



# *Rules*

**Incorporated under the Association Incorporation Reform Act 2012 (Vic) (the Act)**

## Contents

<b>Part 1: Preliminary</b> .....	4
1. <b>The Association's name</b> .....	4
2. <b>The Association's purposes</b> .....	4
3. <b>The Association's powers</b> .....	4
4. <b>Use of the Association's income and assets</b> .....	4
5. <b>Financial Year</b> .....	5
6. <b>Definitions</b> .....	5
<b>Part 2: Membership</b> .....	6
7. <b>Members</b> .....	6
8. <b>Membership applications</b> .....	6
9. <b>Membership Fees</b> .....	7
10. <b>Members' rights, obligations and liabilities</b> .....	7
11. <b>Ending membership</b> .....	7
12. <b>Life Membership</b> .....	8
<b>Part 3: The Executive Committee</b> .....	9
13. <b>The Executive Committee</b> .....	9
14. <b>The Committee's responsibilities and functions</b> .....	9
15. <b>The Executive Committee members</b> .....	9
16. <b>Election of the Executive Committee</b> .....	10
17. <b>General duties of Executive Committee members</b> .....	11
18. <b>Conflict of interest</b> .....	12
19. <b>Term of office</b> .....	12

20. The Secretary.....	13
21. Executive Committee member resignations, removal and casual vacancies .....	13
<b>Part 4: Executive Committee Meetings.....</b>	<b>14</b>
22. Calling Executive Committee meetings .....	14
23. Executive Committee meetings procedure .....	15
<b>Part 5: General meetings of FinPro .....</b>	<b>16</b>
24. General meetings .....	16
25. Calling a Special General Meeting .....	16
26. Notice of general meetings (including special resolutions).....	17
27. General meetings procedure .....	17
<b>Part 6: Financial and Documentation matters.....</b>	<b>18</b>
28. Custody of documents and members' access to documents .....	18
<b>Part 7: Disciplinary Matters.....</b>	<b>20</b>
29. Disciplining members .....	20
30. Resolving disputes .....	20
<b>Part 8: General Matters.....</b>	<b>21</b>
31. Funds.....	21
32. Common seal .....	21
33. Changing the rules .....	21
34. Winding up FinPro .....	22
35. Notices .....	22

## **Part 1: Preliminary**

### **1. The Association's name**

The name of the FinPro is Local Government Finance Professionals Inc. (FinPro).

### **2. The Association's purposes**

The purposes of the FinPro are:

- (1) To create an awareness and promote the image of Local Government finance professionals.
- (2) To upgrade the standards of accounting and financial management in Local Government by providing education and training.
- (3) To provide a communications network for Local Government finance professionals.
- (4) To provide liaison and advocacy on behalf of Local Government finance professionals.

### **3. The Association's powers**

- (1) The FinPro has the legal capacity of an incorporated body.
- (2) The FinPro has power to do anything incidental or conducive to achieve its purposes.
- (3) The FinPro may only:
  - (a) exercise its powers; and
  - (b) use its income and assets (including any surplus),  
for its purposes.

### **4. Use of the Association's income and assets**

- (1) The FinPro must not distribute any surplus, income or assets directly or indirectly to its members.
- (2) This rule does not prevent the FinPro from paying its members:
  - (a) reimbursement for expenses properly incurred by them, and
  - (b) for goods supplied and services provided by them,

if this is done in good faith on terms no more favourable than if the member were not a member.

## 5. Financial Year

- (1) The financial year of the FinPro starts on 1 October of each year and runs for a period of 12 months (Financial Year).

## 6. Definitions

In these Rules—

**Chair**, of a general meeting or committee meeting, means the person chairing the meeting;

**Committee** means the Executive Committee, having management of the business of the FinPro;

**Committee meeting** means a meeting of the Committee held in accordance with these Rules;

**Committee member** means a member of the Executive Committee elected or appointed under Division 3 of Part 5;

**Disciplinary appeal meeting** means a meeting of the members of FinPro convened under rule 30;

**Disciplinary meeting** means a meeting of the Committee convened for the purposes of rule 29;

**Financial year** means the 12 month period specified in rule 5;

**General meeting** means a general meeting of the members of FinPro convened in accordance with Part 4 and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting;

**member** means a member of FinPro;

**member entitled to vote** means a member who under rule 11 (2) is entitled to vote at a general meeting;

**special resolution** means a resolution that requires not less than three-quarters of the members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution;

**the Act** means FinPro's Incorporation Reform Act 2012 and includes any regulations made under that Act;

**the Registrar** means the Registrar of Incorporated Association.

## **Part 2: Membership**

### **7. Members**

- (1) The Association must have at least 50 members.
- (2) Anyone who supports the purposes of the FinPro can apply to join the FinPro as a member.

