



# **RULES**

- of -

## **LOCAL GOVERNMENT PROFESSIONALS INCORPORATED**

Final April 2009

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# ASSOCIATIONS INCORPORATION ACT 1981

## RULES

of

### LOCAL GOVERNMENT PROFESSIONALS INCORPORATED

1. The name of the incorporated association is Local Government Professionals Incorporated (in these Rules called "the "Association").

2. **DEFINITIONS**

In these Rules, unless the contrary intention appears:

**"Association"** means Local Government Professionals Incorporated.

**"Board"** means the Board of Management of the Association.

**"Codes of Ethics"** means the code of ethics adopted from time to time by the Association

**"Committee"** means a committee appointed by the Board on an ad hoc basis for such time as it sees fit pursuant to Rule 82.

**"Act"** means the Associations Incorporation Act 1981 and regulations made under it.

**"Chief Executive Officer"** means the Chief Executive Officer of the Association appointed pursuant to Rule 93.

**"Financial year"** means the year ending on 30 June.

**"General Meeting"** means a general meeting of the Association of which notice has been duly given in accordance with Rules 44 and 45.

**"LGMA"** means the National Body of Local Government Managers Australia.

**"LGCDSSAA"** means Local Government Community Development Services Association of Australia Inc.

**"Sector"** means the local government sector and services provided by local government.

**"Member"** means a member of the Association.

**"National Affiliates"** means LGMA and LGCDSSAA and any other organisation as specified by the Board.

**"The Office"** means the registered office of the Association.

**"President"** means the President of the Association.

**“Public Officer”** means an office bearer appointed as such and has the same meaning as under the Act.

**“Professional Interests”** means the professional and educational interests of members provided that such interests are neither directly nor indirectly associated with any negotiation for any State or Federal Industrial Award or any negotiation concerning salaries, conditions of employment or industrial matters of any kind.

**“Regulations”** means the regulations under the Act.

**“Register”** means the register of members as referred to in Rule 17.

**“Standing Committee”** means a standing committee appointed by the Board pursuant to Rule 84 to act from one annual general meeting to the next unless its term is otherwise determined by the Board.

**“Treasurer”** means the Treasurer of the Association.

**“Secretary”** means the Secretary of the Association.

**“Vice-President”** means the Vice-President of the Association.

**“Written”** and **“in writing”** means written, printed or partly written and partly printed and other modes of representing and reproducing words in visible form.

- 2.1. Words importing the singular include the plural and vice versa.
- 2.2. Words importing the masculine include the feminine and neuter and vice versa.
- 2.3. Words importing persons include corporations and vice versa.

## ***MEMBERS***

3. All persons become members and are entitled to exercise the rights of membership when their names are entered in the register of members.
4. For admission as a member or for a change in his/her status, every applicant shall comply with the requirements set out in these Rules and agrees that if he/she is admitted as a member, he/she will be bound by the provisions of the Statement of Purposes and of the Rules of the Association and will also be bound by any By-Laws and any Code of Ethics as may be in force from time to time.

## ***APPLICATIONS FOR MEMBERSHIP***

5. To become a member, an applicant shall apply in writing to the Chief Executive Officer in the form prescribed by the Board from time to time and pay the fee prescribed by the Board from time to time.

## ***ADMISSION OF MEMBERS***

6. As soon as is practicable after the receipt of an application for membership, the Chief Executive Officer shall refer the application to the Board.
7. No person shall be admitted as a member of the Association in any category unless his/her application for membership is first approved by the Board and the Board shall have full discretion as to the admission of any person to membership in any category and shall be under no obligation to state the reasons for any decision made by it in the exercise of such discretion.
8. Upon an application for membership being approved by the Board, the Chief Executive Officer shall, as soon as is practicable, notify the applicant in writing of the approval for membership of the Association and request payment within the period of 28 days after receipt of the notification of the sum payable under these Rules as the first year's annual subscription or the appropriate pro rata subscription.
9. The Chief Executive Officer must, within 28 days of compliance with the requirements of Rule 8 enter the applicant's name in the register of members kept by the Chief Executive Officer and, upon the name being so entered, the applicant becomes a member of the Association in the category approved by the Board.
10. A right, privilege, or obligation of a person by reason of the person's membership of the Association:
  - 10.1. is not capable of being transferred or transmitted to another person;
  - 10.2. terminates upon the cessation of his/her membership whether by death or resignation or otherwise.
11. Where the Board rejects an application for membership, the Chief Executive Officer shall inform the applicant of the decision in writing as soon as practicable.
12. The Board may at any time create new categories of membership, change the name of existing categories of membership and alter the conditions, qualifications or guidelines or prescribe conditions, qualifications or guidelines additional to those prescribed by these Rules, for the admission of applicants as members and for changes in the status of members generally.

