to initiate or appeal an expulsion is as follows:

- 5.8.2. A charge must be presented to the LGITSA President, Vice-President or Secretary in writing clearly articulating the individual(s) accused, witnesses, times and dates with clarifying / collaborating evidence. The charge will be placed into the next formal LGITSA board meeting agenda for discussion where an action plan will be created.
- 5.8.3. Particulars of the charge shall be communicated to the Member or member council at least one (1) calendar month before the meeting of the Board at which the matter will be determined.
- 5.8.4. The determination of the Board shall be communicated to the Member, and in the event of an adverse determination the Member shall, subject to Clause 5.5, cease to be a Member fourteen (14) days after the Board has communicated its determination to the member.
- 5.8.5. It shall be open to a Member to appeal to the Board in general Board meeting against the expulsion. The intention to appeal shall be communicated to the Secretary of the Board within fourteen (14) days after the determination of the Board has been communicated to the Member.
- 5.8.6. In the event of an appeal under Clause 5.8.5 the appellant's membership of the Board shall not be terminated unless the determination of the Board to expel the Member is upheld by the Members of the Board in general meeting after the appellant has been heard.
- 5.8.7. The board will determine the duration of the expulsion in accordance with the severity of the issue under consideration.
- 5.8.8. The board will determine the suitability to publish a public statement or retain confidentiality on the expulsion and/or investigation of a claim.

5.9. Fees and Subscriptions

5.9.1. Fees and subscription amounts, models and ongoing management methods are to be determined and managed by the Board.

5.9.2. No fees/subscriptions shall be payable by Honorary or Life Members of the Board.

5.9.3. Fees/Subscriptions shall be due and payable in advance from the first day of July each year. Membership fees are due and payable in the financial year for which they are attributed. Payment terms are 30 days.

6. MANAGEMENT

6.1. Management of the Board shall be vested in a Board of not less than eight (8) nor more than sixteen (16) Board Members including the Executive of the Board, together with not less than four (4) nor more than sixteen (16) members, who shall be elected at the Annual General Meeting.

6.2. The Board shall consist of Board Members from Member Councils employed full time or part time, within an Information Technology (IT), Information Management (IM), General Management with oversight of IT or IM, or related field.

6.3. The Executive of the Board shall be the President, Vice President, Secretary and Treasurer who shall be elected by the Members at the Annual General Meeting prior to the election of the remainder of the Board Members.

6.4. The Board cannot include more than three (3) individuals from any council however, no more than two (2) Executive Board Members are permitted per council.

6.5. The Board shall meet as often as may be required to conduct the business of the Board but not less than four (4) times in each financial year.

6.6. A Board Member may appoint a proxy for a Board or Project Board meeting provided that proxy is a financial member of the Board.

6.7. The quorum of a Board shall be half the number of Board Members holding office plus one (1).

6.8. The President or any three (3) other Members of the Board shall have power to call a meeting of the Board. Notice of meetings shall be given at the previous Board Meeting or by seven (7) days written notice distributed to all Board Members, or in an emergency, by such other notice as shall be ratified by the Board.

6.9. An Board Member or Executive Officer of the Board shall cease to hold such Office upon:-

6.9.1. Resignation in writing.

6.9.2. Expulsion as a member of the Board.

- 6.9.3. Absence for three (3) successive Board Meetings without explanation acceptable to the Board.
- 6.9.4. Death.
- 6.9.5. Becoming ineligible for membership.
- 6.9.6. Being so mentally or physically incapacitated as to be unable to carry out official duties satisfactorily.
- 6.9.7. Being convicted of an indictable offence.
- 6.9.8. Removal of a Board Member or Executive Officer of the Board upon a resolution being passed by the members of the Board at a General Meeting removing such Executive Officer or Board Members.
- 6.10. Vacancies unfilled or arising in the Executive or other Board Members may be filled by the Board by co-opting Members for the unexpired period of the term.
- 6.11. The Board may function validly notwithstanding any vacancies so long as its number is not reduced below the quorum.
- 6.12. The Board shall have the power to appoint such officers and employees or establish such sub-Boards as are required to carry out the objects of the Board and may delegate any of its powers to such officers, employees and sub-Boards, provided that those officers, employees and sub-Boards shall meet as they see fit or as directed by the Board and shall report to the Board on a regular basis.
- 6.13. The President, Vice President, Secretary and Treasurer, shall meet to carry out the day to day business of the Board, together with any other business delegated by the Board and shall report to the subsequent Board Meeting.
- 6.14. All Executive and Board Members shall assume office on the day immediately following the Annual General Meeting at which they were elected and hold office in the following manner -
- 6.14.1. All executive roles including the President, Vice President, Secretary and Treasurer shall each be elected for two consecutive terms. The President's and Secretary's term commencing in even-numbered years and the Vice President's and Treasurer's term commencing in odd-numbered years.
- 6.14.2. In the event the President, Vice President, Secretary or Treasurer does not complete their full two-term tenure, the vacancy is filled by a vote by the board with the term to end at the annual general meeting, at which time they will be eligible for re-election to the Board.

