



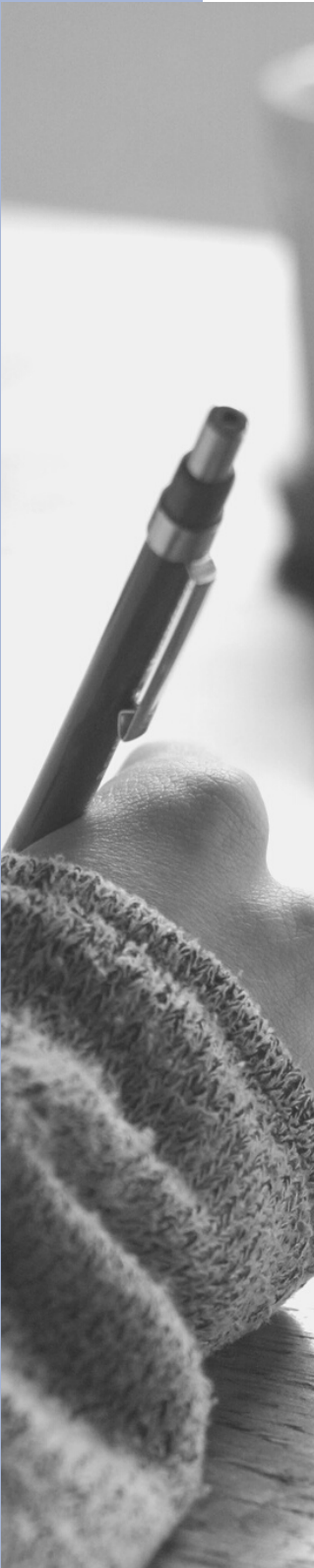
LOCAL GOVERNMENT
LGPRO
PROFESSIONALS
THE LEADING VOICE

LOCAL GOVERNMENT PROFESSIONALS INCORPORATED

RULES OF ASSOCIATION

PART 1—PRELIMINARY	4
1 Name.....	4
2 Purposes.....	4
3 Definitions.....	5
4 Interpretation.....	5
PART 2—POWERS OF ASSOCIATION	6
5 Powers of Association.....	6
6 Not-for-profit organisation	6
PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES	7
DIVISION 1—MEMBERSHIP	7
7 Minimum number of members	7
8 Who is eligible to be a member	7
9 Application for membership.....	7
10 Consideration of application	7
11 New membership.....	8
12 Annual subscription and fee on joining	8
13 General rights of members.....	8
14 Associate members.....	8
15 Rights not transferable	9
16 Ceasing membership.....	9
17 Resigning as a member	9
18 Register of members	9
DIVISION 2—DISCIPLINARY ACTION	10
19 Grounds for taking disciplinary action.....	10
20 Disciplinary Subcommittee	10
21 Notice to member	10
22 Decision of Board or subcommittee.....	11
23 Appeal rights	11
24 Conduct of appeal.....	11
DIVISION 3—GRIEVANCE PROCEDURE.....	12
25 Application.....	12
26 Parties must attempt to resolve the dispute.....	12
27 Appointment of mediator	12
28 Mediation process	13
29 Failure to resolve dispute by mediation.....	13
PART 4—GENERAL MEETINGS OF THE ASSOCIATION	14
30 Annual general meetings.....	14
31 Special general meetings	14
32 Special general meeting held at request of members.....	15
33 Notice of general meetings	15
34 Proxies	15
35 Use of technology	16
36 Quorum at general meetings.....	16
37 Adjournment of general meeting	16
38 Voting at general meeting	17
39 Special resolutions.....	17
40 Determining whether resolution carried	17
41 Minutes of general meeting	17

PART 5—BOARD OF MANAGEMENT.....	18
DIVISION 1—POWERS OF BOARD	18
42 Role and powers.....	18
43 Delegation.....	18
DIVISION 2—COMPOSITION OF BOARD AND DUTIES OF MEMBERS	19
44 Composition of Board.....	19
45 General Duties	19
46 Chairperson	20
47 Secretary.....	20
48 Treasurer.....	20
DIVISION 3—ELECTION OF BOARD MEMBERS AND TENURE OF OFFICE.....	21
49 Who is eligible to be a Board member.....	21
50 Nominations	21
51 Election of President, Vice-President, Secretary and Treasurer.....	21
52 Election of ordinary members	22
53 Ballot.....	22
54 Term of office.....	22
55 Vacation of office.....	23
56 Filling casual vacancies.....	23
DIVISION 4—MEETINGS OF BOARD	24
57 Meetings of Board.....	24
58 Notice of meetings.....	24
59 Urgent meetings.....	24
60 Procedure and order of business.....	24
61 Use of technology	24
62 Quorum.....	25
63 Voting.....	25
64 Conflict of interest	25
65 Minutes of meeting.....	25
66 Leave of absence.....	25
PART 6—FINANCIAL MATTERS	26
67 Source of funds.....	26
68 Management of funds	26
69 Financial records.....	27
70 Financial statements	27
71 Audit of accounts.....	27
PART 7—CHIEF EXECUTIVE OFFICER.....	28
72 Appointment.....	28
73 Functions and Powers	28
74 Accounts.....	28
PART 8—GENERAL MATTERS.....	29
75 Common seal	29
76 Registered address	29
77 Notice requirements	29
78 Custody and inspection of books and records	30
79 Winding up and cancellation	30
80 Amendment of Rules	30
81 Indemnity.....	31

**Note**

The persons who from time to time are members of the Association are an incorporated association by the name given in rule 1 of these Rules. Under section 46 of the Associations Incorporation Reform Act 2012, these Rules are taken to constitute the terms of a contract between the Association and its members.

PART 1 - PRELIMINARY

1 NAME

The name of the incorporated association is “Local Government Professionals Incorporated”.

Note

Under section 23 of the Act, the name of the association and its registration number must appear on all its business documents.

