

Bylaws and Operating Procedures  
Bushwalking Victoria Inc.  
Reg. No.: A0002548Y

17 August 2021



## Contents

1. Authority for By-Laws
2. Governance and Management
3. Committees
4. Paid employees
5. Insurance Policies
6. Contingency reserves
7. Representation of Members at General meetings
8. Annual Report
9. Electronic Communication
10. Privacy and custody of member details.
11. Inspection of records
12. Fee Structure
13. Direct communications with members of affiliate clubs
14. Events
15. Assistance for the establishment of new Bushwalking Clubs
16. Logos, Bushwalking Victoria and VicWalk
17. Publications
18. Media statements
19. Advertising
20. Sale of Merchandise
21. Sponsorship
22. Product Endorsement
23. Membership of Other Organisations
24. Bushwalking Australia (BWA)
25. Donations to Other Organisations
26. Definitions and Abbreviations
27. Document Control Register

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# **BUSHWALKING VICTORIA Inc.**

## **BYLAWS AND OPERATING PROCEDURES**

### **1. Authority for By-Laws**

By-laws may be created and amended in accordance with Rule 38 of the Rules of Association as follows:-

- (1) Subject to the provisions set down in, 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. Governance and Management**

The Board is responsible to the Members for the effective governance and operation of BWV in accordance with the Rules and the Act.

Rule 20(4) allows the Board to delegate such of its powers and functions as it thinks fit. Despite any delegation to any Authorised Person, the Board continues to be responsible for compliance with the Act, the Rules and the By-Laws and must ensure such delegations of authority are appropriate and properly carried out.

#### **2.1 Principles of delegation of authority**

Delegation provides specific authority to an Authorised Person to act on behalf of BWV in connection with other persons or entities, and enables them to perform the duties of their role.

In exercising discretion and making decisions, Authorised Persons are required to do so in accordance with applicable provisions of:

Policy number	BL&OP/2021/BM	Version	4
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Responsible person	BWV Secretary	Scheduled review date	01/11/2021

- the Rules
- the By-laws
- Board policies
- any operating procedures, manuals, guidelines, terms of reference or other operational plans approved by the Board
- any specific instructions or delegation of authority given by the Board

## 2.2 Delegation of authority to the Executive

### 2.2.1 The Executive may:

- with the approval of the Board, open and operate accounts with financial institutions;
- make a contract for the provision by BWV of goods, services or goods and services within the annual plan and annual budget unless the total contract sum (exclusive of GST) over the period of the contract is, or is reasonably assessed to be, more than \$5,000;
  - **Note:** this delegation includes any contract under which BWV receives funds from any State or other Government Department, or any other funding entity or body (such as a philanthropic trust), to undertake agreed activities.
- make contracts for the provision of goods, services or goods and services to BWV within the annual plan and annual budget, unless the total contract sum (exclusive of GST) over the period of the contract is, or is reasonably assessed to be, more than \$5,000;
- enter into any grant or other arrangement with any person or entity which is not legally enforceable (for example, a non-binding memorandum of understanding) if that arrangement is within the annual plan and annual budget;
- terminate any contract or arrangement which it has made.

2.2.2 This delegation is subject to any further direction by the Board, and to any other specific delegation of authority by the Board to an Authorised Person.

2.2.3 This delegation does not include any contract for the purposes set out in Rule 1 (3) (a), (c), (d), (e) and (f), in respect of which authority remains with the Board.

## 2.3 Delegation of authority to members of the Executive and/or others

2.3.1 Any two members of the Executive may:

Policy number	BL&OP/2021/BM	Version	4
Drafted by:	BWV Board/Bruce Moore	Board Approved:	17/08/2021
Responsible person	BWV Secretary	Scheduled review date	01/11/2021

- a. sign any contract or arrangement which has been approved by the Executive or the Board;
- b. give notice of termination of any contract or arrangement which the Executive or the Board has determined ought be terminated.

2.3.2. If a matter requiring a decision which will be binding upon BWV is not included in this clause and that matter is outside the established policies, procedures, guidelines or operational practices of BWV, or 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 a minimum of three members of the Board of whom one must be an Executive of BWV. Details of the decision must be documented, tabled at the next Board meeting, and confirmed and recorded in the minutes of that meeting.

