Notice of Meeting

Notice is hereby given that a meeting of the Metropolitan Local Government Group will be held on

Wednesday 14 March 2018 at 4:00pm

Boardrooms at Local Government House
148 Frome Street, Adelaide

Matt Pinnegar
Chief Executive Officer

8 March 2018
## Agenda

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| Nil. |  
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| • MLGG Executive Committee – Monday 16 April 2018 |  
| • Metropolitan Mayors Luncheon – Wednesday 9 May 2018, hosted by Mayor Parkin, City of Burnside |  
| 10. Next Meeting |  
| The next meeting of the Metropolitan Local Government Group will be held on Wednesday 9 May 2018, 4:00pm at Local Government House, 148 Frome Street, Adelaide. |  
| 11. Close |  

The voice of local government.
3.1 Minutes of the meeting held on 17 January 2018

Minutes of Previous Meeting
From: Stephen Smith, Director Policy
Meeting: MLGG 14 March 2018
ECM: 658986 Attachment: 658564

Recommendation
That the Metropolitan Local Government Group confirms the minutes of the meeting held on 17 January 2018 as a true and accurate record of the proceedings held.

Discussion
The minutes of the Metropolitan Local Government Group meeting held on 17 January 2018 are attached for confirmation as to their accuracy.
Draft Minutes of the Metropolitan Local Government Group meeting held on Wednesday 17 January 2018 at 4:00pm in the Boardrooms at Local Government House, 148 Frome Street, Adelaide.

Mayor Redman opened the meeting at 4:02pm and declared the position of Chairperson vacant then vacated the chair. Deputy Returning Officer, LGA Executive Director Public Affairs, Ms Lisa Teburea called for nominations for the position of MLGG Chairperson.

1. **2018 MLGG Governance**

   1.1 Moved Walkerville Seconded Burnside that the Metropolitan Local Government Group approves recommended changes to the Group’s Terms of Reference as attached to this report.

      **Carried**

   1.2 The Lord Mayor nominated Mayor Redman for the position of MLGG Chairperson. Mayor Redman accepted the nomination.

      Moved Adelaide Seconded Walkerville that the Metropolitan Local Government Group elects Mayor Redman as its Chairperson.

      **Carried**

4.05pm Mayor Redman assumed the Chair.

   1.3 The Chair asked for nominations for the position of CEO to represent the Metropolitan CEO’s group

      Mayor O’Loughlin nominated Terry Buss (West Torrens). Acting CEO Angelo Catinari who was proxy for Mr Buss at the meeting, advised that Mr Buss had previously indicated he would accept a nomination.

      Moved Prospect Seconded West Torrens that Mr Terry Buss, CEO West Torrens, be elected as CEO representing the Metropolitan CEO’s group.

      **Carried**

   1.4 The Chair asked for nominations for four members of the MLGG Executive.

      Mayor Parkin nominated Mayor Aldridge for a position on the MLGG Executive Committee. Mayor Aldridge had previously indicated that she would accept a nomination.
Mayor Parkin nominated Mayor Evans for a position on the MLGG Executive Committee. Mayor Evans had previously indicated that she would accept a nomination.

Mayor Parkin nominated Mayor Knight for a position on the MLGG Executive Committee. Mayor Knight accepted the nomination.

Mayor Parkin nominated Lord Mayor Haese for a position on the MLGG Executive Committee. The Lord Mayor accepted the nomination.

Moved Burnside, seconded Walkerville that Lord Mayor Martin Haese, Mayor Angela Evans, Mayor Gillian Aldridge and Mayor Kevin Knight be elected to the MLGG Executive Committee along with the MLGG Chairperson and the CEOs representative.

\[Carried\]

1.5 Moved Prospect Seconded Unley that the Metropolitan Local Government Group confirms the appointment of the LGA President to the MLGG Executive Committee in accordance with the Terms of Reference.

\[Carried\]

2. Welcome, Present & Apologies

The Chairperson formally welcomed members, staff and guest speaker, Associate Professor Nick Faulkner from Adelaide University and his associate Ms Graciela Coral.

2.1 Present

<table>
<thead>
<tr>
<th>Name</th>
<th>Council</th>
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</thead>
<tbody>
<tr>
<td>Lord Mayor Martin Haese (until 5.29pm)</td>
<td>Adelaide</td>
</tr>
<tr>
<td>Mr Sean McNamara, Associate Director Community &amp; Culture</td>
<td>Adelaide</td>
</tr>
<tr>
<td>Mayor Bill Spragg* (from 4.50pm)</td>
<td>Adelaide Hills</td>
</tr>
<tr>
<td>Mr Marc Salver, Director Strategy &amp; Development</td>
<td>Adelaide Hills</td>
</tr>
<tr>
<td>Mayor David Parkin*</td>
<td>Burnside</td>
</tr>
<tr>
<td>Mayor Karen Redman*</td>
<td>Gawler</td>
</tr>
<tr>
<td>Acting CEO Roberto Bria</td>
<td>Holdfast Bay</td>
</tr>
<tr>
<td>CEO Adrian Skull (until 5.20pm)</td>
<td>Marion</td>
</tr>
<tr>
<td>CEO Matthew Pears (until 5.30pm)</td>
<td>Mitcham</td>
</tr>
</tbody>
</table>
2.2 Apologies & Absences

CEO Paul Deb
Mayor Simon Brewer
CEO Paul Di Iulio
Mayor Angela Evans*
CEO Paul Sutton

Burnside
Campbelltown
Campbelltown
Charles Sturt
Charles Sturt
The Chair welcomed and introduced new LGA Executive Director Commercial, Mr Steve Nolis and also Ms Alicia Stewart, new Director Governance & Legislation who will replace Andrea Malone when she retires in March.

4.15pm Mayor Rosenberg joined the meeting.
3 Invited Guest Speakers

4.20pm Mr Tsokas joined the meeting.

Associate Professor Nick Falkner, Adelaide University Smart Cities Consortium gave a presentation regarding Smart Cities (Technologies) Snapshot results.

The speaker answered questions from members.

A report will be finalised by 25 January and the LGA will distribute to all metropolitan councils.

4.50pm Mayor Spragg joined the meeting.

4 Minutes of Previous Meeting

4.1 Minutes of the meeting held Wednesday 8 November 2017.

Moved Adelaide Seconded Tea Tree Gully that the Metropolitan Local Government Group confirms the minutes of the meeting held on 8 November 2017 as a true and accurate record of the proceedings held.

Carried

4.2 Resolutions and Actions from previous meetings

Moved Walkerville Seconded Burnside that the Metropolitan Local Government Group notes progress with resolutions resulting from the meeting of 8 November 2017 and outstanding resolutions from earlier meetings.

Carried

5 Representative Reports and Updates

5.1 Report from the LGA President

The President gave a verbal update.

Moved Walkerville Seconded Onkaparinga that the Metropolitan Local Government Group notes the report.

Carried

5.2 Report from the MLGG Chairperson

Moved Adelaide Seconded Prospect that the Metropolitan Local Government Group notes the report from the MLGG Chairperson, which contains the notes from the MLGG Executive Committee meeting held 4 December 2017.

Carried
6 MLGG Annual Priority Reports

6.1 Smart Cities (Technology) Snapshot Update

There was discussion about the scope of the proposed Smart Cities (Technology) audit project.

Moved Adelaide Seconded Prospect that the Metropolitan Local Government Group:

1. notes the report;
2. notes that RDA Adelaide has provided an additional $5,000 towards the Smart Cities (Technology) Snapshot; and
3. provides ‘in-principle’ support at a Smart Cities (Technology) Audit to enable a more detailed project plan and scope to be developed and considered by the MLGG at its March 2018 meeting.

Carried

5.20pm Mr Skull left the meeting.

6.2 Proposed 2018 MLGG Work Plan

Director Policy, Stephen Smith answered questions from the Group.

5.29pm the Lord Mayor left the meeting.

5.30pm Mr Pears left the meeting.

Moved Burnside Seconded Unley that the Metropolitan Local Government Group:

1. notes the report;
2. defer the matter pending further discussion at the MLGG Executive Committee meeting, and request that a further report be provided to the March 2018 meeting.

Carried

7 LGA Business

7.1 City of Adelaide appointment to the Metropolitan Strategic Roads Committee

Moved Onkaparinga Seconded Tea Tree Gully that the Metropolitan Local Government Group endorses the appointment of Mr Klinton Devenish to the Metropolitan Strategic Roads Committee.

Carried
8 MLGG Financial Summary as at 30 November 2017

8.1 MLGG Financial Summary

Moved Onkaparinga Seconded Walkerville that the Metropolitan Local Government Group notes the financial summary for the MLGG as at 30 November 2017.

Carried

9 Urgent Business Affecting Metropolitan Councils

9.1 Super Cricket

Moved Tea Tree Gully Seconded Unley that the Metropolitan Local Government Group:

1. notes the report; and

2. endorses the MLGG Chairperson writing to all metropolitan councils providing them with a copy of the correspondence from the South Australian Cricket Association (SACA), and encouraging them to support the initiative.

Carried

10 Upcoming MLGG related events

- MLGG Executive Committee, To be confirmed

11 Next Meeting

The next meeting of the Metropolitan Local Government Group will be held on Wednesday 14 March 2018, 4:00pm at Local Government Association, 148 Frome Street, Adelaide.

12 Close

The meeting was declared closed at 5.46pm.
3.2 Resolutions and Actions from Previous Meetings

Minutes of Previous Meeting
From: Stephen Smith, Director Policy
Meeting MLGG 14 March 2018
ECM: 657947

Recommendation
That the Metropolitan Local Government Group notes progress with resolutions resulting from the meeting of 17 January 2018 and outstanding resolutions from earlier meetings.

Discussion
The attachment shows progress of resolutions from previous meetings of the Metropolitan Local Government Group.
### Resolutions from the meeting of the Metropolitan Local Government Group – 17 January 2018

<table>
<thead>
<tr>
<th>Resolution</th>
<th>Status</th>
<th>Action Taken / Progress</th>
<th>Officer</th>
<th>Report ECM</th>
</tr>
</thead>
<tbody>
<tr>
<td>6.1 Smart Cities (Technology) Snapshot Update</td>
<td>Complete</td>
<td>The Snapshot report has been completed and provided to councils. In relation to the Smart Cities Technology LGA Audit Committee refer to paper in the March agenda</td>
<td>SH</td>
<td>656933</td>
</tr>
<tr>
<td>6.2 Proposed 2018 MLGG Work</td>
<td>On Track</td>
<td>Refer to paper provided in the March Agenda</td>
<td>SPS</td>
<td>656931</td>
</tr>
<tr>
<td>Resolutions from the meeting of the Metropolitan Local Government Group – 17 January 2018</td>
<td>Status</td>
<td>Action Taken / Progress</td>
<td>Officer</td>
<td>Report ECM</td>
</tr>
<tr>
<td>---</td>
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</tr>
<tr>
<td><strong>7.1 City of Adelaide appointment to the Metropolitan Strategic Roads Committee</strong>&lt;br&gt;That the Metropolitan Local Government Group endorses the appointment of Mr Klinton Devenish to the Metropolitan Strategic Roads Committee.</td>
<td>Complete</td>
<td>[Green dot]</td>
<td>SPS</td>
<td>657369</td>
</tr>
<tr>
<td><strong>9.1 Super Cricket</strong>&lt;br&gt;That the Metropolitan Local Government Group: 1. notes the report; and 2. endorses the MLGG Chairperson writing to all metropolitan councils providing them with a copy of the correspondence from the South Australian Cricket Association (SACA), and encouraging them to support the initiative.</td>
<td>Complete</td>
<td>Letter sent to all metropolitan councils with correspondence from the South Australian Cricket Association (SACA).</td>
<td>SH</td>
<td>657827</td>
</tr>
</tbody>
</table>
## Resolutions from the meeting of the Metropolitan Local Government Group – 8 November 2017

<table>
<thead>
<tr>
<th>Resolution</th>
<th>Status</th>
<th>Action Taken / Progress</th>
<th>Officer</th>
<th>Report ECM</th>
</tr>
</thead>
<tbody>
<tr>
<td>9.1 Alternative cost effective and efficient models for the replacement of an elected member</td>
<td>On Track</td>
<td>Project will be incorporated in future LGA work plans.</td>
<td>AS</td>
<td>655313</td>
</tr>
</tbody>
</table>

The MLGG asked that the LGA seeks to obtain from the Electoral Commission of South Australia, information relating to the number of supplementary elections held during the current term and the reasons these supplementary elections occurred.

It was moved that the Metropolitan Local Government Group requests that the Local Government Association investigate alternative cost effective and efficient models for the replacement of an Elected Member in the case of an Elected Member being unable to complete their term.
4.1 Report from the LGA President – March 2018

Recommendation

That the Metropolitan Local Government Group notes the report.

State election campaign

The LGA’s 2018 state election is drawing attention to the key issues for councils and their communities. This includes a campaign to oppose the introduction of rate capping, incorporating a series of videos featuring South Australian media personality Amanda Blair. These ads are running on digital and social media. We are also running a campaign highlighting examples of state government cost shifting, and the impact cost shifting is having on council budgets – and by extension – South Australian ratepayers. Both campaigns will run until 17 March, or all parties commit to opposing rate capping and stopping cost shifting to councils.

Local government reform

The LGA has presented all parties with a road map for local government reform, outlining priority changes that can be implemented in the first 100 days of the next government and beyond. Developed in collaboration with councils, the LGA’s proposal includes introducing a benchmarking program for the sector, standardising external council audits, maximising the effectiveness of council audit committees, strengthening the code of conduct for council members, reviewing the representation review process, considering opportunities to diversify local government revenue, and implementing local government elections reform. While the majority of these reforms can be driven by the local government sector, many will require the support of the state government and the Parliament. We look forward to working with all members of the next state parliament to deliver sensible local government reforms that will benefit South Australia.

State election platform

The LGA has continued to meet with parties about the partnership opportunities outlined in our state election platform - South Australia. Uncapped potential. Additional discussion papers focussing on the infrastructure, cost shifting and planning priorities in this document have also been produced and published on the LGA’s website. In recent weeks South Australia’s political parties have announced a number of commitments sought by the LGA and included in our state election platform, such as funding for disability compliant bus shelters (SA Labor), a “Royalties for Regions” program (SA Liberal), a review of all legislated local government fees and charges (SA Best), funding for mobile black spots (SA Liberal), funding for “kiss and drop” areas on school grounds (SA Labor), and maintaining HACC funding for 2018/19 (SA Labor). These commitments have all been appreciated and will benefit both councils and the communities they serve.

Weekly updates have been provided to members on the election announcements being made by all parties.
2018 council elections

The LGA has produced a range of resources for the 2018 council election, with a focus on encouraging South Australians to enrol, nominate and vote. These resources are available for councils to adapt or adopt, and can be downloaded from the LGA’s website. A communications and engagement guide for councils has also been developed, which includes practical steps that can be taken to more effectively engage with women and other underrepresented groups, and encourage them to run for council.

My Local Services

The LGA’s My Local Services app has been tremendously successful in connecting communities to their councils, and has been downloaded more 40,000 times. It is used by 45 South Australian councils, as well as five councils in Tasmania, and the City of Newcastle recently became the first council in NSW to sign up with the platform. They recently launched their local version, and it’s terrific to see technology developed and refined by the LGA of SA and our members being successfully implemented by councils interstate.
4.2 Report from the MLGG Chairperson

Representative Reports
From: Mayor Karen Redman
Meeting: MLGG 14 March 2018
ECM: 658987

Recommendation
That the Metropolitan Local Government Group notes the report from the MLGG Chairperson, which contains the notes from the MLGG Executive Committee meeting held 19 February 2018.

Discussion
The MLGG Executive Committee met on Monday, 19 February 2018 to discuss the agenda for the March 2018 MLGG meeting. Following is a summary of the discussions held at the meeting.

1. Present
   - Mayor Karen Redman (Town of Gawler) – MLGG Chairperson
   - Mayor Gillian Aldridge (City of Salisbury) (arrived 11.48am)
   - Mayor Angela Evans (City of Charles Sturt)
   - Lord Mayor Martin Haese (City of Adelaide)
   - Mayor Kevin Knight (City of Tea Tree Gully)
   - Mr Terry Buss (City of West Torrens) – CEO Representative
   - Mayor Lorraine Rosenberg (City of Onkaparinga) – LGA President
   - LGA Secretariat staff present
   - Ms Lisa Teburea, Executive Director Public Affairs
   - Ms Kathy Jarrett, Executive Director Corporate & Member Services
   - Mr Stephen Smith, LGA Director Policy

2. Apologies
   Nil

3. Minutes of the previous MLGG Executive Committee meeting held 4 December 2017
   The minutes of the MLGG Executive Committee meeting held on 4 December 2017 were confirmed by unanimous consent as a true and accurate record.
4. **Guest Speaker Requests**

The MLGG Executive Committee approved the inclusion of a presentation from Kathy Jarrett, LGA Executive Director Corporate and Member Services, on benchmarking and Big Data on the agenda for the 14 March meeting.