2 PURPOSES

The purposes of the Association are to:

1. advocate on behalf of local government professionals in Victoria on all professional matters;
2. be the single, widely recognised and respected membership association and voice for local government professionals in Victoria in respect of inter-governmental relations and decision making and to provide a unified collective voice in influencing local government policy direction;
3. advance fellowship and communication among local government professionals and strengthen members’ professional status and integrity;
4. anticipate and meet the professional needs and aspirations of members and the future requirements of the local government industry generally;
5. develop partnership mechanisms which recognise both the separate and combined values, needs and opportunities for policy and program development in strengthened relationships between local government professionals, councillors, councils and related industries and organisations; and
6. continue to build the capacity and capability of the sector.

3 DEFINITIONS

In these Rules-

absolute majority, of the Board, means a majority of the Board members currently holding office and entitled to vote at the time (as distinct from a majority of Board members present at a Board meeting);

Act means the Associations Incorporation Reform Act 2012 (Vic);

associate member means a member referred to in rule 14;

Association means Local Government Professional Incorporated;

Board means the board of members having management of the business of the Association;

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

Board member means a member of the Board elected or appointed under Division 3 of Part 5;

Chairperson, of a general meeting or Board meeting, means the person chairing the meeting as required under rule 46;

Chief Executive Officer means the Chief Executive Officer of the Association appointed under rule 72;

Committee means any committee appointed by the Board pursuant to rule 42;

Code of Conduct means any code of conduct adopted by the Association;

disciplinary action means—

- a. expulsion from the Association;
- b. suspension of membership for a specified period;
- c. imposition of a fine not exceeding \$500.00;
- d. removal from the Board;
- e. caution or reprimand; or
- f. any combination of the actions referred to in paragraphs (a) to (e).

disciplinary appeal meeting means a meeting of the members of the Association convened under rule 23(3);

disciplinary meeting means a meeting of the Committee convened for the purposes of rule 22;

financial year means each period of 12 months commencing on 1 July and ending on 30 June;

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

LGPA means the national body of Local Government Professionals Australia;

local government has the same meaning as that described under section 1 of the Local Government Act 2020 (Vic);

member means a member of the Association;

member entitled to vote means a member who under rule 13(2) is entitled to vote at a general meeting;

member of council staff has the same meaning as that described under section 1 of the Local Government Act 2020 (Vic);

Registrar means the Registrar of Incorporated Associations;

regulations means any regulations made under the Act;

Rules means these Rules for Local Government Professionals Incorporated and includes any attachments and schedules to it;

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;

Secretary/Secretariat means the member appointed to the position under rule 47;

4 INTERPRETATION

1. In the case of any doubt as to the proper meaning or construction of these Rules, the Board shall determine the proper meaning or construction by resolution.
2. Words importing the singular include the plural and vice versa.
3. Words importing one gender include all other genders.
4. Words importing persons include corporations and vice versa.

PART 2 - POWERS OF ASSOCIATION

5 POWERS OF ASSOCIATION

1. Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.
2. Without limiting subrule (1), the Association may—
 - a. acquire, hold and dispose of real or personal property;
 - b. open and operate accounts with financial institutions;
 - c. invest its money in any security in which trust monies may lawfully be invested;
 - d. raise and borrow money on any terms and in any manner as it thinks fit;
 - e. secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - f. appoint agents to transact business on its behalf;
 - g. enter into any other contract it considers necessary or desirable.
3. The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6 NOT-FOR-PROFIT ORGANISATION

1. The Association must not distribute any surplus, income or assets directly or indirectly to its members.
2. Subrule (1) does not prevent the Association from paying a member—
 - a. reimbursement for expenses properly incurred by the member; or
 - b. for goods or services provided by the member - if this is done in good faith on terms no more favourable than if the member was not a member.

Note

Section 33 of the Act provides that an incorporated association must not secure pecuniary profit for its members. Section 4 of the Act sets out in more detail the circumstances under which an incorporated association is not taken to secure pecuniary profit for its members.





PART 3 - MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

DIVISION 1 - MEMBERSHIP

7 MINIMUM NUMBER OF MEMBERS

The Association must have at least five members.

8 WHO IS ELIGIBLE TO BE A MEMBER

1. Any person who supports the purposes of the Association and is a member of local government staff as defined under the Local Government Act 2020 (Vic) is eligible for membership.
2. Any person who supports the purposes of the Association is eligible for associate membership.

9 APPLICATION FOR MEMBERSHIP

1. To apply to become a member of the Association, a person must submit a written application including—
 - a. their wish to become a member of the Association; and
 - b. support for the purposes of the Association; and
 - c. agreement to comply with these Rules.
2. The application—
 - a. must be signed by the applicant; and
 - b. may be accompanied by the joining fee.

Note

The joining fee is the fee (if any) determined by the Association under rule 13(3).

10 CONSIDERATION OF APPLICATION

1. As soon as practicable after an application for membership is received the CEO must notify the applicant of acceptance or rejection.
2. If the CEO rejects the application, LGPro must return any money accompanying the application to the applicant.
3. No reason need be given for the rejection of an application.

11 NEW MEMBERSHIP

1. If an application for membership is approved by the CEO— the Association must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members.
2. A person becomes a member of the Association and, subject to rule 13(2), is entitled to exercise their rights of membership from the date, whichever is the later, on which—
 - a. the CEO approves the person's membership; or
 - b. the person pays the joining fee.

12 ANNUAL SUBSCRIPTION AND FEE ON JOINING

1. At each annual general meeting, the Association must determine—
 - a. the amount of the annual subscription (if any) for the following financial year; and
 - b. the date for payment of the annual subscription.
2. The Association may determine that a lower annual subscription is payable by associate members.
3. The Association may determine that any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to—
 - a. the full annual subscription; or
 - b. a pro rata annual subscription based on the remaining part of the financial year; or
 - c. a fixed amount determined from time to time by the Association.
4. The rights of a member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.

13 GENERAL RIGHTS OF MEMBERS

1. A member of the Association who is entitled to vote has the right—
 - a. to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
 - b. to submit items of business for consideration at a general meeting; and
 - c. to attend and be heard at general meetings; and
 - d. to vote at a general meeting; and
 - e. to have access to the minutes of general meetings and other documents of the Association as provided under rule 78; and
 - f. to inspect the register of members.
2. A member is entitled to vote if—
 - a. the member is a member other than an associate member; and
 - b. more than 10 business days have passed since they became a member of the Association; and
 - c. the member's membership rights are not suspended for any reason.