6.14.3. Should both the President and Vice President be elected in the same year, the tenure will be from election until the corresponding Annual General Meeting enabling the retention of the staggered tenures outlined within clause 6.14.1 to continue, at which time they will be eligible for re-election to the Board.

6.14.4. Should both the Secretary and Treasurer be elected in the same year, the tenure will be from election until the corresponding Annual General Meeting enabling the retention of the staggered tenures outlined within clause 6.14.1 to continue, at which time they will be eligible for re-election to the Board.

6.14.5. An Ordinary Member is elected until the next occurring Annual General Meeting until the next occurring Annual General Meeting, at which time they will be eligible for re-election to the Board.

6.14.6. There are no term limits for any executive or ordinary board members with the relevant positions declared vacant at the Annual General Meeting and nominations are voted on and formally accepted.

6.15. When an Board Member or Executive Officer of the Board may directly or indirectly benefit from a resolution or decision of the Board then they must declare an interest in that item and remove themselves from the room where the Board meeting is being convened for the duration of that item.

6.16. Leave of absences must be presented to the President enabling the Board Member or Executive Officer to retain their position until their return. During their period of absence their voting rights are suspended and the quorum re-calculated. In the event that the president is requesting leave of absence this will be presented to the executive for an outcome.

If the period of the leave of absence continues beyond the duration of a term, the position will not be retained and they will be eligible for re-election. In the event the leave of absence is granted to an executive position the Board will vote on the backfill of this position.

Acceptance of the leave of absence, revoking of approval and/or early return is at the discretion of the President.

President taking leave of absence is handled by executive board members

6.17. Board will maintain a financial policy for the commissioning of funds

The Board has the ability under Clause 3 above to act in a financially responsible manner when committing funds to be committed in line with the financial policy.

7. GENERAL MEETINGS

7.1. General Meetings shall include the Annual General Meeting and any Special General meeting.

- 7.2. Written notice of no less than seven (7) days, of all General Meetings shall be given to all Members via their registered email account. Such notice shall state the date, place and hour of the Meeting, and in the case of a Special General Meeting, the nature of the business to be conducted at the Meeting.
- 7.2.1. The Board will call the Annual General Meeting in accordance with the requirements of this clause.
- 7.2.2. A Special General Meeting may be called by the President, Two (2) Board Members or by three (3) Members of the Board.
- 7.3. The accidental omission to give notice of a meeting to or the non-receipt thereof by any person entitled to receive notice shall not invalidate the proceedings at that meeting.
- 7.4. Members shall each be entitled to one (1) vote at any General Meeting.
- 7.4.1. To be eligible for voting, you must attend on the day.
- 7.4.2. A maximum of 5 votes per council
- 7.4.3. No proxy voting is permitted.
- 7.5. A quorum at any General Meeting shall be twenty (20) Members.
- 7.6. If at any General Meeting there is no quorum within thirty (30) minutes of the time appointed for the meeting then a majority of Members present may decide to adjourn the Meeting to a future date.
- 7.7. The Annual General Meeting shall be held at least once in each calendar year.
- 7.8. The Audited Financial Statements shall be distributed to Members prior to the first Annual General Meeting after the close of the financial year which shall be 30 June.
- 7.9. The business of the Annual General Meeting shall be:
- 7.9.1. To confirm the minutes of the previous Annual General Meeting and Special General Meetings if any. No discussion shall be permitted thereon except as to the accuracy of the minutes.
- 7.9.2. To receive and adopt the Annual Report of the Board and the audited Statement of Accounts for the preceding financial year.
- 7.9.3. To elect Executive and Board Members of the Board for the ensuing year.
- 7.9.4. To elect auditors for the ensuing year.
- 7.9.5. To transact business of which at least seven (7) days prior notice has been given.
- 7.9.6. To determine the amount of annual subscriptions for Members for the following financial year.

8. VOTING AT GENERAL MEETINGS

- 8.1. Only Ordinary or Life Members shall be entitled to vote.