#### **2.4. Specific delegations of authority by the Board of Management**

2.4.1. Conveners of Standing Committees may sign outgoing correspondence in the name of BWV, if it is consistent with Board approved policy and procedures relating to the activities of the committee or is of a minor routine nature.

2.4.2. The Editor of any regular magazine or newsletter of BWV or of 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.

2.4.3. 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.

2.5. The Board may overturn any decision made by a Standing or a Special Committees, or by an Authorised Person, if the Board considers the decision did not comply with the Rules, the By-laws, or the policies or objectives of BWV, or was not in the best interests of BWV.

Policy number	BL&OP/2021/BM	Version	4
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Responsible person	BWV Secretary	Scheduled review date	01/11/2021

### 3. 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.

#### 3.1. 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.

- 3.1.1. Membership of Standing Committees shall consist of a Convener or two Co-conveners appointed by the Board, and any other members as determined by the task requirements of the committee or as the Board may decide.
- 3.1.2. Standing Committees, unless otherwise directed by the Board, shall meet on a regular basis but no less than four times each year.
- 3.1.3 Standing Committees shall develop operating procedures, keep minutes of meetings and provide the BWV Secretary with a copy as soon as possible after each meeting.
- 3.1.4 All policies developed by Standing Committees shall be reviewed, up-dated and submitted for Board approval at least once every two years.
- 3.1.5. Subject to Board approval, Standing Committees may source funds for their operations from outside sources, e.g. grants and donations.
- 3.1.6 Standing Committees shall prepare and submit an annual budget to the BWV Treasurer for consideration in the BWV budget process.

#### 3.2 Special Committees.

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

- 3.2.1 Terms of reference and membership of Special Committees shall be determined by the Board

Policy number	BL&OP/2021/BM	Version	4
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Responsible person	BWV Secretary	Scheduled review date	01/11/2021

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

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

### 3.3 Committee quorum.

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

### 3.4 Bush Search and Rescue Victoria.

3.4.1 Bushwalking Victoria's volunteer search and rescue group, known as Bush Search and Rescue Victoria (BSAR) shall be managed by a standing committee (the BSAR Committee) established under Rule 20(3).

3.4.2 Members of the BSAR committee and all other BSAR volunteers shall be persons who are:-

- members of an Affiliate Member club,
- members of an Associate Member club, or
- individual/supporter members of Bushwalking Victoria.

3.4.3 All BSAR volunteers shall meet the criteria for skills and experience relevant to their roles, as specified by the BSAR Committee.

## 4. Paid employees

### 4.1 Recruitment and appointment of paid employees.

4.1.1 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 Executive. Candidates will be advised of:-

- job description and duties
- prerequisites
- selection criteria

4.1.2 A selection panel will be convened to assess all candidates against the agreed selection criteria.

Policy number	BL&OP/2021/BM	Version	4
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Responsible person	BWV Secretary	Scheduled review date	01/11/2021

- 4.1.3 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.
- 4.1.4 Conditions of employment must comply with all relevant laws and the salary must be approved by the Board.
- 4.1.5 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 Executive of BWV

#### 4.2 Office Manager

- 4.2.1 The Office Manager shall report to the Board and perform duties approved by the Secretary in consultation with the Executive.
- 4.2.2 The Secretary may establish work priorities for the Office Manager.
- 4.2.3 The terms and conditions of employment of the Office Manager shall be agreed between the Office Manager and the Executive and shall comply with all relevant laws.

### 5. Insurance Policies

- 5.1 Bushwalking Victoria shall on behalf of Members enter into an insurance policy with a recognised insurer for the purpose of protecting members and BWV from public liability and damages claims.
- 5.2 Bushwalking Victoria may on behalf of Members enter into an insurance policy with a recognised insurer for the purpose of insuring against the risk of personal injury.
- 5.3 Premiums shall be collected from Affiliate Members electing to participate in the insurance scheme(s) at a rate(s) determined by the Board after considering advice from the insurer (s)
- 5.4 Premiums shall be collected at the time membership fees are paid and will be accounted for separately in the accounts of Bushwalking Victoria Inc.
- 5.5 A link to details of the insurance policy/policies shall be maintained by the Secretary on the BWV website.

