

**AUSTRALIAN LOCAL GOVERNMENT
SUPERANNUATION ASSOCIATION INC**

Constitution
December 2003

CONSTITUTION
OF THE
AUSTRALIAN LOCAL GOVERNMENT SUPERANNUATION
ASSOCIATION INC (ALGSA)

1. OBJECTS

- A The name of the incorporated association is the "Australian Local Government Superannuation Association Inc", hereinafter called the "Association".
- B The objects for which the Association is established include the following provided that such objects do not cause an Ordinary Member to breach the Superannuation Industry (Supervision) Act 1993 or the Corporations Act 2001 or any other relevant law :
- (a) To promote co-operation between Local Government Superannuation Funds across Australia.
 - (b) To improve the effectiveness and efficiency of operations of Local Government Funds.
 - (c) To develop ways of sharing resources to achieve better outcomes for members.
 - (d) To provide a "voice" for Local Government Funds within the superannuation industry where all Ordinary Members are in agreement.
 - (e) To provide a forum for the development of staff and Trustees.
 - (f) To promote the development of new ideas and ideals for the benefit of the Local Government Funds.
 - (g) To promote relationships with third party organisations.
- C Solely for the purpose of carrying out the aforesaid objects and not otherwise, the Association shall have power:
- (a) to promote any scholarship, prize, medal or reward for any research literary contribution article essay or effort connected with the objects of the Association provided that no Member of the Association shall receive any prize, award or distinction of monetary value except as a successful competitor at any competition held or promoted by the Association;
 - (b) to make grants to persons or organisations approved by the Association to assist them to make studies, research or investigations approved by the Association;
 - (c) to co-operate with any other association institution or society having objects similar to the objects of the Association;
 - (d) to take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association in the shape of donations annual subscriptions and property;
 - (e) to accept for the promotion attainment maintenance and advancement of the objects herein set out gifts, bequests and legacies of moneys and other valuable assets and property;
 - (f) to invest and deal with the moneys of the Association not immediately required in such manner as may be permitted by law for the investment of trust funds.
 - (g) to raise or secure the payment of money in such manner as the Association may think fit and secure the same or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way and in particular by the issue of debentures, perpetual or otherwise charged upon all or any of the Association property (both present and future), and to purchase, redeem and pay off such security;
 - (h) to make gifts and to give and make over moneys and other property of the Association with or without consideration where the making thereof is calculated to promote the objects of the Association;
 - (i) to place any moneys of the Association on deposit with any Bank and to open and pay

moneys of the Association into and operate upon accounts current with any Bank;

- (j) to promote legislation likely to further and advance the objects of the Association;
- (k) to appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Association;
- (l) to make, draw, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- (m) to produce a website or print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects; and
- (n) to do all such other acts and things as are incidental or conducive to the attainment of the above objects or any of them.

PROVIDED THAT the Association shall not support with its funds any activity or endeavour to impose on or procure to be observed by its Members or others any regulations or restrictions which if on the part of the Association would make it a trade union within the meaning of the Trade Unions Act.

- D The income and property of the Association whencesoever derived shall be applied solely to promoting and carrying out the objects of the Association as set forth in this Constitution. Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any office bearers or servants of the Association or to any Member or Nominated Representative of a Member of the Association nor prevent the payment of interest.
- E The liability of the Members is limited.
- F Every Member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound up during the time that it is a Member or within one year after it ceases to be a Member, for the payment of the debts and liabilities of the Association (contracted before the time at which it ceased to be a Member) and of the costs charges and expenses of winding up and for the adjustment of the rights of the Members amongst themselves such amount as may be required, not exceeding the sum of One Hundred Dollars (\$100.00).
- G If on the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Association but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association and whose constitution shall prohibit the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Association under or by virtue of this Constitution, such institution or institutions to be determined by the Members of the Association at a general meeting at or before the time of dissolution and in defeat thereof by the Supreme Court of the South Australia or such other court as may have or acquire jurisdiction in the matter.
- H True account shall be kept of the sum of money received and expended by the Association and the matter in respect of which such receipt and expenditure takes place, and of the property, credits and liabilities of the Association and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the Constitution for the time being in force, such accounts shall be open to the inspection of the Members.