### **8. Membership applications**

- (1) A person may apply to join the FinPro as a member by completing and submitting a membership renewal form to the FinPro and paying the first year's annual membership fee.
- (2) Anyone applying for membership must support the purpose of FinPro and comply by these Rules.
- (3) In these rules, writing includes email and other correspondence in electronic form.
- (4) Applications for membership of the FinPro must be in the form approved by the Committee (if any).
- (5) The Committee can approve or reject a membership application. If the Committee rejects a membership application, it is not required to give reasons for that decision, but it must return the annual subscription fee paid by the applicant and write to the person to tell them their membership application has been rejected. If the Committee decides to consider individual applications for membership, the FinPro must notify the applicant of its decision as soon as practicable.
- (6) A person becomes a member when the Secretary adds the person's name and address to the members' register and they pay the annual membership fee.
- (7) The FinPro must inform the person when their membership has started. If they join after 1 April in any year their membership will be calculated in proportion to the remaining Financial Year at the time they become a member. That fee must be paid within the time specified by the Committee.

## **9. Membership Fees**

- (1) The Executive Committee must set an annual membership and categories for membership. They can also set other fees as and when required.
- (2) Members must pay the annual membership fee within the time specified by the Committee. If a member does not pay in time, their membership is suspended until the annual membership fee is paid. When membership is suspended, a member cannot exercise their members' rights such as voting at the Annual General Meeting.

## **10. Members' rights, obligations and liabilities**

- (1) Members have rights, obligations and liabilities as set out in the Act and in these rules.
- (2) Members have one vote each with a maximum of 10 votes per organisation. It is at the discretion of the Executive Committee to determine the rules surrounding the allocation of votes for organisations.
- (3) A member of the FinPro who is entitled to vote has the right to:
  - (a) receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these rules;
  - (b) submit items of business for consideration at a general meeting;
  - (c) attend and be heard at general meetings;
  - (d) vote at general meetings;
  - (e) have access to the minutes of general meetings and other documents of FinPro in accordance with these rules; and
  - (f) inspect the register of members.

The rights of a member are not transferable and end when membership ceases.

- (4) Each member's liability is limited to payment of that member's annual membership fees.

## **11. Ending membership**

- (1) Members can cease being a member of the FinPro at any time by notice in writing to the Secretary.
- (2) A member stops being a member if:

- (a) The member advises in writing that they are resigning as member.
- (b) the Secretary has made a written request to the member to confirm they wish to remain a member; and the member has not, within three months after receiving that request, confirmed in writing that they wish to remain a member.
- (3) When a membership ends, the FinPro will not refund any subscription fees already paid. Once a member ceases being a member, the Secretary must remove information from the register of members within 14 days in accordance with the Act.
- (4) Writing includes email and other correspondence in electronic form.

## **12. Life Membership**

- (1) The Executive Committee may also bestow a Life Membership from time to time in consideration of special or exemplary service rendered to the FinPro.
- (2) No person shall be eligible for Life Membership unless such person has completed a minimum of five years membership of the FinPro.
- (3) The appointment of Life Membership shall be made by the Executive Committee.
- (4) Life Members shall be entitled to all privileges of members and shall have full voting rights but shall not be required to pay annual membership.
- (5) Any decision of the Executive Committee to award a Life Membership must follow a formal procedure which requires:
  - (a) nomination by another member (or members),
  - (b) written testimonial on the candidate to be forwarded by the nominator
  - (c) that a special committee may be formed by the Executive Committee to consider the application and take a recommendation to the whole of the Executive Committee, and
  - (d) If a special committee is formed in relation to rule 8 (5)(c) such a committee comprise not less than 3 members.

## **Part 3: The Executive Committee**

### **13. The Executive Committee**

(1) FinPro is governed by an Executive Committee (Executive) that is made up of committee members elected in accordance with these rules.

### **14. The Committee's responsibilities and functions**

(1) The Executive Committee is responsible for management of the FinPro and can exercise all powers and functions of the FinPro (consistently with these rules and the Act), except for powers and functions that the members are required to exercise at a general meeting (under these rules or the Act).

