

Bushwalking Victoria Inc

BY-LAWS & OPERATING PROCEDURES

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Bushwalking Victoria Inc. By-Laws and Operating Procedures

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Bushwalking Victoria Inc. By-Laws and Operating Procedures

1. Authority for By-Laws

By-laws may be created and amended in accordance with rule 38 of the constitution as follows:

- (1) *Subject to the provisions set down in these Rules, and governed by these rules, the Association shall conduct its affairs and business in accordance with the provisions of the Association's By-laws.*
- (2) *The Board of Management shall make and amend the By-laws as needed for the conduct of the affairs and business of the Association. No new By-law shall be made or an existing By-law amended except upon notice of motion being duly given and appearing on the notice paper calling the next Board meeting.*
- (3) *A record shall be kept by the Secretary of each new or amended By-law indicating the date of creation or amendment.*

2. Public Officer

The Public Officer of Bushwalking Victoria Inc shall be the Secretary unless otherwise determined at the Annual general meeting.

3. Governance and Management

The Board of Management is responsible to the Members for the effective governance and operation of Bushwalking Victoria and in this regard has legal and ethical obligations imposed on it by the Constitution and the Act.

The Board cannot delegate these fundamental obligations and responsibilities. However rule 20(4) of the Constitution allows the Board to delegate such of its powers and functions as it thinks fit. The Board is still ultimately responsible and must ensure such delegations of authority are appropriate and properly carried out. Delegation is to enable **authorised persons** (Officers, Conveners and other individuals) to expeditiously perform the duties of their role and ensure decisions are made so as to facilitate the day to day operation of BWV in the best interests of its members. In exercising discretion and making decisions authorised persons will do so in accordance with the;

- objectives and constitution of BWV
- these By- laws
- Board approved policies of BWV
- normal operating procedures, manuals, guidelines, or other operational plans that have been approved by the Board
- any specific instructions or delegation of authority given by the Board

If a matter is outside the established policies, procedures, guidelines or operational practices of BWV, is considered by an authorised person to be urgent and needing resolution prior to the next scheduled meeting of the Board. A decision resolving the matter can be made by consultation and agreement between three members of the Board of whom one must be an Officer of BWV and provided the decision does not require the expenditure of more than \$1000. Details of the decision must be documented, reported to the next Board meeting, confirmed and recorded in the minutes of that meeting.

If such a matter is likely to be a recurring one then the authorised person should prepare a recommendation to the Board as to the appropriate form of delegation that is required to ensure the effective operation of BWV

3.1. Specific delegations of authority by the Board of Management

3.1.1. Conveners of standing committees may sign outgoing correspondence in the name of BWV provided it is consistent with Board approved policy and procedures relating to the activities of the committee or is of a minor routine nature.

3.1.2. The Editor of any regular magazine or newsletter of BWV or its committees, after considering the best interests and objectives of BWV has the authority to determine whether advertising or material submitted for publication will be accepted. If there is any doubt the Editor will consult with the President, Vice President, Secretary or relevant Convener of BWV.

3.1.3. The Content Manager of the BWV Website after considering the best interests and objectives of BWV has the authority to determine whether links to other sites, advertising or material submitted for publication will be accepted. If there is any doubt the Content Manager will consult with the President, Vice President or Secretary.

3.2. The Board of Management, by resolution at a Board meeting, has the authority to overturn any decision(s) made by Standing or Special Committees or other persons to whom authority has been delegated if the Board

consider the decision did not comply with the rules, by-laws, policies or objectives and was not in the best interests of BWV.

4. Committees

Committees of BWV are committees established by the Board of Management under the authority of rule 20 (3) and must operate within the provisions of that rule.

4.1. Standing Committees. These are committees tasked with managing specific ongoing functions of Bushwalking Victoria as determined by the Board.

The Board may also direct a Standing Committee to draft, for Board consideration, policies or recommended actions related to the objectives and strategic direction of BWV.