2 . MEMBERS

The subscribers to the Constitution and such other persons as the Association in general meeting shall admit to membership in accordance with this Constitution shall be Members of the Association.

3. CLASSIFICATION OF MEMBERS

- A The Association shall consist of Ordinary Members and Subscriber Members.
- (a) Ordinary Members of the Association are the Trustees of the Local Government Superannuation Funds from within Australia which are specified in Schedule A. Ordinary Members are entitled to receive notices of meetings of the Association and to speak and vote thereat. Further Local Government Funds may be admitted to membership in accordance with this Constitution.
 - (b) Subscriber Members of the Association are individuals, partnerships, companies, business and community groups and national organisations with links to Local Government Superannuation Funds which are not eligible for Ordinary Membership including any entities which are majority owned by an Ordinary Member. Subscriber Members may be invited to participate in meetings of the Association but are not entitled to vote at such meetings.
- B Every applicant for membership of the Association shall be proposed by one and seconded by another Ordinary Member of the Association. The application for membership shall be made in writing, signed by the applicant and its proposer and seconder.
- C At the next meeting of the Association after the receipt of any application for membership, such application shall be considered by the Meeting who shall thereupon determine upon the admission or rejection of the applicant.

4 SUBSCRIPTIONS

- A The Annual General Meeting of the Association may determine that annual or other periodic subscriptions be paid to the Association for a specified period or determine that any other amount is to be paid by Members.
- B If a Member shall fail to pay any amounts payable under the preceding Article for a period of three calendar months after the last day for the payment thereof:
- (a) the Executive may notify such Member in writing of the termination of its membership of the Association and the rights and privileges of such Member shall thereupon cease.
 - (b) the Executive may at its discretion extend the time for payment of subscription fees either generally or in any particular case. An extension of time beyond the financial year in which a subscription falls due shall only be granted in cases of severe financial difficulty on the part of the Member concerned, and subject to appropriate guarantees by the Member that outstanding amounts will be paid within an agreed period.
- C A Member having paid all arrears of subscriptions due to the Association shall be at liberty to withdraw from Membership upon giving notice in writing of such withdrawal to the Association and its name shall be removed from the Register as from the date on which its resignation is received.
- D No Nominated Representative of a Member shall be entitled to attend or vote at any meeting of the Association or to hold or be represented in office thereof unless all moneys presently payable to the Association have been paid. A Member may at any time by giving notice in writing to the Secretary resign its membership of the Association but shall continue liable for any annual subscription and all arrears due and unpaid at the date of its resignation and for all other moneys due by it to the Association and in addition for any sum not exceeding one hundred dollars.
- E Subject to the provisions of clause 4F if any Member shall wilfully refuse or neglect to comply with the provisions of this Constitution or shall be guilty of any conduct which in the opinion of the Executive is unbecoming of a Member or prejudicial to the interest of the Association the Executive shall have power by resolution to fine suspend or expel the Member from the Association.

- F (a) At least one month before the meeting of the Executive at which such a resolution is passed the Member shall have notice of such meeting and of what is alleged against it and of the intended resolution.
- (b) The Member shall at such meeting and before the passing of such resolution have had an opportunity of giving orally or in writing any explanation or defence it may think fit.
- (c) Any such Member may by notice in writing lodged with the Secretary at least twenty-four hours before the time for holding the meeting at which the resolution is to be considered by the Executive elect to have the question dealt with by the Association in general meeting. In that event an extraordinary general meeting of the Association shall be called for the purpose and if at the meeting such a resolution be passed by a majority of two-thirds of those present and voting (such vote may be taken by secret ballot) the Member concerned shall be dealt with accordingly and in the case of a resolution for its expulsion the Member shall be expelled.

