



Federation of Victorian Walking Clubs (VicWalk) Inc.

A 2548

Statement of Purposes

and

RULES

June 7, 2005

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FEDERATION OF VICTORIAN WALKING CLUBS (VICWALK) INCORPORATED

Statement of Purposes

The Objectives of the Federation are to:

- unite all Victorian bushwalking clubs and co-operate with other organisations having like interests, for the protection and advancement of mutual interests;
- promote the pastime of recreational bushwalking and its benefits to the community;
- encourage good fellowship and co-operation amongst bushwalking clubs to maximise the resources available for the achievement of these objectives;
- maintain, for the benefit of the community as a whole, a volunteer Search and Rescue Section to assist in searches for persons lost in bush and mountain areas of Victoria;
- assist with and promote the maintenance of walking tracks so as to enhance their recreational and bushwalking value to the community;
- gather and distribute information regarding safety, walking routes, maps and other subjects of interest to the bushwalking community;
- promote and actively work for the conservation and the appropriate management of national parks, wilderness, world heritage areas, and other land areas, so as to enhance their bushwalking value to the community;
- publish information and promote safe bushwalking to the community;

FEDERATION OF VICTORIAN WALKING CLUBS (VICWALK) INCORPORATED

RULES OF ASSOCIATION

1. NAME

- (1) The name of the incorporated association is FEDERATION OF VICTORIAN WALKING CLUBS INC (hereinafter referred to as the “Federation”).
- (2) The Registered Business Name of the Federation is “VICWALK”.

2. FOREWORD

- (1) The Federation is an association of clubs which cooperate to achieve the aims and objectives of the Federation as set out in the Statement of Purposes. The functions of the Federation are administered by an elected Executive comprising the Officers of the Federation and by delegates nominated by member clubs, assisted by Standing and Special Committees.

3. INTERPRETATION

- (1) In these Rules, unless the contrary intention appears:
 - “Council” means the Council of the Federation.
 - “Financial year” means the year ending 31st March.
 - “General Meeting” means a general meeting of members convened in accordance with clause 10.(1).
 - “Delegate” means a natural person nominated by an Affiliate Member in accordance with the By-laws and who is not an officer of the Federation under clause 12.(4).
 - “The Act” means the Associations Incorporation Act 1981 or any superseding Act.
 - “The Regulations” means regulations under the Act.
 - “Member”, “Affiliate”, and “Associate” mean any recognised body granted membership, affiliate membership, or associate membership respectively of the Federation according to clause 4.(1).
 - “Electronic address” means any address to which communications may be delivered by recognised electronic means. Such means include, but are not limited to, facsimile and electronic mail.
- (2) In these Rules, a reference to the Secretary of the Federation is a reference :
 - (a) Where a person holds office under these Rules as secretary of the Federation - to that person; and
 - (b) in any other case, to the public officer of the Federation.
- (3) Words or expressions contained in these Rules shall be interpreted in accordance with the Interpretation of Legislation Act 1984 and the Act as in force from time to time.

4. MEMBERSHIP

- (1) Subject to clause 4.(2) the Federation may grant membership in the manner referred to hereunder to any body or association (referred to herein as a recognised body), whether incorporated or unincorporated.
 - (a) The Federation may grant Affi liate Membership to a recognised body where that body:
 - (i) in the opinion of the Council has bushwalking as its major activity;
 - (ii) has a membership of at least ten persons; and
 - (iii) agrees with the Federation's Statement of Purposes.
 - (b) The Federation may at its absolute discretion grant Associate Membership to any body or association whatsoever that, in the opinion of the Council, does not have bushwalking as its major activity. Associate Members shall have no voting rights.
- (2) A recognised body which was not a member of the Federation at the time of the incorporation of the Federation (or which was such a member at that time but has ceased to be a member) shall not be admitted to membership unless:
 - (a) the recognised body makes application as provided for in clause 4.(3); and
 - (b) the admission as a member is approved by Council.
- (3) A natural person who has been appointed the representative of the recognised body may apply for membership of the Federation for and on behalf of the recognised body.
- (4) An application of a recognised body for membership of the Federation shall :
 - (a) be made in writing;
 - (b) provide all information required by the Council to enable a decision to be made concerning the eligibility of the applicant for membership; and
 - (c) be lodged with the Secretary.
- (5) As soon as is practicable after the receipt of an application for membership the Secretary shall refer the application to the Council.
- (6) Upon an application being referred to the Council the Council shall determine whether to approve or to reject the application.
- (7) Upon an application being approved by the Council the Secretary shall, within 28 days, notify the applicant body in writing that it is approved for membership of the Federation and request payment, within 28 days after receipt of this notification, of the sum payable under these Rules as the subscription for the current financial year.
- (8) Upon payment within the period referred to in clause 4.(7) of the amounts referred to in that Rule, the Secretary shall enter the name of the recognised body in the register of members kept by him/her, and upon the name being so entered the recognised body shall become a member of the Federation.
- (9) A right, privilege, or obligation of a recognised body by reason of its membership of the Federation :
 - (a) is not capable of being transferred or transmitted to another person, body or association whatsoever; and