14 ASSOCIATE MEMBERS

1. Associate members of the Association include any other category of member as determined by the board or by resolution at a general meeting.
2. An associate member must not vote but may have other rights as determined by the Board or by resolution at a general meeting.

15 RIGHTS NOT TRANSFERABLE

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

16 CEASING MEMBERSHIP

1. The membership of a person ceases upon resignation, expulsion, or death.
2. If a person ceases to be a member of the Association, the CEO must ensure, as soon as practicable, the date the person ceased to be a member is recorded in the register of members.

17 RESIGNING AS A MEMBER

1. A member may resign by giving one month's notice in writing to the Association.

Note

Rule 77(3) sets out how notice may be given to the association.

2. A member is taken to have resigned if—
 - a. the member's annual subscription is more than three months in arrears; or
 - b. where no annual subscription is payable—
 - (i) the Secretary has made a written request to the member to confirm that they wish to remain a member; and
 - (ii) the member has not, within 3 months after receiving that request, confirmed in writing that they wish to remain a member.
3. The Board may decide to provide a pro rata refund of membership fees paid by a resigning member.

18 REGISTER OF MEMBERS

1. The Association must keep and maintain a register of members that includes—
 - a. for each current member—
 - (i) the member's name;
 - (ii) the address for notice last given by the member;
 - (iii) the date of becoming a member;
 - (iv) if the member is an associate member, a note to that effect;
 - (v) any other information determined by the Board; and
 - b. for each former member, the date of ceasing to be a member.
2. Members must provide the Secretariat with all information necessary to allow the Association to maintain the register of members in accordance with rule 18(1)(a).
3. Any member may, at a reasonable time and free of charge, inspect the register of members at the registered office of the Association.
4. A member may request, in writing, that the Board provide a copy of the register of members for a purpose connected with their rights or responsibilities as a member. The Board may approve such a request provided that doing so does not contravene a member's right to privacy.

Note

Under section 59 of the Act, access to the personal information of a person recorded in the register of members may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the Register of Members.

DIVISION 2 - DISCIPLINARY ACTION

19 GROUNDS FOR TAKING DISCIPLINARY ACTION

1. The Board, by resolution, pursuant to subrule (2), may decide to take disciplinary action against a member in accordance with this Division if it determines that the member—
 - a. has failed to comply with these Rules; or
 - b. refuses to support the purposes of the Association; or
 - c. has engaged in conduct unbecoming of a member or prejudicial to the Association; or
 - d. has failed to comply with any Code of Conduct, Code of Ethics or by-laws adopted by the Association.
2. If the member subject to the proposed disciplinary action, or a member involved in the conduct that is the subject of the proposed disciplinary action, is a member of the Board, an independent person will be appointed by the Chief Executive Officer to replace the member of the Board in the decision-making process.

20 DISCIPLINARY SUBCOMMITTEE

1. If the Board is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Committee must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.
2. The members of the disciplinary subcommittee—
 - a. may be Committee members, members of the Association or anyone else; but
 - b. must not be biased against, or in favour of, the member concerned.

21 NOTICE TO MEMBER

1. Before disciplinary action is taken against a member, the Chief Executive Officer must give written notice to the member—
 - a. stating that the Association proposes to take disciplinary action against the member; and
 - b. stating the grounds for the proposed disciplinary action; and
 - c. specifying the date, place and time of the meeting at which the Board or the subcommittee intends to consider the disciplinary action; and
 - d. advising the member that they may do one or both of the following -
 - (i) attend the disciplinary meeting and address the Board or subcommittee at that meeting, with or without a representative, provided that the representative is not a legal representative;
 - (ii) give a written statement to the Board or subcommittee at any time before the disciplinary meeting; and
 - e. setting out the member's appeal rights under rule 23.
2. The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

22 DECISION OF BOARD OR SUBCOMMITTEE

1. At the disciplinary meeting, the Board or subcommittee must—
 - a. give the member and, if present, their representative, an opportunity to be heard; and
 - b. consider any written statement submitted by the member.
2. After complying with subrule (1), the Board or subcommittee may resolve or determine to—
 - a. take no further action against the member; or
 - b. take disciplinary action against the member.
3. The suspension of membership rights or the expulsion of a member under this rule takes effect immediately after the vote is passed.
4. A fine issued under this rule must be paid to the Association within the period specified in the notice of fine, being a period not less than 28 days after the service of the notice.

23 APPEAL RIGHTS

1. A person whose membership rights have been suspended, who has been expelled from the Association, who has been fined, or who has been removed from the Board under rule 22 may apply to the Chief Executive Officer for a review of the decision.
2. An application under subrule (1):
 - a. must be in writing;
 - b. must state the grounds upon which the decision should be reviewed;
 - c. must be made within 21 days of the decision being made; and
 - d. may only be made once in relation to a decision.
3. If a person has made an application under subrule (1), the Chief Executive Officer must appoint a qualified independent person to conduct a review of the decision.
4. The qualified independent person must review the decision within 30 days of receipt of the application by the Chief Executive Officer.

24 CONDUCT OF APPEAL

1. A person who has made an application under rule 23(1) is entitled to make both written and oral submissions to the appeal committee.
2. The appeal committee must consider any material submitted to it before making a decision to either uphold or revoke the original decision.



DIVISION 3 - GRIEVANCE PROCEDURE

25 APPLICATION

1. The grievance procedure set out in this Division applies to disputes under these Rules between—
 - a. a member and another member;
 - b. a member and the Board;
 - c. a member and the Association.
2. A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

26 PARTIES MUST ATTEMPT TO RESOLVE THE DISPUTE

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

27 APPOINTMENT OF MEDIATOR

1. If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 26, the parties must within 10 days—
 - a. notify the Board of the dispute; and
 - b. agree to or request the appointment of a mediator; and
 - c. attempt in good faith to settle the dispute by mediation.
2. The mediator must be—
 - a. a person chosen by agreement between the parties; or
 - b. in the absence of agreement—
 - (i) if the dispute is between a member and another member - a person appointed by the Committee; or
 - (ii) if the dispute is between a member and the Board or the Association - a person appointed or employed by the Dispute Settlement Centre of Victoria.
3. A mediator appointed by the Committee may be a member or former member of the Association but in any case must not be a person who—
 - a. has a personal interest in the dispute; or
 - b. is biased in favour of or against any party.