5 ANNUAL GENERAL MEETINGS

- A The Annual General Meeting of the Association shall be held once in each calendar year at such time and place as the Association may determine; provided that the Executive may upon giving one month's notice to all Ordinary Members and specifying the reasons therefore, change the location of a Meeting to such time and place within Australia as it may by resolution determine.
- B Extraordinary and Special Meetings may be held at such time and place as the Association or the Executive may determine upon providing reasonable notice to all Ordinary Members.

6 PROCEEDINGS AT MEETINGS

- A No business shall be transacted at any Meeting unless a quorum of Ordinary Members is present at the time when the meeting proceeds to business. A quorum shall be more than fifty percent of the Ordinary Members and any resolution shall require a simple majority of those present.
- B A meeting may be conducted by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in the meeting in this manner is to be deemed to constitute presence in person at such meeting.
- C If within thirty minutes from the time appointed for the meeting a quorum is not present the meeting, if convened upon the requisitions of the Ordinary Members, shall determine the date and time of another meeting.
- D The President (if any) of the Executive shall preside as Chairman at every General Meeting of the Association.
- E If there is no such Chairman or if at any meeting the Chairman is not present within thirty minutes after the time appointed for holding the meeting or is unwilling to act as Chairman the Members present shall choose one of their number to be Chairman.
- F The Chairman may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for ten days or more at any one time notice of the adjourned meeting shall be given as is the case of the original meeting. Save as aforesaid it shall not be necessary to give any notice of any adjournment or of the business to be transacted at an adjourned meeting.
- G At any Meeting a resolution is 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 by at least two Members present by their Nominated Representative entitled to vote, and unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried out unanimously or by particular majority or lost and on entry to that effect in the book of the proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- H If a poll is duly demanded it shall be taken in such manner as the Chairman directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

7 RESOLUTIONS

Unless otherwise provided in this Constitution all resolutions of any meeting is to require a majority of more than 50% of all members to be passed for a motion to be carried with the exception of the following special resolutions which are required to be passed by not less than three quarters of all Ordinary Members entitled to vote:

- (a) setting of subscriptions to be paid by Ordinary Members; and
- (b) amendment to the Constitution.

8 REPRESENTATION

- A At every meeting of Members, an Ordinary Member shall be entitled to exercise one vote. The Ordinary Member is to be represented by its Nominated Representative or such other person nominated as the proxy or alternate by the Ordinary Member.
- B Votes may be given either personally or by proxy unless otherwise provided in the relevant legislation.
- C The instrument appointing a proxy shall be in writing under the hand of the appointer.
- D An instrument appointing a proxy may be in the following form or in a common or usual form or in any other form which the Executive approves:

AUSTRALIAN LOCAL GOVERNMENT SUPERANNUATION
ASSOCIATION INC

"I of
 being the Nominated Representative of (name of
 Ordinary Member)
 hereby appoint of
 as my proxy to vote for me and on my behalf at the (Ordinary or Extraordinary or Special as the case
 may be) the meeting of the Australian Local Government Superannuation Association Inc to be held on
 the
 day of and at any adjournment thereof.
 Signed this day of 200

My proxy is hereby authorised to vote in favour of/against the following resolution."

9 MANAGEMENT OF THE ASSOCIATION

- A The business of the Association shall be managed by an Executive made up of the President, Secretary and Treasurer whom shall hold office between the Annual General Meetings of the Association or as otherwise determined by the Association.
- B All cheques and negotiable instruments requiring to be drawn on or against the banking account of the Association shall be drawn in such manner and with two signatures of such persons as the Executive from time to time resolves.

10 EXECUTIVE OF THE ASSOCIATION

- A A position on the Executive is to be held on behalf of the Ordinary Member
- B The Nominated Representative of an Ordinary Member shall be eligible for election as Office bearers in the position of:
 - (i) the President
 - (ii) the Secretary who is to be the Public officer of the Association; and
 - (ii) the Treasurer

The Office Bearers shall be elected by secret ballot or other agreed method at a meeting of the Association PROVIDED THAT each Member does not have more than one Office Bearer at any one

time.

