

ASSOCIATIONS
INCORPORATION
ACT (1981)

RULES



**LOCAL GOVERNMENT
FINANCE PROFESSIONALS**

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1. Name

The incorporated association is Local Government Finance Professionals (*in these Rules called “the Association”*). The Association will commonly be known as FinPro.

2. Definitions

(1) In these Rules, unless the contrary intention appears—

“**Act**” means the Associations Incorporation Act 1981;

“**Committee**” means the Executive Committee of the Association;

“**Financial year**” means the year ending on 30 September

“**General Meeting**” means a general meeting of members convened in accordance with rule 12.

“**Member**” means a member of the Association;

“**Ordinary member of the committee**” means a member of the committee who is not an officer of the Association under Rule 21;

“**Regulations**” regulations under the Act;

“**relevant documents**” has the same meaning as in the Act.

(2) In these Rules, a reference to the Secretary of an Association is a reference—

(a) if a person holds office under these Rules as Secretary of the Association – to that person; and

(b) In any other case, to the Public officer of the Association.

3. Alteration of the rules

These Rules and the statement of purposes of the Association must not be altered except in accordance with the Act.

4. Membership, entry fees and subscriptions

(1) A person who applies and is approved for membership as provided in these Rules is eligible to be a member of the Association on payment of the membership fee payable under these Rules.

(2) A person who is not a member of the Association at the time of the incorporation of the Association (or who was a member at the time but has ceased to be a member) must not be admitted to membership unless

- he or she applies for membership in accordance with sub-rule(3); and
- the admission as a member is approved by payment of the membership fee.

(3) An application of a person for membership of the Association must-

- be made in the form set out in Appendix 1 (for individual) and corporate membership); and
- be lodged with the Secretary of the association.

(4) The Secretary must, within 28 after receipt of the amounts referred to in sub-rule (3), enter the applicant's name in the register of members.

(5) With the exception of membership in accordance with Section 4(9), an applicant for membership becomes a member and is entitled to exercise the rights of membership when the membership fee is paid.

(6) A right, privilege, or obligation of a person by reason of membership of the Association-

- is transferable to another person within the organisation that has paid the membership; and
- terminates upon the cessation of membership whether by failure to pay membership renewal, resignation or otherwise.

(7) The annual membership fee is the relevant amount as determined by the Executive Committee on or before 1 October of each year.

(8) Annually, the Executive Committee shall determine the appropriate membership fee.

(9) Life Membership may be bestowed in consideration of special or exemplary service rendered to the Association. No person shall be eligible for Life Membership unless such person has completed a minimum of five years membership of the Association. The appointment of Life Membership shall be made by the Executive committee. Life Members shall be entitled to all privileges of members and shall have full voting rights but shall not be required to pay annual subscription.

Any decision of the Executive Committee to award a Life Membership must follow a formal procedure which requires:

- 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 make a recommendation to the whole of the Executive Committee, and
- (d) If a special committee is formed in accordance with Section 4(9) that such a committee comprise not less than 3 members.

5. Register of members

- (1) The Secretary must keep and maintain a register of members containing-
 - (a) the name and address of each member, and
 - (b) the date on which each member's name was entered in the register.
- (2) The register is available for inspection free of charge by any member upon request.

6. Ceasing membership

- (1) A member of the Association who has paid all moneys due and payable may resign from the Association by not paying their membership renewal or in writing to the Secretary.
- (2) After the expiry of the period referred to in sub-rule (1)-
 - (a) the member ceases to be a member; and
 - (b) The Secretary must record in the register of members the date on which the member ceased to be a member.

7. Discipline, suspension and expulsion of members

- (1) Subject to these Rules, if the committee is of the opinion that a member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a member or prejudicial to the interests of the Associations, the committee may be resolution-
 - (a) suspend that member from membership of the Association for a specified period; or
 - (b) expel that member from the Association
- (2) A resolution of the committee under sub-rule (1) does not take effect unless-

- (a) at a meeting held in accordance with sub-rule (3), the committee confirms the resolution; and
- (b) if the member exercises a right of appeal to the Association under this rule, the Association confirms the resolution in accordance with this rule.