5. **Draft agenda for the 14 March 2018 Metropolitan Local Government Group meeting:**

5.1 **Smart Cities Future Directions**

The MLGG Executive discussed the opportunities of councils working together and sharing ideas and actions in relation to Smart Cities. In moving forward the Executive noted the importance of being able to articulate the problem that needed to be solved, what aspects of Smart technologies were important and ultimately what would success look like.

The MLGG Executive were supportive of the four recommendations contained within the paper, with the following amendment to recommendation 1:

*Receives the report Smart Cities Snapshot and adopts the definition of the smart city as contained on page 7 of the report “A city that uses technologies to make life easier for its citizens”*

**Action:**

LGA Secretariat to amend recommendation 1 to:

*Receives the report Smart Cities Snapshot and adopts the definition of the smart city as contained on page 7 of the report “A city that uses technologies to make life easier for its citizens”*

5.2 **Proposed 2018 MLGG Work Plan**

The MLGG Executive discussed the role of councils and the MLGG in relation to economic development, the need to be able to identify what are core activities that councils are required to undertake, what are the common problems and importantly the need to clearly define the problem to be solved.

The MLGG Executive considered the five outstanding AGM/OGM Notices of Motions put forward for possible resourcing by the MLGG. Following discussion the Executive considered that two NoMs should be included on the MLGG work plan:

- reinstatement of public infrastructure, and
- research into commercial activities.

The MLGG Executive recommended the inclusion of a recommendation in item 5.2 endorsing the inclusion of the two items on the MLGG work plan. The Executive also noted that should the MLGG meeting endorse the recommendation a further report would be provided to the MLGG relating to the resource requirements necessary to undertake the work.
The MLGG Executive supported the proposal to incorporate a 10% project management fee to enable the Secretariat to undertake projects, events and activities on behalf of the MLGG.

**Actions:**

- LGA Secretariat to include the following additional recommendation:

That the Metropolitan Local Government Group endorses the following two items should be included on the MLGG work plan:

1. A policy for the reinstatement of public infrastructure; and
2. A desktop study to research into commercial activities.

### 6.1 LGA Governance Review and Constitution

The MLGG Executive noted that the paper would be made available to the MLGG following the LGA Executive meeting.

Given the importance of the review in setting the future of the MLGG, the MLGG Chairperson advised that an email would be sent to all MLGG members recommending their attendance at the meeting on 14 March to discuss this item.

**Actions:**

The LGA Secretariat (Kathy Jarrett) to provide the MLGG Chairperson with a draft email to send to MLGG members on the Governance Review and Constitution.

### 6. Council Initiated Business

Nil received.

### 7. Any Other Business

The MLGG Chairperson (Mayor Redman) advised the MLGG Executive that she would be an apology for the MLGG meeting on 14 March. Mayor Angela Evans will chair the meeting in Mayor Redman’s absence.

### 8. Next Meeting

The next meeting of the MLGG Executive will be held on Monday 16 April 2018, 11:00am at Local Government House.
5.1 Smart Cities Future Directions

MLGG Annual Priority Reports
From: Sean Holden, Senior Policy Adviser
Financial Implications: $38,000
Meeting: MLGG 14 March 2018
ECM: 659014

Recommendation
That the Metropolitan Local Government Group:

1. receives the report 2018 Smart Cities Snapshot and adopts the definition of the smart city as contained on page 7 of the report “A city that uses technologies to make life easier for its citizens”;

2. undertakes as stage 1 the development of a MLGG Smart Cities Strategy and allocates a budget of $33,000 for its preparation;

3. supports in-principle the undertaking of a Capability Assessment and Gap Analysis and the development and implementation of a Smart Cities Roadmap following the completion of the Smart Cities Strategy; and

4. endorses the establishment of a Metropolitan Local Government Smart Cities Network and allocates $5,000 to assist in the operations of the network.

Background
The LGA has been running an economic development focused ‘Future Towns, Future Cities’ program in 2017 which will continue during 2018.

One of the themes of interest to the MLGG has related to the use of technologies to be more effective and efficient and the Smart Cities approach which a number of councils have been actively engaged in.

As a result the MLGG were provided with information in relation to Smart Cities and received presentations from Adam Beck, Executive Director of the Smart Cities Council and Associate Professor Nick Faulkner from the Adelaide University who is leading the Smart Cities Consortium.

In November 2017 the MLGG signed off on the preparation of a Smart Cities (Technology) Snapshot, partnering with RDA Adelaide, to be undertaken by the Adelaide University Smart Cities Consortium. The aim of the Snapshot was to provide a broad understanding of council uses of smart technologies.

To facilitate the collection of the data, all metropolitan councils were asked via email on 16 November 2017 to supply the LGA Secretariat with a “Council Coordinator for the Smart Cities (Technology) Snapshot”.

At the 17 January 2018 MLGG Meeting the University of Adelaide presented a first draft of the Snapshot and on Thursday 24 January 2018 the Final Report was delivered to the LGA and
forwards to the MLGG membership on Monday 29 January 2018 for comment by Monday 5 February 2018. The final report is available at the following link

The MLGG at its January meeting had a discussion on ‘where to next?’ in relation to Smart Cities. The MLGG identified the following considerations and issues:

1. The need for more definition and understanding of attributes and benefits to councils and communities of smart technologies.
2. A need to understand how smart technologies and the Smart Cities approach can help define quality of life and standards of living (Community Wellbeing).
3. How can councils determine whether smart technologies and approaches provide value for money and community benefit over time?
4. The opportunities for collaboration, data sharing and where to invest.

Discussion

At the previous MLGG meeting held in January the MLGG requested that the LGA Secretariat provide a more detailed proposal in respect to the Smart Cities Audit which had been identified as a follow on investigation from the Snapshot.

To assist the secretariat a workshop was arranged with council staff who had contributed to the MLGG RDA Adelaide Smart Cities (Technology) Snapshot produced by the University of Adelaide Smart Cities Consortium.

The forum discussed the MLGG RDA Adelaide Smart Cities (Technology) Snapshot and where each of the councils were in terms of their Smart Cities journey. The Snapshot was generally received as an important piece of work and that given the scope and resources allocated, it is useful as a starting point.

Common themes emerged:

- No need for a Smart Cities Audit;
- Any new work should be citizen-focussed;
- Production of a matrix that shows what each council is doing;
- Procurement and purchasing efficiencies to be key;
- Arrive at an agreed definition of Smart Cities;
- Benchmarking (standards and practices) very important;
- Outcome driven with an agreed set of objectives, evaluation tools and deliverables;
- Case Studies of what other jurisdictions are doing would be extremely instructive;
- Promote a culture of sharing and collaboration;
- Establish a common Smart Cities network;
- Establish a common Smart Cities platform;
- Councils to work without borders and collaborate with each other on initiatives and projects;
- Big data and Open data are front of mind issues to be explored.

In consultation with the participating practitioners the following is recommended to the MLGG for consideration:

1. **Establish a Metropolitan Local Government Smart Cities Network.** This is to include those for whom Smart Cities is a responsibility within each of the nineteen councils. It is further recommended that a budget of $5000 be allocated to support the activities of the
network and updates to be provided to each MLGG meeting about the work being progressed by the network.

2. **Develop a Metropolitan Smart Cities Strategy.** The strategy would require councils to agree on a joint vision, set of goals and defined outcomes/targets. The goals need to be outcome focused around jobs, economic benefits and community wellbeing and the strategy should include performance measures to enable the MLGG and individual councils to measure success for individual councils and for the local government sector. The LGA Secretariat will work with the practitioners network to develop a project brief. It is recommended that a budget of $33,000 be allocated to undertake this project.

3. **Capability Assessment/Gap Analysis.** While the higher level Snapshot has been undertaken, a more detailed capability assessment and gap analysis of individual councils is required to assist councils in aligning themselves with the goals/targets.

4. **Develop and implement a Roadmap.** Identify the initiatives required to extend capabilities and address the gaps, including:
   - Identification of collaboration opportunities between councils;
   - Identify joint funding/procurement and grant opportunities;
   - Identify the areas where useful data can be made publicly available; and
   - Identify service transformation opportunities and the sharing of services.

**Financial Implications**

There are sufficient funds within the MLGG budget to undertake the Smart Cities Strategy ($33,000) and to support the Metropolitan Local Government Smart Cities Network ($5,000).
5.2 Proposed MLGG Work Plan 2018

MLGG Annual Priority Reports
From: Stephen Smith, Director Policy
Financial Implications: Refer to report
Meeting: MLGG 14 March 2018
ECM: 659011 Attachment: 659673

Recommendation
That the Metropolitan Local Government Group:

1. endorses the proposed MLGG Work Plan 2018 as outlined in this report;
2. endorses the inclusion of the following two items on the MLGG Work Plan 2018:
   a. Development of a reinstatement of public infrastructure policy;
   b. Desk top research on commercial activities within local government and opportunities for metropolitan councils; and
3. notes that for future projects, activities and events a project management fee of 10% will be included to enable the Secretariat to undertake the activity on behalf of the MLGG.

Discussion
The MLGG at its meeting on 17 January 2018 deferred consideration of the proposed MLGG Work Plan and budget report and requested that the matter be reconsidered by the MLGG Executive at its meeting in February.

Taking into consideration comments provided at the meeting, the MLGG Workplan 2018 has been reworked to identify four key work areas:

1. Smart Cities,
2. Economic Development,
3. Priority issues identified by MLGG councils though the AGM/OGM notices of motion, and
4. Matters identified by member councils of the MLGG

Smart Cities
During 2017, the MLGG received presentations from Adam Beck, Executive Director, Smart Cities Council Australia New Zealand and Associate Professor, Nik Faulkner, Adelaide University on the concept of Smart Cities and have engaged the Smart Cities Consortium through the University of Adelaide to undertake a ‘Snapshot’ of local government’s use of Smart technologies.

The MLGG has identified the need for a clearer understanding of the benefits of Smart Cities, including:
1. The activities and attributes of Smart Cities which benefit the community
2. A framework to assist in determining the value of activities, both monetary and quality of life, and
3. Opportunities for collaboration.

It is proposed that further work will be undertaken to support and assist the MLGG in this area, including:
1. A Smart Cities Summit hosted by the Lord Mayor of Adelaide, and
2. Smart Cities Next Steps – see Agenda Item 5.1, proposed budget of $38,000

**Economic Development**

During 2017 the MLGG identified that economic development remains a priority for councils. Activities of interest to the MLGG will be identified during 2018 and presented to the MLGG. Councils are encouraged to submit ideas for consideration by MLGG.

**Priority issues identified by MLGG councils though the AGM/OGM notices of motion**

The MLGG Executive Committee considered list of motions submitted by MLGG member councils to the LGA AGMs and OGMs. From this list the Executive Committee selected two to put forward for consideration by the MLGG:

<table>
<thead>
<tr>
<th>Subject</th>
<th>Council</th>
<th>Resolution</th>
</tr>
</thead>
<tbody>
<tr>
<td>Reinstatement of public infrastructure</td>
<td>Prospect</td>
<td>That the Annual General Meeting requests the Local Government Association to liaise with essential service providers to establish an agreed policy on reinstating public infrastructure to the satisfaction of councils after completion of works and remediation improvements.</td>
</tr>
<tr>
<td>Research into Commercial Activities</td>
<td>Adelaide</td>
<td>That the Ordinary General Meeting requests the LGA to explore local, national and international business models used by the local government sector to manage commercial operations and explore any current legislative barriers or opportunities that would enable greater innovation and investment in commercial activities, in order to offset the cost of council services for our community</td>
</tr>
</tbody>
</table>

The MLGG Executive requested that a project plan be developed for the following activities, including a methodology and resource requirements

**Opportunities identified by member councils of the MLGG**

There is the opportunity for member councils of the MLGG to bring forward proposals or projects for consideration by the MLGG. A copy of the template for submissions is attached to this report.
Other Issues

Big Data

At the January MLGG meeting there was discussion in relation to council’s management of data, including:

1. The collection and sharing of data,
2. The need for a consistent approach to data and the collection of data, and
3. Benchmarking

Kathy Jarrett, Executive Director, Corporate and member services will provide a presentation at the March meeting, to outline the activities currently being undertaken by the LGA in relation to benchmarking and other opportunities.

Following this presentation the MLGG may consider how to support and add value to this work.

Project Management

Currently the LGA Secretariat provides support for the project management of projects, activities and events undertaken by the MLGG using LGA resources that are funded by all councils. It is proposed that for future project management of projects, activities and events a project management fee of 10% is included to enable the Secretariat to undertake the activity.

This will be applied on a case-by-case basis and included in the project plans submitted to MLGG for approval.

Financial Implications

The Budget for the MLGG Work Plan 2018 has not been fully determined, the Smart Cities program as identified in agenda item 5.1 has been budgeted at $38,000. Budgets for other program/project areas will be identified as project plans are developed and provided to the MLGG for endorsement.
MLGG Project Proposal Submission

The Mission of the Metropolitan Local Government Group is to work regionally, locally, and with the LGA to foster and promote sustainable and planned development and growth in Metropolitan Adelaide at the local and regional level.

The purpose of this template is for Councils to identify project proposals for MLGG consideration which are consistent with the MLGG Mission Statement and the MLGG’s Priorities.

Name of Council(s):

Project Title:

Brief Summary of Project Proposal:

What is the Project?

How does it relate to the MLGG Priorities?

What are the outcomes sought?

How will it benefit Metropolitan Councils?

What resources are required (Budget, FTE's)?

What is the timeframe to complete the project?

Signature                              Date
6.1 LGA Governance Review Update / Workshop

LGA Business
From: Kathy Jarrett, Executive Director Corporate & Member Services
Financial Implications: nil
Meeting MLGG 14 March 2018
ECM: 659655 Attachments: 655609; 659261; 659260; 659259; 659258; 659256; 659255

Recommendation
That the Metropolitan Local Government Group provides feedback on the following draft Ancillary Documents (listed below) to the new LGA Constitution, prior to their referral to the April 2018 Ordinary General Meeting:

a. Membership Proposition
b. Terms of reference for the South Australian Regional Organisation of Councils (SAROC)
c. Terms of reference for the Greater Adelaide Regional Organisation of Councils (GAROC)
d. Terms of reference for the Audit Committee
e. Terms of reference for the CEO Advisory Group
f. Meeting procedures

Discussion
Following extensive consultation with the local government sector, the new LGA Constitution will be presented for endorsement to the LGA Ordinary General Meeting in April 2018.

There are a number of Ancillary Documents to the new Constitution, including documents outlining: membership proposition; terms of reference for SAROC and GAROC, the audit committee and CEO advisory committee; and meeting procedures. In addition, there are new transitional provisions to move from the current Constitution to the new Constitution. These documents are attached as follows:

- New Constitution
- Membership Proposition
- SAROC and GAROC Terms of Reference
- Audit Committee Terms of Reference
- CEO Advisory Committee
- Meeting procedures
- Transitional provisions

The LGA Executive Committee has now referred these documents for broad sector feedback including workshops to be held as part of the March 2018 Metropolitan Local Government Group
(MLGG) and SA Regional Organisation of Councils (SAROC) meetings before the new Constitution is presented to the LGA OGM for adoption.

The purpose of this item is to facilitate a workshop with MLGG seeking feedback accordingly.

**LGA Structure and New Constitution - Background**

Throughout 2016 – 2017, the LGA’s structure was the topic of a series of sessions with Members. A first draft model LGA structure was presented during the consultation sessions. The model structure was further refined based on feedback, and then translated into a draft new LGA Constitution which in turn was presented to Members at the November 2017 Annual General Meeting. Following this, a series of workshops were held with the Board, the MLGG, SAROC, Regional LGA Executive Officers and the LGA Audit Committee seeking feedback on the draft Constitution. During these workshops, feedback was sought on:

- Simplified member structure, removal of the concept of associate member;
- No member, no service concept;
- The role and purpose of the proposed SAROC and GAROC structures;
- Processes for member participation including notices of motion at general meetings;
- Resourcing of SAROC and GAROC;
- LGA Board of Directors – purpose, function, composition, size;
- President and Immediate Past President – eligibility, election;
- Commercial enterprise board; and
- CEO advisory group.