(2) The Executive Committee can delegate any of its powers and functions to a committee member, a sub-committee, a staff member or a member, other than the power of delegation or a duty imposed on the Executive Committee by the Act or under any other law.

(3) The delegation must be in writing, may be subject to any conditions or limitations that the Executive Committee considers appropriate and can be revoked in whole or in part by the Executive Committee in writing.

(4) Among its other responsibilities, the Executive Committee is responsible for making sure:

- (a) accurate minutes of general meetings and committee meetings of the FinPro are made and kept;
- (b) any material personal interest disclosed at a committee meeting is recorded in the minutes of that committee meeting; and
- (c) all records, securities and relevant documents (as defined in the Act) of the FinPro are kept properly and in accordance with these rules.

### **15. The Executive Committee members**

(1) The Executive Committee is made up of the following committee members:

- (a) the President, Vice-President (up to three), the Treasurer, the Secretary (**the Office Bearers**); and
- (b) up to 12 ordinary committee members.

(2) Executive Committee members are elected by members of FinPro at each Annual General Meeting (AGM) and may be elected at a Special General Meeting (SGM) in accordance with these rules.

(3) A member is eligible to be elected or appointed as an Executive Committee member if the member:

- (a) is at least 18 years of age; and
- (b) is entitled to vote at a general meeting of the FinPro.

## **16. Election of the Executive Committee**

- (1) The AGM or SGM must by resolution decide how many Executive Committee members it wishes to elect in that particular year.
- (2) Each of the office bearer positions must be elected separately by the Executive Committee at the first meeting of the committee following the AGM or SGM.
- (3) If the AGM or SGM decides to elect any Executive Committee members, those positions must be elected together.
- (4) Nominations for each position can be made by notifying the Secretary up to 48 hours before the meeting.
- (5) The chair of the meeting can accept additional nominations at the meeting.
- (6) Candidates may nominate themselves or may be nominated by another member, if they consent.
- (7) If the number of candidates for a position is fewer than the number to be elected:
  - (a) the chair of the meeting must declare elected those candidates who have been nominated; and
  - (b) the Executive Committee may fill the remaining vacancies in accordance with the rule about 'committee member resignations, removal and casual vacancies'.
- (8) If the number of candidates for a position is equal to the number to be elected, the chair of the meeting must declare those candidates elected.

- (9) If there are more candidates for a position than the number to be elected, a ballot must be held as set out below.
- (10) The chair of the meeting must appoint a returning officer to conduct the ballot (who may be the Chair of the meeting).
- (11) The candidates may each make a short speech in support of their election.
- (12) An election is usually conducted by show of hands, but can be held by secret ballot if requested by a member or the chair.
- (13) The returning officer must give each member present in person a blank piece of paper for each ballot (or, for those present through the use of technology, an equivalent means of registering their vote).
- (14) For each ballot, voters must:
  - (a) indicate the candidate or candidates they wish to vote for, including (if not already listed) writing the names of those candidates; and
  - (b) not write down the names of more candidates than the number to be elected in that ballot.
- (15) Ballot papers that do not comply with these requirements are informal (not valid).
- (16) Each formal ballot paper where the name of a candidate has been written down counts as one vote for that candidate.
- (17) The returning officer must declare elected the number of candidates to be elected who receive the most votes, subject to the requirement below.
- (18) If two or more candidates receive the same number of votes, and not all of those candidates are to be elected, the returning officer must decide by lot which is to be elected.
- (19) Writing includes email and other correspondence in electronic form.

## **17. General duties of Executive Committee members**

- (1) As soon as practicable after being elected or appointed to the Executive Committee, each committee member must become familiar with these rules and the Act.
- (2) The Executive Committee is collectively responsible for ensuring that FinPro complies with the Act.
- (3) Executive Committee members must exercise their powers and discharge their duties:

- (a) with reasonable care and diligence;
- (b) in good faith in the best interests of FinPro; and
- (c) for a proper purpose.

(4) Executive Committee members and former Executive committee members must not make improper use of:

- (a) their position; or
- (b) information acquired by virtue of holding their position,  
so as to gain an advantage for themselves or any other person or to cause detriment to the FinPro.

(5) In addition to any duties imposed by these rules, an Executive committee member must perform any other duties imposed from time to time by resolution at a general meeting.