## ***FEEES AND SUBSCRIPTIONS***

13. The Board shall, unless otherwise expressly provided in these Rules:
  - 13.1. prescribe the fees payable by applicants for admission to membership of the Association, which fee may include any capitation fees set by and payable to LGMA in respect of the applicant's affiliation with the body; and
  - 13.2. prescribe the annual subscription fees payable by the classes of members.
14. All annual subscription fees shall be payable in advance by each member on the first day of the financial year provided always that the Board may, in its discretion, provide for a different form of payment of any annual subscription fees.

### ***CERTIFICATE OF MEMBERSHIP***

15. A certificate of membership in the form prescribed by the Board from time to time shall be issued by the Association to each member upon payment of the fee.
16. Every certificate of membership issued or made by the Association shall remain the property of the Association notwithstanding the payment of any fees and shall, upon demand being made by the Board of the Association, be returned by any member who has resigned or whose name has been removed from the register.

### ***REGISTER OF MEMBERS***

17. The Chief Executive Officer shall keep and maintain a register of members of the Association.
18. The register of members shall set out the full name, address and date of entry of the name of each member and the category to which he/she is admitted and shall contain such further particulars as may from time to time be prescribed by the Board.
19. Every member shall furnish the Chief Executive Officer with all required information to enable him/her to compile a register of members in accordance with these Rules.
20. The register of members shall be available for inspection by members at the registered office of the Association.
21. Upon the written request by a member to the Board, the Board may approve a member to make a copy of entries in the register for the purpose of or connected with his or her rights and responsibilities as a member and provided that the request does not contravene the members rights to privacy.

### ***RESIGNATION OF MEMBERS***

22. A member who has paid all moneys due and payable by him/her to the Association may resign from the Association by giving one month's written notice to the Chief Executive Officer. The Board may in its absolute discretion decide to provide some form of refund to resigning members depending on the date of their resignation.
23. Upon the expiration of a notice, the Chief Executive Officer shall make in the register an entry recording the date on which the member by whom the notice was given ceased to be a member.

### ***DISCIPLINE OF MEMBERS***

24. Subject to these Rules, the Board may by resolution:
  - 24.1 expel a member from the Association; or
  - 24.2 suspend a member from membership of the Association for a specified period; or
  - 24.3 fine a member; or
  - 24.4 remove a member of the Board; or

24.5 caution or reprimand a member;

if the Board is of the opinion that the member:

- (a) has unreasonably refused or neglected to comply with these Rules; or
- (b) has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association; or
- (c) has unreasonably refused or neglected to comply with any Codes of Ethics or By-Laws adopted by the Association from time to time.

25. A resolution of the Board under Rule 24:

25.1 does not take effect unless the Board, at a meeting held not earlier than 14 and not later than 28 days after the service on the member of a notice under Rule 25 confirms the resolution in accordance with these Rules; and

25.2 where the member exercises a right of appeal to the Association under these Rules, that resolution does not take effect unless the Association confirms the resolution in accordance with these Rules.

