

Bushwalking Victoria Inc.

Reg. No. A0002548Y

**Statement of Purposes
and
Rules**

5th December 2006

Bushwalking Victoria Incorporated

Statement of Purposes (Objects)

Bushwalking Victoria Inc. is constituted to unite all affiliated Victorian Bushwalking Clubs, Associate members and Individual Supporters for the purpose of safeguarding and advancing the common interests of all bushwalkers and to:

- Promote safe and environmentally responsible Recreational Bushwalking and its benefits to the community.
- Maintain for the benefit of the community as a whole, a volunteer Search and Rescue Group to assist in land based searches for persons lost in Victoria.
- Promote and actively work for the conservation and effective management of the environment including national and state parks, wilderness and other public land areas to enhance their bushwalking value to the community.
- Work with other organizations having like interests; to assist with the development, maintenance and protection of the integrity and accessibility of walking tracks, so as to enhance their recreational bushwalking value for all.
- Publish information regarding safety, preservation of the environment, walking routes and other subjects of interest to all Bushwalkers in the community.

Bushwalking Victoria Incorporated

RULES OF ASSOCIATION

1. Name

- (1) The name of the incorporated association is Bushwalking Victoria Incorporated.
[Originally incorporated as; Federation of Victorian Walking clubs (VicWalk) Inc. on 5/10/1984]
- (2) "bushwalkingvictoria.org.au" and "vicwalk.org.au" are registered domain names owned by the Association.
- (3) "VicWalk" is a registered trademark owned by the Association.

2. Definitions

- (1) In these Rules, unless the contrary intention appears:
 - "Act" means the Associations Incorporation Act 1981;
 - "Affiliate", "Associate", "Individual Supporter" means a Member of the Association as defined in rule 4;
 - "Association" means Bushwalking Victoria Incorporated;
 - "Board of Management or Board" means the Committee of Management of the Association described in the Act and model rules;
 - "Convener" means, *an eligible person as defined in rule 23, (3) (a)* elected at the Annual General Meeting to convene and chair a standing committee of the Association;
 - "Delegate/Elector" means 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;
 - "Financial year" means the year ending on 31st March;
 - "General meeting" means a general meeting of members convened in accordance with rule 12;
 - "General member of the Board" means a Member of the Board who is not an Officer of the Association under Rule 21;
 - "Special Committee" means a committee established for a specified period to carry out a specific task defined by the Board;
 - "Standing Committee" means a committee tasked with managing specific ongoing functions of the Association as defined by the Board;
 - "Regulations" means regulations under the Act;
 - "Recognised Body" means a group or association of persons whether incorporated or not;
 - "Relevant documents" has the same meaning as in the Act.
- (2) In these Rules, a reference to the Secretary of the Association is a reference:
 - (a) if a person holds office under these Rules as Secretary of the Association, to that person; and
 - (b) in any other case, to the Public Officer of the Association.

3. Alteration of the rules

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

4. Membership and subscription

- (1) A person or recognised body who applies for and is approved for membership as provided in these Rules is eligible to be a Member of the Association on payment of the annual subscription payable under these Rules.
- (2) The Association may grant affiliate membership with voting rights to a recognised body where that body:
 - (a) in the opinion of the Board has bushwalking as its major activity.
 - (b) has a membership of at least ten persons; and
 - (c) agrees with the Association's Statement of Purposes.
 - (d) As a condition of affiliate membership each Affiliate Member including those bodies who were Affiliate Members at the time of adoption of these rules shall enter into an agreement with the Association to enable the Association to communicate as directly as possible with the members of Affiliate Clubs. Such communication will relate to matters that the Board of the Association deem necessary for the effective representation of its member's interests and the effective operation of the Association. Agreement between the Association and Affiliate Members will be in accordance with one of a range of options advised to Affiliate Members by the Association from time to time.

Persons whose names and addresses might be provided under this rule are **not Individual Supporter Members** of the Association (Bushwalking Victoria) and therefore their details **will not** be entered in the register of members described in rule 5. Details of these persons will be held in a separate data base, controlled by the Secretary in accordance with the Association's Bylaws.