## **18. Conflict of interest**

- (1) An Executive Committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Committee and at the next general meeting of members of the FinPro.
- (2) The Executive Committee member:
  - (a) must not be present while the matter is being considered at the meeting; and
  - (b) must not vote on the matter.
- (3) This rule does not apply to a material personal interest:
  - (a) that exists only because the Executive Committee member belongs to a class of persons for whose benefit the FinPro is established; or
  - (b) that the Executive Committee member has in common with all, or a substantial proportion of, the members of the FinPro.

## **19. Term of office**

- (1) Subject to these rules:

- (a) at each AGM, at least half of the Executive Committee members must retire from their role.
- (b) the Executive Committee members who must retire will be those members who have been longest in office since last being elected.
- (c) where Executive Committee members were elected on the same day, the Executive Committee members to retire will be decided by lot unless they agree otherwise.
- (d) an Executive Committee member who retires under this rule may nominate for re-election.
- (e) other than an Executive Committee member appointed to fill a vacancy, an Executive Committee member's term of office starts at the end of the AGM at which they are elected, and ends at the end of the AGM at which they retire.
- (f) each Executive Committee member must retire at least once every two years.

## **20. The Secretary**

- (1) The Secretary must be at least 18 years of age, be resident in Australia and consent to being appointed as Secretary by the Executive Committee at the first meeting following the AGM or SGM each year.
- (2) The Secretary must perform any duty or function required under the Act or these rules to be performed by the Secretary.

## **21. Executive Committee member resignations, removal and casual vacancies**

- (1) An Executive Committee member stops being on the Committee if they:
  - (a) stop being a member of FinPro;
  - (b) fail to attend three consecutive Executive Committee meetings (other than special or urgent committee meetings) without leave of absence granted by the Committee;
  - (c) resign by writing to the Executive Committee or to the Secretary;
  - (d) are removed by a special resolution of members of the FinPro;

- (e) become insolvent under administration (as the term is defined in section 38 of the *Interpretation of Legislation Act 1984*);
- (f) become a represented person (under the *Guardianship and Administration Act 2019*);
- (g) otherwise stop being a committee member by operation of section 78 of the Act; or
- (h) in the case of the Secretary, if the Secretary stops residing in Australia.

(2) If an Executive Committee member ceases to be on the Committee before the end of their term in accordance with these rules, the Committee can appoint a member of FinPro to fill the vacancy on the Executive Committee until the next AGM. If the position of Secretary is vacant for any reason, the Committee must appoint a new Secretary within 14 days.

(3) The Executive Committee may act despite any vacancy in its membership.

(4) Writing includes email and other correspondence in electronic form.

## **Part 4: Executive Committee Meetings**

### **22. Calling Executive Committee meetings**

- (1) The Secretary must give seven days' written notice of an Executive Committee meeting to committee members, unless the meeting is an urgent meeting.
- (2) At an urgent meeting, only the business for which the meeting was called may be conducted.
- (3) The Executive Committee can decide how often it meets.
- (4) A special committee meeting may be convened by the President or by a majority of Executive Committee members.
- (5) Writing includes email and other correspondence in electronic form.

### **23. Executive Committee meetings procedure**

- (1) As long as everyone can hear and communicate clearly at the same time, committee meetings may be held at more than one place using technology (such as telephone or video conferencing).
- (2) At the first meeting of the Executive Committee following an AGM or SGM, the Committee members must elect a Chair for the purposes of electing the Office Bearers.
- (3) Once the President is elected, they are then entitled to chair the meetings.
- (4) If the President is not present, or does not wish to chair the meeting, one of the Vice-Presidents is entitled to chair.
- (5) If neither the President nor any of the Vice-Presidents are present, or if none wish to chair the meeting, the Committee must elect another committee member to chair.
- (6) Each Executive Committee member has one vote.
- (7) There is no voting by proxy.
- (8) The chair of the meeting has a casting vote in the case where an equal number of votes are cast by the other members of the Executive Committee.
- (9) Subject to these rules, the procedure to be followed at a committee meeting must be determined from time to time by the Committee.
- (10) No business may be conducted at an Executive Committee meeting unless a quorum is present.
- (11) The majority (more than half) of Executive Committee members must be present (either in person or through the use of technology) for the meeting to be validly held (the quorum).
- (12) If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting:
  - (a) in the case of a special meeting, the meeting lapses;
  - (b) in any other case, the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with these rules.