The feedback received has now been incorporated within the draft 'Local Government Association of South Australia Constitution and Rules' (see link above). This draft Constitution:

- Establishes a contemporary corporate governance framework enabling the LGA’s contribution to public value through the promotion and advancement of the interests of local government.
- Maintains Member participation and establishes a strong emphasis on collaborative councils, assisted by a strong LGA.
- Provides a focus on leadership and advocacy at all levels: state-wide, regional and individual members.
- Streamlines and integrates consistent engagement and resourcing across the system.
- Delivers a more efficient structure for LGA decision making with a smaller LGA Board of Directors (10 members), and regional structures with aligned strategic and annual planning processes and budgets.
- Ensures key expert advice to the LGA and the sector through a commercial enterprise board(s), CEO advisory group and LGA Audit Committee. These structures future proof the Association.
- Considers the latest feedback received from members
- Has been reviewed by the LGA’s legal adviser to ensure its structure contributes to good decision making, that there were no omissions and that all provisions are workable and do not cause unintended consequences or interpretation issues.
Financial and Resource Implications

This activity has been anticipated in the LGA’s work program and resources are available to progress this work.
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I Preliminary

1. Association

The Association is the "Local Government Association of South Australia" ("LGA") which is constituted as a body corporate and a public authority pursuant to the Local Government Act 1999 for the purpose of promoting and advancing the interests of local government in South Australia.

2. Constitution

2.1 This Constitution is binding:
   2.1.1 as between the LGA and each Member; and
   2.1.2 as between each Member and each other Member.

2.2 This Constitution may be altered only:
   2.2.1 by resolution:
       a. passed at a General Meeting of which at least 30 days' notice has been given to Members; and
       b. passed by at least 75% of the votes cast by Members at that General Meeting;

   and

   2.2.2 with approval of the Minister under subclause 1(4) of Schedule 1 of the Local Government Act 1999.

2.3 In any circumstances in which this Constitution is silent, incapable of taking effect or being implemented according to its strict provisions, the Board of Directors may determine what action may be taken to ensure the effective administration of the LGA.

2.4 Despite any other provision of this Constitution, the Board of Directors may as it thinks fit suspend or modify the operation of any provision of this Constitution in order to provide for a matter related or ancillary to a proclamation made by the Governor under Part 1 of Chapter 3 of the Local Government Act 1999.

3. Interpretation

3.1 In this Constitution, unless the contrary intention is apparent:

   “Annual General Meeting” means a meeting of Members described in clause 9.

   “Audit Committee” is the committee established by the Board of Directors in accordance with clause 24.3.1.

   “Board of Directors” means the persons appointed as the governing body of the LGA in accordance with this Constitution as described in clause 21.
“Chair” means the person referred to in clause 14.

“CEO Advisory Group” means the committee established in accordance with clause 24.3.2.

“Close of Nominations” means the date and time at which nominations for the office of President close under clause 28.7.

“Casual Vacancy” means a vacancy in the office of a member of the Board of Directors due to a circumstance contemplated in clause 31.1.

“Community Council” means the governing entity for each of (a) the Anangu Pitjantjatjara Community; (b) the Maralinga Tjarutja Community; (c) the Yalata Community; (d) the Nepabunna Community; (e) the Gerard Community; and (f) the Outback Communities Authority.


“Council Member” means a member of the governing body of a Member.

“Chief Executive” means the Chief Executive of the LGA and, where the context allows, includes a person acting in that position.

“Delegate” means a person appointed to represent a Member at a General Meeting pursuant to clause 12.1.

“Director” means a member of the Board of Directors.

“Fees” means moneys payable by a Member to the LGA from time to time, including annual subscriptions, special purpose levies and services charges.

“GAROC” means the “Greater Adelaide Region Organisation of Councils” described in clause 19.

“GAROC Terms of Reference” means the terms of reference for GAROC referred to in clause 19.4.

“General Meeting” means a meeting of the Members of the LGA being either an Annual General Meeting or a Special General Meeting.

“Immediate Past President” means the person who is the immediately preceding President of the LGA.

“LGA” means the Local Government Association of South Australia.

“LGA Office” means the resources engaged by the Chief Executive to ensure that the LGA is enabled to adequately perform its functions.

“Member” means a Council or a Community Council which has applied for, been granted and retains membership in accordance with this Constitution and the Membership Proposition.

“Membership Proposition” means the terms of membership of the LGA approved by the Board of Directors.

“Misconduct” means being:
(a) found guilty of an offence involving dishonesty or other offence which the Board of Directors resolves to be an offence which, committed by a Director, would bring the LGA or local government into disrepute;

(b) being absent from 3 successive meetings of the Board of Directors without leave of the Board of Directors; or

(c) engaging in conduct which the Board of Directors resolves to be conduct likely to bring the LGA or local government into disrepute.

“Object” is the object of the LGA as set out in clause 4.

“President” means at any time the person holding office as LGA President.

“Presiding Member” means the presiding member of a Council or Community Council.

“Regional Groupings of Members” means the regional groups described in clause 19.3.

“Regional Organisation of Councils” means either SAROC or GAROC as described in clause 19.

“Register of Delegates” means the register maintained by the LGA in accordance with clause 12.3.

“SAROC” means the “South Australian Region Organisation of Councils” as described in clause 19.

“SAROC Terms of Reference” means the terms of reference for SAROC referred to in clause 19.4.

“Special General Meeting” means a meeting of Members described in clause 10.

3.2 In this Constitution, unless the contrary intention is apparent:

3.2.1 words importing the singular include the plural and vice versa;

3.2.2 a power to appoint includes a power to dismiss; and

3.2.3 a reference to any document, including legislation, is a reference to that document as amended or replaced from time to time.

4. **Object**

The object of the LGA is to achieve public value through the promotion and advancement of the interests of local government by:

4.1 advocating to achieve greater influence for local government in matters affecting councils and communities;

4.2 assisting Members to build capacity and increase sustainability through integrated and coordinated local government; and

4.3 advancing local government through best practice and continuous improvement.
5. Functions

The LGA must undertake its functions for the purpose of achieving the Object. The functions of the LGA are to:

5.1 advocate and provide leadership for local government in South Australia, leading to strong engaged communities served by efficient and collaborative Councils and Community Councils;

5.2 advocate for an autonomous, effective and democratic system of local government in South Australia to meet contemporary community needs;

5.3 encourage and promote an efficient, effective and sustainable system of local government in South Australia;

5.4 promote and protect the interests of local government and its Members and the communities they represent;

5.5 encourage and help local government to engage with, and respond to, the needs of the community;

5.6 develop and maintain consultation and co-operation between local government and the State and Commonwealth governments and their agencies;

5.7 assist Members to develop and maintain their financial sustainability and for the advancement of local government;

5.8 undertake any business activity which contributes to the Object;

5.9 represent Members of the LGA and local government to the public and the State and Commonwealth governments;

5.10 act as an advocate for Members and the local government community to address contemporary needs;

5.11 facilitate engagement and collaboration by and between Members as to their common interests;

5.12 encourage, assist, promote and foster the achievement and maintenance of the highest levels of integrity, justice, competence, effectiveness and efficiency of local government;

5.13 undertake or promote any activity which the Board of Directors determines to be for the benefit or interest of Members and local government in South Australia; and

5.14 undertake any function as may be vested in the LGA by statute.

6. Powers

For the purposes of fulfilling the Object and undertaking its functions, the LGA has the power to:

6.1 acquire, hold, deal with, and dispose of, any real or personal property;

6.2 administer any property on trust;
6.3 operate accounts with any financial institution including the Local Government Finance Authority;
6.4 levy annual subscriptions, special purpose levies and service charges upon Members;
6.5 accept gifts of money or property;
6.6 invest money in any way considered prudent by the Board of Directors, including with the Local Government Finance Authority;
6.7 borrow and raise money as required by the LGA having regard to the financial sustainability of the LGA;
6.8 give security for the discharge of liabilities incurred by the LGA;
6.9 make application to, and accept grants and loans from, the State government and the Commonwealth government for the benefit of any Member or the LGA;
6.10 determine remuneration for Directors or members of committees established under this Constitution;
6.11 employ a Chief Executive and the staff of the LGA Office;
6.12 engage professional advisors;
6.13 appoint agents to transact any activities of the LGA;
6.14 insure against any risk;
6.15 enter into any contract it considers necessary or desirable;
6.16 subject to the Corporations Act 2001 (Cth), establish or dissolve incorporated subsidiaries and determine policies and procedures to apply to subsidiaries;
6.17 advocate for changes to State government and Commonwealth government legislation;
6.18 provide services to Members with or without reward;
6.19 publish material of interest to Members and for the purpose of promoting the LGA and the system of local government;
6.20 enter into any arrangements or obtain any privileges and concessions which the LGA considers to be desirable for the LGA on behalf of Members;
6.21 mediate disputes between Members or within a Member’s governing entity;
6.22 instigate or defend legal proceedings;
6.23 manage any dispute to which it is party, including by referral to, and participation in, mediation, conciliation or arbitration;
6.24 provide resourcing for the LGA Office;
6.25 establish and maintain policies, procedures, terms of reference, membership conditions and guidelines as contemplated by this Constitution or as are conducive to the achievement of the Object;
6.26 associate or collaborate with other associations and organisations having objects consistent with, or complementary to, the Object, including by way of incorporated or unincorporated joint venture or other form of alliance;

6.27 exercise any other power vested in the LGA by statute; and

6.28 do any other thing which is related, incidental or conducive to the attainment of the Object,

provided that the LGA may not distribute its assets to Members other than in the circumstances stated in clause 7.2.

7. Dissolution

7.1 The LGA may be dissolved by resolution:

7.1.1 passed at a General Meeting of which at least 30 days' notice has been given; and

7.1.2 passed by at least 75% of the votes cast by Members entitled to vote on the resolution.

7.2 In the event of dissolution, and after payment of all debts and liabilities, any surplus assets shall be returned to Members in proportion to the annual subscription paid in the financial year prior to the passing of the resolution to dissolve.

7.3 In the event of a dissolution where there are insufficient funds to pay all debts and liabilities of the LGA, a levy on Members shall be determined to cover the deficiency, such levy being in proportion to the annual subscription paid in the financial year prior to the passing of the resolution to dissolve.

II Membership of the LGA

8. Membership

8.1 Each Council and Community Council is entitled to apply in writing to the Board to be a Member of the LGA, except as provided in clause 8.2.

8.2 A Council or Community Council which has had its membership application rejected or membership revoked under this clause 8 may not reapply for membership for the same financial year that the membership the subject of the application or revocation would have operated, unless otherwise determined by the Board of Directors.

8.3 Membership operates for a 12 month period commencing on 1 July.

8.4 A Member must provide to the LGA such information and support as the LGA reasonably requests to carry out the Object.

8.5 Each Member is entitled to access approved minutes of General Meetings, the Board of Directors and committees of the LGA.

8.6 Each Member will pay to the LGA:
8.6.1 the annual subscription determined by the Board of Directors applicable to that Member by 1 August for the financial year in which the membership will operate (un

8.6.2 less otherwise determined by the Board of Directors); and

8.6.3 by the due date for payment, any special purpose levy or service charge relevant to that Member.

8.7 The Board of Directors may:

8.7.1 reject an application for membership of any Council or a Community Council; or

8.7.2 revoke the membership of a Council or a Community Council, on a basis provided for in the Membership Proposition.

8.8 Membership of the LGA will be automatically revoked for a Member who fails to pay an annual subscription or special purpose levy to the LGA by the due date for payment (or such later date as may be determined by the Board of Directors).

8.9 The LGA may cease providing a service to a Member if the Member fails to pay a service fee in respect of the services to the LGA by the due date.

8.10 A Council or Community Council which has had its membership application rejected or membership revoked under this clause 8 may not reapply for membership for the same financial year that the membership the subject of the application or the revoked membership would have operated, unless otherwise determined by the Board of Directors.

8.11 The LGA is not obliged to provide any service to a Council or Community Council which is not a Member of the LGA.

8.11.1 A Council or a Community Council may resign from the LGA upon giving written notice to the LGA. A resignation takes effect as provided for in the Membership Proposition.

III Meetings of the LGA

9. Annual General Meeting

9.1 A meeting of the Members of the LGA to be called the “Annual General Meeting’ shall be held once in each year, at a time, date and place determined by the Board of Directors.

9.2 The Chief Executive shall at least 30 days before the date fixed for the holding of the Annual General Meeting advise each Member of the time, date and place of the meeting and the proposed business of the meeting.
10. Special General Meeting

10.1 The Board of Directors of the LGA has the power to call a Special General Meeting of the LGA for a stated purpose upon at least 7 days’ notice in writing to be given to all Members by the Chief Executive.

10.2 At least 10 Members may, by a notice in writing to the Chief Executive request a Special General Meeting stating the business to be considered and determined at the Special General Meeting. Within 14 days from the receipt of the notice, the Chief Executive must call a meeting of the Members to be held within 30 days by advising each Member of the time, date and place of the meeting and the stated business of the meeting.

10.3 No business other than the stated business may be considered or determined at a Special General Meeting.

11. Venue of General Meetings

The LGA may hold a General Meeting at 2 or more venues using any technology that gives the Members a reasonable opportunity to participate in the meeting.

12. Appointment of Delegates

12.1 Each Member may appoint a person to act as the delegate for the Member at a General Meeting, and may at any time revoke such appointment and appoint another person as its delegate.

12.2 To be eligible for appointment as a delegate, a person must be a Council Member.

12.3 Each Member shall give notice in writing to the LGA of the person appointed to act as its delegate and the LGA will maintain a register of delegates.

12.4 A Member must notify the LGA in writing if a person’s appointment as a delegate has been revoked by the Member, a person has resigned from the role of delegate or the person appointed as a delegate ceases to be a Council Member.

12.5 If a Delegate is unable to attend a General Meeting, the Member may, by giving written notice to the LGA, appoint another person to act as a substitute for the Delegate at the meeting. The appointment will only be valid for the General Meeting specified in the written notice. A person appointed under this clause 12.5 will be a “Delegate” for the purposes of this Constitution in respect of that General Meeting.

13. Quorum

13.1 Subject to this clause 13, no business shall be transacted at any General Meeting unless at least half of the Delegates on the Register of Delegates, plus 1 Delegate are present.
13.2 A quorum present at the commencement of a General Meeting is taken to be present throughout the meeting unless the Chair of the meeting declares otherwise.

13.3 If no quorum is present at a General Meeting within 30 minutes after the time appointed for the commencement of a meeting, the Chair may adjourn the meeting to a determined date, time and place, provided that the date is no earlier than 7 days after the adjourned meeting or in the case of a General Meeting convened to consider a special resolution no earlier than 30 days after the notice of the adjourned meeting is provided to Members.

13.4 Notice of an adjourned meeting with the date, time and place at which the meeting will be recommenced must be provided to all Members.

13.5 Any business which could have been transacted at a meeting which has been adjourned because of the absence of a quorum under clause 13.3 may be transacted on the recommencement of the meeting as notified under clause 13.4 notwithstanding there is no quorum present at that meeting.

14. Chair

The President shall preside at all General Meetings and meetings of the Board of Directors, but in his or her absence a member of the Board of Directors chosen by the Board of Directors shall preside at the meeting.

15. Adjournments

Subject to clause 13, the Delegates present at any General Meeting may from time to time by resolution adjourn the meeting to a determined date and time.

16. Business of General Meetings

16.1 The business of a General Meeting will be to consider items of strategic importance to local government and the LGA as recommended by SAROC, GAROC or the Board of Directors and matters which must be determined under this Constitution at a General Meeting.

16.2 Any Member may propose an item of business for the Annual General Meeting to SAROC, GAROC or the Board of Directors.

16.3 No business shall be brought before a General Meeting of the LGA unless:

16.3.1 it has been placed on the agenda of an Annual General Meeting by SAROC, GAROC or the Board of Directors taking into account the purpose of a General Meeting set out in clause 16.1; or

16.3.2 the business is as stated in the notice of a Special General Meeting, given in accordance with clause 10.