- (b) terminates upon the cessation of its membership whether by resignation or otherwise.
- (10) Notwithstanding Rule 4.(9)(b), any debt owed by a member to the Federation shall not be cancelled by reason of cessation of membership.

5. SUBSCRIPTIONS

- (1) The annual subscription payable shall be determined each year at the Annual General Meeting in accordance with the By-laws and shall be paid within two months after the date of the Annual General Meeting.
- (2) The subscription to be paid by a recognised body admitted to membership under clause 4.(7) shall be determined by the Council in accordance with the By-laws.

6. REGISTER OF MEMBERS

- (1) The Secretary shall keep and maintain a register of members and their approved delegates, in which shall be entered the full name, address and date of entry of the name of each member. The register shall be available for inspection by members upon request.

7. CESSATION OF MEMBERSHIP

- (1) A member of the Federation which has paid all monies due and payable by it to the Federation may resign from the Federation by first giving one month's notice in writing to the Secretary of its intention to resign, and upon the expiration of that period of notice the member shall cease to be a member.
- (2) Upon the expiration of a notice given under clause 7.(1) the Secretary shall make in the register of members an entry recording the date on which the member by whom the notice was given ceased to be a member.
- (3) A member of the Federation which has not paid its annual subscription within five months following the annual general meeting may be expelled from the Federation by resolution of the Council.
- (4) Subject to these Rules, if the Council 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 interest of the Federation, the Council may by resolution:
 - (a) expel a member from the Federation; or
 - (b) suspend that member from membership of the Federation for a specified period;
- (5) A resolution of the Council under clause 7.(4) does not take effect unless:
 - (a) the Council, at a meeting held not earlier than 14 and not later than 35 days after the service on the member of a notice under clause 7.(6), confirms the resolution in accordance with clause 7.(7); and
 - (b) where the member exercises a right of appeal to the Federation under Rule 7.(6)(d) (iii), the Federation confirms the resolution in accordance with clause 7.(10).
- (6) Where the Council passes a resolution under clause 7.(4), the Secretary shall, within 14 days, cause to be served on the member a notice in writing :
 - (a) setting out the resolution of the Council and the grounds on which it is based;

- (b) stating that a representative of the member may address the Council at a meeting to be held not earlier than 14 and not later than 35 days after the service of the notice;
 - (c) stating the date, place and time of that meeting; and
 - (d) informing the member that it may do one or more of the following:
 - (i) arrange attendance at that meeting;
 - (ii) give to the Council before the date of that meeting a written statement seeking the revocation of the resolution;
 - (iii) not later than 24 hours before the date of the meeting, lodge with the Secretary a notice to the effect that it wishes to appeal to the Federation at a general meeting against the resolution.
- (7) At the meeting of the Council held in accordance with clause 7.(5), the Council :
- (a) shall give the member an opportunity to be heard;
 - (b) shall give due consideration to any written statement submitted by the member; and
 - (c) shall by resolution determine whether to confirm or to revoke the resolution.
- (8) Where the Secretary receives a notice under Rule 7.(6)(d) (iii) he shall notify the Council, and the Council shall convene a general meeting of the Federation to be held within 35 days after the date on which the Secretary received the notice.
- (9) At a general meeting of the Federation convened under clause 7.(8)
- (a) no business other than the question of the appeal shall be transacted;
 - (b) the Council may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
 - (c) the member shall be given an opportunity to be heard; and
 - (d) delegates present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (10) If at the general meeting not less than two-thirds of the delegates vote in person or by proxy in favour of the confirmation of the resolution, the resolution is confirmed. In any other case, the resolution is revoked.