26. Where the Board passes a resolution under Rule 24, the Chief Executive Officer shall, as soon as practicable, cause to be served on the member a notice in writing:

26.1 setting out the particulars of the allegations at Rule 24.5;

26.2 setting out the resolution of the Board;

26.3 stating that the member may address the Board at a meeting to be held not earlier than 14 and not later than 28 days after service of the notice;

26.4 stating the date, place and time of that meeting;

26.5 informing the member that he/she may do one or more of the following:

- (a) attend that meeting and be represented if he or she so chooses; provided that the representation is not legal; or
- (b) give to the Board before the date of that meeting a written statement seeking the revocation of the resolution;

27. At a meeting of the Board held in accordance with Rule 26, the Board:

27.1 shall decide on any application for a revocation if applicable;

27.2 shall give to the member or his or her representative (excludes a legal representative) an opportunity to be heard consistent with the rules of natural justice;

27.3 shall give due consideration to any written statements submitted by the member or on his or her behalf; and

27.4 shall by resolution determine whether to confirm or to revoke the resolution.

28. Where the Chief Executive Officer receives a written statement in accordance with Rule 26.5(b), the Chief Executive Officer shall notify the Board and cancel the proposed Board meeting, notice of which was given under Rule 24, and the Board shall convene a general meeting of the Association to be held within 21 days after the date on which the Chief Executive Officer received the notice.
29. At a general meeting of the Association convened under Rule 28:
  - 29.1 no business other than the question of the appeal shall be transacted;
  - 29.2 the Board may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
  - 29.3 the member or his or her representative (excludes a legal representative) shall be given an opportunity to be heard; and
  - 29.4 the members present and entitled to vote shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.
30. If at the general meeting referred to in Rule 29:
  - 30.1 three-quarters of the members present and entitled to vote, vote in person or by proxy in opposition to the confirmation of the resolution, the resolution is revoked; and
  - 30.2 in any other case, the resolution is confirmed.
31. Disputes and mediation
  - 31.1 The grievance procedure set out in this rule applies to disputes under these Rules between –
    - 31.1.1 a member and another member; or
    - 31.1.2 a member and the Association.
  - 31.2 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.
  - 31.3 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 10 days, hold a meeting in the presence of a mediator.
  - 31.4 The mediator must be –
    - 31.4.1 a person chosen by agreement between the parties; or
    - 31.4.2 in the absence of agreement –
      - 31.4.2.1 in the case of a dispute between a member and another member, a person appointed by the committee of the Association; or
      - 31.4.2.2 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 of Victoria (Department of Justice).



- 31.5 A member of the Association can be a mediator.
- 31.6 The mediator cannot be a member who is a party to the dispute.
- 31.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 31.8 The mediator, in conducting the mediation, must –
  - 31.8.1 give the parties to the mediation process every opportunity to be heard, and
  - 31.8.2 allow due consideration by all parties of any written statement submitted by any party; and
  - 31.8.3 ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 31.9 The mediator must not determine the dispute.
- 31.10 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 or otherwise at law.

### ***ANNUAL GENERAL MEETING***

- 32. The Association shall in each calendar year convene an annual general meeting of its members and the Board shall determine the date, time and place of the annual general meeting.
- 33. The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- 34. The ordinary business of the annual general meeting shall be:
  - 34.1 to confirm the minutes of the preceding annual general meeting and of any general meeting held since that meeting;
  - 34.2 to receive from the Board reports upon the transactions of the Association during the preceding financial year;
  - 34.3 to confirm the election outcome for the members of the Board;
  - 34.4 to receive and consider the statement of income and expenditure and the balance sheet;
  - 34.5 to appoint an auditor or auditors;
  - 34.6 to receive and consider the statement submitted by the Association in accordance with section 30(3) of the Act
- 35. The annual general meeting may transact special business of which notice is given in accordance with these Rules.
- 36. The annual general meeting shall be in addition to any other general meetings that may be held in the same year.

## ***SPECIAL GENERAL MEETING***

37. All general meetings other than the annual general meeting shall be called special general meetings.
38. The Board may, whenever it thinks fit, convene a special general meeting of the Association and, where, but for this Rule, more than 15 months would elapse between annual general meetings, shall convene a special general meeting before the expiration of that period.
39. The Board must, on the request in writing of not less than 10% of the total number of members entitled to vote at general meetings of the Association, convene a special general meeting of the Association. The request for a special general meeting shall state the objects of the meeting and shall be signed by the members making the request and be sent to the address of the Chief Executive Officer.
40. If the Board 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 Chief Executive Officer, 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.
41. A special general meeting convened by members pursuant to these Rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Board and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses.