(3) A meeting of the committee to confirm or revoke a resolution passed under sub-rule (1) must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with sub-rule (4).

(4) For the purposes of giving notice in accordance with sub-rule (3), the Secretary must, as soon as practicable, cause to be given to the member a written notice-

- (a) setting out the resolution of the committee and the grounds on which it is based: and
- (b) stating that the member, or his or her representative, may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member; and
- (c) stating the date, place and time of that meeting; and
- (d) informing the member that he or she may do one or both of the following-
 - (i) attending that meeting;
 - (ii) give to the committee before at a minimum 7 –days before the date of that meeting a written statement seeking the revocation of the resolution;
- (e) Informing the member that, if at the meeting, the committee confirms the resolution, he or she may not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.

(5) At a meeting of the committee to confirm or revoke a resolution passed under sub-rule (1), the committee must-

- (a) give the member, or his or her representative, an opportunity to be heard; and
- (b) give due consideration to any written statement submitted by the member; and
- (c) determine by resolution whether to confirm or to revoke the resolution.

- (6) If at the meeting of the committee, the committee confirms the resolution, the member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.
- (7) If the Secretary receives a notice under sub-role (6), he or she must notify the committee and the committee must convene a general meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.
- (8) At a general meeting of the Association convened under sub-rule (7)-
 - (a) no business other than the question of the appeal may be conducted; and
 - (b) the committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
 - (c) the member, or his or her representative, must be given an opportunity to be heard; and
 - (d) The members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (9) A resolution is confirmed if, at the general meeting, not less than two-thirds of the members vote in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.

8. Disputes and mediation

- (1) The grievance procedure set out in this rule applies to disputes under these Rules between-
 - (a) a member and another member; or
 - (b) a member and the Association.
- (2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (3) If the parties are unable to resolve the dispute at the meeting or if a party fails to attend that meeting, then the parties must, within 14 days, hold a meeting in the presence of a mediator.
- (4) The mediator must be-
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement –

- (i) in the case of a dispute between a member and another member, a person appointed by the committee of the Association; or
- (ii) in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre or Victoria (Department of Justice).

- (5) A member of the Association can be a mediator.
- (6) The mediator cannot be a member who is a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must-
 - (a) give the parties to the mediation process every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act otherwise at law.

9. Annual general meetings

- (1) The committee may determine the date, time and place of the annual general meeting of the Association which shall be held within 90 days of the end of the Financial Year.
- (2) The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- (3) The ordinary business of the annual general meeting shall be-
 - (a) to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting; and
 - (b) to receive from the committee reports upon the transactions of the Association during the last preceding financial year; and
 - (c) to elect the ordinary members of the committee; and

- (d) to receive and consider the statement submitted by the Association in accordance with section 30(3) of the Act.
- (4) The annual general meeting may conduct any special business of which notice has been given in accordance with section 30(3) of the Act.

10. **Special general meetings**

- (1) In addition to the annual general meeting, any other general meeting may be held in the same year.
- (2) All general meetings other than the annual general meeting are special general meetings.
- (3) The committee may, whenever it thinks fit, convene a special general meeting of the Association.
- (4) If, but for this sub-rule, more than 15 months would elapse between annual general meetings, the committee must convene a special general meeting before the expiration of that period.
- (5) The committee must, on request in writing of members representing not less than 10 per cent of the total number of members, convene a special general meeting of the Association.
- (6) The request for a special general meeting must-
 - (a) state the objects of the meeting; and
 - (b) be signed by the members requesting the meeting; and
 - (c) be sent to the address of the Secretary.
- (7) If the committee does not cause a special general meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the members making the request, or any of them, may convene a special general meeting to be held not later than 3 months after that date.
- (8) If a special general meeting is convened by members in accordance with this rule, the committee must convene it and the Association must refund all reasonable expenses incurred in convening the special general meeting to the persons incurring the expenses.