4.1.1. Membership of Standing Committees shall consist of a Convener elected at the Annual General Meeting, and any other members as determined by the task requirements of the committee or as the Board may decide.

4.1.2. Standing Committees, unless otherwise directed by the Board, shall meet on a regular basis but no less than four times each year.

4.1.3 Each Standing Committee shall develop its own operating procedures, keep minutes of meetings and provide the Secretary of BWV with a copy as soon as possible after each meeting.

4.1.4 All policies developed by a Standing Committee shall be reviewed, up-dated and submitted for Board approval at least once every two years.

4.1.5. A Standing Committee may source funds for its operations from the Board and subject to Board approval from outside sources, such as grants and donations.

4.2. Special Committees. These are temporary committees established by the Board to deal with specific matters.

4.2.1. Terms of reference and membership of Special Committees shall be determined by the Board

4.2.2. Each Special Committee shall keep minutes of meetings and provide to the Secretary of BWV a copy as soon as possible thereafter including a report on any resolutions.

4.2.3. Each Special Committee shall be required to present a report to the board for approval of final recommendations.

4.3. Committee quorum. A quorum for a committee shall comprise the Convener and two other committee members.

5. Paid employees.

5.1. Recruitment and appointment of paid employees.

5.1.1. A decision to recruit staff must be considered within the business plan and budget.

Position description, prerequisites, selection criteria and salary range must be agreed by the Board.

Candidates will be advised of

- job description and duties
- prerequisites
- selection criteria

5.1.2. The selection panel must assess all candidates against the agreed selection criteria.

5.1.3. Within the requirements of the prerequisites there will be equal opportunity given to each interviewed candidate to demonstrate how well they meet the selection criteria.

5.1.4. Conditions of employment must comply with all relevant laws and the salary must be approved by the Board.

5.1.5. The letter of offer of appointment to the successful candidate must be consistent with the conditions of employment and salary approved by the Board and must be signed by an Officer of BWV

5.2. Administration Officer.

5.2.1. The Administration Officer shall report to the Board and perform duties approved by the Board.

5.2.2. The Assistant Secretary may establish work priorities for the Administration Officer.

5.2.3. The terms and conditions of employment of the Administration Officer shall be agreed between the Administration Officer and the Board and shall comply with all relevant laws. Comparative indicator for salary will be Grade 3 Clerk - Australian Conservation Foundation.

6. Insurance Policies

6.1. Bushwalking Victoria shall on behalf of member clubs and Individual Supporter Members enter into an insurance policy with a recognised insurer for the purpose of protecting members and BWV from public liability and damages claims.

6.2. Bushwalking Victoria may on behalf of member clubs, enter into an insurance policy with a recognised insurer for the purpose of insuring against the risk of personal injury.

6.3. Premiums shall be collected from member clubs electing to participate in the insurance scheme(s) at a

rate(s) determined by the Board after considering advice from the insurer (s)

6.4. Premiums shall be collected from participating clubs or persons at the time annual membership fees are paid and will be accounted for separately in the accounts of Bushwalking Victoria Inc.

6.5. Details of the insurance policy/policies shall be maintained by the Secretary and shall be made available to insured clubs or persons on written request.

6.6. All enquires and correspondence regarding claims or interpretation of insurance policies is to be directed through the Bushwalking Victoria's Insurance Convener with a copy to the Administration Officer.

6.7. The Board shall arrange other insurance policies to cover the loss of equipment or other property, indemnify Officers, Board members and conveners and manage the risk associated with publications or the provision of advice.

7. Contingency reserves

7.1. Bushwalking Victoria must establish an identifiable sub account with sufficient funds to cover events that could have a serious financial impact on the organisation's finances. Such events include but are not limited to:

- Loss of relatively low cost office accommodation.
- Large increase in insurance premiums
- Loss of support funding from Sport and Recreation Victoria.