## **Part 5: General meetings of FinPro**

### **24. General meetings**

- (1) The FinPro must hold an AGM within five months of the end of FinPro's Financial Year (30 September each year) or such other time as permitted by law.
- (2) The Executive Committee determines the date, time and place of the AGM.
- (3) The ordinary business of the AGM is to confirm the minutes of the previous AGM, receive and consider reports and statements on the previous Financial Year, and elect the Executive Committee members.
- (4) The AGM may also conduct any other business of which notice has been given in accordance with these rules.

### **25. Calling a Special General Meeting**

- (1) The Executive Committee must convene a Special General Meeting (SGM) if a request to do so is made in accordance with this rule by at least 10% of the total number of members.
- (2) This request for a SGM must:
  - (a) be in writing;
  - (b) state the business to be considered at the meeting and any resolutions to be proposed;
  - (c) include the names and signatures of the members requesting the meeting; and
  - (d) be given to the Secretary.
- (3) If the Committee does not convene a SGM within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.
- (4) A SGM convened by members must:
  - (a) be held within three months after the date on which the original request was made; and
  - (b) only consider the business stated in that request.
- (5) FinPro must reimburse all reasonable expenses incurred by the members convening a SGM.

- (6) Writing includes email and other correspondence in electronic form.

## **26. Notice of general meetings (including special resolutions)**

- (1) Notice of the date, time and place of a general meeting must be provided to members at least 14 days (or 21 days if a special resolution is proposed) before the meeting in writing to each member's postal or email address listed on the members register.
- (2) Notices of general meetings must include all proposed matters to be dealt with at that meeting.
- (3) If a special resolution is proposed, the notice must also include:
  - (a) the full proposed resolution; and
  - (b) a statement of the intention to propose the resolution as a special resolution.
- (4) Writing includes email and other correspondence in electronic form.

## **27. General meetings procedure**

- (1) As long as everyone can hear and communicate clearly at the same time, general meetings may be held at more than one place using technology (such as telephone or video conferencing).
- (2) The Executive Committee must appoint a Chair for General Meetings. The Chair must be appointed at least 7 days prior to the meeting.
- (3) The chair of the meeting does not have a casting vote.
- (4) Votes must be held by a show of hands or written ballot, or another method determined by the chair that is fair and reasonable in the circumstances. If a vote is held initially by show of hands (or any other method determined by the chair), any member may request a vote be held again by written ballot. A ballot must be conducted in accordance with the procedure determined by the chair.
- (5) A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.

- (6) For the purposes of this rule, a member participating in a general meeting through the use of technology as permitted under these rules is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.
- (7) Subject to the Act and these rules, each member has one vote on any question arising at the meeting.
- (8) Decisions at a general meeting must be made by majority vote (subject to the provisions in these rules regarding special resolutions).
- (9) A special resolution is passed if at least 75% of the members voting at a general meeting vote in favour of the resolution.
- (10) No business may be conducted at a general meeting unless a quorum is present.
- (11) For a general meeting to be held at least 10% of the members (a quorum) must be present at the meeting (either in person or through the use of technology), for the meeting to be held.
- (12) The chair may adjourn the meeting if a quorum is not reached within 30 minutes of the meeting start time, or if there is not enough time at a meeting to address all business. Notice of the date, time and place of the adjourned meeting must be sent to members as soon as practicable after the meeting. This notice does not have to comply with time for notice requirements, unless the adjourned meeting is more than 21 days after the original meeting date.
- (13) No business may be conducted at an adjourned meeting, other than the business that remained unfinished when the meeting was adjourned.
- (14) Members may not vote by proxy at general meetings.

## **Part 6: Financial and Documentation matters**

### **28. Custody of documents and members' access to documents**

- (1) The Treasurer must keep custody of the financial records of the FinPro for the current Financial Year and any other financial records as authorised by the Committee. The Secretary must keep custody of all books, documents and securities of FinPro (other than the financial records held by the Treasurer in accordance with these rules).