11. **Special business**

All business that is conducted at a special general meeting and all business that is conducted at the annual general meeting, except for business conducted under the rules as ordinary business of the annual general meeting, is deemed to be special business.

12. Notice of general meetings

- (1) The Secretary of the Association, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a general meeting of the Association, must cause to be sent to each member of the Association, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
- (2) Notice may be sent-
 - (a) by prepaid post to the address appearing in the register of members; or
 - (b) by facsimile transmission or electronic transmission.
- (3) No business other than that set out in the notice convening the meeting may be conducted at the meeting.
- (4) A member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next general meeting.

13. Quorum at general meetings

- (1) No item of business may be conducted at a general meeting unless a quorum of members entitled under these Rules to vote is present at the time when the meeting is considered that item.
- (2) Fifteen percent of current financial members personally present (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the conduct of the business of a general meeting.
- (3) If, within half an hour after the appointment time for the commencement of a general meeting, a quorum is not present-
 - a) in the case of a meeting convened upon the request of members- the meeting must be dissolved; and
 - b) in any other case- the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members personally present (being not less than 10% of current financial members) shall be a quorum.

14. Presiding at general meetings

- (1) The President, or in the President's absence, a Vice-President, shall preside as Chairperson at each general meeting of the Association.
- (2) If the President and the Vice-President are absent from a general meeting, or are unable to preside, the members present must select one of their number to preside as Chairperson.

15. Adjournment of meetings

- (1) The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.
- (2) No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- (3) If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with rule 12.
- (4) Except as provided in sub-rule (13), it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

16. Voting at general meetings

- (1) Upon any question arising at a general meeting of the Association, a member has one vote only.
- (2) All votes must be given personally.
- (3) In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- (4) A member is not entitled to vote at a general meeting unless all moneys due and payable by the member to the Association have been paid, including the annual membership fee, payable in respect of the current financial year.

17. Poll at general meetings

- (1) If at a meeting a poll on any question is demanded by not less than 10 members, it must be taken at that meeting in such a manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.

18. Manner of determining whether resolution is carried

If a question arising at a general meeting of the Association is determined on a show of hands –

- (a) a declaration by the Chairperson that a resolution has been-
 - i. carried; or
 - ii. carried unanimously; or
 - iii. carried by a particular majority; or
 - iv. lost; and
- (b) an entry to that effect in the minute book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

19. Executive Committee

- (1) The affairs of the Association shall be managed by the Executive Committee.
- (2) The committee-
 - (a) shall control and manage the business and affairs of the Association; and
 - (b) may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the Association; and
 - (c) subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the committee to be essential for the proper management of the business and affairs of the Association.

- (3) Subject to section 23 of the Act, the committee shall consist of-

- (a) the officers of the Association; and
- (b) up to 12 ordinary members-
 - each of whom shall be elected at the annual general meeting of the Association in each year.

20. Office holders

- (1) The following officers of the Association, being duly elected members,-
 - (a) A President;
 - (b) Vice-President(s);
 - (c) a Treasurer; and

(d) A Secretary,

may be elected by the Executive Committee as soon as is possible after the AGM.

- (2) Each officer of the Association shall hold office until the annual general meeting next after the date of his or her election but is eligible for re-election.
- (3) In the event of a casual vacancy in any office referred to in sub-rule (1), the committee may appoint a member to the vacant office and the member appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of the appointment.

21. Ordinary members of the committee

- (1) Subject to these Rules, each ordinary member of the committee shall hold office until the annual general meeting next after the date of election but is eligible for re-election.
- (2) In the event of a casual vacancy occurring in the office of an ordinary member of the committee, the committee may appoint a member of the Association to fill the vacancy and the member appointed shall hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of the appointment.