17. Voting

17.1 Each resolution considered at a General Meeting will be decided by the majority value of the votes of the Delegates present at the meeting and voting on the resolution.
17.2 Votes of Delegates at meetings of the LGA shall have the following values:

17.2.1 Delegates of Members whose areas have populations up to 10,000 people - value of 1 vote;

17.2.2 Delegates of Members whose areas have populations of between 10,001 and 50,000 people - value of 2 votes; and

17.2.3 Delegates of Members whose areas have populations of over 50,001 people - value of 3 votes.

17.3 For the purposes of this clause, the population of each Member area shall be the population stated in the latest estimated population figures published by the Australian Bureau of Statistics.

18. Procedure at Meetings

The Board of Directors may, consistent with the Constitution, make, vary or revoke any meeting procedures regulating the mode and conduct of proceedings at any General Meeting and meetings of the Board of Directors, SAROC or GAROC.

19. Regional Organisations of Councils

19.1 There are 2 regional organisations of Members:

19.1.1 SAROC; and

19.1.2 GAROC.

19.2 The role of SAROC and GAROC is regional advocacy, policy initiation and review, leadership, engagement and capacity building in the regions.

19.3 Members will be organised into regional groups for the purpose of participating in the processes for the election of SAROC and GAROC. The Regional Groupings of Members are not formed to undertake any other function.

19.4 Terms of reference for SAROC and GAROC as approved by the Board of Directors will:

19.4.1 list the Regional Groupings of Members comprising SAROC and GAROC respectively; and

19.4.2 provide for:

(a) the conduct of business including requirements for strategic and annual business planning and budgeting, and reporting requirements;

(b) receipt and consideration of proposals for policy development for the betterment of local government from Members;

(c) referral of proposals to the Board of Directors or General Meetings;

(d) appointment of a chairperson; and
(e) any other matters which the Board of Directors considers to be prudent or convenient.

19.5 Each Regional Grouping of Members will elect:
19.5.1 2 Council Members; and
19.5.2 a chief executive officer of a Member,
as members of SAROC or GAROC (as relevant) provided that each person
elected is from a different Member.

19.6 In addition to the membership determined under clause 19.5, the Lord Mayor
of the City of Adelaide or his or her nominee (also being a Council Member of
the City of Adelaide) will be a member of GAROC.

19.7 The term of office for members of SAROC and GAROC shall commence after
the Annual General Meeting of the year in which elected. Each member will
serve for a period of 2 years or until a circumstance causing a Casual
Vacancy occurs.

19.8 SAROC and GAROC will be supported by the LGA Office.

20. **Annual report**

The LGA will make publicly available on or before 30 November in each year an
annual report adopted by the Board of Directors in respect of the operations of the
LGA for the preceding financial year.

**IV The Board**

21. **Board of Directors**

21.1 The Board of Directors is the governing entity of the LGA.

21.2 The Board of Directors shall consist of:

21.2.1 the President;
21.2.2 the Immediate Past President;
21.2.3 the chairperson of SAROC and the chairperson of GAROC; and
21.2.4 8 additional persons (each of which must be a Council Member) with
relevant business and governance experience elected in equal
proportions from the members of SAROC (4 persons) and the
members of GAROC (4 persons).

21.3 The role of the Board of Directors is to oversee corporate governance of the
LGA and provide strategic direction and leadership. The Directors do not
represent SAROC, GAROC or a specific Member or Members.

21.4 Each Director must:
21.4.1 undertake his or her role as a Director honestly and act with reasonable care and diligence in the performance and discharge of functions and duties;

21.4.2 not make improper use of information acquired by virtue of his or her position as a Director to gain, directly or indirectly, an advantage for himself or herself or for another person or to cause detriment to the LGA;

21.4.3 not make improper use of his or her position as a Director to gain, directly or indirectly, an advantage for himself or herself or for another person or to cause detriment to the LGA; and

21.4.4 not act in any matter where the Director has a conflict of interest (provided that an interest shared in common with all or a substantial proportion of the Directors will not be an interest giving rise to a conflict of interest).

22. Functions of the Board of Directors

The functions of the Board of Directors include:

22.1 appointing a Chief Executive and superintending his or her performance;

22.2 holding the Chief Executive accountable for the performance of the LGA Office;

22.3 advocating for the LGA, the Members and the local government community;

22.4 superintending the activities of the LGA;

22.5 determining matters which may be placed on the agenda of a General Meeting; and

22.6 undertaking such other functions as may be provided for, or envisioned by, this Constitution.

23. Duties of the Board of Directors

The Board of Directors must ensure that:

23.1 the LGA acts in accordance with applicable laws and this Constitution;

23.2 the LGA acts ethically and with integrity, respecting diversity and striving for gender balance participation in all activities;

23.3 the activities of the LGA are conducted efficiently and effectively and that the assets of the LGA are properly managed and maintained;

23.4 subject to any overriding fiduciary or other duty to maintain confidentiality, the affairs of the LGA are undertaken in an open and transparent manner; and

23.5 the LGA performs to its business plan and achieves or betters the financial outcomes projected in its budget.
24. **Powers of the Board of Directors**

24.1 The Board of Directors may exercise the powers of the LGA.

24.2 The Board of Directors also has power to:

24.2.1 establish committees consisting of any person with relevant experience, skill or expertise for any purpose and determine the terms of reference for such committees; and

24.2.2 recommend to the Members at a General Meeting to amend the provisions of the Constitution.

24.3 The Board of Directors must establish and maintain:

24.3.1 an audit committee comprising at least 3 persons with appropriate qualifications and experience required to discharge the functions of an audit committee as determined by the Board of Directors; and

24.3.2 an advisory group comprised of at least 8 persons each being a chief executive officer of a Member.

24.4 The Board of Directors, the Audit Committee, the CEO Advisory Group and any committee shall cause minutes to be kept of all its proceedings and actions.

24.5 The Board of Directors will report the activities of Board of Directors, the Audit Committee, the CEO Advisory Group and any committee to Members at each General Meeting.

25. **Meetings of the Board of Directors**

25.1 Meetings of the Board of Directors shall be held at least once in each 2 month period at such times and places as shall be determined by the President or by any 3 members of the Board of Directors.

25.2 The Chief Executive shall, at least 7 days before the date fixed for the meeting of the Board of Directors, inform each Director of the date, time and place of the meeting and the proposed business to be conducted at the meeting.

25.3 The President may in cases of urgency direct that a meeting of the Board of Directors be held at any time without the need to give 7 days’ notice. If this occurs the Chief Executive shall if practicable give notice in writing to each Director of the date, time and place of the meeting and the proposed business to be conducted at the meeting.

25.4 No business shall be transacted at a meeting of the Board of Directors unless half of the Directors, plus 1 Director are present (providing that at least 1 Director from each of SAROC and GAROC is in attendance) in person or connected using technology which enables all members to communicate with each other as if they were all present in a single place.
25.5 All questions arising at a meeting of the Board of Directors shall be decided by a simple majority vote of the Directors present and voting on each question.

25.6 The Chair of the meeting has a deliberative vote and, if there are equal numbers of votes on any question, a casting vote.

26. Circulating resolutions

26.1 Notwithstanding clause 25, the Board of Directors may pass a resolution without a meeting in accordance with this clause 26.

26.2 Each member must receive notice of the proposed resolution in identical terms.

26.3 A resolution will remain open for adoption for a period of 5 days (or such longer period as is provided in the notice of the resolution).

26.4 A Director may vote for a resolution received under clause 26.2 by signing and dating a document setting out the resolution and containing a statement confirming that they are in favour of the resolution (Instrument of Resolution).

26.5 The resolution is passed when the Chief Executive receives by hand delivery, post, email or fax Instruments of Resolution executed by a majority of Directors entitled to vote on the resolution within the time period provided for in clause 26.3.

27. Delegations

27.1 Subject to this clause 27, the Board of Directors may by resolution delegate any of its powers, functions or duties to any member or members of the Board of Directors or to the Chief Executive, excepting that a delegation to certify the audited financial statements in accordance with the Constitution must only be given jointly to the President and Chief Executive.

27.2 Where a person is acting in the position of either President or Chief Executive in accordance with this Constitution, that person may exercise powers delegated under this clause to the President or Chief Executive (as relevant).

27.3 The Board of Directors may not delegate the power to:

27.3.1 determine annual subscriptions, special purpose levies or service charges for services provided to Members;

27.3.2 determine a membership application or to determine the continuing membership status of a Member;

27.3.3 borrow money or to obtain other forms of financial accommodation;

27.3.4 adopt or revise a strategic management plan of the LGA;

27.3.5 adopt or revise an annual business plan or budget of the LGA;

27.3.6 pay remuneration or expenses to members of the Board of Directors; or
27.3.7 make an application or recommendation, or report or give notice, to
the Governor or a Minister where provided for by statute.

27.4 A delegation:

27.4.1 is subject to conditions and limitations stated in the resolution;
27.4.2 if made to the Chief Executive, authorises the sub-delegation by the
Chief Executive in writing of the delegated power or function to any
person unless the resolution directs otherwise;
27.4.3 is revocable by resolution of the Board of Directors; and
27.4.4 does not prevent the Board of Directors from exercising the
delegated power.

27.5 The Board of Directors must cause a separate record to be kept of all
deglegations under this clause.

27.6 The Chief Executive must ensure that sub-delegations are reported to the
Board of Directors at least every 3 months.

27.7 At least once in every financial year the Board of Directors must review the
deglegations and sub-delegations for the time being in force under this clause.

27.8 The record of delegations made under this clause must be placed on the
LGA’s public website.

28. Nominations for the Office of President

28.1 The office of President shall be elected by Members biennially.

28.2 In the year in which a new President is to be elected, and at least 3 months
before the Annual General Meeting, the Chief Executive shall write to all
Members calling for nominations for the position of President.

28.3 Every Member is entitled to nominate an eligible person to the office of
President.

28.4 To be eligible for nomination as a candidate for the position of President, a
person must be a Council Member.

28.5 To be eligible for the position of President, a person must also be a current
member of SAROC or GAROC who has undertaken that role for a period of
not less than 1 year.

28.6 The eligibility for office of President shall rotate each term between a person
who is a Council Member of a Member within Regional Groupings of
Members in SAROC and a Council Member of a Member within Regional
Groupings of Members in GAROC.

28.7 A nomination of a person for the office of President shall be by resolution of a
Member and must be received by the Chief Executive not later than 5 pm on
the day specified for the closure of nominations. A nomination must be
signed by the candidate indicating his or her willingness to stand for election
and be in the form determined by the Chief Executive.
28.8 If no nomination is received for the office of President under clause 28.7, then the Chief Executive shall call for additional nominations from and by the Delegates at the Annual General Meeting and will conduct an election at the meeting.

29. **Election for office of President**

29.1 The Chief Executive shall be the returning officer for any election for the office of President.

29.2 After the Close of Nominations, the Chief Executive will notify all Members of the candidates for the office of President.

29.3 If only 1 person is nominated for President by the Close of Nominations, the Chief Executive shall declare such person duly elected.

29.4 If the number of persons nominated for the office of President by the Close of Nominations exceeds 1 person then an election must be held in accordance with this clause.

29.5 In the event of an election being required, the Chief Executive shall conduct the election as follows:

29.5.1 at least six weeks before the Annual General Meeting the Chief Executive shall deliver ballot papers to each Member;

29.5.2 the ballot papers shall:

(a) list the candidates for election;

(b) specify the day of closure of the election; and

(c) be accompanied by an envelope marked "Ballot Paper" and a second envelope marked "Returning Officer";

29.5.3 each Member shall determine by resolution the candidate it wishes elected;

29.5.4 the Delegate of a Member or in the Delegate's absence, the chair of the meeting for that Member shall mark the ballot paper with an "X" next to the candidate that the Member wishes elected and seal the ballot paper in the envelope marked "Ballot Paper" inside the envelope marked "Returning Officer". Before sealing the second envelope the Delegate must indicate the Member's name on the inside flap of the envelope. The envelope may then be sealed and delivered to the Returning Officer;

29.5.5 on receipt of the envelopes the Chief Executive must:

(a) open the outer envelope addressed to the "Returning Officer" and record the name of the Member which appears on the inside flap of the envelope on the roll of Member's eligible to vote; and

(b) place the envelope marked "Ballot Paper" unopened into the ballot box;
29.5.6 the Chief Executive shall nominate the date, time and place for the counting of votes and shall invite each candidate and a person nominated as the candidate’s scrutineer to be present;

29.5.7 at the counting of the votes the Chief Executive shall produce unopened envelopes marked "Ballot Paper" and if satisfied that all votes are valid, count the number of votes received by each candidate;

29.5.8 the candidate with the most votes shall be deemed elected and the Chief Executive shall declare the candidate elected at the Annual General Meeting; and

29.5.9 in the case of candidates receiving the same number of votes, the Chief Executive shall draw lots at the counting of the votes to determine which candidate is elected.

29.6 The Chief Executive may, in his or her discretion, appoint a deputy returning officer and delegate any of his or her powers, functions or duties to that person who shall act accordingly.

30. **Term of Office of Directors**

30.1 The President shall take office after the Annual General Meeting of the year in which elected and shall hold office for 2 years or until any vacancy in that office occurs.

30.2 When a new President is elected the person retiring from the Office of President shall hold office as Immediate Past President until his or her successor as President is entitled to assume the office of Immediate Past President.

30.3 The term of office of the six persons elected to the Board of Directors by SAROC (3 persons) and GAROC (3 persons) shall commence after the Annual General Meeting of the year in which the person is elected and shall be for 2 years or until a vacancy in that office occurs for any such person.

30.4 Persons elected under clause 30.3 are eligible for re-election for subsequent terms.

30.5 Any person appointed to the office of Immediate Past President shall hold office until the retiring President becomes entitled to hold that office under this Constitution.

31. **Casual Vacancy**

31.1 A casual vacancy shall occur in the offices of President or another Director if the person appointed to that office:

31.1.1 dies;

31.1.2 resigns from the office or from SAROC or GAROC (as relevant);

31.1.3 is dismissed by resolution of the Board of Directors from the Board of Directors or SAROC or GAROC (as relevant) for Misconduct; or
31.1.4 ceases to be a Council Member, or an administrator is appointed to administer the affairs of the Member for which the Director is the Council Member.

31.2 If there is a Casual Vacancy in the office of President, the Board of Directors shall appoint a member of the Board of Directors to act in the office of President for the balance of the President’s term, provided that the position may only be filled by a Director who is a member of the same Regional Organisation of Councils as the President.

31.3 If there is a Casual Vacancy in the Board of Directors (other than for the roles of President or Immediate Past President) then the position will be filled for the balance of the Director’s term by a person appointed as a replacement by SAROC or GAROC (as relevant to the Director the subject of the Casual Vacancy) taking into account the considerations in clause 21.2.4.

31.4 If a Casual Vacancy arises in the office of Immediate Past President then the vacant position on the Board of Directors will be filled by either SAROC or GAROC as determined by reference to whether the Member on which the Immediate Past President served was a member of a Regional Grouping of Members represented by SAROC or GAROC. SAROC or GAROC (as relevant) will elect the person taking into account the considerations in clause 21.2.4 and determining that the person is of such seniority and experience that his or her contribution will be valuable to the Board of Directors and the LGA.

32. Leave of absence

32.1 A Director may be granted a leave of absence by resolution of the Board of Directors.

32.2 Where a leave of absence is granted to the President, a Director will be selected by the Board of Directors to act in the office of President for the duration of the absence, provided that the position may only be filled by a Director who is a member of the same Regional Organisation of Councils as the President.

32.3 Where a leave of absence is granted to a Director (other than the President) or a Director is appointed to act as the President under clause 32.2, an acting Director will be appointed by SAROC or GAROC (as relevant to the Director the subject of the leave of absence) to serve in place of that Director for the duration of the absence.

33. Appointment of a Chief Executive

33.1 The Board of Directors shall appoint a Chief Executive who shall be responsible to the Board of Directors for:

33.1.1 the execution of the Board’s decisions,

33.1.2 appointing and overseeing the LGA Office on the basis of sound principles of management;
33.1.3 the discharge of duties stated in the Chief Executive’s contract of employment;

33.1.4 keeping full and accurate accounts of all monies received and expended on behalf of the LGA;

33.1.5 attending to all correspondence and receiving, giving receipt for, banking and making disbursements of LGA funds;

33.1.6 carrying out the lawful instructions given by the Board of Directors or the Members by resolution passed in General Meeting;

33.1.7 having custody of any books, journals, records or documents belonging to the LGA;

33.1.8 having custody of the seal of the LGA which may not be affixed to any document unless it is affixed in the presence of and attested by 2 members of the Board of Directors;

33.1.9 submitting a duly audited statement of income and expenditure for the previous year ending the 30th day of June to the Annual General Meeting; and

33.1.10 submitting a balance sheet showing the current assets and liabilities of the LGA to the Annual General Meeting.