C Nominations for the positions of President, Secretary and Treasurer shall be made by Ordinary Members in any manner approved by a Meeting or the Executive.

D The Executive is to be elected on an annually rotational basis or as determined at the Annual General Meeting.

E An office bearer of the Executive shall cease to be an office bearer if he or she:

- (i) dies;
- (ii) resigns the position by notice in writing delivered or sent by post to the Executive Committee;
- (iii) is absent without the leave of the Executive from three consecutive meetings of the Executive;
- (iv) becomes of unsound mind or is incapable of performing the duties as a member of the Executive;
- (v) ceases to be an employee or Director -or a Trustee of an Ordinary Member; or
- (vi) ceases to be the Nominated Representative of the Ordinary Member appointing the Office Bearer.

F If a member of the Executive ceases to be a member during a current term then the Ordinary Member must replace such Officer Bearer unless otherwise determined by a meeting of Ordinary Members.

G The Executive may appoint such committees as it deems fit with such powers and for such purposes as it prescribes.

H The President shall have all necessary authority to implement the policies of the Association, within budget and in conjunction with the Secretary, and where necessary to interpret those policies in order to respond to any need for urgent action between meetings of the Executive.

I The Executive shall define the powers, authorities, discretions and duties of any staff and may from time to time alter or limit any such powers, authorities, discretions and duties in any manner as they may deem desirable, subject to any contractual obligations.

J The President shall be the sole spokesperson for the Association unless otherwise determined by the Executive. The President is to make public statements on behalf of the Association which are agreed to by all the Ordinary Members.

11 ALTERNATES VOTING AT EXECUTIVE

A Each ordinary office bearer shall have one vote at all meetings of the Executive and such vote may be given personally or by the Alternate of the Office Bearer.

B. An Office Bearer may appoint a person who represents the same Ordinary Member or another Ordinary Member as an Alternate.

B The instrument appointing a Alternate shall be in writing under the hand of the appointor or of the member’s attorney authorised in writing under the hand of the appointor or of the member’s attorney.

AUSTRALIAN LOCAL GOVERNMENT SUPERANNUATION ASSOCIATION INC

“I of
being a Nominated Representative (or alternate)hereby
appoint of
as my Alternate to vote for me and on my behalf at the meetings of the Executive of the Australian

Local Government Association Inc to be

held on the day of and at any adjournment thereof.

Signed this day of200 ”

12 MINUTES

The Executive shall cause minutes to be made in books provided for the purpose of recording;

- A all appointments of officers made by the Executive;
- B the names of the members of the Executive present at each meeting of the Executive and of any Committee of the Executive; and
- C all resolutions and proceedings at all meetings of the Association and of the Executive and of the Committees of the Executive.

13 MEETING OF THE EXECUTIVE

- A No business shall be transacted at a meeting of the Executive unless a quorum is present at the time when the meeting proceeds to business and save as herein otherwise provided the presence of at least two members of the Executive shall constitute a quorum.
- B The Executive may meet together for the dispatch of business and adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes of the members of the Executive present in person.
- C A meeting may be conducted by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in the meeting in this manner is to be deemed to constitute presence in person at such meeting.

14 THE SEAL

The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Executive or such other person as the Executive appoints for the purpose and such members of the Association or other person as aforesaid shall sign every instrument to which the seal of the Association is so affixed in their presence.

15 ACCOUNTS

- A The books of account shall be kept by the Executive of the Association and shall always be open to the inspection of Members of the Association or their representatives duly authorised under seal.
- B The Executive shall prepare such financial reports as required by a resolution of Members or should there be no such current resolution then as determined by the Executive.

16 AUDIT

- A At each Annual General Meeting the Association may appoint a properly qualified auditor as the auditor for the Association.
- B The Auditor for the Association is to annually certify the correctness of the accounts and provide an opinion as to whether the accounts provide a true and correct view of the financial position of the Association.