## ***NOTICES***

42. Not less than 14 days, or if a special resolution is proposed at least 21 days, written notice of a general meeting specifying the place and time of the meeting and general nature of the business to be dealt with at that meeting shall be given to the members in the manner provided in Rule 42 or in any other manner which may be prescribed by the Association in general meeting.
  - 42.1. All notices can be served on a member:
    - (a) by prepaid post to the address appearing in the register of members, or
    - (b) if a member requests, by facsimile or electronic transmission to the number or electronic address given by the member
  - 42.2. A notice sent by post shall be deemed to be served on the day following that on which the notice is posted.
  - 42.3. A notice sent by facsimile or electronic transmission shall be deemed to be served on the day on which it is sent.
43. No business other than that set out in the notice convening the general meeting shall be transacted at the general meeting.
44. A member desiring to bring any business before a general meeting may give notice of that business in writing or by electronic transmission to the Chief Executive Officer who shall include that business in the notice calling the next general meeting after the receipt of the notice.

## ***PROCEEDINGS AT GENERAL MEETINGS***

45. All business that is transacted at a special general meeting and all business that is transacted at the annual general meeting, with the exception of that specially referred to in these Rules as being the ordinary business of the annual general meeting, shall be deemed to be special business.
46. No item of business shall be transacted at a general meeting unless a quorum of members entitled under these Rules to vote is present during the time when the meeting is considering that item.
47. Ten members personally present (being members entitled to vote at a general meeting) shall constitute a quorum for the transaction of the business of an annual general meeting. Forty members personally present (being members entitled to vote at a general meeting) shall constitute a quorum for the transaction of the business of a special general meeting.
48. If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the request of members, shall be dissolved and, in any other case, 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 and, 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 present (being not less than three) shall be a quorum.
49. No persons other than the following may attend a general meeting of the Association:
  - 49.1 a member who has paid the all the fees due and outstanding under these Rules
  - 49.2 a person properly appointed as a proxy as provided in Rule 61; and
  - 49.3 such other persons as the Chairperson may direct.
50. Unless the Chairperson otherwise directs, electronic recording devices shall not be used at a general meeting.
51. The President, or in the President's absence, the Vice-President, shall preside as Chairperson at each general meeting of the Association.
  - 51.1 If the President and the Vice-President are both absent from a general meeting, the Treasurer will preside as Chairperson at the meeting and in the Treasurer's absence, the Secretary.
  - 51.2 The Chairperson of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
  - 51.3 Where a general meeting is adjourned for 14 days or more, a like notice of the adjourned meeting shall be given as in the case of the general meeting.
  - 51.4 Except as provided in sub-paragraphs (1) and (2), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

52. A question arising at a general meeting of the Association shall be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and 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.
- 52.1. Upon any question arising at a general meeting of the Association, a member shall have one vote only and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 52.2 All votes shall be given personally or by proxy.
53. If at a meeting a poll on any question is demanded by not less than three members, it shall be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be the resolution of the meeting on that question.
- 53.1 A poll that is demanded on a question of an adjournment it shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairperson may direct.
54. Each member shall be entitled to appoint another member as his/her proxy by notice given to the Chief Executive Officer no later than 24 hours before the time of the meeting in respect of which the proxy is appointed. The notice appointing the proxy shall be in the form set out in Appendix 1.

## ***BOARD OF MANAGEMENT***

55. The affairs of the Association shall be managed by a Board of Management as provided for in Rule 50. The Board;
- (a) shall control and manage the business 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 (including the making and amending of By-Laws) 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 the power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Association, including the Vision and Values Statement.
56. Any Code of Ethics or By-Laws made by the Board shall have immediate force and effect when approved by resolution of the Board.
57. The officers of the Association shall be a President, Vice-President, Treasurer and Secretary.
58. The Board shall consist of the officers of the Association and six ordinary members provided always that all members of the Board must be general members of the Association and be council staff, i.e. this includes Chief Executive Officers, Senior Officers and all other officers employed in or by a Council (with reference to the definition of "council staff" in the Local Government Act) in Victoria. The Board may second up to two additional ("additional members") Board members that the Board deems necessary for the operation of the Board. If the members of the Board do not include a person who is also an affiliate of:

- 58.1 LGMA, the Board shall appoint an additional member to the Board who is also an affiliate of LGMA.
- 58.2 LGCDSAA, the Board shall appoint an additional member to the Board who is also an affiliate of LGCDSAA.