Policy number	BL&OP/2021/BM	Version	4
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Responsible person	BWV Secretary	Scheduled review date	01/11/2021



- 5.6 All enquiries and correspondence regarding claims or interpretation of insurance policies are to be directed to the Secretary with a copy to the Office Manager.
- 5.7 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.

## **6 Contingency reserves**

- 6.1 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 grant funding
- 6.2 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.

## **7. Representation of Members at General meetings**

- 7.1 Each Affiliate Member shall be entitled to have one representative attend and vote at general meetings.
- 7.2 Other representatives of Affiliate Members, representatives of Associate Members and Individual Supporter Members may attend and participate in general meetings but will have no voting right.

## **8. Annual Report**

- 8.1 The Secretary shall arrange the preparation and publication of an Annual Report which will include financial statements, details of activities of Bushwalking Victoria, names of Board members, Conveners, Affiliate Members and Associate Members.

Policy number	BL&OP/2021/BM	Version	4
Drafted by:	BWV Board/Bruce Moore	Board Approved:	17/08/2021
Responsible person	BWV Secretary	Scheduled review date	01/11/2021

- 8.2 The Annual Report shall be made available to all members and placed on the BWV website.

## 9. Electronic Communication

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

## 10. Privacy and custody of member details.

### 10.1 Privacy Policy Statement:

Personal information collected by Bushwalking Victoria is not traded, sold, or licensed. Personal information provided by any member or person, that identifies that person, will not be used/disclosed for any purpose other than the purpose of the transaction the member or person has entered into (e.g. membership of BWV subscribing to a newsletter or magazine directly receiving information from BWV or making enquiries by email) unless such a disclosure is required or authorised by law.

Some personal information that Bushwalking Victoria may collect, such as gender, age and address details, will only be used in ways that cannot identify individuals, to provide collated data such as age and gender demographics, or information required for insurance purposes.

Club contact details will be made available by Bushwalking Victoria in response to enquiries 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 databases.

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

### 10.2 Custody of personal information about members of Affiliate Clubs supplied under Rule 4 (2) (d)

Policy number	BL&OP/2021/BM	Version	4
Drafted by:	BWV Board/Bruce Moore	Board Approved:	17/08/2021
Responsible person	BWV Secretary	Scheduled review date	01/11/2021

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 database. Persons whose details are held in this database may access their details for the purposes of correction or deletion by giving written notice to the Secretary.

## 11. Inspection of records.

- 11.1 Inspection of the records of BWV during BWV business hours by arrangement with the Secretary.
- 11.2 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
  - 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.

## 12. Fee Structure

- 12.1 The annual fees shall be set according to Rule 4(11)
- 12.2 In the event that a motion setting new fees is not passed at the Annual General Meeting the Board will determine the annual fees at its next meeting.
- 12.3 The fee structure may define, different components of fees such as membership, insurance or special Levies and set different fees or components for Affiliate Members, Associate Members and Individual Supporter Members
- 12.4 Definitions for calculation of Affiliate Member fees.
- 12.4.1 An adult is defined as a person, who has reached the age of eighteen years.
- 12.4.2 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

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children as a family unit in which case each adult covered by the family membership is counted as a club member.

12.4.3 Each Affiliate Member will be requested to advise their actual club membership numbers as at 31 March each year for the purposes of calculating affiliation fees and insurance premiums.

### **13. Direct communications with members of affiliate clubs**

13.1 Rule 4 (2) (d) requires Affiliate Members to enter into an agreement with Bushwalking Victoria that enables Bushwalking Victoria to communicate effectively with members of affiliate clubs. This will be achieved by affiliate member clubs undertaking that they will, at the request of Bushwalking Victoria, distribute to each of their members specific information that the Board deems necessary for the effective performance of Bushwalking Victoria's role.

13.2 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 including:-

- communications will be authorised and signed by the President or Secretary.
- Regular newsletters or "E" letters will be subject to editorial control and guidelines formulated by the Board.

### **14. Events**

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

14.2 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).

14.3 The surplus is to be shared equally between the organising club/s and BWV. Where an event is organised by more than one club, the clubs concerned are to negotiate and agree on the sharing arrangements.