17 INDEMNITY

Subject to the Law every member of the Executive and other office bearer of the Association shall be indemnified by the Association against, and it shall be the duty of the members of the Executive out of the funds of the Association to pay, all costs, losses and expenses which any of such persons may incur or become liable to by reason of any act or thing done by such member of the Executive or office bearer or servant or in any way in the discharge of their duties including travelling expenses or in defending any proceedings whether civil or criminal in which judgement is given in their favour or in which they are acquitted or in connection with any application in which relief is granted to them by the Court and the amount, for which such indemnity is provided, shall immediately attach as a lien on the property and assets of the Association have priority as between the Members over all other claims

18 LIABILITY

Subject to the Law no member of the Executive or other Officer Bearer or Alternates or proxy of the Association shall be liable for the acts, receipts, neglects or defaults of any other member of the Executive or office bearer of the Association or for joining in any receipt or other act for conformity or for any loss or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by order of the members of the Executive for or on behalf of the Association or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Association shall be invested or for any loss or damage arising from bankruptcy, insolvency or unlawful act of any person with whom any moneys, securities or assets shall be deposited or for any loss occasioned by any error of judgement whatever which shall happen in the execution of the duties or in relation thereto unless the same is occasioned by the member's own dishonesty, negligence, breach of duty or breach of trust.

19 NOTICES

A notice may be given by the Association to any Member by sending it by post fax or email to last advised address supplied by it to the Association for the giving of notices to it. A notice required to be given by a member shall be in writing and signed by or on behalf of the Member and shall be delivered at or sent by post to the registered office of the Association. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been received in the case of a notice of a meeting at the expiration of twenty-four (24) hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

20 CONFERENCE OF THE ASSOCIATION

- (a) Each year, or as otherwise determined by the Executive, the Association shall convene a Conference of Australian Local Government Superannuation Funds at which all local government superannuation funds who are members of the Association and subscribers shall be entitled to attend.
- (c) The Conference shall consider matters raised by local government superannuation funds, Members of the Association and the Executive. Resolutions of the Conference may be considered by the subsequent Annual General Meeting of the Association, and referred where appropriate to the Executive or Ordinary Members of the Association for action.
- (c)

21 AMENDMENT TO THE CONSTITUTION

Subject to clause 7, this Constitution may be amended at the Annual General Meeting or a Special or Extraordinary Meeting of the Association upon 30 days or such other period of notice unanimously agreed by each Ordinary Member of the proposed amendments to the Constitution.

The **COMMON SEAL** of **QUADRANT**)
SUPERANNUATION PTY LTD)
 [ACN 067 516 938])
 was hereunto affixed in accordance with its Articles)
 of Association in the presence of:)

..... Director

..... Secretary

The **COMMON SEAL** of)
LOCAL AUTHORITIES)
SUPER PTY LTD)
[ACN 24 496 637 884])
was hereunto affixed in accordance with its Articles)
of Association in the presence of:)

..... Director

..... Secretary

The **COMMON SEAL** of)
LGSS PTY LTD)
[ABN 68 078 003 497])
was hereunto affixed in accordance with its Articles)
of Association in the presence of:)

..... Director

..... Secretary

The **COMMON SEAL** of)
WA LOCAL GOVERNMENT SUPERANNUATION)
PLAN PTY LTD)
[ABN 64 066 797 162])
was hereunto affixed in accordance with its Articles)
of Association in the presence of:)

..... Director

..... Secretary

The **COMMON SEAL** of)
QUEENSLAND LOCAL GOVERNMENT)
SUPERANNUATION BOARD)
[ABN 23 053 121 564])
was hereunto affixed in the presence of:)

..... Director

..... Secretary

The **COMMON SEAL** of)

LOCAL GOVERNMENT SUPERANNUATION)
BOARD)
was hereunto affixed in the presence of:)

..... Director

..... Secretary

SCHEDULE A

Quadrant Superannuation Pty Ltd

Local Authorities Super Pty Ltd

LGSS Pty Ltd

WA Local Government Superannuation Plan Pty Ltd

Queensland Local Government Superannuation Board

Local Government Superannuation Board