8. ANNUAL GENERAL MEETING

- (1) The Federation shall in each calendar year convene an annual general meeting of its members.
- (2) The annual general meeting shall be held on such day as the Council determines within 3 months of the end of the Federation's Financial year.
- (3) The annual general meeting shall be specified as such in the notice convening it in accordance with clause 10.(1).
- (4) The ordinary business of the annual general meeting shall be :
 - (a) to confirm the minutes of the last annual general meeting;
 - (b) to receive from the Council reports upon the financial transactions and other activities of the Federation during the last preceding financial year;

- (c) to elect officers of the Federation;
 - (d) to receive and consider the statement submitted by the Federation in accordance with section 30(3) of the Act;
 - (e) to determine the annual subscription, membership definition and delegate entitlement; and
 - (f) to elect an Auditor.
- (5) The annual general meeting may transact special business of which notice is given in accordance with these Rules.
- (6) The annual general meeting shall be in addition to any other general meetings that may be held in the same year.

9. SPECIAL GENERAL MEETINGS

- (1) All general meetings other than the annual general meeting shall be called special general meetings.
- (2) The Council may, whenever it thinks fit, convene a special general meeting of the Federation and, where but for this Rule more than 15 months would elapse between annual general meetings, shall convene a special general meeting before the expiration of that period.
- (3) The Council shall, on the requisition in writing of not less than three members, convene a special general meeting of the Federation.
- (4) The requisition for a special general meeting shall state the objects of the meeting and shall be signed by the members making the requisition and be sent to the address of the Secretary, and may consist of several documents in a like form, each signed by one or more of the members making the requisition.
- (5) If the Council does not cause a special general meeting to be held within six weeks after the date on which the requisition is sent to the Secretary, the members making the requisition, or any of them, may convene a special general meeting to be held not later than 3 months after that date.
- (6) A special general meeting convened by members in pursuance of these Rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Council and all reasonable expenses incurred in convening the meeting shall be refunded by the Federation to the members incurring the expenses.

10. NOTICE OF MEETING

- (1) The Secretary of the Federation shall, at least 21 days before the date fixed for holding a general meeting of the Federation, cause to be sent to each member of the Federation at its address appearing in the register of members a notice by pre-paid post stating the place, date and time of the meeting, and the nature of the business to be transacted at the meeting.
- (2) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- (3) A member desiring to bring any business before a meeting may give notice of that business in writing to the Secretary, who shall include that business in the notice calling the next general meeting after the receipt of the notice.

11. PROCEEDINGS AT MEETINGS

- (1) All business that is transacted at a special general meeting and all business that is transacted at the annual general meeting with the exception of that specially referred to in these Rules as being the ordinary business of the annual general meeting shall be deemed to be special business.
- (2) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these Rules to vote is present during the time when the meeting is considering that item.
- (3) Ten delegates personally present representing six affiliate members (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (4) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved, and in any other case shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairman at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place. If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting then in the case of an adjourned annual general meeting the delegates present shall be a quorum; in all other cases three delegates representing not less than three affiliate members, together with at least one officer of the Federation, shall be a quorum. If at that time a quorum is still not present the meeting shall be dissolved.
- (5) The President, or in his/her absence the Vice-President, shall preside as Chairman at each general meeting of the Federation.
- (6) If both the President and Vice President are absent from a general meeting, the delegates and officers present shall elect one of their number to preside as Chairman at the meeting.
- (7) The Chairman of a general meeting may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (8) Where a meeting is adjourned for 14 days or more a like notice of the adjourned meeting shall be given as in the case of the general meeting. In other cases it shall not be necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
- (9) Subject to Rule 7.(9)(d) a question arising at a general meeting of the Federation shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minute Book of the Federation, is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (10) Upon any question arising at a general meeting of the Federation, a delegate has one vote only.
- (11) All votes shall be given personally or by proxy.

- (12) In the case of an equality of voting on a question, the Chairman of the meeting is entitled to exercise a casting vote.
- (13) Polls
- (a) If at a meeting a poll on any question is demanded by not less than three delegates, it shall be taken in the manner described in the remaining sub-clauses of this Rule and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
 - (b) A poll that is demanded on the election of a Chairman or on a question of an adjournment shall be taken forthwith.
 - (c) A poll that is demanded on any other question shall be taken:
 - (i) at such time before the close of the meeting as the Chairman may direct; or
 - (ii) when requested by not less than 3 delegates or directed by the Chairman, by a postal vote of affiliate members to be conducted by the Secretary in accordance with the By-laws.
 - (d) Where a postal poll of members is to be taken each member shall be entitled to cast votes in accordance with the By-laws.
- (14) A delegate is not entitled to vote at any general meeting unless all monies due and payable by the member to the Federation have been paid, other than the amount of the annual subscription payable in respect of the current financial year.
- (15) Proxies.
- (a) Each member shall be entitled to appoint another person to act as a proxy for any of its delegates by notice given to the Secretary no later than the start of the meeting in respect of which the proxy is appointed.
 - (b) The notice appointing the proxy shall be similar in form to that set out in Appendix 1.
- (16) At any question arising at a general meeting only delegates may vote and only one delegate per member may vote.