7.2. As part of the budget process the Treasurer will prepare a recommendation for Board approval as to the amount of contingency funds for the next financial year.

8. Representation of Members at General meetings

8.1. An officer of each Affiliate Member must advise the Secretary of BWV in writing, the name of the club member authorised by the Affiliate Member to act as their Delegate / Elector.

8.2. All representatives of Members including, Associates and Individual Supporter Members may attend general meetings as non-voting observers.

9. Annual Report

9.1. The Secretary shall arrange the publication of an Annual Report which will include financial statements, details of activities of Bushwalking Victoria Inc, names of Board members and Conveners.

9.2. The Annual Report shall be distributed to all clubs, affiliate club delegate/ electors and Individual Supporter Members.

10. Distribution of minutes

Minutes of general meetings and Board meetings will be distributed to affiliate member secretaries and delegate/electors by either electronic transmission or by post within 21 days after the date the meeting was held.

11. Electronic Communication

Where in accordance with rule 34 (c) a notice or other document is to be sent to a Member or returned back to Bushwalking Victoria by electronic means then the sender shall retain a record of the document and time and date of transmission.

12. Postal Voting

12.1. Where a poll is to be taken by post, the Secretary shall send a notice to each affiliate member, setting out the resolution to be voted upon and enclosing a ballot paper on which the resolution shall appear together with the name of the affiliate member. The ballot paper shall also provide designated spaces for the member to cast for or against the resolution, and the name, office, and signature of the affiliate member's officer completing the ballot paper.

12.2. The notice sent to each affiliate member shall include the time and date at which the ballot is to close, which shall be not earlier than 21 days after the time at which a letter would be delivered to the member in the normal course of postal service.

12.3. Where a ballot paper is received after the close of the ballot the Secretary shall notify the affiliate member concerned of this fact. However, the Chairman of the meeting at which the result of the ballot is to be determined may at his or her absolute discretion accept any ballot paper at any time up to the time of counting the votes received.

13. Privacy and custody of member details.

13.1. Privacy Policy Statement:

Personal information collected by Bushwalking Victoria Inc is not traded, sold, or licensed. Personal information provided by any member or person will not be used/disclosed for any purpose other than the purpose of the transaction the member or person has entered into (for example membership of BWV subscribing to a newsletter

or magazine directly receiving information from BWV or making enquires by email) unless such a disclosure is required or authorised by law for example for law enforcement purposes or to reduce the threat of harm. Some personal information that Bushwalking Victoria may ask club members to supply, such as gender and age information, will be used by Bushwalking Victoria only to provide collated information such as age and gender demographics of clubs, or club demographic information for insurance negotiations.

Member contact details will be made available by Bushwalking Victoria in response to enquires about how to contact clubs, or to more generally provide contact information about clubs.

Bushwalking Victoria has procedures in place to ensure the security of personal information. This may include the use of blind copies in group emails and password protected data bases.

Members and persons have the right to access, correct and subject to the Associations Incorporation Act require to be deleted, any information about them that has been collected by Bushwalking Victoria Inc. To do so; contact the *Bushwalking Victoria* Secretary in writing.

13.2. Custody of personal information about members of Affiliate Clubs supplied under rule 4 (2) (d)

The Secretary shall be responsible for the security of such information held including compliance with rule 4 (2) (d). The information shall be kept in a password secured data base. Persons whose details are held in this data base may access their details for the purposes of correction or deletion by giving written notice to the Secretary.

13.3. Privacy compliance auditing.

The Secretary shall report to the Board at least twice each year the details of measures in place to protect privacy of personal information and report any breach of security at the time of its occurrence.

14. Inspection of records.

14.1. A person may inspect the records of BWV during BWV normal business hours by arrangement with the Secretary.

14.2. To access and copy the member register a person must satisfy the Secretary that

- They are an officer of a financial affiliate club or a financial individual/supporter member of BWV
- Demonstrate that the purpose for requesting the information is a legitimate purpose related to the operation of BWV or in exercising their rights under the rules and sign an undertaking or declaration as to the purpose of the request and that they will not disclose the information to a third party for any reason.

