



Bushwalking Victoria Inc.

Reg. No. A0002548Y

Rules of Association

Approved at Annual General Meeting held on 13 June 2015

Version 1.5

Bushwalking Victoria Incorporated

RULES OF ASSOCIATION

1. Name of the Association and Statement of Purpose

(1) The name of the incorporated association is Bushwalking Victoria Incorporated.

(2) Statement of Purpose

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 natural environment including national and state parks, wilderness, coastal and other public land areas to enhance their bushwalking value to the community.
- Work 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.

(3) Powers of Association

(i) Subject to the Act, the Association has power to do all things incidental or conducive to the attainment of its purposes.

Without limiting Rule 1(3)(i), the Association may:-

- (a) acquire, hold and dispose of real or personal property;
- (b) open and operate accounts with financial institutions;
- (c) invest its money in any security in which trust monies may lawfully be invested;
- (d) raise and borrow money on any terms and in any manner as it thinks fit;
- (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
- (f) appoint agents to transact business on its behalf;
- (g) enter into any other contract it considers necessary or desirable.

The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

2. Definitions

In these Rules, unless the contrary intention appears:

"Absolute majority, of the Board" means a majority of the committee members currently holding office (as distinct from a majority of committee members present at a committee meeting);

"**Act**" means the Associations Incorporation Reform Act 2012;

"**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 the Association as described in the Act and Regulations;

"**Convener**" means, a person appointed by the Board to convene and chair a Standing Committee of the Association;

"**Delegate**" 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 Executive member of the Association or a paid employee of the Association;

"**Executive member of the Association**" means President, Vice President, Secretary and Treasurer

"**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 Executive member of the Association under Rule 21;

"**Member**" means, a person or recognised body who applies for and is approved for membership as provided for in Rule 4 as affiliate, associate or individual supporter

"**Special Committee**" means a committee established for a specified period to carry out a specific task defined by the Board;

"**Special resolution**" means a resolution that requires at least three-quarters of the members to vote in favour of it to be passed;

"**Standing Committee**" means a committee tasked with managing specific ongoing functions of the Association as defined by the Board;

"**Regulations**" means Associations Incorporation Reform Regulations 2012;

"**Recognised Body**" means a group or association of persons whether incorporated or not;

"**Relevant Documents**" has the same meaning as in the Act.

3. Alteration of the rules

These Rules 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) supports the Association's Statement of Purposes and agrees to comply with these Rules.
- (d) As a condition of affiliate membership each Affiliate Member shall enter into an agreement with the Association to enable the Association to communicate as directly as possible with the members of Affiliate Clubs on 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 Bylaws and the information must not be sold or otherwise provided to any third party for any reason.

- 4(3)(a) *The Association may at its absolute discretion grant Individual Supporter Membership to any individual who supports the Association's Statement of Purpose and agrees to comply with these Rules.*
 - (i) *Individual Supporter Members shall have voting right at General Meetings as defined in Rule 16*
 - (ii) *Individual Supporter Members are able to participate in Standing or Special Committees of the Association*
 - (iii) *Individual Supporter Members may stand for election to the Board of Management of the Association subject to the provisions of Rule 23*
 - (iv) *Individual Supporter Members may be appointed to vacant positions on the Board of Management of the Association subject to the provisions of Rule 24*
- (b) *The Association may at its absolute discretion grant annual Associate Membership to any recognised body who cannot meet the criteria in Rule 4(2) but who supports the Association's Statement of Purpose and agrees to comply with these Rules*
 - (i) *Each year the Board of Management of the Association shall consider the level of participation and compliance of each Associate Member organization to determine whether it is in the best interests of the Association for a further year of Associate Membership be offered*
 - (ii) *Persons who have membership of Associate Member organizations shall not have voting rights*
 - (iii) *Persons who have membership of Associate Member organizations may apply to participate in standing and/or special committees of the Association*
- (c) *The Association may at its absolute discretion grant annual Student Associate Membership to any recognised student body whose membership consists predominantly of undergraduate students and who supports the Association's Statement of Purpose and agrees to comply with these Rules*
 - (i) *Each year the Board of Management of the Association shall consider the level of participation and compliance of each Student Associate Member organization to determine whether it is in the best interests of the Association for a further year of Student Associate Membership be offered*
 - (ii) *Persons who have membership of Student Associate Member organizations shall not have voting rights*