12. COUNCIL

- (1) The affairs of the Federation shall be controlled by a Council constituted as provided in clause 12.(2).
- (2) Subject to section 23 of the Act, the Council shall consist of:
 - (a) the officers of the Federation;
 - (b) the delegate/s from each member, who shall be appointed in accordance with the By-laws; and
 - (c) Conveners.
- (3) The Council :
 - (a) shall control the business and affairs of the Federation;
 - (b) may, subject to these Rules, the Regulations and the Act, exercise all such powers and functions as may be exercised by the Federation other than those powers

and functions that are required by these Rules to be exercised by general meetings of the members of the Federation;

- (c) subject to these Rules, the Regulations and the Act, has power to perform all such acts and things as appear to the Council to be essential for the proper management of the business and affairs of the Federation;
 - (d) may, subject to these Rules, the Regulations and the Act, delegate to the Federation Executive the power to perform such acts as the Council deems necessary to manage the business and affairs of the Federation.
- (4) The officers of the Federation shall comprise the Executive and shall be :
- (a) a President;
 - (b) a Vice-President, who shall not be a member of any affiliate member of which the President is a member;
 - (c) a Secretary;
 - (d) a Treasurer; and
 - (e) an Assistant Secretary.
- (5) The provisions of Rule 13, 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.
- (6) Each officer of the Federation shall hold office until the result of the election of his/her successor at the annual general meeting next after the date of his/her election has been declared.
- (7) In the event of a casual vacancy in any office referred to in clause 12.(4) the Council may appoint one of its members to the vacant office and the member so appointed shall continue in office as provided for in clause 12.(8). Where a delegate becomes an officer under this clause the member concerned shall be entitled to appoint another delegate in his/her place.
- (8) For the purposes of clause 12.(6), a year shall be deemed to run from one Annual General Meeting of the Federation to the next. However, where a delegate is appointed to fill a casual vacancy under clause 12.(7) his/her term of office shall be deemed to run
- (a) where such appointment occurs six calendar months or less before the next Annual General Meeting of the Federation, from that meeting; and
 - (b) in all other cases, from the Annual General Meeting preceding such appointment.

13. ELECTION OF OFFICERS AND VACANCY

- (1) A candidate for election to an office of the Federation must be a member of an affiliate member of the Federation.
- (2) Nominations of candidates for election as officers of the Federation:
 - (a) shall be made in writing by an affiliate member and be accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (b) shall be delivered to the Secretary of the Federation not less than 7 days before the date fixed for the holding of the annual general meeting.

- (3) No written nomination shall be accepted for a candidate who:
 - (a) is currently an officer of the Federation and is seeking re-election for an office that he/she has held for more than 34 consecutive months immediately preceding the election date, or
 - (b) has been an officer of the Federation for more than 58 consecutive months immediately preceding the election date, or
 - (c) is being nominated for the office of President and is a member of the affiliate member to which the retiring President belongs.
- (4) Where only one nomination is received for a particular office, the candidate nominated shall be deemed to be elected to that office.
- (5) Where more than one nomination is received for a particular office a ballot shall be held to elect the new officer.
- (6) Where no nominations are received for a particular office:
 - (a) nominations shall be received from delegates and officers at the annual general meeting;
 - (b) the retiring holder of the office shall, with his/her consent and if eligible, be deemed to be nominated;
 - (c) unsuccessful candidates for offices already filled shall, with their consent and if eligible, be deemed to be nominated; and
 - (d) the nomination of any officer who is covered by any of the sub-clauses of clause 13.(3) shall be deemed to be invalid if there is more than one candidate for the office concerned.
- (7) The ballot for the election of officers of the Federation shall be conducted at the annual general meeting in such usual and proper manner as the Council may direct.
- (8) A nomination of a candidate for election under this Rule is valid notwithstanding that the candidate has been nominated for another office for election at the same election, except that where a candidate is elected to an office any nominations of that candidate to other offices shall lapse.
- (9) For the purposes of these Rules, the office of an officer of the Federation becomes vacant if the officer:
 - (a) ceases to be a member of at least one Affiliate Member;
 - (b) becomes insolvent under administration within the meaning of the Companies (Victoria) Code;
 - (c) resigns his/her office by notice in writing given to the Secretary, or where the Secretary resigns, to the President;
 - (d) dies, or suffers a long term mental incapacity and becomes incapable of performing their duties; or
 - (e) is removed from office by a special general meeting convened for that purpose.