33.2 The performance, remuneration and terms and conditions of the Chief Executive’s appointment shall be reviewed annually by the Board of Directors.

33.3 If the Chief Executive is on leave, incapacitated or otherwise unable to fulfil his or her role then a person nominated by the Chief Executive shall act in that capacity for the period of the Chief Executive’s absence. However, the Board of Directors will appoint an acting Chief Executive if the Chief Executive is unable to determine this appointment.

34. Audit

34.1 The Board of Directors shall appoint an auditor annually.

34.2 A person must not be appointed as the Auditor for a period of more than 5 years.

34.3 Prior to each Annual General Meeting, the Auditor shall audit the income and expenditure account and balance sheet for the year ending 30th June and shall if required report its findings to the Annual General Meeting.

34.4 If required the Auditor shall report to the Annual General Meeting regarding the audit.
V. Miscellaneous

35. Administration

35.1 Subject to clause 35.2, an administrator appointed to administer the affairs of the Member may exercise the rights and satisfy the obligations of the administered Member under this Constitution.

35.2 An administrator is ineligible to be a member of the Board of Directors, SAROC or GAROC.

36. Curing of irregularities

36.1 An act done by a Director is effective even if his or her appointment, or the continuance of his or her appointment, is invalid.

36.2 A proceeding under this Constitution is not invalidated because of any procedural irregularity unless a Court of competent jurisdiction is of the opinion that the irregularity has caused or may cause substantial injustice that cannot be remedied by any order of the Court, and by order declares the proceeding to be invalid.

36.3 In this clause, a reference to a “procedural irregularity” includes a reference to:

36.3.1 a defect, irregularity or deficiency of notice or time;

36.3.2 the accidental omission to give notice of any meeting under this Constitution or the non-receipt by any person of notice of the meeting;

36.3.3 the absence of a quorum at any meeting under this Constitution; or

36.3.4 a vote cast at a General Meeting by or for a person under this Constitution not entitled to vote at the meeting or on the matter, or not entitled to vote to the extent or in the way they voted.

VI. Transitional provisions

37. Interpretation

37.1 Transitional arrangements associated with this Constitution are set out in this Part VI.

37.2 In Part VI:

"Adoption Date" means the date on which both of the following criteria have been satisfied (regardless of the order in which the criteria are satisfied):

(a) this Constitution has been adopted by the Members; and

(b) the Minister responsible for the Local Government Act 1999 has approved the revocation of the Previous Constitution.
“Effective Time” means immediately after the Annual General Meeting held following the Adoption Date.

“LGA Board” means the governing body of the LGA formed under Part 13 of the Previous Constitution.

“Previous Constitution” means the The Constitution (effective 6 December 2015).

“Transition Period” means the time period between the Adoption Date and the Effective Time.

37.3 In the event of an inconsistency between Part VI of this Constitution and another provision of this Constitution, Part VI will to the extent of the inconsistency prevail.

38. Membership of the LGA

38.1 A Council which is a member of the LGA in accordance with the Previous Constitution as at the Effective Time will be deemed to be a Member under the terms of this Constitution.

38.2 Any liabilities owing by a Council to the LGA prior to the Effective Time will continue notwithstanding the adoption of this Constitution.

39. President

The President of the LGA holding office immediately prior to the Effective Time will become the Immediate Past President under this Constitution at the Effective Time if so eligible.

40. SAROC and GAROC

40.1 Terms of reference for SAROC and GAROC adopted by the LGA Board during the Transition Period will continue in operation after the Effective Time as the terms of reference for the purpose of clause 19.4 of this Constitution.

40.2 As at the Effective Date:

40.2.1 the chairs of SAROC and GAROC appointed during the Transition Period; and

40.2.2 Directors elected by SAROC and GAROC during the Transition Period,

are validly appointed to the Board of Directors.

41. Resolutions

Resolutions passed at a General Meeting or by the LGA Board under the Previous Constitution remain valid after the Effective Time.

42. Delegations

42.1 Delegations granted under clause 86 of the Previous Constitution will continue
in operation after the Effective Time as if the delegation was validly granted under clause 27 of this Constitution.

42.2 For the purpose of giving effect to clause 42.1, clause 27.3 will not operate to invalidate a delegation granted validly under the Previous Constitution, provided that this clause 42.2 will cease to operate on the 30 June next following the end of the Transition Period.

43. **Audit Committee**

43.1 The initial Audit Committee for the purposes of clause 24.3.1 will be the audit committee in existence as at the Effective Time.

43.2 Each member of the Audit Committee referred to in clause 43.1 will serve out the balance of his or her term of office.

44. **Auditor**

An auditor appointed under clause 54 of the Previous Constitution will continue to hold that appointment after the Effective Time, until such time as the Board of Directors replaces the auditor in accordance with clause 34 of this Constitution.
Local Government Association of South Australia

Membership Proposition

1. **Membership Proposition**

1.1. The Local Government Association of South Australia (LGA) is constituted as a public authority under the *Local Government Act 1999* for the purpose of promoting and advancing the interests of local government.

1.2. The object of the LGA is to achieve public value through the promotion and advancement of the interests of local government by:

   1.2.1. advocating to achieve greater influence for local government in matters affecting councils and communities;

   1.2.2. assisting Members to build capacity and increase sustainability through integrated and coordinated local government; and

   1.2.3. advancing local government through best practice and continuous improvement.

1.3. The LGA is a member-based organisation which fulfils its object through the active participation of its Members.

1.4. As contemplated by the *Local Government Association of South Australia Constitution and Rules* (adopted [insert date]) (*Constitution*) the Board of Directors of the LGA has resolved to adopt this document (*Membership Proposition*) to provide for the relationship between the LGA and its Members.

1.5. The operation of the Membership Proposition may be altered by the Board of Directors either generally or in respect of specific circumstances by resolution. A resolution for the purposes of this clause 1.5 will only take effect following the resolution being reported by the Board of Directors.

1.6. A capitalised term not defined in this document has the meaning provided for the term in the Constitution.

1.7. To the extent of any inconsistency between the Constitution and this Membership Proposition, the Constitution will prevail.

2. **Membership applications**

2.1. **Entitlement to Membership**

   2.1.1. Each Council and Community Council which applies in writing to the LGA will be granted membership of the LGA (*Membership*) provided that the terms set out in this clause 2 are satisfied.

   2.1.2. The Board of Directors may accept an application for Membership from an applicant who does not satisfy the criteria set out in clause 2.2.3 or 2.2.4.

2.2. **Criteria for Membership**

   2.2.1. The applicant must either be:

       (a) a Council constituted under the Local Government Act (including a Council in administration under section 273 of that Act); or
(b) the governing entity for any of:

(i) the Anangu Pitjantjatjara Community;
(ii) the Maralinga Tjarutja Community;
(iii) the Yalata Community;
(iv) the Nepabunna Community;
(v) the Gerard Community; and
(vi) the Outback Communities Authority.

2.2.2. The applicant must have passed a resolution to comply with the Constitution.

2.2.3. The applicant must not be in default of an obligation to pay Fees to the LGA.

2.2.4. [any other criteria].

2.3. Grounds for rejecting an application

Subject to clause 2.1.2, the Board of Directors must reject an application from an applicant which does not satisfy the criteria in clause 2.2.

3. Membership term

Membership is for a period of 12 months commencing on 1 July.

4. Membership benefits

4.1. Members will be a part of a unified and single voice for the discussion and resolution of issues facing the local government sector and its communities.

4.2. The LGA will provide:

4.2.1. advocacy and representation for Members with other spheres of government, the community and stakeholders;

4.2.2. frontline support and assistance to Members; and

4.2.3. specialist and commercial services for Members.

4.3. Members are able to:

4.3.1. contribute to the development of policy positions and strategy with regard to issues which affect the local government sector and, thereby inform the advocacy undertaken by the LGA on behalf of the sector;

4.3.2. obtain the assistance of the LGA to build capacity and increase sustainability, including by coordination and knowledge sharing among Members facilitated by the LGA;

4.3.3. access services provided by the LGA;

4.3.4. be supported by the LGA to achieve best practice and a culture of continuous improvement through training programs and governance guidance developed and disseminated by the LGA; and

4.3.5. contribute to, and receive the benefit of, LGA activities and initiatives for key focus areas aligned to community needs.

4.4. Each year the LGA will publish:
4.4.1. a ‘Value Proposition’ which will outline and value the specific membership benefits provided to Members in the preceding financial year. The Value Proposition will be annexed to this Membership Proposition will be replaced each time the Value Proposition is updated; and

4.4.2. a pricing methodology for the services provided by the LGA to its Members.

5. Membership rights

5.1. Rights under the Constitution

Members have the rights provided under the Constitution to:

5.1.1. nominate candidates for, and elect, the LGA President;

5.1.2. participate in elections for members of the South Australian Region Organisation of Councils (SAROC) or the Greater Adelaide Region Organisation of Council (GAROC) (as relevant to the Member);

5.1.3. participate in General Meetings;

5.1.4. call a Special General Meeting in the circumstances provided in the Constitution; and

5.1.5. access the activities of SAROC and GAROC including to propose to SAROC or GAROC (as relevant) an item of business for:

(a) an Annual General Meeting; or

(b) a meeting of the Board of Directors.

5.2. Participation in the development of policy and strategy

Members are able to participate in the development of policy and strategy on issues relevant to the local government sector by:

5.2.1. raising a matter for consideration by SAROC or GAROC (as relevant);

5.2.2. proposing to SAROC or GAROC (as relevant) an item of business for consideration at an Annual General Meeting or by the Board of Directors; and

5.2.3. contributing to forums, consultations, discussion papers and other strategies being implemented by the LGA.

5.3. Access to services

Members are able to access LGA services either for free or on a subsidised fee-for-service basis or through group purchasing arrangements.

5.4. Access to information

Each Member is entitled to access approved minutes of General Meetings, the Board of Directors and committees of the LGA.

6. Membership obligations

6.1. Conduct

6.1.1. A Member must comply with the Constitution.

6.1.2. A Member must provide to the LGA such information and support as the LGA reasonably requests to carry out the object of the LGA.
6.1.3. A Member will assist its council members and staff adopt leadership standards which will contribute to the strength of the local government sector.

6.1.4. [any other conduct obligations].

6.2. Fees

6.2.1. A Member must pay Fees owing to the LGA by the due date for payment (or such later date as may be determined by the Board of Directors).

6.2.2. Where the Membership of a Member commences after 1 July in any year:
   (a) that Member is liable for annual subscription and any annual special purpose levy the period from the date on which the Membership commences to the next occurring 30 June on a per diem basis calculated from the first day of the month following the month in which their Membership commences; and
   (b) payment of the annual subscription and any annual special purpose levy is due 1 calendar month after the date on which the Membership commences.

7. Revocation of Membership by automatic revocation

Membership of the LGA will be automatically revoked for a Member who fails to pay an annual subscription or special purpose levy to the LGA by the due date for payment (or such later date as may be determined by the Board of Directors).

7.2. Revocation of Membership by Board of Directors

7.2.1. The Board of Directors may revoke the Membership of any Member, if the Member:

7.2.2. fails to comply with an obligation under the Constitution or this Membership Proposition;

7.2.3. in the reasonable opinion of the Board of Directors, the Member has brought the local government sector or the LGA into disrepute.

7.3. Consequences of revocation

7.3.1. Following a revocation of a Membership, the former Member:
   (a) will have no rights under the Constitution (other than the right to apply for Membership under clause 8.1 of the Constitution); and
   (b) has no entitlement to the services provided by the LGA to its Members.

7.3.2. Revocation of a Membership does not:
   (a) relieve the former Member from any obligation to pay Fees to the LGA which accrued prior to the date of revocation; or
   (b) entitle the former Member to a refund of any Fee previously paid to the LGA.
8. Resignation of a Member by notice

8.1.1. A Member may resign its Membership by providing written notice to the Board of Directors.

8.1.2. The resignation of a Member will take effect 6 months from the date on which the notice of resignation is received by the Board of Directors or such later date as is specified in the notice, unless an earlier date is determined by the Board of Directors in consultation with the resigning Member.

8.2. Financial obligations

8.2.1. Any Member who resigns its Membership during a financial year:

(a) remains liable to pay:

(b) the full annual subscription and any annual special purpose levy for the financial year in which the resignation takes effect; and

(c) any service charges payable for a service provided by the LGA up until the date on which the service ceases.

8.2.2. is not entitled to refund of any Fee previously paid to the LGA.
Local Government Association of South Australia

[SAROC/GAROC] Terms of Reference

[insert date of adoption]

1. Establishment

In accordance with clause 24 of the Local Government Association of South Australia Constitution and Rules (adopted [insert date]) (Constitution) there are 2 regional organisations of Members: the South Australian Region Organisation of Councils (SAROC) and the Greater Adelaide Region Organisation of Councils (GAROC).

2. Terms of Reference

2.1. These Terms of Reference set out the functions to be discharged by [SAROC/GAROC].

2.2. The operation of the Terms of Reference may be altered by the Board of Directors either generally or in respect of specific circumstances by resolution. A resolution for the purposes of this clause 2.2 will be reported to the chairperson of [SAROC/GAROC] within 24 hours of the meeting of the Board of Directors at which the resolution was passed.

2.3. A capitalised term not defined in this document has the meaning provided for the term in the Constitution.

3. Status

[SAROC/GAROC] is a committee of the LGA and is responsible to the Board of Directors for the discharge of its functions.

4. SAROC/GAROC

4.1. Role

The role of [SAROC/GAROC] is regional advocacy, policy initiation and review, leadership, engagement and capacity building in the regions.

4.2. Membership

4.2.1. Each Regional Grouping of Members listed in the schedule to these Terms of Reference ([SAROC/GAROC] Regional Grouping) will elect in accordance with clauses 4.3 and 4.4 from the Members of the [SAROC/GAROC] Regional Grouping:

(a) 2 Council Members of Members in the [SAROC/GAROC] Regional Grouping; and

(b) 1 chief executive officer of a Member in the [SAROC/GAROC] Regional Grouping (Member CEO),

4.2.2. In addition to the members of GAROC elected in accordance with clause 4.2.1, the Lord Mayor of the City of Adelaide or his or her nominee (also being
4.3. Nominations for election to [SAROC/GAROC]

4.3.1. The members of [SAROC/GAROC] will be elected biennially.

4.3.2. In the year in which [SAROC/GAROC] members will be elected, and at least 3 months before the Annual General Meeting, the Chief Executive shall write to all Members of [SAROC/GAROC] Regional Groupings calling for nominations for the membership of [SAROC/GAROC].

4.3.3. Every Member is entitled to nominate members of [SAROC/GAROC] in respect of the Regional Grouping of Members to which the Member is allocated in the schedule to these Terms of Reference.

4.3.4. A nomination of a person as a member of [SAROC/GAROC] must be by resolution of the Member received by the Chief Executive not later than 5 pm on the day specified for the closure of nominations (Close of Nominations). A nomination must be signed by the candidate indicating his or her willingness to stand for election and be in the form determined by the Chief Executive.

4.4. Election to [SAROC/GAROC]

4.4.1. The Chief Executive shall be the returning officer for any election of members to [SAROC/GAROC].

4.4.2. After the Close of Nominations, the Chief Executive will notify Members of each [SAROC/GAROC] Regional Grouping of the candidates for membership of [SAROC/GAROC] nominated by the Regional Grouping of Members.

4.4.3. If the only nominations received from a Regional Grouping of Members by the Close of Nominations match the membership positions described for either or both of clause 4.2.1(a) and clause 4.2.1(b) then the Chief Executive will declare those persons duly elected to those membership positions.

4.4.4. If the number of persons nominated by the Close of Nominations by the Regional Grouping of Members exceeds the number of membership positions described in either clause 4.2.1(a) or clause 4.2.1(b) then an election for the purpose of clause 4.2.1(a) or clause 4.2.1(b) or both clause 4.2.1(a) and clause 4.2.1(b) (as relevant) must be held in accordance with this clause.