- (iii) *Persons who have membership of Student Associate Member organizations may apply to participate in standing and/or special committees of the Association*
- (4) An application for Membership of the Association by a recognised body or individual must:
- (a) be made in writing or by electronic transmission and
 - (b) be lodged with the Secretary of the Association.
- (5) As soon as practicable after the receipt of an application, the Secretary must refer the application to the Board of Management.
- (6) The Board must determine whether to approve or reject the application.
- (7) 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.
- (8) The Secretary must, within twenty-eight days after receipt of the amounts referred to in Rule 4(7), enter the applicant's name in the register of Members after which the applicant becomes a Member and is entitled to exercise the rights of Membership.
- (9) If the Board rejects an application, the Board must, as soon as practicable, notify the applicant in writing that the application has been rejected and return any money accompanying the application to the applicant.
- (10) 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.
- (11) The annual subscription payable shall be determined each year:-
- (a) by the Board in accordance with the Bylaws; or
 - (b) by approval at the AGM if the proposed fee increase is 5% greater than the annualized increase in the Consumer Price Index for the preceding December quarter of the current fee; and
 - (c) shall be paid by each Member within two months after the date showing on the invoice for the annual subscription which is sent to the Member
- (12) The rights of a Member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.
- (13) (a) A Member of the Association who is entitled to vote has the right—
- (i) to receive notice of General Meetings and of proposed Special Resolutions in the manner and time prescribed by these Rules; and
 - (ii) to submit items of business for consideration at a General Meeting; and
 - (iii) to attend and be heard at General Meetings; and
 - (iv) to vote at a General Meeting; and
 - (v) to have access to the minutes of General Meetings and other documents of the Association as provided under Rule 36; and
 - (f) to inspect the register of Members.
- (b) A Member is entitled to vote if—
- (i) the Member is a Member other than an Associate Member or Student Associate Member and

- (ii) more than 10 business days have passed since he or she, or that organization became a Member of the Association; and
- (iii) the Member's membership rights are not suspended for any reason.

5. Register of Members

- (1) The Secretary must keep and maintain a register of Members for each class of membership containing:
 - (a) the name and postal address of each Member; and
 - (b) the date on which each Member's name was entered in the register.
- (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 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 Rule 6(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.
- (3) An organization who is not offered a further year as an Associate Member under Rule 4(3)(b)(i) or as a Student Associate Member under Rule 4(3)(c)(i) will cease to be a member at the end of the twelve month period of their current membership

7. Disciplinary action

- (1) Grounds for taking disciplinary action
The Board may take disciplinary action against a Member in accordance with this rule if the Board is satisfied that the Member:-
 - (a) has refused to comply with these Rules; or
 - (b) has engaged in conduct prejudicial to the Association.
- (2) If a member has initiated a grievance procedure in respect of a dispute between the member and the association, the association must not take disciplinary action against any of the following persons in relation to the matter which is the subject of the grievance procedure until the grievance procedure has been completed-
 - the member who initiated the grievance procedure (complainant member);
 - a member of the association appointed by the complainant member to act on behalf of the complainant member in the grievance procedure.
 Before taking disciplinary action against a Member, the Secretary must give written notice to the Member:-
 - (a) stating that the Committee intends to take disciplinary action against the Member; and
 - (b) stating the grounds for the proposed disciplinary action; and
 - (c) specifying the date, place and time of the meeting at which the Board intends to take the disciplinary action (the disciplinary meeting); and
 - (d) advising the Member that he or she may do one or both of the following:-
 - (i) attend the disciplinary meeting and address the Board at that meeting;

- (ii) give to the Board at any time before the disciplinary meeting a written statement; and
 - (e) setting out the Member's appeal rights under rule 7(8)
- (3) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

(4) Decision of Board

At the disciplinary meeting, the Board must:-

- (a) give the Member an opportunity to be heard; and
 - (b) consider any written statement submitted by the Member.
- (5) After complying with Rules 7(4)(a) and 7(4)(b) the Board may:-
- (a) take no further action against the Member; or
 - (b) subject to Rule 7(6):-
 - (i) reprimand the Member; or
 - (ii) suspend the membership of the Member for a specified period; or
 - (iii) expel the Member from the Association.
- (6) The Board must not take action under Rule 7(5)(b) unless an absolute majority of the Board vote at the disciplinary meeting in favour of taking the action.
- (7) The suspension or expulsion of a Member by the Board under this rule takes effect immediately the vote is passed.

(8) Appeal rights

A person or organization whose membership has been suspended or who has been expelled from the Association under Rule 7(5) may give notice to the effect that he, she or they wish to appeal against the suspension or expulsion. The notice must be in writing and given:-

- (a) to the Board immediately after the vote to suspend or expel the person or organization is taken; or
- (b) to the Secretary not later than 48 hours after the vote.

If a person or organization has given notice under Rule 7(8), a disciplinary appeal meeting must be convened by the Board as soon as practicable, but in any event not later than 21 days, after the notice is received.

Notice of the disciplinary appeal meeting must be given to each Member of the Association who is entitled to vote as soon as practicable and must:-

- (a) specify the date, time and place of the meeting; and
- (b) state:-
 - (i) the name of the person or organization against whom the disciplinary action has been taken; and
 - (ii) the grounds for taking that action; and
 - (iii) that at the disciplinary appeal meeting the Members present must vote on whether the decision to suspend or expel the person or organization should be upheld or revoked.

(9) Conduct of disciplinary appeal meeting

At a disciplinary appeal meeting—

- (a) no business other than the question of the appeal may be conducted; and
- (b) the Board must state the grounds for suspending or expelling the Member and the reasons for taking that action; and
- (c) the person or organization whose membership has been suspended or who has been expelled must be given an opportunity to be heard.