Any person whose details are contained in the data base may request their details be revised or removed in accordance with procedures detailed in the Bylaws.

Any such personal information provided to the Association under this rule shall be subject to relevant privacy laws, the Association's privacy policy and By laws and the information must not be sold or otherwise provided to any third party for any reason.

- (3) The Association may at its absolute discretion grant Associate or Individual Supporter Membership to any recognised body or individual who cannot meet the criteria in 4 (2) but who agrees with the Association's Statement of Purposes. Such Members will not have voting rights but will be able to participate on standing or special committees of the Association.
- (4) A recognised body or individual who is not a Member of the Association at the time of the incorporation of the Association or at the time of adoption of these rules (or who was a Member at that time but has ceased to be a Member) must not be admitted to membership unless:
 - (a) the recognised body or individual applies for membership in accordance with sub-rule (5) and
 - (b) the admission as a Member is approved by the Board of Management.
- (5) An application for membership of the Association by a recognised body or individual must:
 - (a) be made in writing and
 - (b) be lodged with the Secretary of the Association.
- (6) As soon as practicable after the receipt of an application, the Secretary must refer the application to the Board of Management.
- (7) The Board must determine whether to approve or reject the application.
- (8) If the Board approves an application for membership, the Secretary must, as soon as practicable:
 - (a) notify the applicant in writing of the approval for membership; and
 - (b) request payment within twenty-eight days after receipt of the notification of the sum payable under these rules of the first year's annual subscription.
- (9) The Secretary must, within twenty-eight days after receipt of the amounts referred to in sub-rule (8), enter the applicant's name in the register of members after which the applicant for membership becomes a Member and is entitled to exercise the rights of membership.
- (10) If the Board rejects an application, the Board must, as soon as practicable, notify the applicant in writing that the application has been rejected.

- (11) A right, privilege, or obligation of a person or body by reason of membership of the Association:
 - (a) is not capable of being transferred or transmitted to another person or body; and
 - (b) terminates upon the cessation of membership whether by death or resignation or otherwise.
- (12) The annual subscription payable shall be determined each year at the Annual General Meeting in accordance with the Bylaws and shall be paid within two months after the date of the Annual General Meeting.

5. Register of Members

- (1) The Secretary must keep and maintain a register of Members containing:
 - (a) the name and address of each Member; and
 - (b) the date on which each Member's name was entered in the register.
 - (c) the name of each Affiliate Member club's Delegate/ Elector
- (2) Subject to the Association's privacy policy and Bylaws relating to the custody of personal information the register of Members is available for inspection free of charge by any Member upon request.
- (3) The register of Members will not be sold or otherwise provided to a third party for any reason except that contact details of Affiliate and Associate Member clubs only may be made available to the public but not for commercial purposes.

6. Ceasing membership

- (1) A Member of the Association who has paid all moneys due and payable by a Member to the Association may resign from the Association by giving one month's notice in writing to the Secretary of their intention to resign
- (2) After the expiry of the period referred to in sub-rule (1):
 - (a) the Member ceases to be a Member; and
 - (b) the Secretary must record in the register of Members the date on which the Member ceased to be a Member.

7. Discipline, suspension and expulsion of members

- (1) Subject to these Rules, if the Board is of the opinion that a Member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a Member or prejudicial to the interests of the Association or has not paid their annual subscription within 5 months following the Annual General Meeting, the Board may by resolution:
 - (a) Expel that Member or
 - (b) Suspend that Member from membership of the Association for a specified period.
- (2) A resolution of the Board under sub-rule (1) does not take effect unless:
 - (a) at a meeting held in accordance with sub-rule (3), the Board confirms the resolution; and
 - (b) if the Member exercises a right of appeal to the Association under this rule, the Association confirms the resolution in accordance with this rule.
- (3) A meeting of the Board to confirm or revoke a resolution passed under sub-rule (1) must be held not earlier than fourteen days, and not later than twenty-eight days, after notice has been given to the Member in accordance with sub-rule (4).
- (4) For the purposes of giving notice in accordance with sub-rule (3), the Secretary must, as soon as practicable, cause to be given to the Member a written notice:
 - (a) setting out the resolution of the Board and the grounds on which it is based; and
 - (b) stating that the Member, or their representative, may address the Board at a meeting to be held not earlier than fourteen days and not later than twenty-eight days after the notice has been given to that Member; and
 - (c) stating the date, place and time of that meeting; and
 - (d) informing the Member that they may do one or both of the following:
 - (i) attend that meeting;
 - (ii) give to the Board, before the date of that meeting a written statement seeking the revocation of the resolution.