Any such additional member shall be an observer only and shall not have a right to vote at meetings of the Board.

- 59. Each member of the Board shall hold office until the third annual general meeting next after the date of his/her election but is eligible for re-election.
- 60. Within 10 working days after the conclusion of the annual general meeting at which the members of the Board are elected, the Board shall meet to choose one of their number to be President, Vice-President, Secretary and the Treasurer ("office holders"). The President, Vice-President, Treasurer and Secretary shall hold office until his/her/their successors has/have been appointed by the Board at a duly constituted meeting of the Board.
- 61. In the event of a casual vacancy occurring on the Board, the Board may in its absolute discretion decide not to appoint a member of the Association to fill the vacancy unless there are three vacancies, in which case these shall all be filled at the same time by election. In the event of a casual vacancy occurring on the Board within 12 months of the end of term of office of the Board, the Board may in its absolute discretion decide not to appoint a member of the Association to fill the vacancy unless there are four vacancies, in which case these shall all be filled at the same time by election. The members elected shall be held to fill those positions for the remainder of the period that the vacating members of the Board would have been in office. In the event that the Board appoints a member of the Association to fill the vacancy the member so appointed ("the appointees") shall hold office until the annual general meeting next after the date of their appointment whereupon an election shall be held to fill those positions for the remainder of the period that the vacating members of the Board would have been in office and the appointees shall be eligible for election.
- 62. Not more than two employees of any one council shall be eligible to be a member of the Board at the same time.

### ***ELECTION OF THE BOARD***

- 63. Nominations of candidates for election as members of the Board:
  - 63.1 shall be made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
  - 63.2 shall be delivered to the Chief Executive Officer of the Association not less than forty-two days before the date fixed for the holding of the annual general meeting at which the election is to be held.
- 64. If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.
- 65. 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.

66. If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
67. The ballot for the election of members of the Board shall be conducted in such manner as the Board may direct.
68. The office of a member of the Board shall be deemed to have been vacated if the member:
  - 68.1 ceases to be a member of the Association;
  - 68.2 becomes bankrupt or insolvent or has made an assignment for the benefit of his/her creditors or has taken or has attempted to take the benefit of any statutory provision for the liquidation of his/her assets or affairs;
  - 68.3 resigns his/her office by notice in writing given to the Chief Executive Officer;
  - 68.4 loses office pursuant to a resolution passed under Rule 24; or
  - 68.5 is absent without leave from three consecutive meetings of the Board.
  - 68.6 ceases to be employed in or by a council (council staff) but the Board may, in its absolute discretion, extend the time that the member continues to be a member for up to six months if the member is seeking to obtain further employment with a council.

### ***PROCEDURE OF BOARD***

69. The Board shall meet at least 3 times in each year at such place and such times as the Board may determine provided always that members of the Board may attend such meetings by participating in discussions and deliberations via telephone or video or such other mode of communication as the Board may approve from time to time.
70. Special meetings of the Board may be convened by the President or by any 6 of the members of the Board.
71. Notice shall be given to members of the Board of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.
72. Any 5 (five) members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.
73. No business shall be transacted unless a quorum is present and, if within half an hour of the time appointed for the meeting, a quorum is not present, the meeting shall stand adjourned to the same place and at the same hour of the day in the following week unless the meeting was a special meeting in which case it lapses.
74. At meetings of the Board:
  - 74.1 the President or, in the President's absence, the Vice-President; shall preside, or
  - 74.2 if the President and the Vice-President are both absent, the Treasurer and if the Treasurer is absent then the Secretary shall preside.

75. Questions arising at a meeting of the Board or of any committee appointed by the Board shall be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.
76. Each member present at a meeting of the Board (except an observer) or of any committee appointed by the Board (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.
77. Written notice of each Board meeting shall be served on each member of the Board by delivering it to the member at a reasonable time before the meeting or by sending it by pre-paid post addressed to the member at the member's usual or last known place of abode at least two business days before the date of the meeting.