28 MEDIATION PROCESS

1. The mediator to the dispute, in conducting the mediation, must—
 - give each party every opportunity to be heard; and
 - allow due consideration by all parties of any written statement submitted by any party; and
 - ensure that natural justice is accorded to the parties throughout the mediation process.
2. The mediator must not determine the dispute.

29 FAILURE TO RESOLVE DISPUTE BY MEDIATION

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

PART 4 - GENERAL MEETINGS OF THE ASSOCIATION

30 ANNUAL GENERAL MEETINGS

1. The Board must convene an annual general meeting of the Association to be held within 5 months after the end of each financial year.
2. The Board shall determine the date, time and place of the annual general meeting.
3. The ordinary business of the annual general meeting is as follows—
 - a. to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
 - b. to receive and consider—
 - (i) reports from the Board of the transactions of the Association during the preceding financial year; and
 - (ii) the financial statements of the Association for the preceding financial year submitted by the Board in accordance with Part 7 of the Act;
 - c. to confirm the election outcome of the members of the Board;
 - d. to receive and consider the statement of income and expenditure and the balance sheet;
 - e. to appoint an auditor or auditors in accordance with rule 71;
 - f. to receive and consider the statement submitted by the Association in accordance with the Act; and
 - g. to confirm or vary the amounts (if any) of the annual subscription and joining fee.
4. The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

31 SPECIAL GENERAL MEETINGS

1. Any general meeting of the Association, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
2. The Board may convene a special general meeting whenever it thinks fit.
3. Where 15 months would elapse between annual general meetings, the Board shall convene a special general meeting before the expiration of that period.
4. No business other than that set out in the notice under rule 33 may be conducted at the meeting.

Note

General business may be considered at the meeting if it is included as an item for consideration in the notice under rule 33 and the majority of members at the meeting agree.



32 SPECIAL GENERAL MEETING HELD AT REQUEST OF MEMBERS

1. The Board must convene a special general meeting if a request to do so is made in accordance with subrule (2) by at least 10% of the total number of members.
2. A request for a special general meeting must—
 - a. be in writing; and
 - b. state the business to be considered at the meeting and any resolutions to be proposed; and
 - c. include the names and signatures of the members requesting the meeting; and
 - d. be given to the Chief Executive Officer.
3. If the Board does not convene a special general meeting 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 special general meeting convened by members under subrule (3)—
 - a. must be held within 3 months after the date on which the original request was made; and
 - b. may only consider the business stated in that request.
5. The Association must reimburse all reasonable expenses incurred by the members convening a special general meeting under subrule (3).

33 NOTICE OF GENERAL MEETINGS

1. The Secretary (or, in the case of a special general meeting convened under rule 32(3), the members convening the meeting) must give to each member of the Association—
 - a. at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - b. at least 14 days' notice of a general meeting in any other case.
2. The notice must—
 - a. specify the date, time and place of the meeting; and
 - b. indicate the general nature of each item of business to be considered at the meeting; and
 - c. if a special resolution is to be proposed—
 - (i) state in full the proposed resolution; and
 - (ii) state the intention to propose the resolution as a special resolution; and
 - d. comply with rule 34(5).
3. If a member wishes to bring any business before a special general meeting, they must give notice of the business in writing to the Chief Executive Officer who shall include that business in the notice calling the next special general meeting.
4. This rule does not apply to a disciplinary appeal meeting.

34 PROXIES

1. A member may appoint another member as their proxy to vote and speak on their behalf at a general meeting other than at a disciplinary appeal meeting.
2. The appointment of a proxy must be in writing and signed by the member making the appointment.
3. The member appointing the proxy may give specific directions as to how the proxy is to vote on their behalf, otherwise the proxy may vote on behalf of the member in any matter as they see fit.
4. The form to be used when appointing the proxy shall be Form 1 of Appendix 1 to these rules.
5. Notice of a general meeting given to a member under rule 33 must—
 - a. state that the member may appoint another member as a proxy for the meeting; and
 - b. include of a copy of Form 1 (included in Appendix 1)
6. A completed Form 1 appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
7. A completed Form 1 appointing a proxy sent by post or electronically is of no effect unless it is received by the Chief Executive Officer at least 24 hours before the commencement of the meeting.

35 USE OF TECHNOLOGY

1. Unless the Chairperson otherwise directs, electronic recording devices must not be used at a general meeting.
2. 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.
3. For the purposes of this Part, a member participating in a general meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

36 QUORUM AT GENERAL MEETINGS

1. No business may be conducted at a general meeting unless a quorum of members is present.
2. The quorum for an annual general meeting is the presence of greater than five members entitled to vote.
3. The quorum for a special general meeting is the presence of greater than five members entitled to vote at a special general meeting.
4. If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—
 - a. in the case of a meeting convened by, or at the request of, members under rule 32—the meeting must be dissolved;

Note

If a meeting convened by, or at the request of, members is dissolved under this subrule, the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another special meeting, the members must make a new request under rule 32.

- b. in any other case—
 - (i) the meeting must be adjourned to the same day of the following week at the same time; and
 - (ii) the meeting must be adjourned to the same place, or if the meeting is to be adjourned to a different place, the place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.
5. If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under subrule (4)(b), the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

37 ADJOURNMENT OF GENERAL MEETING

1. The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.
2. Without limiting subrule (1), a meeting may be adjourned—
 - a. if there is insufficient time to deal with the business at hand; or
 - b. to give the members more time to consider an item of business.

Example

The members may wish to have more time to examine the financial statements submitted by the Board at an annual general meeting.

3. No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
4. Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 33.

38 VOTING AT GENERAL MEETING

1. On any question arising at a general meeting—
 - a. subject to subrule (3), each member who is entitled to vote has one vote; and
 - b. members may vote personally or by proxy; and
 - c. except in the case of a special resolution, the question must be decided on a majority of votes.
2. If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
3. If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.

39 SPECIAL RESOLUTIONS

A special resolution is passed if not less than three quarters of the members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.