4.4.5. In the event of an election being required, the Chief Executive shall conduct the election as follows:

(a) at least six weeks before the Annual General Meeting, the Chief Executive shall deliver ballot papers to each Member of the Regional Grouping of Members;

(b) the ballot papers shall:

(i) list the candidate or candidates for election;

(ii) specify the day of closure of the election; and

(iii) be accompanied by an envelope marked "Ballot Paper" and a second envelope marked "Returning Officer";
(c) each Member shall determine by resolution the candidate or candidates (as relevant) it wishes to elect;

(d) the chair of the meeting for that Member shall mark the ballot paper with an "X" next to the candidate or candidates (as relevant) that the Member wishes elected and seal the ballot paper in the envelope marked "Ballot Paper" inside the envelope marked "Returning Officer". Before sealing the second envelope the chair must indicate the Member's name on the inside flap of the envelope. The envelope may then be sealed and delivered to the Returning Officer;

(e) on receipt of the envelopes the Chief Executive must:
   (i) open the outer envelope addressed to the "Returning Officer" and record the name of the Member which appears on the inside flap of the envelope on the roll of Member's eligible to vote; and
   (ii) place the envelope marked "Ballot Paper" unopened into the ballot box;

(f) the Chief Executive shall nominate the date, time and place for the counting of votes and shall invite each candidate and a person nominated as the candidate's scrutineer to be present;

(g) at the counting of the votes the Chief Executive shall produce unopened envelopes marked "Ballot Paper" and if satisfied that all votes are valid, count the number of votes received by each candidate;

(h) in respect of an election for the purposes of:
   (i) clause 4.2.1(a), the 2 candidates with the most votes shall be deemed elected and the Chief Executive shall declare the candidates elected at the Annual General Meeting; and
   (ii) clause 4.2.1(b), the candidate with the most votes shall be deemed elected,

and the Chief Executive shall declare the candidates elected at the Annual General Meeting; and

(i) in the case of candidates for membership positions described in either clause 4.2.1(a) or clause 4.2.1(b) receiving the same number of votes, the Chief Executive shall draw lots at the counting of the votes to determine which candidate is elected.

4.4.6. The Chief Executive may, in his or her discretion, appoint a deputy returning officer and delegate any of his or her powers, functions or duties to that person who shall act accordingly.

4.5. Term of office

The term of office for members of [SAROC/GAROC] shall commence after the Annual General Meeting of the year in which the member is elected. Each member of [SAROC/GAROC] will serve for a period of 2 years or until a circumstance causing a casual vacancy as described in clause 4.7.1 occurs.
4.6. Duties

4.6.1. Each member of [SAROC/GAROC] must:

(a) undertake his or her role as a [SAROC/GAROC] member honestly and act with reasonable care and diligence in the performance and discharge of functions and duties;

(b) not make improper use of information acquired by virtue of his or her position as a [SAROC/GAROC] member to gain, directly or indirectly, an advantage for himself or herself or for another person or to cause detriment to the LGA;

(c) not make improper use of his or her position as a [SAROC/GAROC] member to gain, directly or indirectly, an advantage for himself or herself or for another person or to cause detriment to the LGA; and

(d) not act in any matter where the [SAROC/GAROC] member has a conflict of interest (provided that an interest shared in common with all or a substantial proportion of the members of [SAROC/GAROC] will not be an interest giving rise to a conflict of interest).

4.7. Absences and casual vacancies

4.7.1. A leave of absence may be granted to a member of [SAROC/GAROC] by resolution of [SAROC/GAROC]. A replacement member of [SAROC/GAROC] will be appointed for the period of the leave of absence by resolution of the majority of Members comprising the [SAROC/GAROC] Regional Grouping relevant to the person the subject of the leave of absence.

4.7.2. A casual vacancy will occur in the office of a member of [SAROC/GAROC] if the member of [SAROC/GAROC]:

(a) dies;

(b) resigns from [SAROC/GAROC];

(c) is dismissed by resolution of the Board of Directors from [SAROC/GAROC] for Misconduct; or

(d) ceases to be a Council Member or Member CEO (as relevant), or an administrator is appointed to administer the affairs of the Member for which the member of [SAROC/GAROC] is a Council Member or Member CEO.

4.7.3. If there is a casual vacancy in the membership of [SAROC/GAROC] then the [SAROC/GAROC] Regional Grouping relevant to the [SAROC/GAROC] member the subject of the casual vacancy will appoint by resolution of the majority of Members comprising the [SAROC/GAROC] Regional Grouping another Council Member or Member CEO (as relevant) to serve as a member of [SAROC/GAROC] for the balance of the membership term.
5. Responsibilities

5.1. Board of Directors

5.1.1. The role of the Board of Directors is to oversee corporate governance of the LGA and provide strategic direction and leadership.

5.1.2. The duties of the Board of Directors are to ensure that:

(a) the LGA acts in accordance with applicable laws and this Constitution;
(b) the LGA acts ethically and with integrity, respecting diversity and striving for gender balance participation in all activities;
(c) the activities of the LGA are conducted efficiently and effectively and that the assets of the LGA are properly managed and maintained;
(d) subject to any overriding fiduciary or other duty to maintain confidentiality, the affairs of the LGA are undertaken in an open and transparent manner; and
(e) the LGA performs to its business plan and achieves or betters the financial outcomes projected in its budget.

5.1.3. The Board of Directors may from time to time refer matters to [SAROC/GAROC] for consideration.

5.1.4. The Board of Directors will receive, consider and respond to any report and recommendations provided to the Board of Directors by [SAROC/GAROC].

5.1.5. The Board of Directors will periodically review the performance of [SAROC/GAROC].

5.2. [SAROC/GAROC]

5.2.1. [SAROC/GAROC] will fulfil its functions under these Terms of Reference in a timely, objective and professional manner consistent with the ‘LGA Strategic Management Framework’.

5.2.2. [SAROC/GAROC] may, through the Chief Executive and at the LGA’s expenses, seek external legal, financial or other advice on matters within its functions or concerning these Terms of Reference.

5.3. Chief Executive

5.3.1. The Chief Executive will make available to [SAROC/GAROC] information of the LGA which is relevant to the functions of [SAROC/GAROC].

5.3.2. The Chief Executive will ensure that administrative support and other resources are made available to [SAROC/GAROC] as included in the [SAROC/GAROC] approved annual business plan and budget to enable [SAROC/GAROC] to discharge its obligations under these Terms of Reference.

5.3.3. Resources made available to [SAROC/GAROC] will include resourcing by the LGA Office or external resources considered appropriate by the Chief Executive acting in consultation with [SAROC/GAROC].
6. Functions of [SAROC/GAROC]

6.1. LGA Object

6.1.1. The object of the LGA is to achieve public value through the promotion and advancement of the interests of local government by:

(a) advocating to achieve greater influence for local government in matters affecting councils and communities;

(b) assisting member councils to build capacity and increase sustainability through integrated and coordinated local government; and

(c) advancing local government through best practice and continuous improvement.

6.1.2. [SAROC/GAROC] will assist in the achievement of the LGA’s object by:

(a) supporting the activities of the LGA at a regional level;

(b) promoting communication between Members and between Members and the LGA;

(c) advocating in respect of matters which affect the [SAROC/GAROC] Regional Group;

(d) encouraging engagement of Members within the [SAROC/GAROC] Regional Group with [SAROC/GAROC] and the LGA; and

(e) participating in policy development and implementation.

6.2. Consideration and referral of Member items of business

6.2.1. Any Member of the [SAROC/GAROC] Regional Grouping may raise an item of business for the consideration of the Board of Directors or a General Meeting with [SAROC/GAROC]. The item of business must be clearly described in writing, including an indication as to whether the impact of the item is confined to the Member or has broader implications for the local government sector.

6.2.2. [SAROC/GAROC] will consider each item of business raised with [SAROC/GAROC] by a Member.

6.2.3. A Member may be invited by [SAROC/GAROC] to address a meeting of [SAROC/GAROC] in respect of the proposed item of business.

6.2.4. Where considered appropriate by [SAROC/GAROC] on the basis of the nature, scope and impact or potential impact of the item on the local government sector, [SAROC/GAROC] will refer the item to either the Board of Directors or a General Meeting.

6.2.5. [SAROC/GAROC] will inform the Member which has raised the item of business as to whether or not the item will be referred to the Board of Directors or a General Meeting.

6.2.6. Where an item of business is not referred to the Board of Directors or a General Meeting, [SAROC/GAROC] may provide assistance or guidance to the Member in respect of progressing the matter.
6.3. **Proposals for policy development**

6.3.1. [SAROC/GAROC] may develop proposals for policy positions for consideration at a General Meeting either in response to an issue raised by a Member within the [SAROC/GAROC] Regional Grouping or independently.

6.3.2. A policy position developed by [SAROC/GAROC] will be referred to the Board of Directors for consideration and determination as to whether or not the position should be put for consideration and adoption to a General Meeting.

6.4. **Election to Board of Directors**

6.4.1. [SAROC/GAROC] will elect 3 members of [SAROC/GAROC] (each of which must be a Council Member with relevant business and governance experience) to the Board of Directors.

6.4.2. In addition to Directors elected under clause 6.4.1, the chairperson of [SAROC/GAROC] will be a Director.

6.4.3. The term of office as a Director of the 3 persons elected to the Board of Directors by [SAROC/GAROC] and the chairperson of [SAROC/GAROC] will commence after the Annual General Meeting of the year in which the person is elected and shall be for 2 years or until a casual vacancy in that office occurs.

6.4.4. Persons elected under clause 6.4.1 are eligible for re-election for subsequent terms.

6.5. **Strategic and annual business planning**

6.5.1. [SAROC/GAROC] will develop, in consultation with the members within the [SAROC/GAROC] Regional Group, a 4 year strategic plan for regional advocacy, policy initiation and review, leadership, engagement and capacity building in the [SAROC/GAROC] region. The strategic plan will be reviewed and updated annually by [SAROC/GAROC] by [insert date] each year.

6.5.2. [SAROC/GAROC] will develop, in consultation with the members within the [SAROC/GAROC] Regional Group, an annual business plan for the next financial year by [insert date] each year.

6.5.3. The strategic plan and annual business plan for the next financial year will be presented to the Board of Directors for approval by [insert date] each year.

6.6. **Other functions**

[SAROC/GAROC] will undertake any other functions:

6.6.1. of [SAROC/GAROC] set out in the Constitution; or

6.6.2. delegated by the Board of Directors to [SAROC/GAROC].

7. **Budget**

7.1.1. [SAROC/GAROC] will by [date] each year develop and adopt a budget to cover anticipated expenses of activities under the strategic plan and annual business plan during the next financial year. After adoption by
7.1.2. [SAROC/GAROC] will provide a financial report to the Board of Directors no later than [insert date] providing a true and correct record of the expenditure of [SAROC/GAROC] against the annual budget.

7.1.3. The chairperson of [SAROC/GAROC] will meet with the Audit Committee of the LGA or the LGA’s external auditor on request to discuss the [SAROC/GAROC] financial report.

8. Committees

[SAROC/GAROC] may establish committees consisting of any person with relevant experience, skill or expertise for any purpose and determine the terms of reference for such committees.

9. Meetings of SAROC/GAROC

9.1. Resolution of the Board of Directors

Requirements under this clause 9 may be altered, supplemented or replaced by resolution of the Board of Directors.

9.2. Frequency of meetings and venue

9.2.1. [SAROC/GAROC] will meet at least once in each 2 month period at such times and places as shall be determined by the Chief Executive.

9.2.2. Any member of [SAROC/GAROC] or the Board of Directors may convene additional meetings of [SAROC/GAROC].

9.2.3. Notice of a meeting of [SAROC/GAROC] will be provided in writing to members of [SAROC/GAROC] by the Chief Executive no less than 7 days prior to the meeting providing the date, time and place of the meeting and the proposed business to be conducted at the meeting.

9.3. Chairperson

9.3.1. The chairperson of [SAROC/GAROC] will be a Council Member appointed by [SAROC/GAROC].

9.3.2. The chairperson will be the official spokesperson for [SAROC/GAROC].

9.3.3. If the chairperson of [SAROC/GAROC] is absent from a meeting of [SAROC/GAROC] then the members attending the [SAROC/GAROC] meeting will appoint a chairperson for the purposes of that meeting.

9.4. Decision making

9.4.1. All questions arising at a meeting of [SAROC/GAROC] shall be decided by a simple majority vote of the members of [SAROC/GAROC] present and voting on each question.

9.4.2. The Chair of the meeting has a deliberative vote and, if there are equal numbers of votes on any question, a casting vote.
9.5. Meeting procedure

The meeting procedures determined by the Board of Directors from time to time will apply to meetings of [SAROC/GAROC].

9.6. Attendance

9.6.1. Meetings of [SAROC/GAROC] will be closed to the public.

9.6.2. [SAROC/GAROC] may invite any person to attend its meetings.

9.7. Minutes

9.7.1. Minutes will be kept of all [SAROC/GAROC] meetings including a record of the actions of [SAROC/GAROC].

9.7.2. Within 48 hours of a [SAROC/GAROC] meeting, the chairperson will review and confirm the draft minutes. The draft minutes will then be circulated to [SAROC/GAROC] members for comment and if necessary amendment before being certified as correct by the chairperson.

9.8. Quorum

The quorum for a meeting [SAROC/GAROC] is one half of the members of [SAROC/GAROC], plus 1 member of [SAROC/GAROC] (provided that at least 1 member elected by each [SAROC/GAROC] Regional Grouping must be present except for a [SAROC/GAROC] Regional Grouping with no representation on [SAROC/GAROC]).

9.9. Performance assessment

[SAROC/GAROC] will assess its performance against:

9.9.1. the strategic plan and annual business plan each quarter; and

9.9.2. these Terms of Reference annually.

9.10. Reporting

9.10.1. A Director elected by [SAROC/GAROC] will provide a verbal report to the Board of Directors on key matters being considered by [SAROC/GAROC] at each Board or Director’s meeting at which the minutes of [SAROC/GAROC] are to be considered by the Board of Directors.

9.10.2. Any matter relevant to regional advocacy, policy initiation and review, leadership, engagement and capacity building in the regions considered to be of significance to the corporate governance, strategic direction and leadership of the LGA will be reported by [SAROC/GAROC] to the Board as soon as practicable after [SAROC/GAROC] has considered the matter.

9.10.3. [SAROC/GAROC] will provide an annual report to the Board of Directors by September each year summarising:

(a) the discharge of [SAROC/GAROC]’s responsibilities and functions under these Terms of Reference and against the strategic plan and annual business plan;

(b) the activities of [SAROC/GAROC] during the financial year;
(c) items of business referred to the Board of Directors or a General Meeting during the financial year; and

(d) items being considered by [SAROC/GAROC] which have not been reported to the Board of Directors and the intended actions in respect of those matters.

10. Access to information

10.1.1. [SAROC/GAROC] is entitled, acting though the Chief Executive, to access any information or discuss matters with staff of the LGA Office.

10.1.2. A copy of the agenda for a [SAROC/GAROC] meeting, reports to be considered by [SAROC/GAROC] and minutes of [SAROC/GAROC] meetings certified under clause 9.7.2 will be available to all Directors.

10.1.3. Subject to confidentiality requirements as determined by the Board of Directors or [SAROC/GAROC], a copy of the [SAROC/GAROC] agenda, reports and minutes certified under clause 9.7.2 will be published on the LGA website for review by Members.

11. Administration

11.1. Subject to clause 11.2, an administrator appointed to administer the affairs of the Member may exercise the rights and satisfy the obligations of the administered Member under these Terms of Reference.

11.2. An administrator is ineligible to be a member [SAROC/GAROC].
### Schedule: List of Regional Groupings of Members

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<th>[SAROC/GAROC] Regional Grouping</th>
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<td>[insert name of Regional Grouping]</td>
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Local Government Association of South Australia

Audit Committee Terms of Reference

[insert date of adoption]

1. Establishment

In accordance with clause 29.3 of the Local Government Association of South Australia Constitution and Rules (adopted [insert date]) (Constitution) the Board of Directors of the Local Government Association of South Australia (LGA) has resolved to establish a committee to discharge the functions of an audit committee as determined by the Board (Audit Committee).

2. Terms of Reference

2.1. These Terms of Reference set out the functions to be discharged by the Audit Committee.

2.2. The operation of the Terms of Reference may be altered by the Board of Directors either generally or in respect of specific circumstances by resolution. A resolution for the purposes of this clause 2.2 will be reported to the chairperson of the Audit Committee within 24 hours of the meeting of the Board of Directors at which the resolution was passed.

2.3. A capitalised term not defined in this document has the meaning provided for the term in the Constitution.

3. Status

The Audit Committee is a committee of the LGA and is responsible to the Board of Directors for the discharge of its functions.

4. Membership

4.1. The Audit Committee will comprise of:

4.1.1. at least 2 independent members; and

4.1.2. 1 Director (Director Member),

appointed by the Board of Directors.