8.2. Voting shall be by show of hands except that:-

8.2.1. Any contested election at an Annual General Meeting or otherwise shall be conducted by secret ballot.

8.2.2. The meeting may, by a show of hands require any other vote to be by poll or secret ballot.

8.3. At any General Meeting a resolution put to the vote of the Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:

8.3.1. by the President (or Vice-President by proxy); or

8.3.2. by at least three (3) Members present in person.

8.4. A declaration by the Chairperson that a resolution has been carried or lost and an entry to that effect in the Minutes is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

8.5. Demand for a poll may be withdrawn.

9. PRESIDENT

9.1. The President shall be Chairperson of all General Meetings and Board Meetings, but if they shall not be present within five (5) minutes after the time appointed for the same, or shall be unwilling to act, the Vice President or Secretary shall be Chairperson of such meeting, and if no Vice President or Secretary shall be present within five (5) minutes after the time appointed for the Meeting or be unwilling to act, the Members present shall appoint one (1) of their number to be Chairperson.

9.2. The President together with the Secretary shall prepare the agenda for Board and General Meetings.

10. TREASURER

10.1. The Treasurer shall cause monies received to be paid into such account or accounts authorised by the Board in the name of the Board. Payments shall be by electronic funds transfer approved by two (2) Board Members authorised by the Board for that purpose, or by cheque signed by two (2) Board Members authorised by the Board for that purpose, provided that there shall be not more than five (5) Board Members so authorised by the Board. Major or unusual expenditures shall be authorised in advance by the Board or a General Meeting.

10.2. The Treasurer shall cause records to be kept of all receipts and payments and other financial transactions which records shall be available for inspection by any Member upon request.

10.3. The Treasurer shall cause to be prepared financial budgets and statements and shall submit a report on the finances to each Board Meeting.

- 10.4. The Treasurer shall present audited accounts to the Annual General Meeting.
- 10.5. Enact and review a financial policy as required.

11. VICE PRESIDENT

- 11.1. The Vice President shall assist the President and the Secretary and deputise for the President when the President is absent.
- 11.2. In the absence of the Secretary, the Vice President shall be appointed as Minute Secretary.
- 11.3. The Vice President shall assist the President to do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Board.

12. SECRETARY

- 12.1. The Secretary shall assist the President and deputise for the Vice President when the Vice President is absent.
- 12.2. The Secretary shall be the Public Officer of the Board.
- 12.3. The Secretary shall call meetings in accordance with the provisions of the Constitution.
- 12.4. The Secretary shall cause records to be kept of the business of the Board, including the Constitution and Policies, records of Members, a register of minutes of meetings and of notices, a file of correspondence and records of submissions or reports made by or on behalf of the Board.
- 12.5. In the absence of the Secretary, the Vice President shall be appointed as Minute Secretary. In the absence of both the Secretary and Vice President, another Member shall be appointed by the Board Members as Minute Secretary.

13. ELECTIONS AND DUTIES OF CHAIRPERSON

13.1. Voting

The Chairperson at any meeting shall have a casting as well as a deliberative vote.

13.2. Balanced Participation

The Chairperson shall encourage full balanced participation in meetings by all Members and shall decide on matters of order.

13.3. Dissent

In the event of a motion of dissent being moved and seconded, the Chairperson shall vacate their position in favour of an alternative Chairperson for the duration of that item. The Chairperson may then speak in support of the ruling.

13.4. RULES

The Board may make, alter or repeal such Rules as may be deemed necessary for the conduct and management of the affairs of the Board.

14. AMENDMENT OF CONSTITUTION AND RULES

14.1. This Constitution may be repealed, altered or amended by resolution of three-quarters of Members present and voting at a General Meeting. Not less than seven (7) days written notice including a copy of the proposed repeal, alteration or amendment must be given to all Members at the address listed in the books of the Board.

14.2. A General Meeting may make, repeal, alter or amend Rules for the proper administration of meetings or business of the Board provided that not less than seven (7) days written notice, including notice of any proposed new Rules, or the repeal, alteration or amendment of any such Rules has been distributed to all Members.

14.3. Proposal of Amendments

Amendments to this Constitution may be proposed by:

- (a) A resolution of the Board of Directors.
- (b) A petition signed by at least 30% of the members of the Organisation.

14.4. Notice of Proposed Amendments

Notice of any proposed amendment must be given to all members of the Organisation at least 7 days prior to the meeting at which the amendment will be considered. The notice shall include the text of the proposed amendment and an explanation of its purpose.