Note

In addition to certain matters specified in the Act, a special resolution is required—

- a. to remove a committee member from office;
- b. to alter these Rules, including changing the name or any of the purposes of the Association; and
- c. to enable a person who is not employed by a municipal council of Victoria as a member of Council staff to be nominated for election to the Board.

40 DETERMINING WHETHER RESOLUTION CARRIED

1. Subject to subsection (2), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been—
 - a. carried; or
 - b. carried unanimously; or
 - c. carried by a particular majority; or
 - d. lost—and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
2. If a poll (where votes are cast in writing) is demanded by three or more members on any question—
 - a. the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
 - b. the Chairperson must declare the result of the resolution on the basis of the poll.
3. A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
4. A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

41 MINUTES OF GENERAL MEETING

1. The Board must ensure that minutes are taken and kept of each general meeting.
2. The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
3. In addition, the minutes of each annual general meeting must include—
 - a. the names of the members attending the meeting; and
 - b. proxy forms given to the Chairperson of the meeting under rule 34(6); and
 - c. the financial statements submitted to the members in accordance with rule 30(3)(b)(ii); and
 - d. the certificate signed by two Board members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
 - e. any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5 - BOARD OF MANAGEMENT

DIVISION 1 - POWERS OF BOARD

42 ROLE AND POWERS

1. The business of the Association must be managed by or under the direction of the Board.
2. The Board may exercise all the powers of the Association (including the making and amending of by-laws) except those powers that these Rules, the Act or the Regulations require to be exercised by general meetings of the members of the Association.
3. The Board has the power to do all things that, in the Board's opinion, are essential to the proper management of the business and affairs of the Association, subject to these Rules, the Act and the Regulations. This includes implementing the Association's Strategic Plan.
4. The Board may—
 - a. appoint and remove CEO or interim CEO;
 - b. establish committees, standing committees, special interest groups or branches of learning consisting of members and properly qualified advisors with terms of reference it considers appropriate.
5. Any non-member who forms part of a committee, standing committee, special interest group or branch of learning referred to in subrule(4)(b) shall not have voting rights.
6. Any Code of Ethics or by-laws made by the Board shall have immediate effect upon being passed by a resolution of the Board.

43 DELEGATION

1. The Board may delegate to a member of the Board, a subcommittee or the Chief Executive Officer, any of its powers and functions other than—
 - a. this power of delegation; or
 - b. a duty imposed on the Committee by the Act or any other law.
2. The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.
3. The Committee may, in writing, revoke a delegation wholly or in part.



DIVISION 2 - COMPOSITION OF BOARD AND DUTIES OF MEMBERS

44 COMPOSITION OF BOARD

The Board consists of—

1. a President; and
2. a Vice-President; and
3. a Secretary; and
4. a Treasurer; and
5. six ordinary members (if any) elected under rule 52.

45 GENERAL DUTIES

1. As soon as practicable after being elected or appointed to the Board, each Board member must become familiar with these Rules and the Act.
2. The Board is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Board comply with these Rules.
3. Board members must exercise their powers and discharge their duties with reasonable care and diligence.
4. Board members must exercise their powers and discharge their duties—
 - a. in good faith in the best interests of the Association; and
 - b. for a proper purpose.
5. Board members and former Board 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 Association.

Note

See also Division 3 of Part 6 of the Act which sets out the general duties of the office holders of an incorporated association.

6. In addition to any duties imposed by these Rules, a Board member must perform any other duties imposed from time to time by resolution at a general meeting.

46 CHAIRPERSON

1. Subject to subrule (2), the President or, in the President's absence, the Vice-President is the Chairperson for any general meetings and for any Board meetings.
2. If the President and the Vice-President are both absent or are unable to preside, the Chairperson of the meeting must be—
 - a. the Secretary; or
 - b. if the Secretary is absent, the Treasurer

47 SECRETARY

1. The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.

Example

Under the Act, the secretary of an incorporated association is responsible for lodging documents of the association with the Registrar.

2. The Secretary must—
 - a. keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 70(3), all books, documents and securities of the Association; and
 - b. subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
 - c. perform any other duty or function imposed on the Secretary by these Rules.
3. The Secretary must give to the Registrar notice of their appointment within 14 days after the appointment.

48 TREASURER

1. The Treasurer must—
 - a. receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association; and
 - b. ensure that all moneys received are paid into the account of the Association within 5 working days after receipt; and
 - c. make any payments authorised by the Board or by a general meeting of the Association from the Association's funds; and
 - d. ensure cheques are signed by at least two Board members.
2. The Treasurer must—
 - a. ensure that the financial records of the Association are kept in accordance with the Act; and
 - b. coordinate the preparation of the financial statements of the Association and their certification by the Board prior to their submission to the annual general meeting of the Association.
3. The Treasurer must ensure that at least one other Board member has access to the accounts and financial records of the Association.

DIVISION 3 - ELECTION OF BOARD MEMBERS AND TENURE OF OFFICE

49 WHO IS ELIGIBLE TO BE A BOARD MEMBER

1. A member is eligible to be elected or appointed as a Board member if the member—
 - a. is 18 years or over; and
 - b. is a general member of the Association or permitted in accordance with subrule (6).
2. The Board may, by a majority vote, include up to two additional Board members if the Board deems it necessary to assist in addressing the needs of the Association. Period of appointment will be defined by the Board.
3. Not more than two employees of any one council shall be eligible to be a member of the Board at the same time.

50 NOMINATIONS

1. Prior to the election of each position, the Chairperson of the meeting must call for nominations to fill that position.
2. An eligible member of the Association may, with that member's consent, be nominated for election by two other members.
3. A member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.
4. Nominations must be made in writing, signed by two members of the Association and accompanied by the written consent of the person being nominated.
5. Nominations must be given to the Chief Executive Officer not less than 42 days before the date of the annual general meeting at which the election is to be held.

51 ELECTION OF PRESIDENT, VICE-PRESIDENT, SECRETARY AND TREASURER

1. At the Board meeting held prior to the annual general meeting, the Board must nominate and elect, among themselves, the following positions for a 12-month period—
 - a. President;
 - b. Vice-President;
 - c. Secretary;
 - d. Treasurer.
2. If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.
3. If more than one member is nominated, a ballot must be held in accordance with rule 53.
4. If insufficient nominations are received to fill all vacancies on the Board, further nominations shall be received at the annual general meeting.