- (e) Informing the Member that, if at that meeting, the Board confirms the resolution, they may, not later than forty-eight hours after that meeting, give the Secretary a notice to the effect that they wish to appeal to the Association, in a general meeting against the resolution of the Board.
- (5) At a meeting of the Board to confirm or revoke a resolution passed under sub-rule (1), the Board must:
 - (a) give the Member, or their representative, an opportunity to be heard; and
 - (b) give due consideration to any written statement submitted by the Member; and
 - (c) determine by resolution whether to confirm or to revoke the resolution.
- (6) If at the meeting of the Board, the Board confirms the resolution, the Member may, not later than forty-eight hours after that meeting, give the Secretary a notice to the effect that they wish to appeal to the Association in general meeting against the resolution.
- (7) If the Secretary receives a notice under sub-rule (6), he or she must notify the Board and the Board must convene a general meeting of the Association to be held within twenty-one days after the date on which the Secretary received the notice.
- (8) At a general meeting of the Association convened under sub-rule (7):
 - (a) no business other than the question of the appeal may be conducted; and
 - (b) the board may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
 - (c) the Member, or their representative, must be given an opportunity to be heard; and
 - (d) the Electors present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (9) A resolution is confirmed if, at the general meeting, not less than two-thirds of the Electors vote in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.

8. Disputes and mediation

- (1) The grievance procedure set out in this rule applies to disputes under these rules between:
 - (a) a Member and another Member; or
 - (b) a Member and the Association.
- (2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen days after the dispute comes to the attention of all of the parties.
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within ten days, hold a meeting in the presence of a mediator.
- (4) The mediator must be:
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement:
 - (i) in the case of a dispute between a Member and another Member, a person appointed by the Board of the Association; or
 - (ii) in the case of a dispute between a Member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (5) A Member of the Association can be a mediator.
- (6) The mediator cannot be a Member who is a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must:
 - (a) give the parties to the mediation process every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.

- (10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

9. Annual General Meetings

- (1) The Board shall determine the date, time and place of the Annual General Meeting of the Association to be held within four months of the end of the Association's financial year.
- (2) The notice convening the Annual General Meeting must specify that the meeting is an Annual General Meeting. The Secretary of the Association shall at least twenty-one days before the date fixed for holding the Annual General Meeting send to each Member appearing on the register a notice stating, date, time and place of the meeting.
- (3) The ordinary business of the Annual General Meeting shall be:
- (a) to confirm the minutes of the previous Annual General Meeting and of any Special General Meetings held since that Annual General Meeting.
 - (b) to receive from the Board of Management reports upon the transactions of the Association during the last preceding financial year,
 - (c) to elect Officers of the Association and General Members of the Board of Management,
 - (d) to elect Conveners of standing committees and
 - (e) to receive and consider the statement submitted by the Association in accordance with section 30 (3) of the Act.
- (4) The Annual general Meeting may also conduct any special business, notice of which has been given in accordance with these rules.

10. Special General Meetings

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

11. Special business

All business that is conducted at a Special General Meeting and all business that is conducted at the Annual General Meeting, except for business conducted under the rules as ordinary business of the Annual General Meeting, are deemed to be special business.

12. Notice of general meeting

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

13. Quorum at general meetings

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

14. Presiding at general meetings

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

15. Adjournment of meetings

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

16. Voting at general meetings

- (1) All Affiliate Members are to appoint their official Delegate/ Electors who will represent their individual clubs and vote at general meetings.
- (2) Upon any question arising at a general meeting of the Association, only Affiliate Members may vote and each Affiliate has one vote only.
- (3) All votes must be given personally by Affiliate Member Delegate/ Electors or by proxy.