## ***COMMITTEES***

78. The Board may by resolution appoint committees, standing committees, Special Interest Groups or Branches of Learning consisting of properly qualified advisers and members of the Association to exercise or perform on behalf of the Board any power, authority, duty or function of the Board as the Board shall determine from time to time and the exercise of any such power, authority, duty or function shall be subject to the limitations and conditions specified by resolution of the Board.
  - 78.1 Without limiting the generality of Rule 82.1 the Board *may* constitute standing committees in respect of LGMA or LGCDSAA. As well it may constitute other standing committees as it sees fit, that are of importance to the Sector from time to time.
79. Any such committees, standing committees, Special Interest Groups may comprise, in an honorary capacity, persons who are not members of the Association but such persons shall have no voting rights.
80. Any officer, employee, person or committee, standing committee, Special Interest Group, when exercising any duly authorised power, authority, duty or function, shall be deemed to be the Board and no act of an officer, employee, person, committee, Special Interest Group done within the scope of any due authority during the period in which the authority is in force shall be invalidated by reason of a withdrawal of the authority.

## ***CHIEF EXECUTIVE OFFICER***

81. The Board shall appoint a Chief Executive Officer whose title may be changed by resolution of the Board. The Chief Executive Officer shall be the Public Officer of the Association.
82. The Chief Executive Officer shall:
  - 82.1 provide the secretarial and other services necessary for the operation of the Board;
  - 82.2 unless otherwise directed by the Board, attend Board meetings and participate in its deliberations but shall not have the right to vote;



- 82.3 have the custody and control of all the books, papers and documents of the Board and shall control its affairs whilst it is not in session;
  - 82.4 under the authority of the Board, manage the affairs and activities of the Association on a day to day basis;
  - 82.5 keep accurate records of the proceedings of the Association and of the Board;
  - 82.6 direct the collection of the fees and annual subscriptions and the preparation of the accounts of expenditure of the Association's funds;
  - 82.7 conduct the correspondence of the Association;
  - 82.8 give notice of all meetings of the Board and meetings of the Association;
  - 82.9 employ and dismiss the staff of the Association and supervise, direct and control its work; and
  - 82.10 while the Association is affiliated with LGMA and perform the duties of the Chief Executive Officer of State divisions of LGMA.
83. All moneys expended by the Chief Executive Officer shall be accounted for by him/her to the Board and he/she shall cause to be kept proper books of account in respect of all the financial dealings of the Association.

### ***ACCOUNTS***

84. The Treasurer must oversee true accounts to be kept of all sums of money received and expended by the Association and of matters in respect of which cash receipt and expenditure takes place and of all the assets and liabilities of the Association.
85. All moneys received on account of the Association shall be paid into the account of the Association held at the Bankers of the Association and opened by the Board.

### ***AUDITS OF ACCOUNTS***

86. At least once annually the accounts of the Association shall be examined and reported on by one or more auditors who shall be a person or firm appointed at the annual general meeting and, unless there is any Act of Parliament providing to the contrary, the auditor may be a member.
- 86.1 Auditors shall hold office for a period of 12 months or until their successors have been appointed (whichever is the greater period) and they shall be eligible for re-appointment.
  - 86.2 A member of the Board shall not be eligible for appointment as an auditor.
87. The Board may fill any casual vacancy in the office of auditor but while any vacancy continues the surviving or continuing auditor or auditors (if any) may act as the sole auditor or auditors.



### ***CHEQUES***

88. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by the CEO on behalf of the Board.

### ***SEAL***

89. The Common Seal of the Association shall be kept in the custody of the Chief Executive Officer.
90. The Common Seal shall not be affixed to any instrument except by the authority of the Chief Executive Officer and the affixing of the Common Seal shall be attested by the signatures of two members of the Board.

### ***ALTERATION OF RULES***

91. These Rules and the Statement of Purposes may be altered, rescinded or repealed and new Rules may be made by the Association in general meeting in the manner prescribed by the Act.
92. Nothing contained in these Rules or elsewhere shall be construed as implying or creating any privilege, priority or right in favour of any member such that the power of the Association to alter, rescind, repeal or make new rules is limited.