52 ELECTION OF ORDINARY MEMBERS

1. A single election may be held to fill the positions of ordinary members of the Committee (if any) to hold office for the next financial year.
2. If the number of members nominated for the position of ordinary Board member is less than or equal to six, the Chairperson of the meeting must declare each of those members to be elected to the position.
3. If the number of members nominated exceeds six, a ballot must be held in accordance with rule 53.

53 BALLOT

1. If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.
2. The returning officer must not be a member nominated for the position.
3. Before the ballot is taken, each candidate may make a short speech in support of their election.
4. The election must be by ballot with each member provided one vote.

Example

If a member has been appointed the proxy of 5 other members, the member must be given 6 ballot papers—one for the member and one each for the other members.

5. If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.
6. If the ballot is for more than one position—
 - a. the voter must write on the ballot paper the name of each candidate for whom they wish to vote;
 - b. the voter must not write the names of more candidates than the number to be elected.
7. Ballot papers that do not comply with subrule (7)(b) are not to be counted.
8. Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
9. The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
10. If the returning officer is unable to declare the result of an election under subrule (10) because 2 or more candidates received the same number of votes, the returning officer must—
 - a. conduct a further election for the position in accordance with subrules (4) to (10) to decide which of those candidates is to be elected; or
 - b. with the agreement of those candidates, decide by lot which of them is to be elected.

Examples

The choice of candidate may be decided by the toss of a coin, drawing straws or drawing a name out of a hat.

54 TERM OF OFFICE

1. Subject to subrule (3) and rule 55, a Board member holds office until the third annual general meeting after their election. At that annual general meeting the position is declared vacant.
2. A Board member may be re-elected.
3. A general meeting of the Association may—
 - a. by special resolution remove a Board member from office; and
 - b. elect an eligible member of the Association to fill the vacant position in accordance with this Division.

55 VACATION OF OFFICE

1. A Board member may resign from the Board by written notice addressed to the Chief Executive Officer.
2. A person ceases to be a Board member if they—
 - a. give notice under subrule(1); or
 - b. cease to be a member of the Association; or
 - c. fail to attend three consecutive Board meetings; or
 - d. become or are bankrupt or insolvent; or
 - e. have made an assignment for the benefit of their creditors; or
 - f. have taken or have attempted to take the benefit of any statutory provision for the liquidation of their assets or affairs; or
 - g. are removed from the Board pursuant to Part 3 Division 2 of these Rules; or
 - h. cease to be Council staff; or
 - (i) otherwise cease to be a Committee member by operation of section 78 of the Act.

Note

A Committee member may not hold the office of secretary if they do not reside in Australia.

56 FILLING CASUAL VACANCIES

1. The Board may appoint an eligible member of the Association to fill a position on the Board that—
 - a. has become vacant under rule 55; or
 - b. was not filled by election at the last annual general meeting.
2. If the Board appoints a member of the Association to fill a position that has become vacant under rule 55, the appointed member shall hold office for the remainder of the vacating Board member's term in office.
3. If two or fewer Board positions become vacant under rule 55, the Board may decide not to appoint a member of the Association to fill the position.
4. If three or more Board positions become vacant under rule 55, the Board must fill all positions by appointment, subject to subrule (5) and in accordance with subrule (9).
5. If a Board position becomes vacant under rule 55 that occurs within 12 months of the end of the term in office, the Board may decide not to appoint a member of the Association to fill the position.
6. Any Board member who is elected to fill a position which has become vacant under rule 55 holds that position for the remainder of the vacating Board member's term in office.
7. If an auditor position becomes vacant under rule 55, but there is at least one other auditor remaining in the position, the Board may decide not to fill the vacating auditor's position.
8. If an auditor position becomes vacant under rule 55, such that the auditor position is wholly vacant, the Board must appoint a new auditor to act as the auditor of the Association for the remainder of the vacating auditor's term of appointment.
9. In appointing members to fill casual vacancies, the Board must give consideration to the number of votes received by unsuccessful candidates in the most recent election.
10. The Board may continue to act despite any vacancy in its membership.

DIVISION 4—MEETINGS OF BOARD

57 MEETINGS OF BOARD

1. The Board must meet at least three times in each year at the dates, times and places determined by the Board.
2. Special Board meetings may be convened by the President or by any six members of the Committee.

58 NOTICE OF MEETINGS

1. Notice of each Board meeting must be given to each Board member no later than two days before the date of the meeting.
2. Notice may be given of more than one Board meeting at the same time.
3. The notice must state the date, time and place of the meeting.
4. If a special Board meeting is convened, the notice must include the general nature of the business to be conducted.
5. The only business that may be conducted at the meeting is the business for which the meeting is convened.

59 URGENT MEETINGS

1. Notice of each Board meeting must be given to each Board member no later than two days before the date of the meeting.
2. Notice may be given of more than one Board meeting at the same time.
3. The notice must state the date, time and place of the meeting.
4. If a special Board meeting is convened, the notice must include the general nature of the business to be conducted.
5. The only business that may be conducted at the meeting is the business for which the meeting is convened.

60 PROCEDURE AND ORDER OF BUSINESS

1. The procedure to be followed at a meeting of a Committee must be determined from time to time by the Committee.
2. The order of business may be determined by the members present at the meeting.

61 USE OF TECHNOLOGY

1. A Board member who is not physically present at a Board meeting may participate in the meeting by the use of technology that allows that Board member and the Board members present at the meeting to clearly and simultaneously communicate with each other.
2. For the purposes of this Part, a Board member participating in a Board meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.



62 QUORUM

1. No business may be conducted at a Board meeting unless a quorum is present.
2. The quorum for a Board meeting is the presence (in person or as allowed under rule 61) of 5 Board members.
3. If a quorum is not present within 30 minutes after the notified commencement time of a Board meeting—
 - a. in the case of a special meeting—the meeting lapses;
 - b. in any other case—the meeting must be adjourned to the same day of the following week, at the same time and at the same place.