- (4) In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- (5) A Member is not entitled to vote at a general meeting unless all moneys due and payable by the Member to the Association have been paid, other than the amount of the annual subscription payable in respect of the current financial year.

17. Poll at general meetings

- (1) If at a meeting a poll on any question is demanded by not less than three Affiliate Members, it must be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- (2) A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

18. Manner of determining whether resolution carried

- (1) If a question arising at a general meeting of the Association is determined on a show of hands:
 - (a) a declaration by the Chairperson that a resolution has been-
 - (i) carried; or
 - (ii) carried unanimously; or
 - (iii) carried by a particular majority; or
 - (iv) lost; and
 - (b) an entry to that effect in the minute book of the Association are evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

19. Proxies

- (1) Each Affiliate Member is entitled to appoint a member of another Affiliate Member, as a proxy, by notice given to the Secretary no later than twenty-four hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy must be:
 - (a) for a meeting of the Association convened under rule 7(7), in the form set out in Appendix 2; or
 - (b) in any other case, in the form set out in Appendix 1.

20. Board of Management

- (1) The affairs of the Association shall be managed by the Board of Management.
- (2) The Board of Management:
 - (a) shall control and manage the business and affairs of the Association; and
 - (b) may, subject to these Rules, the Act and the Regulations. Exercise all such powers and functions and 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, 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 Board may make and amend Bylaws for the conduct and regulation of the affairs and operations of the Association.
- (3) The Board may establish standing or special committees it thinks necessary to perform specific tasks or to conduct any activities of the Association. Such committees except where overridden by these rules will operate in accordance with the Bylaws.
 - (a) The Board may override a decision made by a standing or special committee or otherwise give direction to a standing or special committee, which must be complied with within a reasonable time as determined by the Board after considering the particular circumstances.
 - (b) Those standing or special committees in existence at the date of adoption of these rules will continue to operate as before these rule changes until such time as the Board or a general meeting decides otherwise.

- (4) The Board of Management may delegate to standing committees, special committees, or persons, such of its powers and functions as it thinks fit. Names of members and functions of all such committees, or persons, shall be circulated to the membership of the Association annually.
- (5) The Board may coopt or approve the engagement of qualified persons (whether Members of the Association or not) to assist in the activities of or advise the Board or any committee.
- (6) The Board may employ such persons it considers necessary to achieve the Objectives of the Association.
- (7) Subject to section 23 of the Act, the Board of Management shall consist of;
 - (a) The Officers of the Association as detailed in rule 21; and
 - (b) Up to five General Members, all of whom shall be elected at the Annual General Meeting of the Association in each year.

21. Office holders

- (1) The Officers of the Association shall be--
 - (a) a President;
 - (b) a Vice President;
 - (c) a Treasurer;
 - (d) a Secretary.
 - (e) an Assistant Secretary.
- (2) The provisions of rule 23, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices referred to in sub-rule (1).
- (3) Each Officer of the Association shall hold office until the Annual General Meeting next after the date of his or her election; for a period of 1 year, but is eligible for re-election.
- (4) In the event of a casual vacancy in any office referred to in sub-rule (1), the Board of Management may appoint one of its Members or a Member from an Affiliate Member of the Association but not a paid employee of the Association to the vacant office and the person appointed may continue in office up to and including the conclusion of the Annual General Meeting next following the date of the appointment.
- (5) The offices of President, Vice President, Treasurer, Secretary or Assistant Secretary may not be held by any one person for more than three consecutive years. The first three year period under these rules will commence from the date of the first Annual General Meeting held following the adoption of these rules
- (6) An Affiliate Member may have a maximum of two of its members as members of the Board of Management.