- (2) The Secretary must keep and maintain a register of members in accordance with the Act.
- (3) A member is entitled to, subject to certain restrictions found in your rules, inspect the rules, general meeting minutes, relevant documents and the members register at a reasonable time. 'Relevant documents' includes documents such as financial records, contracts and asset records of the FinPro.
- (4) If a member asks to inspect the register of members, FinPro must allow this in a reasonable time. Note that, in certain circumstances, the FinPro may withhold personal member information.
- (5) A member can write to the Secretary asking for copies of these documents (with the exception of the members register). The FinPro must provide copies of records of the FinPro (other than the members' register) if a member requests copies in accordance with these rules (and unless the FinPro is permitted to refuse the request in accordance with these rules). The FinPro can charge a reasonable fee for providing copies.
- (6) Subject to the Act, the FinPro can refuse a request to inspect or get copies of relevant documents, or provide only limited access, if the documents contain confidential, personal, employment, commercial or legal matters, or if granting the request would breach a law or may cause damage or harm to the FinPro.
- (7) Subject to the Act, members cannot inspect or get copies of committee meeting minutes or parts of the minutes, unless the Committee specifically allows it.
- (8) Members can write to the Secretary to ask that the Secretary restrict access to their details on the members register if they have special circumstances. The Secretary will decide if there are special circumstances, and must write to the member outlining their decision.
- (9) Writing includes email and other correspondence in electronic form.

## **Part 7: Disciplinary Matters**

### **29. Disciplining members**

- (1) The Executive Committee can discipline a member of FinPro if it considers the member has breached these rules or if the member's behaviour is causing (or has caused) damage or harm to the FinPro.
- (2) The Committee must write to the member to tell them why disciplinary action is proposed to be taken.
- (3) The Committee must arrange a disciplinary procedure that meets these requirements:
  - (a) the outcome must be determined by an unbiased decision-maker;
  - (b) the member must have the opportunity to be heard; and
  - (c) the disciplinary procedure must be completed as soon as reasonably practicable.
- (4) The outcome of a disciplinary procedure can be the temporary suspension or the expulsion of the member. The FinPro cannot fine a member.
- (5) Despite any other provision in these rules, a member whose membership has been suspended in accordance with the disciplinary procedure in these rules is not eligible to be elected or appointed as a committee member and is not entitled to vote at a general meeting.

### **30. Resolving disputes**

- (1) If there is a dispute between a member and another member, a member and the FinPro, or a member and the Committee, the parties involved must first attempt to resolve the dispute between themselves for at least 14 days from the date the dispute is known to all parties involved (Negotiation Period).
- (2) If the dispute can't be resolved between the people involved within the Negotiation Period, the following grievance procedure must be followed:
  - (a) the party with a grievance must, within 14 days after the Negotiation Period, write to the Committee and any other people affected, and explain their grievance (Grievance Notice);

- (b) the Committee must, within 14 days after receipt of a Grievance Notice, appoint an unbiased mediator to hear from all the parties involved and try to find a solution;
- (c) the Committee must give the people involved reasonable notice of the time and place of the mediation, which must be held as soon as practicable after the appointment of the mediator;
- (d) at the mediation conference, each party must have an opportunity to be heard; and
- (e) each party must do their best to resolve the dispute.

(3) If the grievance procedure does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## **Part 8: General Matters**

### **31. Funds**

- (1) FinPro may derive or generate funds from annual membership fees, donations, grants, sponsorship, interest, and any other sources approved by the Committee.
- (2) Cheques, EFT transfers or cash payments made from FinPro's funds must be authorised by two committee members in writing or by electronic authorisation.
- (3) All other financial transactions (including credit card payments) must be authorised by two members of the Committee.
- (4) Financial records must be kept and stored for seven years.

### **32. Common seal**

- (1) The FinPro does not have a common seal.

### **33. Changing the rules**

- (1) Subject to the Act, these rules may be changed, added to, or replaced only by special resolution of FinPro's members at a general meeting.

## **34. Winding up FinPro**

- (1) To wind up FinPro, the members must vote for this by special resolution at a general meeting.
- (2) If the FinPro is wound up, any surplus assets must not be distributed to the members or former members of FinPro unless the member or former member is an organisation which is described below.
- (3) Subject to the Act, any other applicable Act and any Court order, any surplus assets must be distributed to one or more organisations which is prohibited from making distributions to its members to at least the same extent as FinPro.

## **35. Notices**

- (1) Any notice that is required to be given to a member, by or on behalf of FinPro, under these Rules, may be given:
  - (a) By delivering the notice to the member personally; or
  - (b) Sending it via email or electronic message, addressed to the member at the member's email address as shown on the membership register.

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