63 VOTING

1. On any question arising at a Board meeting, each Board member present at the meeting has one vote.
2. Each question arising at a Board meeting is determined by a show of hands or, if demanded by a Board member, by a poll determined in such a manner as the person presiding decides.
3. A motion is carried if a majority of Board members present at the meeting vote in favour of the motion.
4. Subrule (2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Committee.
5. If votes are divided equally on a question, the person presiding has a second or casting vote.
6. Voting by proxy at a Board meeting is not permitted.

64 CONFLICT OF INTEREST

1. A Board member who has a material personal interest in a matter being considered at a Board meeting must disclose the nature and extent of that interest to the Board.
2. The member—
 - a. must not be present while the matter is being considered at the meeting; and
 - b. must not vote on the matter.

Note

Under section 81(3) of the Act, if there are insufficient committee members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.

3. This rule does not apply to a material personal interest—
 - a. that exists only because the member belongs to a class of persons for whose benefit the Association is established; or
 - b. that the member has in common with all, or a substantial proportion of, the members of the Association.

65 MINUTES OF MEETING

1. The Board must ensure that minutes are taken and kept of each Board meeting.
2. The minutes must record the following—
 - a. the names of the members in attendance at the meeting;
 - b. the business considered at the meeting;
 - c. any resolution on which a vote is taken and the result of the vote;
 - d. any material personal interest disclosed under rule 64.

66 LEAVE OF ABSENCE

1. The Committee may grant a committee member leave of absence from committee meetings for a period not exceeding 3 months.
2. The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the committee member to seek the leave in advance.



PART 6 - FINANCIAL MATTERS

67 SOURCE OF FUNDS

The funds of the Association may be derived from annual subscriptions, memberships, grants, donations and any other sources approved by the Chief Executive Officer.

68 MANAGEMENT OF FUNDS

1. The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
2. Subject to any restrictions imposed by a general meeting of the Association, the Board may approve expenditure on behalf of the Association.
3. The Board may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Board for each item on which the funds are expended.
4. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by the Chief Executive Officer.
5. All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.
6. With the approval of the Board, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

69 FINANCIAL RECORDS

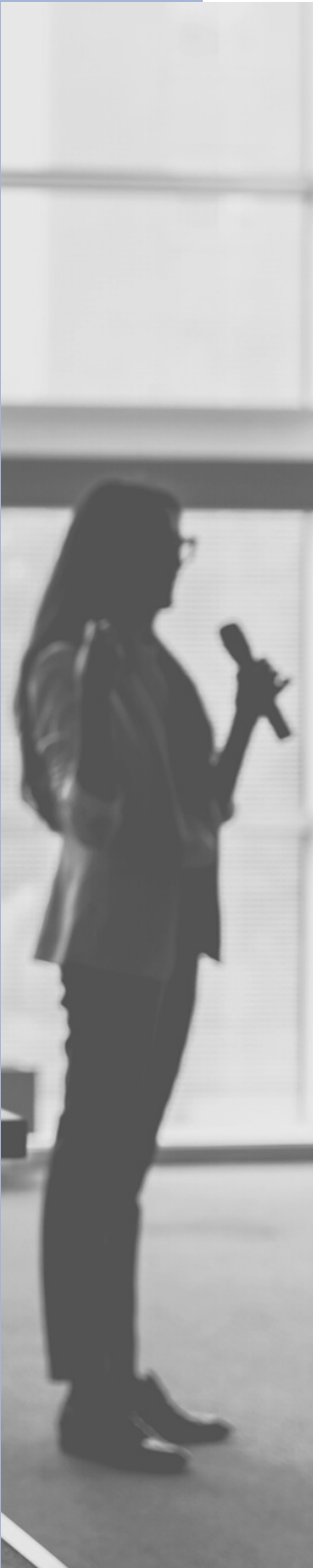
1. The Treasurer must keep financial records that—
 - a. correctly record and explain its transactions, financial position and performance; and
 - b. enable financial statements to be prepared as required by the Act.
2. The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
3. The Treasurer must keep in their custody, or under their control—
 - a. the financial records for the current financial year; and
 - b. any other financial records as authorised by the Board.

70 FINANCIAL STATEMENTS

1. For each financial year, the Board must ensure that the requirements under the Act relating to the financial statements of the Association are met.
2. Without limiting subrule (1), those requirements include—
 - a. the preparation of the financial statements;
 - b. if required, the review or auditing of the financial statements;
 - c. the certification of the financial statements by the Board;
 - d. the submission of the financial statements to the annual general meeting of the Association;
 - e. the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

71 AUDIT OF ACCOUNTS

1. At each annual general meeting the Association shall appoint one or more auditors who shall, at least once per financial year, audit the accounts of the Association.
2. The auditor or auditors may be members, but they must not be Board members.
3. The auditor or auditors appointed under subrule (1) shall hold office for a term of 12 months or until their successor is appointed at the following annual general meeting, whichever is the lesser.
4. The auditor or auditors must produce a written report detailing the findings of their annual audit. The report must be given to the Board before the appointment of a new auditor or auditors under subrule (1).



PART 7 - CHIEF EXECUTIVE OFFICER

72 APPOINTMENT

The Board shall appoint a Chief Executive Officer whose title may be changed by resolution of the Board.

73 FUNCTIONS AND POWERS

1. The Chief Executive Officer shall:
 - a. provide the services necessary for the operation of the Board;
 - b. attend Board meetings and participate in its deliberations, but not have the right to vote, unless otherwise directed by the Board;
 - c. have the custody and control of all the books, papers and documents of the Board and control its affairs whilst it is not in session;
 - d. manage the affairs and activities of the Association on a day to day basis, under the supervision of the Board;
 - e. keep accurate records of the proceedings of the Association and of the Board;
 - f. manage the collection of the fees and annual subscriptions and the preparation of the accounts of expenditure of the Association's funds;
 - g. conduct the correspondence of the Association;
 - h. give notice of all Board meetings, annual general meetings, special general meetings and any other meetings of the Association;
 - i. employ and dismiss the staff of the Association;
 - j. supervise, direct and control the work of the Association;
 - k. perform any additional duty, as determined by the Board.
2. The Chief Executive Officer may delegate to a member or staff of the Association any power, duty or function of the Chief Executive Officer, other than this power of delegation.