22. General Members of the Board of Management

- (1) Subject to these Rules, each General Member of the Board shall hold office until the Annual General Meeting next after the date of election, for a period of one year, but is eligible for re-election.
- (2) In the event of a casual vacancy occurring in the office of a General Member of the Board, the Board may appoint a Member of an Affiliate Member of the Association but not a paid employee of the Association to fill the vacancy and the person appointed shall hold office, subject to these rules, until the conclusion of the Annual General Meeting next following the date of the appointment.

23. Election of Officers, General Members of the Board of Management, Conveners of standing committees.

- (1) All Board of Management and Convener positions are declared vacant at the Annual General Meeting.
- (2) Election of Board of Management positions:
 - (a) Only Affiliate Members of the Association may nominate from their membership candidates for election to the Board of Management. Paid employees of the Association are not eligible for nomination for election to the Board.

- (b) Nominations of candidates for election as Members of the Board of Management must be:
 - (i) made in writing, signed by two Officers of an Affiliate Member of the Association, include a statement of relevant experience about the person nominated and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination) and;
 - (ii) delivered to the Secretary of the Association not less than two months before the date fixed for the holding of the Annual General Meeting.
 - (iii) Prior to the Annual General Meeting, a candidate may only be nominated for one Board of Management position.
 - (iv) If insufficient nominations are received to fill all vacancies on the Board the candidates nominated shall be deemed to be elected and further nominations of members of an Affiliate Member, may be received at the Annual General Meeting for those positions for which no nomination has been received.
 - (v) 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.
 - (vi) If the number of nominations exceeds the number of vacancies to be filled, a ballot must be conducted in such a manner as the Board may direct.
 - (vii) the first Board of Management under these rules will comprise, the Officers of the Association, Search & Rescue, Conservation Tracks & Huts, Insurance, Publications Conveners together with the VicWalk Editor who were elected at the Annual General Meeting previous to the date of adoption of these rules and including any person appointed to fill a mid term vacancy. They will hold office until the next Annual General Meeting after these rules are adopted.

- (3) Election of Conveners.
 - (a) Any Member of the Association may nominate another Member of the Association or a member of an Affiliate or Associate Member as a candidate for election as a Convener.
 - (b) Nominations of candidates for election as Conveners must be:
 - (i) made in writing, signed by either two Officers of an Affiliate or Associate Member or two members of the relevant standing committee and include a statement of relevant experience about the person nominated and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination) and;
 - (ii) delivered to the Secretary of the Association not less than two months before the date fixed for the holding of the Annual General Meeting.
 - (iii) If insufficient nominations are received to fill all Convener positions the candidates nominated shall be deemed to be elected and further nominations may be received at the Annual General Meeting for those positions for which no nomination has been received.
 - (iv) 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.
 - (v) If the number of nominations exceeds the number of vacancies to be filled, a ballot must be conducted in such a manner as the Board may direct.
 - (c) In the event of a casual vacancy occurring in a Convener position, the Board after consultation with the relevant committee shall appoint a replacement and that person will act as Convener until the next Annual General Meeting.

24. Vacancies

- (1) The office of an Officer of the Association, or position of a General Member of the Board, becomes vacant if the Officer or General Member:
 - (a) ceases to be a member of an Affiliate Member of the Association or,
 - (b) becomes insolvent under administration within the meaning of the Corporations Law or,
 - (c) resigns from office by notice in writing given to the Secretary or,
 - (d) in the case of an Officer position only, has completed three consecutive years in that position or,
 - (e) becomes a paid employee of the association

25. Meetings of the Board of Management

- (1) The Board must meet at least eight times in each year at such place and such times as the Board may determine.
- (2) Special meetings of the Board may be convened by the President or by any four Members of the Board.

26. Notice of Board of Management meetings

- (1) Written or electronic notice of each Board meeting must be given to each Member of the Board at least two business days before the date of the meeting.
- (2) Written or electronic notice must be given to Members of the Board of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

27. Quorum for Board of Management meetings

- (1) Any four Members of the Board or if the Board consists of less than eight Members then at least three Members of the Board constitute a quorum.
- (2) No business may be conducted unless a quorum is present.
- (3) If within half an hour of the time appointed for the meeting a quorum is not present:
 - (a) in the case of a special meeting, the meeting lapses;
 - (b) in any other case, the meeting shall stand adjourned to the same place and the same time and day in the following week.
- (4) Regardless of any Board vacancies, the Board of Management may still act on behalf of the Association.