14.5. Voting

Voting will be undertaken in line with Clause 7.4 with conditions set by the board which may include in person, electronic means (teams / zoom) or remote ballot.

14.6. Approval of Amendments

An amendment to this Constitution shall require approval by a special resolution passed by a 51% majority of the members present and entitled to vote at a general meeting or special meeting convened for that purpose.

14.7. Effective Date of Amendments

Any amendment to this Constitution shall take effect immediately upon its approval, unless otherwise specified in the resolution proposing the amendment.

14.8. Compliance with Legal Requirements

Any amendment must be consistent with the objectives of the Organisation and comply with applicable laws governing non-profit organisations.

14.9. Filing of Amendments

After approval, any amendments to this Constitution shall be promptly filed with the relevant regulatory authorities, if required by law.

15. FINANCES AND PROPERTY

15.1. Members who by authority of the Board accept or incur any pecuniary liability on behalf of the Board shall be indemnified against any personal loss in respect of such liability

15.2. The income, property and funds of the Board shall be used and applied solely towards the promotion of the objects and shall not be paid or transferred to the Members or relatives of Members provided that nothing herein contained shall prevent the payment in good faith to any person in return for services actually rendered.

15.3. Financial policy will be maintained by the board highlighting roles, responsibilities, delegations, division of duties and operational procedures.

16. DISSOLUTION OF LGITSA

16.1. The Board may be dissolved in the manner provided for under the Associations Incorporation Act (1985) which requires a special resolution by approval of not less than three quarters of Members present and voting at a General Meeting called for that purpose of which not less than Seven (7) days written notice specifying the intention to propose the resolution as a special resolution including notice of the proposed dissolution has been given to all Members.

16.2. Subject to Clause 16.1 above, upon dissolution of the Board, all property of the Board, whether real or personal, remaining after payment of all debts and legal liabilities shall be transferred to such other body formed for promoting similar objects or for charitable objects as shall be approved by the Board provided that if the Board shall have been approved pursuant to Section 78(1) of the Income Tax Assessment Act then such other body shall also be so approved.

16.3. Subject to Clause 16.1, upon dissolution of the Board, all property of the Board whether real or personal, remaining after payment of all debts and legal liabilities if no similar Board is identified as outlined within Clause 16.2 above shall be distributed as recommended by the Board at the final Board meeting and is subject to the relevant legislation.

16.4. The actions of this property distribution will be actioned by the relevant Executive within this Board resolution.

16.5. Distribution of Assets on Winding Up

If upon the winding up or dissolution of the Organisation, there remains, after the satisfaction of all its debts and liabilities, any property or assets, the same shall not be paid

to or distributed among the members of the Organisation. Such property or assets shall be given or transferred to another organisation with similar objectives, which is also non-profit in nature and prohibits the distribution of its income and property among its members to an extent at least as great as is imposed on the Organisation.

The decision regarding the recipient organisation shall be determined by the members of the Organisation at or before the time of winding up, or in default thereof, by a Court of competent jurisdiction.

17. AUDITOR

17.1. At each general meeting the members shall appoint a person to be auditor of the Board providing that person:

17.1.1. is a registered company auditor, a firm of registered company auditors, a person who is a member of the Australian Society of Certified Practising Accountants or The Institute of Chartered Accountants in Australia;

17.1.2. if a Member of the Board, is not an Executive Board Member

The terms of engagement of an Auditor will be agreed and signed at the time of appointment.

17.2. The Auditor shall have access at all times to the financial books, accounts and vouchers of the Board and shall be entitled to require from Officers and Executive of the Board such information or explanations as they may deem necessary for the performance of their duties.

17.3. The Auditor shall audit the Annual Balance Sheet and Statements of Account and present a report at the Annual General Meeting.

17.4. The Auditor shall hold office until the next Annual General Meeting and is eligible for re-appointment.

17.5. If an appointment is not made at an Annual General Meeting or the Auditor ceases to act during the year, the Board shall appoint an auditor for the current financial year.

18. NOTICES

A Notice may be given by the Board to any Member by sending it by post to the registered address of the Member, or by email. Where Notice is sent by post, service of the Notice shall be deemed to be effected by properly addressing, prepaying and posting a letter.

19. COMMON SEAL

19.1. The common seal of the Board must not be affixed to a document except to give effect to a resolution of the Board.

- 19.2. The affixation of the common seal must be attested by the President, or Vice President and Secretary of the Board.
- 19.3. An apparently genuine document purporting to bear the common seal of the Board and the signatures of the President or Vice President and Secretary of the Board attesting the affixation of the seal will, in the absence of proof to the contrary, be taken to have been duly executed by the Board.
- 19.4. The common seal of the Board must be kept in the custody of the Secretary.