74 ACCOUNTS

The Chief Executive Officer must:

1. account for all of their expenses by keeping proper records, which the Board may request at any time; and
2. keep proper records of the financial dealings of the Association, which the Board may request at any time.

PART 8 - GENERAL MATTERS

75 COMMON SEAL

1. The Association may have a common seal.
2. If the Association has a common seal—
 - a. the name of the Association must appear in legible characters on the common seal;
 - b. a document may only be sealed with the common seal by the authority of the Board and the sealing must be witnessed by the signatures of two Board members;
 - c. the common seal must be kept in the custody of the Secretary.

76 REGISTERED ADDRESS

The registered address of the Association is—

- a. the address determined from time to time by resolution of the Board;
- or
- b. if the Board has not determined an address to be the registered

77 NOTICE REQUIREMENTS

1. Any notice required to be given to a member or a Board member under these Rules may be given—
 - a. by handing the notice to the member personally; or
 - b. by sending it by post to the member at the address recorded for the member on the register of members; or
 - c. by email or facsimile transmission.
2. Subrule (1) does not apply to notice given under rule 58.
3. Any notice required to be given to the Association or the Board may be given—
 - a. by handing the notice to a member of the Board; or
 - b. by sending the notice by post to the registered address; or
 - c. by leaving the notice at the registered address; or
 - d. if the Board determines that it is appropriate in the circumstances, by email to the email address of the Association or the Secretary.
4. A notice shall be deemed to have been served—
 - a. 3 days after the day on which the notice was posted, when a notice is sent by post; or
 - b. on the day on which it was sent, in the case where the notice is sent by email or facsimile.



78 CUSTODY AND INSPECTION OF BOOKS AND RECORDS

1. Members may on request inspect free of charge—
 - a. the register of members;
 - b. the minutes of general meetings;
 - c. subject to subrule (2), the financial records, books, securities and any other relevant document of the Association, including minutes of Board meetings.

Note

See note following rule 19 for details of access to the register of members.

2. The Board may refuse to permit a member to inspect records of the Association if:
 - a. they relate to confidential, personal, employment, commercial or legal matters; or
 - b. to do so may be prejudicial to the interests of the Association; or
 - c. the request appears to be vexatious or without substance; or
 - d. the member does not provide, in writing, the reason for the request.
3. The Board must on request make copies of these rules available to members and applicants for membership free of charge.
4. Subject to subrule (2), a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.
5. For purposes of this rule—

relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following—

 - a. its membership records;
 - b. its financial statements;
 - c. its financial records;
 - d. records and documents relating to transactions, dealings, business or property of the Association.

79 WINDING UP AND CANCELLATION

1. The Association may be wound up voluntarily by special resolution.
2. In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.
3. Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual members.
4. The body to which the surplus assets are to be given must be decided by special resolution.

80 AMENDMENT OF RULES

1. The Rules and the Statement of Purposes may only be amended by special resolution of a general meeting of the Association.
2. The Rules shall be reviewed by the Board as the Board deems necessary and at least every 5 years.
3. The Board must give notice to all members prior to the commencement of the review of the Rules that the Rules are to be reviewed and that any submissions are to be submitted by a specified date, being not less than 21 days after the date of the notice.
4. Any member may make a submission to the Board and the Board must consider all submissions.
5. These Rules shall be amended in accordance with all relevant legislation, the Association's Strategic Plan, the needs of the Association, contemporary best practice and feedback from members.

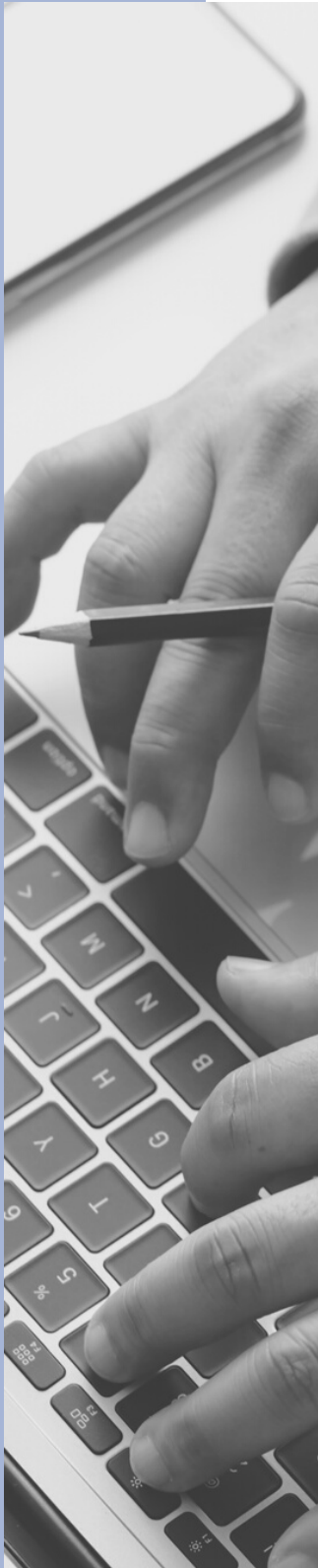
Note

An amendment to these Rules does not take effect unless or until it is approved by the Registrar.



81 INDEMNITY

1. The Association shall indemnify all Board members, the Chief Executive Officer and all persons serving on a committee or special interest group against any of the following, arising from any covenant, contract or agreement entered into, or any act or omission carried out bona fide in the discharge of their duties:
 - a. costs;
 - b. losses;
 - c. damages; and
 - d. expenses, including accommodation and travel expenses.
2. The indemnity conferred by this rule extends to any covenant, contract or agreement entered into or any act or omission carried out bona fide if entered into or done pursuant to a resolution of the Board or the Association, notwithstanding that that resolution is ultra vires.
3. The indemnity conferred by this rule does not extend to dishonest or fraudulent acts or omissions.
4. Nothing contained in this rule operates to exempt any person from liability or to indemnify that person against any liability which by virtue of any rule or law they would otherwise be liable for.



APPENDIX 1

FORM 1

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 and on behalf of me 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 _____ 20____, and at any adjournment of that meeting.

My proxy is authorised to vote in favour of / against [delete as appropriate] the resolution to [insert details]: _____

[strike out if discretionary vote].

Signed: _____

Dated the _____ day of _____ 20____