28. Presiding at Board of Management meetings

- (1) At meetings of the Board the President or, in the President's absence, the Vice-President presides; or
- (2) if the President and the Vice-President are absent, or are unable to preside, the members present must choose one of their numbers to preside.

29. Voting at Board of Management meetings

- (1) Questions arising at a meeting of the Board shall be determined on a show of hands or, if a Member requests, by a poll taken in such manner as the person presiding at that meeting may determine.
- (2) Each Member present at a meeting of the 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.

30. Removal of a Board of Management Member

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

31. Minutes of meetings

The Secretary of the Association must keep minutes of the resolutions and proceedings of each general meeting (i.e. Annual General and Special General Meetings), and each Board of Management meeting, together with a record of the names of persons present at such meetings. Minutes must be available to Members within twenty one days of the date of the meeting. The manner of promulgation to be in accordance with the Bylaws

32. Funds

- (1) The Treasurer of the Association must:
 - (a) collect and receive all moneys due to the Association and make all payments authorised by the Association; and
 - (b) keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two Officers of the Association
- (3) The funds of the Association shall be derived from joining fees (if applicable), annual subscriptions, donations and such other sources as the Board determines.
- (4) 'The assets and income of the Association shall be applied solely in furtherance of its above-mentioned objects and no portion shall be distributed directly or indirectly to the members of the Association except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.'

33. Seal

- (1) The common seal of the Association must be kept in the custody of the Secretary.
- (2) The common seal must not be affixed to any instrument except by the authority of the Board of Management and the affixing of the common seal must be attested by the signatures either of two Members of the Board or, of one Member of the Board and the Public Officer of the Association

34. Notice to Members

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

- (a) delivering the notice to the Member personally; or
- (b) sending it by prepaid post addressed to the Member at that member's address shown in the register of Members; or
- (c) by facsimile or electronic transmission, if the Member has requested that the notice be given to them in this manner.

35. Winding up

In the event of the winding up or the cancellation of the incorporation of the Association, the assets of the Association must be disposed of in accordance with the provisions of the Act and in the event of the Association being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes which is not carried on for the profit or gain of its individual members.

36. Custody and inspection of books and records

- (1) Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Association.
- (2) Subject to the Association's privacy policy and bylaws relating to the custody of personal information all accounts, books, securities and any other relevant documents of the Association must be available for inspection free of charge by any Member upon request and that Member may make a copy of such documents.

37. Auditor.

The Board of Management will each year appoint an independent Auditor to audit the accounts of the Association before they are submitted to the Members at the Annual General Meeting.

38. Bylaws

- (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.

APPENDIX 1

FORM OF APPOINTMENT OF PROXY

I, being a member and authorised officer of
(Name)

.....appoint
(Name of affiliate member)

..... being a member of.....
(Name of proxy holder) (Name of affiliate member)

as proxy to vote on behalf of the above affiliate member at the annual/special* general meeting of
Bushwalking Victoria Inc. to be held on
(Insert date of meeting)

and at any adjournment of that meeting.

The proxy is authorised to vote in favour or against the following resolution/s as indicated (insert
details of resolution/s).

.....
(signed) (date)

* Delete if not applicable

APPENDIX 2

**FORM OF APPOINTMENT OF PROXY FOR MEETING OF
ASSOCIATION CONVENED UNDER RULE 7(7)**

I, being a member and authorised officer of
(name)

.....appoint
(name of affiliate member)

..... being a member of.....
(name of proxy holder) *(name of affiliate member)*

as proxy to vote on behalf of the above affiliate member at the appeal to the general meeting of
Bushwalking Victoria Inc. convened under rule 7(7), to be held on-

.....
(Insert date of meeting)

and at any adjournment of that meeting.

The proxy is authorised to vote at their discretion in respect of the following resolution (insert
details of the resolution passed under rule 7(1)).

.....
(signed)

.....
(date)