4.2. The term of office for members of the Audit Committee will be:

4.2.1. 3 years for independent members; and

4.2.2. 2 years for the Director.

4.3. Each member of the Audit Committee must:

4.3.1. undertake his or her role as a committee member honestly and act with reasonable care and diligence in the performance and discharge of functions and duties;

4.3.2. not make improper use of information acquired by virtue of his or her position as a committee member to gain, directly or indirectly, an advantage for himself or herself or for another person or to cause detriment to the LGA;
4.3.3. not make improper use of his or her position as a committee member to gain, directly or indirectly, an advantage for himself or herself or for another person or to cause detriment to the LGA; and

4.3.4. not act in any matter where the committee member has a conflict of interest (provided that an interest shared in common with all or a substantial proportion of the members of the Audit Committee will not be an interest giving rise to a conflict of interest).

4.4. A member of the Audit Committee may be removed from the Audit Committee by the Board of Directors. The Board of Directors will provide an independent member with an opportunity to address the Board of Directors on his or her proposed removal from the Audit Committee prior to the Board of Directors resolving to remove the member from the Audit Committee.

5. Responsibilities

5.1. Board of Directors

5.1.1. The role of the Board of Directors is to oversee corporate governance of the LGA and provide strategic direction and leadership.

5.1.2. The duties of the Board of Directors include ensuring that:

(a) the LGA acts in accordance with applicable laws and this Constitution;

(b) the activities of the LGA are conducted efficiently and effectively and that the assets of the LGA are properly managed and maintained;

(c) subject to any overriding fiduciary or other duty to maintain confidentiality, the affairs of the LGA are undertaken in an open and transparent manner; and

(d) the LGA performs to its business plan and achieves or betters the financial outcomes projected in its budget.

5.1.3. Consistent with this role and these duties the Board of Directors has appointed the Audit Committee to:

(a) oversee the internal audit of the LGA’s finances and activities; and

(b) review and advise the Board on the external auditor’s report.

5.1.4. The Board of Directors will not adopt the annual financial statements of the LGA, until the Audit Committee has been provided with an opportunity to review those statements in accordance with clause 6.2.1.

5.1.5. The Board of Directors or the Chief Executive may from time to time refer matters to the Audit Committee for the consideration, including in relation to the financial affairs or performance of the LGA or the undertaking or proposed undertaking of any activity by the LGA or a subsidiary of the LGA.

5.1.6. The Board of Directors will receive, consider and respond to any report or recommendation provided to the Board of Directors by the Audit Committee.
5.1.7. The Board of Directors will periodically review the performance of the Audit Committee.

5.2. **Audit Committee**

5.2.1. The primary responsibility of the Audit Committee is to advise the Board of Directors on evaluating and improving the effectiveness of financial management, risk management, internal controls and governance processes.

5.2.2. The Audit Committee may, through the Chief Executive and at the LGA’s expenses, seek external legal, financial or other advice on matters within its functions or concerning these Terms of Reference.

5.2.3. The Audit Committee will fulfil the committee’s functions under these Terms of Reference in a timely, objective and professional manner.

5.3. **Director Member**

5.3.1. The Director Member will act as a conduit between the Audit Committee and the Board of Directors.

5.3.2. The Director Member will present any report of the Audit Committee to the Board of Directors and provide context for any recommendation of the Audit Committee.

5.3.3. The Director Member will provide a verbal report to the Board of Directors on key matters being considered by the Audit Committee at each Board of Director’s meeting at which the minutes of the Audit Committee are to be considered by the Board of Directors.

5.4. **Chief Executive**

5.4.1. The Chief Executive will make available to the Audit Committee information of the LGA which is relevant to the functions of the Audit Committee.

5.4.2. The Chief Executive will ensure that administrative support and other resources are made available to the Audit Committee to enable the committee to discharge its obligations under these Terms of Reference.

5.4.3. Resources made available to the Audit Committee will include resourcing by the LGA Office or external resources considered appropriate by the Chief Executive acting in consultation with the Audit Committee.

6. **Functions of the Audit Committee**

6.1. **External Audit**

6.1.1. The Audit Committee will recommend to the Board of Directors an external auditor to be appointed by the Board of Directors for the purposes of clause 39 of the Constitution.

6.1.2. The Audit Committee will review and advise the Board of Directors of the adequacy of:

   (a) the terms of engagement and audit fees for the external auditor prior to the commencement of each audit;
(b) the independence and objectivity of the external auditor and its compliance with all relevant requirements; and
(c) the external auditor’s proposed audit plan, approach and scope, including materiality levels.

6.1.3. The Audit Committee will meet with the external auditor without the presence of the Chief Executive or any staff of the LGA Office at least once each year to discuss the external audit process and outcomes.

6.1.4. Representatives of the external auditor must be invited to attend meetings of the Audit Committee at which the end of year financial report and outcomes of the external audit will be considered.

6.1.5. The Audit Committee may recommend to the Board of Directors that the external auditor or another appropriately qualified person examine and report on any matter related to financial management, risk management, internal controls and governance processes that would not otherwise be addressed as part of the annual external audit.

6.2. Financial reporting and prudential requirements

6.2.1. The Audit Committee will review the LGA’s annual financial statements (and any significant amendment of the financial statements previously considered by the Audit Committee prior to adoption by the Board of Directors) to ensure that the statements present fairly the state of affairs of the LGA. The Audit Committee will include in its considerations:
(a) compliance with accounting standards, policies and practices and any other reporting requirements, and any changes in these since the last annual financial statement were compiled;
(b) the process used to make significant accounting estimates;
(c) significant adjustments to the financial reports (if any) arising from the external audit process;
(d) significant variance in the financial statements from prior years;
(e) trends which have become evident from the annual financial statements over the last 5 year period;
(f) management representations attesting to the accuracy of the end of year financial statement and any significant matters evident from these statements; and
(g) the external auditor’s summary management report detailing the results and significant findings from the audit and management responses.

6.2.2. The Audit Committee will provide a recommendation regarding the adoption of the financial statements to the Board of Directors, subject to any recommendation by the Audit Committee.

6.2.3. The Audit Committee will review the LGA’s strategic management plans, annual business plans and budget and provide recommendations to the
Board of Directors regarding actions which may be taken to enhance financial governance and sustainability.

6.2.4. The Audit Committee will review recommendations contained in business cases developed by, or for, the LGA Office in respect of significant activities or major projects. The Audit Committee will consider prudential management principles when undertaking a review for the purpose of this clause.

6.3. Internal audit, internal controls, risk management systems and compliance

The Audit Committee will monitor and advise the Board of Directors on:

6.3.1. any internal audit project or special assignments that may be undertaken from time to time as requested by the Board of Directors or the Chief Executive;
6.3.2. the LGA’s risk management policies and systems;
6.3.3. internal controls over revenue, expenditure, assets and liability processes;
6.3.4. the adequacy of internal controls over significant risks, including both financial and non-financial management control systems;
6.3.5. the efficiency, effectiveness and sustainability of significant LGA programs and activities; and
6.3.6. compliance with regulations, policies, best practice guidelines, instructions and contractual arrangements.

6.4. Commercial activities and related entities

6.4.1. The Audit Committee will monitor and advise the Board of Directors on LGA subsidiaries and entities associated with the LGA, including:
   (a) LGCS Pty Ltd (trading as LGA Procurement)
   (b) South Australian Region Organisation of Councils;
   (c) the Greater Adelaide Region Organisation of Councils;
   (d) the Local Government Association Mutual Liability Scheme;
   (e) the Local Government Association Workers Compensation Scheme; and
   (f) the Local Government Research and Development Scheme.

6.4.2. The Audit Committee will include in its considerations for the purposes of clause 6.4.1:
   (a) service design, market testing and transitioning to new arrangements;
   (b) the effectiveness and value of services offered by the LGA, subsidiaries and associated entities to the Members; and
   (c) the ongoing adequacy of service models and governance arrangements in terms of achieving the local government sector’s desired outcomes and creating value for Members.
6.4.3. The Audit Committee will monitor and advise the Board of Directors on significant activities of the LGA, including activities where the LGA is the conduit for State government funding to Members.

6.5. Other functions

The Audit Committee will:

6.5.1. determine whether the systems of control in respect of ethical standards and conflicts of interest are adequate;

6.5.2. address issues brought to the attention of the Audit Committee, including responding to requests for advice within these Terms of Reference from the Board of Directors or the Chief Executive; and

6.5.3. make recommendations to the Board of Directors on any matter relevant to these Terms of Reference.

7. Meetings

7.1. Resolution of the Board of Directors

Requirements under this clause 7 may be altered, supplemented or replaced by resolution of the Board of Directors.

7.2. Frequency of meetings and venue

7.2.1. The Audit Committee will:

(a) meet at least once each quarter at a venue and time determined by the committee and documented in an annual schedule of meetings; and

(b) consider holding at least 1 joint workshop with the Board of Directors each year.

7.2.2. Any member of the Audit Committee or the Board of Directors may convene additional meetings of the Audit Committee.

7.2.3. A meeting of the Audit Committee must be convened in response to a request by the external auditor to meet with the Audit Committee.

7.3. Chairperson

7.3.1. The chairperson of the Audit Committee will be an independent member of the committee appointed by the Board.

7.3.2. If the chairperson of the Audit Committee is absent from a meeting of the Audit Committee then the members attending the Audit Committee meeting will appoint a chairperson for the purposes of that meeting.

7.4. Meeting procedure

The Audit Committee will determine its own meeting practice, processes and procedures.

7.5. Attendance

7.5.1. Meetings of the Audit Committee will be closed to the public.
7.5.2. The Director member of the Audit Committee may send another Director as a proxy for him or her to any meeting of the Audit Committee.

7.5.3. The Chief Executive may attend all meetings of the Audit Committee on an ex officio basis, except as provided for in clause 6.1.3 or as otherwise determined by the Audit Committee.

7.5.4. The Audit Committee may invite any person to attend its meetings.

7.6. Minutes

7.6.1. Minutes will be kept of all Audit Committee meetings including a record of the actions of the Audit Committee.

7.6.2. Within 48 hours of an Audit Committee meeting, the chairperson will review and confirm the draft minutes. The draft minutes will then be circulated to the Audit Committee members for comment and if necessary amendment before being certified as correct by the chairperson.

7.7. Quorum

A quorum for an Audit Committee meeting is 2 members, provided that a Director must be present at each Audit Committee meeting.

7.8. Performance assessment

The Audit Committee will assess its performance against these Terms of Reference annually.

7.9. Reporting

7.9.1. Any matter relevant to the corporate governance, financial management, risk management and process improvement of the LGA considered to be of significance to the corporate governance, strategic direction and leadership of the LGA will be reported by the Audit Committee to the Board as soon as practicable after the Audit Committee has become aware of and considered the matter. The Audit Committee will outline the nature of the matter highlighting any opportunities and risks for the LGA and endeavour to include recommendations in respect of the matter reported to the Board of Directors.

7.9.2. The Audit Committee will provide an annual report to the Board of Directors by 1 September each year summarising:

(a) the discharge of the Audit Committee’s responsibilities and function under these Terms of Reference;

(b) the activities of the Audit Committee during the previous year;

(c) issues referred to the Board of Directors during the previous year and whether or not the issue was resolved or addressed; and

(d) issues being considered by the Audit Committee which have not been reported to the Board of Directors and the intended actions in respect of those matters.

8. Access to information
8.1.1. The Audit Committee is entitled, acting though the Chief Executive, to access any information or discuss matters with staff of the LGA Office.

8.1.2. A copy of the agenda for an Audit Committee meeting, reports to be considered by the Audit Committee and minutes of Audit Committee meetings certified under clause 7.6.2 will be available to all Directors.

8.1.3. Subject to confidentiality requirements as determined by the Board of Director or the Audit Committee, a copy of the Audit Committee agenda, reports and minutes certified under clause 7.6.2 will be published on the LGA website for review by Members.

9. Remuneration and Expenses

The Board of Directors will determine from time to time reasonable remuneration for the members of the Audit Committee. Expenses reasonably incurred in carrying out the role of a member of the Audit Committee will be reimbursed by the LGA.

10. Indemnity insurance

Independent members of the Audit Committee will be indemnified for civil liability claims by the Local Government Association Mutual Liability Scheme in accordance with the rules applying to that scheme from time to time. These rules are available at [insert link].
Local Government Association of South Australia

CEO Advisory Group Terms of Reference

[insert date of adoption]

1. Establishment

In accordance with clause 29.3 of the Local Government Association of South Australia Constitution and Rules (adopted [insert date]) (Constitution) the Board of Directors of the Local Government Association of South Australia (LGA) has resolved to establish a CEO Advisory Group.

2. Terms of Reference

2.1. These Terms of Reference set out the functions to be discharged by the CEO Advisory Group.

2.2. The operation of the Terms of Reference may be altered by the Board of Directors either generally or in respect of specific circumstances by resolution. A resolution for the purposes of this clause 2.2 will be reported to the chairperson of CEO Advisory Group within 24 hours of the meeting of the Board of Directors at which the resolution was passed.

2.3. A capitalised term not defined in this document has the meaning provided for the term in the Constitution.

3. Status

The CEO Advisory Group is a committee of the LGA and is responsible to the Board of Directors for the discharge of its functions.

4. Membership

4.1. The CEO Advisory Group is comprised of:

- 4 chief executive officers of Members within SAROC Regional Groupings of Member; and
- 4 chief executive officers of Members within GAROC Regional Groupings of Member,

appointed by the Board of Directors for a term of [insert time period].

4.2. Each member of the CEO Advisory Group must:

- undertake his or her role as a committee member honestly and act with reasonable care and diligence in the performance and discharge of functions and duties;
- not make improper use of information acquired by virtue of his or her position as a committee member to gain, directly or indirectly, an advantage for himself or herself or for another person or to cause detriment to the LGA;
- not make improper use of his or her position as a committee member to gain, directly or indirectly, an advantage for himself or herself or for another person or to cause detriment to the LGA; and
4.2.4. not act in any matter where the committee member has a conflict of interest (provided that an interest shared in common with all or a substantial proportion of the members of the CEO Advisory Group will not be an interest giving rise to a conflict of interest).

4.3. A member of the CEO Advisory Group may be removed from the CEO Advisory Group by the Board of Directors. The Board of Directors will provide a member with an opportunity to address the Board of Directors on his or her proposed removal from the CEO Advisory Group prior to the Board of Directors resolving to remove the member from the CEO Advisory Group.

5. Responsibilities

5.1. Board of Directors

5.1.1. The role of the Board of Directors is to oversee corporate governance of the LGA and provide strategic direction and leadership.

5.1.2. The duties of the Board of Directors include ensuring that:

(a) the LGA acts in accordance with applicable laws and this Constitution;

(b) the activities of the LGA are conducted efficiently and effectively and that the assets of the LGA are properly managed and maintained;

(c) subject to any overriding fiduciary or other duty to maintain confidentiality, the affairs of the LGA are undertaken in an open and transparent manner; and

(d) the LGA performs to its business plan and achieves or betters the financial outcomes projected in its budget.

5.1.3. Consistent with this role and these duties the Board of Directors has appointed the CEO Advisory Group to provide advice and input to LGA on matters within the group’s functions.

5.1.4. The Board of Directors may from time to time refer matters to the CEO Advisory Group for consideration.

5.1.5. The Board of Directors will receive, consider and respond to any report and recommendations provided to the Board of Directors by the CEO Advisory Group.

5.1.6. The Board of Directors will periodically review the performance of the CEO Advisory Group.

5.2. CEO Advisory Group

5.2.1. The primary responsibility of the CEO Advisory Group is to advise the Board of Directors on the design and delivery of policy and services to members.

5.2.2. The CEO Advisory Group may, through the Chief Executive and at the LGA’s expenses, seek external legal, financial or other advice on matters within its functions or concerning these Terms of Reference.

5.2.3. The CEO Advisory Group will fulfil its functions under these Terms of Reference in a timely, objective and professional manner.
5.3. **Chief Executive**

5.3.1. The Chief Executive will make available to the CEO Advisory Group information of the LGA which is relevant to the functions of the CEO Advisory Group.

5.3.2. The Chief Executive will ensure that administrative support and other resources are made available to the CEO Advisory Group to enable the committee to discharge its obligations under these Terms of Reference.

5.3.3. Resources made available to the CEO Advisory Group will include resourcing by the LGA Office or external resources considered appropriate by the Chief Executive acting in consultation with the CEO Advisory Group.