15. Fee Structure

15.1. The Board shall, no later than its last meeting before the issue of notice convening the Annual General Meeting, prepare a resolution to be put to that meeting detailing the proposed annual fees for the ensuing year and such resolution shall be set out in full in that notice.

15.2. In the event that no motion setting new fees is passed at that meeting the existing fee structure shall continue in force until the next Annual General Meeting.

15.3. The fee structure may define, different components of fees such as membership, insurance or special Levies and set different fees or components for Affiliate clubs, Associate Clubs and Individual Supporter Members

15.4. Definitions for calculation of Affiliate Member fees.

15.4.1. An adult is defined as a person, who has reached the age of sixteen years,

15.4.2. A club member is any person who is a member of the club except where the club admits membership of a group of adults and children as a family unit in which case each adult covered by the family membership is counted as a club member.

15.4.3. The number of members of a Club is the number of persons that the club committee estimates will be members of that club at the 30th June in the year that the BWV fee will become due and payable.

16. Direct communications with members of affiliate clubs

16.1. Rule 4 (2) (d) in the constitution requires Affiliate Members to enter into an agreement with Bushwalking Victoria that enables Bushwalking Victoria to communicate effectively with members of affiliate clubs. The options for achieving this, in order of preference, are:

a. Provision of names and postal or email addresses of all club members updated at least annually.

b. A signed undertaking by the affiliate members that they will at the request of Bushwalking Victoria despatch to each of their members specific information that the Board deems necessary for the effective performance of Bushwalking Victoria's role and offer club members annually, the opportunity to submit their names and postal or email address to Bushwalking Victoria for inclusion on a mailing list direct to club members.

Methods of despatch could include but are not limited to:

- insert in club newsletters
- separate document forwarded by clubs to members by mail or electronically

16.2. Communication directly to club members will be controlled to prevent members being inundated with excessive or trivial information and will be subject to strict protocols. These include:

- Direct contact letters, emails or urgent communications will be authorised and signed by the President or Secretary only.
- Regular newsletters or "E" letters will be subject to editorial control and guidelines formulated by the Board of Management.
- Conveners and others will not have access to membership details. If such persons wish to communicate direct to members other than via the regular newsletter system, they will require special approval of the Board.

17. Events

17.1. Events such as the annual Federation Walk will be planned and carried out in accordance with the current edition of the BWV Events Manual.

17.2. Events are to be planned to make a moderate surplus, after the payment of all relevant expenses. This will require the charging of a reasonable attendance fee, after taking into consideration the effort and costs incurred by the organising club(s).

17.3. The surplus is to be shared; 50% to the organising clubs shared according to their membership numbers, unless they agree on a different arrangement, and 50% to BWV for operational use.

18. Assistance for the establishment of new Bushwalking Clubs

18.1. The Board may assist the establishment of new bushwalking clubs by way of providing an establishment grant to a person or persons applying for such a grant.

18.2. The payment of a grant shall be made only to assist the establishment of clubs whose primary purpose is recreational bushwalking.

18.3. Grants shall be of an amount sufficient to cover the reasonable costs of hiring a venue for the initial meeting called to form the club, and the reasonable costs of initial publicity.

19. Logos, Bushwalking Victoria and VicWalk

Member Clubs of Bushwalking Victoria may use the words "Member of Bushwalking Victoria" and the "VicWalk" logo on publications and letter-heads to advertise that they are a member of BWV.

20. Publications of Bushwalking Victoria Inc.

20.1. Official publications will display Bushwalking Victoria Inc name, registration number, logo and where appropriate the registered VicWalk logo.

20.1.1. The BWV Website is deemed to be a publication for the purposes of these By-laws.

20.2. Where possible, publications are to be funded from sources other than member funds such as grants, donations or sponsorship.