14. PROCEEDINGS OF COUNCIL

- (1) The Council shall meet at least 5 times in each year at intervals of not more than three months at such place and such times as the Council may determine.

- (2) Special meetings of the Council may be convened by the President or by any four affiliate members.
- (3) Notice shall be given to all members of the Federation of any special meeting specifying the general nature of the business to be transacted, and no other business shall be transacted at such a meeting.
- (4) Any eight delegates present in person or by proxy and representing at least four affiliate members shall constitute a quorum for the transaction of the business of a meeting of the Council.
- (5) No business shall be transacted unless a quorum is present and if within half an hour of time appointed for the meeting a quorum is not present the meeting shall stand adjourned.
- (6) At the meetings of the Council:
 - (a) the President, or in his/her absence the Vice-President, shall preside; or
 - (b) if both the President and Vice-President are absent, such one of the remaining members of the Council as may be chosen by the Council members present shall preside.
- (7) Questions arising at a meeting of the Council shall be determined on a show of hands or, if demanded by a member of the Council, by a poll taken in such manner as the person presiding at the meeting may determine.
- (8) Each member of the Council present at a meeting of the Council (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.
- (9) Written notice of each Council meeting shall be served on each member by delivering it at a reasonable time before the meeting or by sending it by pre-paid post to the address appearing in the register of members at least seven days before the date of the meeting.
- (10) Subject to clause 14.(4) the Council may act notwithstanding any vacancy on the Council.
- (11) A member may appoint a proxy delegate to a Council meeting by notice given to the Secretary no later than the start of the meeting in respect of which the proxy is appointed.
- (12) The notice appointing the proxy shall be similar in form to that set out in Appendix 1.

15. DUTIES OF OFFICERS

- (1) The Secretary of the Federation shall:
 - (a) keep minutes of the resolutions and proceedings of each general meeting, committee meeting, Council meeting and Executive meeting in books provided for that purpose, together with a record of the names of persons present at each meeting; and
 - (b) keep a record of all incoming and outgoing mail.
- (2) The Assistant Secretary of the Federation shall carry out such duties as directed by the Executive.
- (3) The Treasurer of the Federation shall:

- (a) collect and receive all moneys due to the Federation and make all payments authorised by the Federation; and
 - (b) keep correct accounts and books showing the financial affairs of the Federation with full details of all receipts and expenditure connected with the activities of the Federation.
- (4) The accounts and books referred to in clause 15.(3) shall be available for inspection by members.

16. CHEQUES

- (1) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two officers in accordance with the By-laws.

17. SEALS

- (1) The Common Seal of the Federation shall be kept in the custody of the Secretary.
- (2) The Common Seal shall not be affixed to any instrument except by the authority of the Council, and the affixing of the Common Seal shall be attested by the signatures either of two officers of the Federation or of one officer of the Federation and the Public Officer of the Federation. A minute detailing the granting of Council authority shall be entered in the minute book of Council meetings.

18. ALTERATION OF RULES AND STATEMENT OF PURPOSES

- (1) These Rules and the statement of purposes of the Federation shall not be altered except in accordance with the Act.

19. NOTICES

- (1) Delivery of Notices
- (a) A notice may be served by or on behalf of the Federation upon any member by sending it by post to the member at its address shown in the Register of Members.
 - (b) Where a document is properly addressed pre-paid and posted to a member as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the member at the time at which the letter would have been delivered in the ordinary course of post.
- (2) Electronic Delivery
- (a) Where a member has supplied to the Secretary a electronic address to which correspondence may be sent and has notified the Secretary that notices may sent to that address, the Secretary shall cause a note to that effect to be entered in the Registry of Members and the address concerned shall be designated an authorised electronic address.
 - (b) The Council may arrange to receive correspondence at one or more nominated electronic addresses, and may designate any such address as an authorised electronic address.
 - (c) Where under these Rules a written notice or other document is required to be given by any party to a recipient who is the holder of an authorised electronic address under Rule 19.(2)(a) or 19.(2)(b) then, notwithstanding that these Rules may specify that the notice or document shall be delivered by post, it may be sent by the appropriate medium to the authorised electronic address. In this

event, where the medium provides verification of delivery the document shall be deemed to have been received at the time of such verification; in other cases the document shall, unless the contrary is proved, be deemed to have been given to the member at the time shown on the record of transmission.