Policy number	BL&OP/2021/BM	Version	4
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Responsible person	BWV Secretary	Scheduled review date	01/11/2021

## 15. Assistance for the establishment of new Bushwalking Clubs

- 15.1 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.
- 15.2 The payment of a grant shall be made only to assist the establishment of clubs whose primary purpose is recreational bushwalking.
- 15.3 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.

## 16. Logos, Bushwalking Victoria and VicWalk

Affiliate Members of Bushwalking Victoria will be strongly encouraged to use the words “Member of Bushwalking Victoria” and the BWV logo on websites, publications and letter-heads to advertise that they are a member of BWV. The VicWalk logo shall no longer be used but shall be maintained as intellectual property of BWV to ensure it is not able to be used by another organisation which may cause confusion of identity.

## 17. Publications of Bushwalking Victoria Inc.

- 17.1 Official publications will display the Bushwalking Victoria Inc. name, registration number, Australian Business Number and where appropriate the registered BWV logo.
- 17.1.1 The BWV Website is deemed to be a publication for the purposes of these By-laws.
- 17.2 Where possible, publications are to be funded from sources other than member funds e.g. grants, donations or sponsorship.
- 17.3 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.
- 17.4 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

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disclaimer against incorrect information. Members of affiliated clubs and individual supporter members of BWV will be provided with free access to Where2Walk guides on the BWV website.

- 17.5 A register including sample copies of official publications of Bushwalking Victoria will be maintained by the Office Manager.
- 17.6 Bushwalking Victoria shall retain copyright ownership of all publications issued in its name, unless otherwise approved by the Board.

## 18. 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.

## 19. Advertising

- 19.1 Paid advertising for inclusion in any regular publication of BWV or its committees will be accepted provided that all such material submitted for inclusion is consistent with the objectives of Bushwalking Victoria.
- 19.2 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.
- 19.3 All advertising rates are to be set by the BWV Board on the recommendation of the Treasurer

## 20. Sale of Merchandise

- 20.1 Bushwalking Victoria may engage in the sale of merchandise that supports the objectives of BWV.
- 20.2 Items of merchandise to be offered for sale on behalf of Bushwalking Victoria must be approved by the Board.

Policy number	BL&OP/2021/BM	Version	4
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Responsible person	BWV Secretary	Scheduled review date	01/11/2021

20.3 The sale price of all items of merchandise must be determined by the Board.

## 21. 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.

## 22. Product Endorsement

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

## 23. 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.

### 23.1 Appointment of Delegates/Representatives to other organisations

Delegates or Representatives to other organisations must be approved 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.

## 24. Bushwalking Australia (BWA)

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

The delegate and deputy delegate in committee shall:-

- Request approval from the Board for the BWV representative to exercise the authority and discretionary powers on the BWA Council to commit BWV to actions and expenditure;
- Following each BWA meeting, report to the Board on activities and decisions of BWA.

Policy number	BL&OP/2021/BM	Version	4
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## 25. 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.

## 26. Definitions and Abbreviations

Act	Associations' Incorporation Reform Act 2012
Authorised Person	Any person to whom the Board delegates authority to perform specific functions or otherwise act on behalf of BWV e.g. Conveners, Editor.
Board	Board of Management of Bushwalking Victoria Inc.
BWA	Bushwalking Australia Inc.
BWV	Bushwalking Victoria Inc.
Delegate	A natural person nominated by an Affiliate Member in accordance with the By-laws to vote on its behalf at general meetings of the Association and who is not an Executive or a paid employee of the Association.
Executive	President, Vice President, Secretary and Treasurer of BWV
Office holder	As defined by Section 82 of the Act
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	Rules of Association of Bushwalking Victoria Inc.

Policy number	BL&OP/2021/BM	Version	4
Drafted by:	BWV Board/Bruce Moore	Board Approved:	17/08/2021
Responsible person	BWV Secretary	Scheduled review date	01/11/2021



## 27. Document Control Register

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4.0	3.1 & 3.3	Co-Convenors for BSAR	17 August 2021
3.0	2.2 & 2.3	Delegation of Authority to members of the Executive.	20 April 2021
2.0	12.4.1	Change to the age limit for calculation of Affiliate Member fees from 16 to 18 years.	15 August 2017

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