20. INDEMNITY

- 20.1. Every person who is or has been a member of the Board or officer of the Board or its related bodies corporate is indemnified to the maximum extent permitted by law out of the property of the Board against any liabilities for costs and expenses incurred by that person:
- 20.1.1. In defending any proceedings relating to that person's position with the Board, whether civil or criminal, in which judgment is given in that person's favour or in which that person is acquitted or which proceedings are withdrawn before judgment; or
- 20.1.2. In connection with any application in relation to any proceedings relating to that person's position with the Board, whether civil or criminal, in which relief is granted to that person under the Act by the Court.
- 20.2. Every person who is or has been a member of the Board or officer of the Board or its related bodies corporate is indemnified to the maximum extent permitted by law out of the property of the Board against any liability incurred by the person as such a member of the Board or officer to another person (other than the Board or its related bodies corporate) unless the liability arises out of any negligence, default, breach of duty or breach of trust of which such member or officer may be guilty in relation to the Board.
- 20.3. The Board may confirm the indemnities in this clause by separate contract with or on behalf of one or more of the person's mentioned in this clause.
- 20.4. The Board need not indemnify a person under this clause in respect of a liability to the extent that the person is entitled to an indemnity in respect of that liability under a contract of insurance.
- 20.5. Where a person seeks to rely on the indemnity contained in this clause that person shall:
- 20.5.1. Immediately notify the Board of any claim which gives rise or could give rise to a liability of the Board to that person;
- 20.5.2. Permit the Board to conduct any negotiations and legal proceedings in respect of a claim in the name of the person and to have the sole arrangement and control of such negotiations or proceedings and to settle or compromise a claim or make any admission or payment in relation thereto;

20.5.3. Not make any admission without the prior written consent of the Board, and;

20.5.4. Promptly render all reasonable assurance and co-operation as requested by the Board.

21. THE GUARENTEE

Each member council of the Organisation undertakes to contribute to the assets of the Organisation, in the event of it being wound up while they are a member, or within one year after they cease to be a member, for payment of the debts and liabilities of the Organisation contracted before they ceased to be a member, and of the costs, charges, and expenses of winding up, and for the adjustment of the rights of the contributors among themselves, such amount as may be required, not exceeding AUD \$10.

The guarantee amount shall be determined by the Board and communicated to member councils in writing. The amount shall not exceed AUD \$10 per member.

22. NOT FOR PROFIT

22.1. Non-Profit Operation

The Organisation is established as a non-profit entity. The income and property of the Organisation shall be applied solely towards the promotion of the objectives of the Organisation as set out in this Constitution.

No portion of the income or property shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise to any member of the Organisation.

22.2. Permitted Benefits to Members

The Organisation may, in furtherance of its objectives, provide benefits to its members, including but not limited to:

22.2.1. Training, workshops, and professional or personal development opportunities.

22.2.2. Access to resources, facilities, or equipment that supports the member's role or contribution to LGITSA.

22.2.3. Subsidised or free attendance at events, seminars, or conferences organised by LGITSA.

22.2.4. Recognition or awards for contributions made by members in furthering the objectives of LGITSA.

22.2.5. Access to all policies, procedures, guidelines, toolkits and standards developed by LGITSA.

22.2.6. Hospitality in association with, during, before or after official business or events.

22.2.7. Gifts, awards, other items of recognition of thanks approved by the board and in line with the relevant legislation or limits set-out within the relevant policy.

22.2.8. Any and all items approved by the board that meet the objectives outlined within Clause 2 of this document.

22.3. Permitted Payments to Board Members, Member or Member Council

22.3.1. Nothing in this clause prevents the Organisation from making payments in good faith to a board member, member or member council:

22.3.2. For services rendered to the Organisation in a professional or technical capacity other than as a member of the Organisation, where the amount payable is approved by the Board and is on reasonable commercial terms.

22.3.3. For reimbursement of expenses properly incurred by the member on behalf of the Organisation or expenses outlined within the relevant policy.

22.3.4. As a salary or wage to an employee who is also a member, where such payment is made as part of a contract of employment as agreed by the board.

22.3.5. Hospitality in association with, during, before or after official business or events.

22.3.6. Gifts, awards, other items of recognition of thanks approved by the board and in line with the relevant legislation or limits set-out within the relevant policy.

22.3.7. Board positions are voluntary with associated working arrangements and other reimbursements to be made with the board members employer.