20.3. The final content and expenditure for publications except for any regular magazine or newsletter of BWV or its committees, and the BWV Website must be approved by the Board on the recommendation of the Publications Officer.

20.4. In the interests of promotion of safe and acceptable bushwalking practices, Bushwalking Victoria will generally not seek payment of a fee for the use of material contained in its publications, provided the use of any such material is acknowledged, together with an appropriate disclaimer against incorrect information.

20.5. A register including sample copies of official publications of Bushwalking Victoria Inc will be maintained by the Publications Officer.

20.6. Bushwalking Victoria Inc shall retain copyright ownership of all publications issued in its name, unless otherwise approved by the Board.

21. Media statements

All media statements in the name of BWV, VicWalk or any of its committees, sections or groups must be consistent with BWV objectives, strategic aims and policy positions. Such statements unless specifically otherwise authorised must be approved by the President, Vice President or Secretary before release and, unless specifically otherwise authorised, must be made in the name of the President or Vice President.

22. Advertising

22.1. Paid advertising for inclusion in any regular magazine or newsletter of BWV or its committees, will be accepted provided that all such material submitted for inclusion is, consistent with the objectives of Bushwalking Victoria .

22.2. The Editor of any regular magazine or newsletter of BWV or its committees shall have the authority to accept or reject advertising material submitted for publication.

22.3. All advertising rates are to be set by the BWV Board on the recommendation of the Treasurer

23. Sale of Merchandise

23.1. Bushwalking Victoria may engage in the sale of merchandise that supports the objectives of BWV.

23.2. Items of merchandise to be offered for sale on behalf of Bushwalking Victoria must be approved by the Board.

23.3. The sale price of all items of merchandise must be determined by the Board on the recommendation of the Treasurer

24. Acceptance of Sponsorship

Sponsorship from commercial and other organisations may be sought and accepted if in the opinion of the Board it supports the objectives of BWV.

25. Product Endorsement

The Bushwalking Victoria Board shall not consider endorsement (implied or actual) of commercial products.

26. Membership of Other Organisations

Bushwalking Victoria, with Board approval, shall be able to affiliate with other organisations whose purposes are sympathetic to those of BWV.

26.1. Appointment of Delegates/Representatives to other organisations

Delegates or Representatives to other organisations must be appointed by the Board and have any continuing appointment confirmed at the first Board meeting after the Annual General Meeting.

The Secretary will keep a register of such delegates/representatives which will be made available to members on request and published in the Annual Report.

27. Bushwalking Australia (BWA)

Bushwalking Victoria will be represented on the Council of BWA by a delegate or deputy delegate one of whom will be a Board member of BWV.

The delegate and deputy delegate in committee with other interested members shall:

- Recommend to the Board for its approval the authority and discretionary powers of the BWV representative on the Bushwalking Australia Council to commit BWV to actions and expenditure;
- Review the activities of Bushwalking Australia and provide reports and recommendations to the Board.

28. Donations to Other Organisations

Donations may be made to other organisations that in the opinion of the Board have purposes that are sympathetic to those of Bushwalking Victoria.

29. Definitions and Abbreviations

Act - Associations' Incorporation Act

Authorised Person – Any person to whom the Board delegates authority to perform specific functions or otherwise act on behalf of BWV. Eg Conveners, Editor.

Board - Board of Management of Bushwalking Victoria Inc.

BWA - Bushwalking Australia Inc.

BWV - Bushwalking Victoria Inc

Constitution - Statement of Purposes and Rules of Bushwalking Victoria.

Delegate/Elector - a natural person nominated by an Affiliate Member in accordance with the Bylaws to vote on its behalf at general meetings of the Association and who is not an Officer or a paid employee of the Association.

Recognised Insurer - An insurer that the Insurance Officer of BWA has verified meets the financial security requirements of the Broker recommending the insurance product.

Rules – Means the statement of Purposes and Rules (Constitution) of Bushwalking Victoria Inc.