- (d) The holder of an authorised electronic address may at any time cancel that authorisation. Where the holder is a member the member shall notify the Secretary who shall forthwith amend the entry in the Register of Members and advise all other members that the address is no longer authorised for the serving of notices. The Secretary shall similarly advise members where the Federation ceases to hold any authorised electronic address.

20. WINDING UP OR CANCELLATION

- (1) If upon the winding up or dissolution of the Federation there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Federation but shall be given or transferred to some other association having similar objects to the Federation and which shall prohibit the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Federation, such organisation to be determined by the members of the Federation at or before the time of dissolution, and in default thereof by such judge of the Supreme Court of Victoria as may have or acquire jurisdiction in the matter.

21. CUSTODY OF RECORDS

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

22. FUNDS

- (1) The funds of the Federation shall be derived from annual subscriptions, donations and such other sources as the Council determines.
- (2) The income and property of the Federation whencesoever derived shall be applied solely towards the promotion of the objects of the Federation, and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividends, bonus or otherwise howsoever by way of profit or gain to the individual members of the Federation. Provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant or to any delegate to the Federation in return for any services actually rendered to the Federation, nor prevent the payment for out of pocket expenses, interests on money lent, or reasonable and proper rent for premises demised or let by any officer or servant of the Federation or member of the Federation.

23. COMMITTEES OF COUNCIL

- (1) The Council may from time to time appoint such committees or sections as it thinks necessary to perform special or specific tasks or to conduct any section of the activities of the Federation, and may delegate to such committees such powers as it may deem fit.
- (2) Each committee shall consist of a Convener (appointed by and responsible to the Council) who shall be the presiding officer of such committee, and such other persons as the Council may decide.
- (3) A quorum for a Committee of Council shall be the Convener and two other committee members.

- (4) The Council may with their consent co-opt member persons of recognised bodies to be special members of such committees.
- (5) The Council may approve of the engagement of qualified persons (whether members of recognised bodies or not) to assist in the activities of or advise any such committees.
- (6) The Convener of each Committee shall report on the work of his/her Committee to each meeting of Council.

24. BY-LAWS

- (1) Subject to the provisions set down in these Rules, and governed by these rules, the Federation shall conduct its affairs and business in accordance with the provisions of the Federation By-laws.
- (2) The Federation Council shall make and amend the By-laws as needed for the conduct of the affairs and business of the Federation. 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 Council meeting.
- (3) A record shall be kept by the Secretary of each new or amended By-law indicating the date of creation or amendment.

25. AUDITOR

- (1) An Auditor shall be appointed by the Federation at each annual general meeting to audit the Federation's books.
- (2) The Federation may remove the Auditor from office and the provisions of clauses 12.(7) and 13.(9) for the removal or replacement of a member of Council shall, subject to such modifications as are necessary, apply to the removal or replacement of the Auditor.

26. 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;
 - (b) a member of the Council and another member of the Council;
 - (c) a member of Council and the Federation; or
 - (d) a Member and the Federation.
- (2) If a Member is a party to the dispute then its committee will appoint its representative.
- (3) If the Federation is a party to the dispute then the Council will appoint its representative.
- (4) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (5) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (6) The mediator must be:
 - (a) a person chosen by agreement between the parties; or

- (b) in the absence of agreement:
 - (i) except where the Federation is a party to the dispute, a person appointed by the Council of the Federation; or
 - (ii) in the case where the Federation is a party to the dispute, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (7) A member of the Council can be a mediator.
- (8) The mediator cannot be a party to the dispute.
- (9) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (10) 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.
- (11) The mediator must not determine the dispute.
- (12) 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.

APPENDIX 1

FORM OF APPOINTMENT OF PROXY

I, of
(Name) (name of Affi liate Member)

being an authorised offi cer of the above Affi liate Member,

hereby appoint
(name)

being a member of
(name of Affi liate Member)

the proxy delegate to vote on behalf of the above mentioned Affi liate Member at the;

Annual General Meeting/Special General Meeting/Council Meeting of the Federation
of Victorian Walking Clubs

(cross that which is not applicable)

to be held on the day of and at any adjournment of that
meeting.

The proxy is/is not (delete as appropriate) limited to the following resolutions and
voting (insert details):

Resolution

For/Against

Signed

The day of

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