### ***CUSTODY OF RECORDS***

93. Except as otherwise provided in these Rules, the Chief Executive Officer shall keep in his/her custody or under his/her control all books, documents and securities of the Association. The books, documents and securities shall be available for inspection by the members upon written request to do so, such written request to include the reasons for such a request. The Chief Executive Officer may refer the request to the Board if the request appears vexatious and/or without substance.

### ***FUNDS***

94. The funds of the Association shall be derived from annual subscriptions, donations and such other sources as the Chief Executive Officer determines.

### ***HONORARIUM***

95. The Board may authorise the payment of an annual honorarium to the President.
96. The amount of the honorarium shall not exceed the maximum amount determined by the Board from time to time.

## ***INDEMNITY***

97. The Association shall indemnify every member of the Board and every person serving on a committee or special interest group, the Chief Executive Officer, and any other officer against all costs, losses, damages or expenses, including hotel and travelling expenses, in respect of any covenant, contract or agreement entered into or any act or thing done bona fide in discharge of his/her duties and can indemnify him/her in respect of any covenant, contract or agreement entered into or act or thing done bona fide in carrying into effect any object or purpose of the Association and in respect of any action, suit, proceeding or other matter whatsoever connected with the Association or any affairs of the Association and the Board may make such payments as are necessary for the purpose of giving effect to such indemnity.
98. The indemnity conferred by this Rule extends to any covenant, contract or agreement entered into or any act or thing done bona fide if entered into or done pursuant to a resolution of the Board or the Association notwithstanding that that resolution is ultra vires.
99. No member of the Board, or the Chief Executive Officer nor any other officer of the Association, shall be answerable or responsible for any act, receipt, omission, neglect or default of any other person notwithstanding any receipt or other document signed or act done by the officer, nor shall the said officer be answerable for any loss or damage suffered by the Association unless the loss or damage occurred through the dishonesty of the said officer.
100. Nothing contained or implied in Rules 103 and 104 shall operate to exempt any person from liability or to indemnify that person against any liability which by virtue of any rule or law he/she would otherwise be liable for in respect of any negligence, default, breach of duty or breach of trust which he/she may be guilty of in relation to the Association.

## ***INTERPRETATION OF RULES***

101. If any doubt shall arise as to the proper construction or meaning of any of these Rules or any by-laws or regulations made under these Rules, the decision of the Board as to the proper construction shall be final and conclusive provided the decision of the Board is reduced to writing and recorded in the Minutes.

## ***APPLICATION OF INCOME AND PROPERTY***

102. The income and property of the Association from whatever source derived shall be applied solely towards the promotion of the objects of the Association as set forth in the Statement of Purposes and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the persons who at any time are or have been members of the Association or to any of them or to any person claiming through any of them provided that nothing herein contained shall prevent the payment of remuneration to any officers or employees of the Association or to any member of other person in return for any services actually rendered to the Association.

## ***WINDING UP***

103. If upon the winding up of the Association there remains after the satisfaction of all debts and liabilities any property whatsoever, such property shall not be paid to or distributed amongst members of the Association but shall be given or transferred to some other association or associations having objects similar to the objects of the Association to be determined by members of the Association and in default thereof by such Judge of the Supreme Court of the State of Victoria as may have or acquire jurisdiction in the matter.

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**APPENDIX 1**

**FORM OF APPOINTMENT OF PROXY**

I, \_\_\_\_\_  
of \_\_\_\_\_,

being a general member of **LOCAL GOVERNMENT PROFESSIONALS INCORPORATED**  
("the Association"), hereby appoint

\_\_\_\_\_  
of \_\_\_\_\_

being a general member of the Association, as my proxy to vote for me on my behalf at the  
general meeting of the Association (annual general meeting or special general meeting, as  
the case may be) to be held on the \_\_\_\_\_  
day of \_\_\_\_\_ 200\_\_, and at any adjournment of that meeting.

My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution  
(insert details).

**Strike out if discretionary vote**

Signed: \_\_\_\_\_

Dated the \_\_\_\_\_ day of \_\_\_\_\_ 200\_\_