6. **Function of the CEO Advisory Group**

6.1. The CEO Advisory Group will provide advice to the LGA Board on the design and delivery of policy and services to members. Key considerations for the CEO Advisory Group will be:

6.1.1. assessing the value and validity of the services offered by the LGA to its Members;

6.1.2. considering proposals for the further development of existing or new services by the LGA; and

6.1.3. the effectiveness of operational policies adopted by the LGA in connection with Member services.

6.2. The CEO Advisory Group will as necessary to its functions:

6.2.1. liaise with staff of the LGA Office and subsidiaries of the LGA providing commercial services;

6.2.2. liaise with other committees of the LGA;

6.2.3. consider the ‘Value Proposition’ offered by the LGA to its Members; and

6.2.4. consider any Member feedback received by the LGA.

7. **Meetings**

7.1. **Resolution of the Board of Directors**

Requirements under this clause 7 may be altered, supplemented or replaced by resolution of the Board of Directors.

7.2. **Frequency of meetings and venue**

7.2.1. The CEO Advisory Group will:

(a) meet at least once each quarter at a venue and time determined by the committee and documented in an annual schedule of meetings; and

(b) consider holding at least 1 joint workshop with the Board of Directors each year.
7.2.2. Any member of the CEO Advisory Group or the Board of Directors may convene additional meetings of the CEO Advisory Group.

7.3. **Chairperson**

7.3.1. The chairperson of the CEO Advisory Group will be selected by the CEO Advisory Group.

7.3.2. If the chairperson of the CEO Advisory Group is absent from a meeting of the CEO Advisory Group then the members attending the CEO Advisory Group meeting will appoint a chairperson for the purposes of that meeting.

7.4. **Meeting procedure**

The CEO Advisory Group will determine its own meeting practices, processes and procedures.

7.5. **Attendance**

7.5.1. Meetings of the CEO Advisory Group will be closed to the public.

7.5.2. The CEO Advisory Group may invite any person to attend its meetings.

7.6. **Minutes**

7.6.1. Minutes will be kept of all CEO Advisory Group meetings including a record of the actions of the CEO Advisory Group.

7.6.2. Within 48 hours of a CEO Advisory Group meeting, the chairperson will review and confirm the draft minutes. The draft minutes will then be circulated to the CEO Advisory Group members for comment and if necessary amendment before being certified as correct by the chairperson.

7.7. **Quorum**

A quorum for a CEO Advisory Group meeting is 5 members.

7.8. **Reporting**

7.8.1. The CEO Advisory group will provide a written report to the Board of Directors after each CEO Advisory Group meeting providing an update on any matters being considered by the group.

7.8.2. The CEO Advisory Group will provide an annual report to the Board of Directors by 1 September each year summarising:

(a) the discharge of the CEO Advisory Group's responsibilities and function under these Terms of Reference;

(b) the activities of the CEO Advisory Group during the previous financial year;

(c) the issues referred to the Board of Directors during the previous financial year and whether or not each issue was resolved or addressed; and
(d) issues being considered by the CEO Advisory Group which have not been reported to the Board of Directors and the intended actions in respect of those matters.

7.9. **Access to information**

7.9.1. The CEO Advisory Group is entitled, acting through the Chief Executive, to access any information or discuss matters with staff of the LGA Office.

7.9.2. A copy of the agenda for a CEO Advisory Group meeting, reports to be considered by the CEO Advisory Group and minutes of CEO Advisory Group meetings certified under clause 7.6.2 will be available to all Directors.

7.9.3. Subject to confidentiality requirements as determined by the Board of Director or the CEO Advisory Group, a copy of the CEO Advisory Group agenda, reports and minutes certified under clause 7.6.2 will be published on the LGA website for review by Members.
Local Government Association of South Australia

Meeting Procedures

1. Meeting Procedures

1.1. As contemplated by the Local Government Association of South Australia Constitution and Rules (adopted [insert date]) (Constitution) the Board of Directors of the LGA has resolved to adopt the meeting procedures set out in this document (Meeting Procedures) to regulate the mode and conduct of proceedings at any General Meeting, and meetings of the Board of Directors, SAROC or GAROC and LGA committees (Meetings).

1.2. These Meeting Procedures may be altered by the Board of Directors either generally or in respect of specific circumstances by resolution. A resolution for the purposes of this clause 1.2 will not take effect until the resolution has been published in an LGA Circular.

1.3. A capitalised term not defined in this document has the meaning provided for the term in the Constitution.

1.4. These Meeting Procedures are ancillary to the Constitution. To the extent of any inconsistency between the Constitution and these procedures, the Constitution will prevail.

1.5. To extent matters are not dealt with by the Meeting Procedures, Joske’s Law and Procedure and Meetings in Australia will be the source of procedural rules.

2. Procedures applicable to all Meetings

2.1. Guiding principles for Meeting procedures

2.1.1. Where there is a discretion with respect to the meeting procedures to be adopted at a Meeting the guiding principles in this clause should be applied.

2.1.2. Meeting procedures should:

(a) be fair and contribute to open, transparent and informed decision-making;

(b) encourage appropriate participation by persons present at the Meeting;

(c) reflect levels of formality appropriate to the nature and scope of the responsibilities exercised at the Meeting; and

(d) be sufficiently certain to give Members and other key stakeholders confidence in the deliberation undertaken at the Meeting.

2.2. Meeting commencement

2.2.1. A Meeting must commence at the appointed time for the Meeting unless a quorum is not present at this time (in which case the Meeting will, subject to clause 2.2.2, commence once a quorum is in attendance).

2.2.2. If no quorum is present at a Meeting within 30 minutes after the time appointed for a Meeting, the chair may adjourn the Meeting to a determined
date, time and place, provided that the date is no earlier than 7 days after the adjourned Meeting (or in the case of a General Meeting convened to consider a special resolution no earlier than 30 days after the notice of the adjourned Meeting is provided to Members).

2.3. Meeting adjournment

2.3.1. Persons attending a Meeting who are entitled to vote at that Meeting may determine by majority to adjourn the Meeting to a specified place, date and time.

2.3.2. Notice of the adjourned Meeting will be provided to all persons entitled to attend the Meeting.

2.4. Meeting cancellation

2.4.1. A Meeting may be cancelled by the chair if the number of apologies in advance of the date of the Meeting indicates that a quorum will not be present.

2.4.2. Persons entitled to attend the Meeting will be notified of the place, date and time of the rescheduled meeting in accordance with the notice period applying to that Meeting.

2.5. Confidential matters

2.5.1. Where the nature of a matter requires the matter to remain confidential, the matter will be marked ‘Confidential’ in agendas, reports and other papers (Meeting Papers) dealing with the matter by the Chief Executive prior to distribution to Meeting participants.

2.5.2. The Meeting will consider the nature of any matter marked ‘Confidential’ in accordance with clause 2.5.1 and will determine whether or not to pass a resolution that the matter be treated confidentially.

2.5.3. The guiding principle contained in clause 2.1.2(a) and circumstances listed in section 90(3) of the Local Government Act 1999 must be considered for the purpose of determining the confidentiality of a matter under clause 2.5.1 and 2.5.2, however other circumstances may also be taken into account.

2.5.4. Where a resolution is passed for the purposes of clause 2.5.2 requiring that a matter be treated confidentially, the chair of the Meeting may exclude all persons not entitled to participate in the Meeting. The chair may determine that specific persons not entitled to participate in the Meeting may remain at the Meeting, even though a confidential matter is to be discussed.

2.5.5. The confidentiality of matters must be preserved by all persons having access to the Meeting Papers. This requirement is not intended to prevent discussion within the LGA Office which occurs in order to progress or address confidential matters in the manner determined by the Meeting at which the confidential matters were considered.

2.5.6. A person receiving a Meeting Paper marked ‘Confidential’ must not provide that paper to any other person or discuss or disseminate information
contained in that paper, unless the Meeting has resolved that the matter not be treated confidentially.

3. **Use of technology**

A Meeting may occur from two or more venues through the use of technology provided that the persons entitled to attend the Meeting have a reasonable opportunity to participate in the meeting.

4. **Minutes**

4.1. **Obligation to take and maintain minutes**

4.1.1. Minutes will be taken of all proceedings and actions arising from a Meeting. Minutes will be provided to the LGA for inclusion in the minute books within 5 days of the Meeting to which the minutes relate.

4.1.2. Minute books will be kept by the LGA at its principal office either in hardcopy or electronic form.

5. **Procedures applicable to General Meetings**

5.1. **Items of business**

5.1.1. Any Member may propose an item of business for the Annual General Meeting to SAROC, GAROC or the Board of Directors.

5.1.2. Only SAROC, GAROC or the Board of Directors may determine to place an item of business on the agenda for a General Meeting.

5.2. **Motions**

5.2.1. Where an item of business has been put on the agenda of a General Meeting under clause 5.1.2, the Member which raised the item of business with SAROC, GAROC or the Board of Directors may put a motion with respect to the item of business.

5.2.2. A motion will lapse if it is not seconded at the appropriate time.

5.2.3. A Member moving or seconding a motion will speak once to the motion at the time of moving or seconding the motion, excepting that a Member may provide an explanation of a material part of his or her speech later in a debate on the motion.

5.2.4. A Member may propose an amendment to a motion before a General Meeting, provided that, subject to clause 5.2.7, only 2 amendments to the motion may be proposed.

5.2.5. An amendment will lapse if it is not seconded at the appropriate time.

5.2.6. A person proposing an amendment may speak to the amendment and, if he or she does so, will be taken to have spoken on the motion to which the amendment has been proposed.

5.2.7. The mover of a motion or amendment may, with the consent of the seconder, request leave of the General Meeting to vary, alter or withdraw a motion or amendment.
5.2.8. Each resolution considered at a General Meeting will be decided by the majority value of the votes of the Delegates present at the Meeting and voting on the resolution.

5.3. Questions on notice

5.4. Addresses by Members

5.4.1. A Member must not speak for more than 5 minutes without the leave of the General Meeting.

5.4.2. A Member may, with the leave of the General Meeting, raise a matter of urgency.

5.5. Manner of voting

5.5.1. The Chief Executive will read out a motion before a vote is taken.

5.5.2. Voting will occur electronically.

5.5.3. Each Delegate must cast a vote on each motion put to the Meeting.

5.6. Suspension of Meeting Procedures

5.6.1. The chair of the General Meeting may suspend the operation of some or all of these Meeting Procedures for a period of time to facilitate informal discussions, with the approval of the General Meeting.

5.6.2. The chair or the majority of the Meeting may determine that the period of suspension should end.

5.7. Points of order

5.7.1. The chair of the General Meeting may call to order a Member who is in breach of these Meeting Procedures.

5.7.2. A Member may bring to the attention of the chair an alleged breach of these Meeting procedures.

5.7.3. A point of order takes precedence over all other business until the point of order had been determined.

5.7.4. The chair of the General Meeting will rule on the point of order. However, a motion may be put to the General Meeting that the chair’s ruling not stand. The chair may make a statement regarding the ruling prior to the motion being put.

5.8. Interruptions

5.8.1. A Member must not act in an improper or disorderly manner at any General Meeting.

5.8.2. A Member must not interrupt another Member who is speaking, except to object to the words used by the speaking Member or to raise a point of order.

5.8.3. Where a Member is alleged to have contravened clause 5.8.2:
(a) that Member must be allowed to make a personal explanation before leaving the General Meeting while the matter is considered by the Meeting; and

(b) the General Meeting must consider whether a contravention of clause 5.8.2 has occurred and, if so, whether the Member should be suspended for a part or the remainder of the Meeting.

5.8.4. A personal explanation of a Member may not be debated.

6. Procedures applicable to Meetings of the Board of Directors

6.1. Oath of elected office

6.1.1. At the first Board of Directors Meeting to be attended by a Director, the Director will provide the oath of office, declaring that the Director will, to the best of his or her ability:

(a) undertake their Board role conscientiously and in accordance with the Constitution and Rules of the LGA;

(b) consider the interests of the LGA and the Councils the LGA represents;

(c) ensure they are informed of the views and interests of Councils;

(d) actively contribute to the Board; and

(e) support the decisions and actions of the Board.

6.1.2. A failure to provide the oath of office does not remove the person from the Board.

7. Provisions applicable to Meetings of SAROC/GAROC

8. Provisions applicable to LGA committees
Amendment

The Constitution is amended by inserting Part 28.

**Part 28 - Governance Transition**

149. Interpretation

149.1 In this Part 28:

“Adoption Date” means the date on which both of the following criteria have been satisfied (regardless of the order in which the criteria are satisfied):

(a) the New Constitution has been adopted by the Ordinary Members; and

(b) the Minister responsible for the *Local Government Act 1999* has approved the revocation of this Constitution.

“Effective Time” means immediately after the Annual General Meeting held following the Adoption Date.

“GAROC” means the “Greater Adelaide Region Organisation of Councils” described in clause 24 of the New Constitution.

“New Constitution” means the constitution of the LGA adopted by the Members of the LGA at a General Meeting which will commence operation at the Effective Time and replace this Constitution.

“SAROC” means the “South Australia Region Organisation of Councils” described in clause 24 of the New Constitution.

“Transition Period” means the time period between the Adoption Date and the Effective Time.

149.2 This Part 28 applies notwithstanding any other provision of this Constitution.

149.3 To the extent of any inconsistency between this Part 28 and the other provision of this Constitution, this Part 28 prevails.

150. Provisions of the Constitution cease to operate

From the Adoption Date the following provisions of this Constitution will cease to operate:

150.1 Part 7 – Nomination of Officers;

150.2 Part 8 – Election of Officer Bearers;

150.3 Part 9 – Postal Voting.

*Drafting note: Clauses to be confirmed*
151. **Arrangements for the New Constitution**

During the Transition Period, the Board and the Chief Executive will take such steps as are necessary to ensure that arrangements are in place for the New Constitution to commence at the Effective Time, including by:

151.1 approving terms of reference for SAROC and GAROC for the purpose of clause 24.4 of the New Constitution;

151.2 facilitating the election of SAROC and GAROC by the relevant Regional Groupings of Members;

151.3 facilitating the election by SAROC and GAROC of 4 Directors each to the Board of Directors which will form as at the Effective Time; and

151.4 conduct an election for the President of the LGA as if clauses 33 and 34 of the New Constitution were set out in full in this Constitution, excepting that:

(a) clause 33.5 of the new Constitution is excluded; and

(b) for the purposes of clause 33.6. the President would be a Presiding Member of a Council within a regional grouping of councils comprising SAROC.
7.1 MLGG Financial Summary as at 28 February 2018

MLGG Financial Summary
From: Stephen Smith, Director Policy
Meeting: MLGG 14 March 2018
ECM:  659642

Recommendation
That the Metropolitan Local Government Group notes the financial summary for the MLGG as at 28 February 2018.

Discussion
The following table provides a summary of the MLGG’s finances to 28 February 2018.

MLGG Financial Position:
Opening balance: $194,578
Closing balance: $193,442.

<table>
<thead>
<tr>
<th>MLGG - Metro Local Government Group</th>
<th>YTD Actual</th>
<th>YTD Budget</th>
<th>Variance Fav/(Unfav)</th>
<th>FY Budget</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Revenue</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>1411 - Grants, Subsidies &amp; Contributions</td>
<td>77,723</td>
<td>39,000</td>
<td>38,723</td>
<td>39,000</td>
</tr>
<tr>
<td>8522 - Transfer from Reserve</td>
<td>141,596</td>
<td>141,596</td>
<td>(0)</td>
<td>141,596</td>
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<tr>
<td><strong>TOTAL REVENUE</strong></td>
<td>219,319</td>
<td>180,596</td>
<td>38,723</td>
<td>180,596</td>
</tr>
</tbody>
</table>

| **Expenses**                       |            |            |                      |          |
| 3236 - Catering                    | 1,789      | 1,500      | (289)                | 2,000    |
| 3244 - Meeting Costs               | 216        | 4,000      | 3,784                | 8,000    |
| 3312 - Consultant General          | -          | 10,000     | 10,000               | 20,000   |
| 3514 – MLGG Think Tanks/Events     | 22,500     | 22,500     | 0                    | 146,596  |
| 3841 - Venue Hire                  | 1,341      | 3,000      | 1,659                | 4,000    |
| 3864 - Staff Travel - Taxi         | 30         | -          | (30)                 | -        |
| **TOTAL EXPENSES**                 | 25,740     | 41,000     |                      | 180,596  |

**NET BALANCE**                      | 193,442    | 139,596    |

Endorsed Activities
1. 2018 Smart City Snapshot report  $10,000 (awaiting invoice from the University of Adelaide)