22. Election of Executive Committee.

- (1) Nominations of candidates for election of the Executive Committee must be:
 - (a) Made in writing, signed by one member of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (b) Delivered to the Returning Officer before the time fixed for the holding of the annual general meeting.
- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected and further nominations may be received at the annual general meeting.
- (3) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (4) If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- (5) The ballot for the election of the Executive committee must be conducted at the annual general meeting in such a manner as the committee may direct.

23. Vacancies

The office of a member of the executive committee, becomes vacant if the office or member-

- (a) ceases to be a member of the association; or
- (b) becomes an insolvent under administration within the meaning of the Corporation Law; or
- (c) resigns from office by notice in writing given to the Secretary.

24. Meetings of the committee

- (1) The committee must meet at least 6 times in each year at such place and such times as the committee may determine.
- (2) Special meetings of the committee may be convened by the President or by any 4 members of the committee.

25. Notice of committee meetings

- (1) Written notice of each committee meeting must be given to each member of the committee at least 2 business days before the date of the meeting.
- (2) Written notice must be given to members of the committee of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

26. Quorum for committee meetings

- (1) A simple majority of the members of the committee constitute a quorum for the conduct of the business of a meeting of the committee.
- (2) No business may be conducted unless a quorum is present.
- (3) If within half of hour of the time appointed for the meeting a quorum is not present-
 - (i) in case of a special meeting- the meeting lapses;
 - (ii) in any other case- the meeting shall stand adjourned to the same place and the same time and day in the following week.
- (4) The committee may not act notwithstanding any vacancy on the committee.

27. Presiding at committee meetings

At meetings of the committee-

- (a) the President or, in the President's absence, the Vice-President presides; or
- (b) if the President and the Vice-President are absent, or are unable to preside, the members present must choose one of their number to preside.

28. Voting at committee meetings

- (1) Questions arising at a meeting of the committee, or at a meeting of any sub-committee appointed by the committee, shall be determined on a show of hands or, if a member requests, by a poll taken in such manner as the person presiding at that meeting may determine.
- (2) Each member present at a meeting of the committee, or at a meeting of any sub-committee appointed by the committee (including the person presiding at the meeting), is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

29. Removal of committee member

- (1) The Association in general meeting may, by resolution, remove any member of the committee before the expiration of the member's term of office and appoint another member in his or her place to hold office until the expiration of the term of the first-mentioned member.
- (2) A member who is the subject of a proposed resolution referred to in sub-rule (1) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- (3) The Secretary or the President may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting.

30. Minutes of meetings

The Secretary of the Association must keep minutes of the resolutions and proceedings of each general meeting, and each committee meeting, together with a record of the names of persons present at committee meetings.

31. Funds

- (1) The Treasurer of the Association must-

- (a) collect and receive all moneys due to the Association and make all payments authorised by the Association; and
- (b) Keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.

(2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members of the committee.

(3) The funds of the Association shall be derived from membership fees, professional development fees, sponsorships and such other sources as the committee determines.

(4) Payment made from the funds of the association are to be in accordance with the policy and procedures as determined by the executive committee.

32. Seal

- (1) The common seal of the Association must be kept in the custody of the Secretary.
- (2) The common seal must not be affixed to any instrument except by the authority of the committee and the affixing of the common seal must be attested by the signatures either of two members of the committee or, of one member of the committee and of the public officer of the Association.

33. Notice to members

Except for the requirement in rule 12, any notice that is required to be given to a member, by on behalf of the Association, under these Rules may be given-

- (a) delivering the notice to the member personally; or
- (b) sending it by prepaid post, fax or electronic transmission, addressed to the member at that member's address shown in the register of members; or

34. Winding up

In the event of the winding up or the cancellation of the incorporation of the Association, the current Executive Committee shall nominate a charity / registered taxable gift recipient to receive any surplus funds.

35. Custody and inspection of books and records

- (1) Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Association.

- (2) All accounts, books, securities and any other relevant documents of the Association must be available for inspection free of charge by any member upon request.
- (3) A member may take a copy of any accounts, books, securities and any other relevant documents of the Association.