After complying with Rule 7(9), the Members present at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person or organization should be upheld or revoked.

A Member may not vote by proxy at the meeting.

- (10) The decision is upheld if not less than three quarters of the Members present at the meeting vote in favour of the decision.

8 Grievances

- (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; or
 - (c) a Member and the Board
- (2) A Member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.
- (3) 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.
- (4) 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.
- (5) 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, or a Member and the Board a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (6) A Member of the Association can be a mediator.
- (7) The mediator cannot be a Member who is a party to the dispute.
- (8) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (9) 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.
- (10) The mediator must not determine the dispute.
- (11) 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 the Executive members of the Association and General members of the Board of Management,
 - (d) to receive and consider the statement submitted by the Association in accordance with Division 5 of the Act.
- (4) The Annual General Meeting may also conduct any special business, notice of which has been given in accordance with Rule 12(4)

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 ten 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 any resolutions to be proposed; and
 - (b) include the name and signature of an Officer of each Affiliate Member requesting the meeting; and
 - (c) be sent to the address of the Secretary of Bushwalking Victoria.
- 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 and may only consider the business stated in that request
- (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 send 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) by electronic transmission.
- (3) Business other than that set out in the notice convening the meeting may be discussed at the meeting but the matter cannot be resolved.
- (4) An Affiliate Member intending to bring any business before a meeting must notify the Secretary in writing of that business at least seven days before the date set for giving notice of that meeting and the Secretary 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) The quorum for a General Meeting is the presence (physically or by proxy) of 10% of the Members entitled to vote.
- (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 Rule 15(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 who will represent their individual clubs and vote at a General Meeting at any time up to the commencement of that meeting.
- (2) Upon any question arising at a General Meeting of the Association, only Affiliate Members may vote and each Affiliate has one vote only.
- (2) All votes must be given personally by Affiliate Member Delegate 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.
- (6) Individual Supporter Members in attendance at a General Meeting shall appoint a delegate to vote on their collective behalf. The delegate shall be entitled to have the same voting rights as a delegate representing an Affiliate Member club.

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 or the Chairperson of that meeting, 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 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 and appoint Convenors for those 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 be established and operate in accordance with the Bylaws. 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.
- (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 Members of the Association annually.
- (5) The Board may co-opt 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) The Board of Management shall consist of up to ten persons including the Executive members of the Association as detailed in Rule 21.

21. Executive members of the Association

- (1) The Executive members of the Association shall be:-
 - (a) a President;
 - (b) a Vice President;
 - (c) a Treasurer;
 - (d) a Secretary.
- (2) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.

The Secretary must:-

- (a) maintain the register of members in accordance with Rule 5; and

- (b) keep custody all books, documents and securities of the Association in accordance with; Rule 36
 - (c) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
 - (d) perform any other duty or function imposed on the Secretary by these Rules.
- (3) The provisions of Rule 23 of these Rules of Association 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 Rule 21(1).
 - (4) Each Executive member of the Association shall hold office until the Board meeting following 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.
 - (5) In the event of a casual vacancy in an Executive member position referred to in Rule 21(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 Executive member position and the person appointed may continue in the Executive member position up to and including the conclusion of the Annual General Meeting next following the date of the appointment.
 - (6) The Executive member positions of President, Vice President, Treasurer and Secretary may not be held by any one person for more than three consecutive years.
 - (7) An Affiliate Member may have a maximum of three of its members as members of the Board of Management.
 - (8) Individual Supporter Members may hold no more than three positions on 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 or an Individual Supporter Member 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 Executive members and General members of the Board of Management,

- (1) All Board of Management positions are declared vacant at the Annual General Meeting.
- (2) Election of Board of Management positions:
 - (a) Affiliate Members of the Association may nominate from their membership candidates for election to the Board of Management. Individual Supporter Members may nominate as 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 or by electronic transmission, signed by two Officers of an Affiliate Member of the Association or by two Individual Supporter Members and include 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 28 days 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 or Individual Supporter Members, 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.

24. Vacancies

- (1) The position of a Member of the Board, becomes vacant if the Board Member:
 - (a) ceases to be a member of an Affiliate Member of the Association or an Individual Supporter Member 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 Executive member position only, has completed three consecutive years in that position or,
 - (e) becomes a paid employee of the association; or
 - (f) in the case of the Secretary, ceases to reside in Australia
- (2) The Board may appoint an eligible member of the Association to fill a position on the Board that—
 - (a) has become vacant under Rule 24(1) or
 - (b) was not filled by election at the last Annual General Meeting.
- (3) If the position of Secretary becomes vacant, the Board must appoint a member to the position within 14 days after the vacancy arises.

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) The quorum for a board meeting is the presence of a majority of the elected board members.
- (2) No business matter may be resolved 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. A motion is carried if a majority of committee members present at the meeting vote in favour of the motion.
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 a special resolution for which at least 21 days' notice has been given, 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 special resolution referred to in Rule 30(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 and Individual Supporter Members of the Association.
- (3) The Secretary or the President may give a copy of the representations to each Affiliate Member and Individual Supporter Member of the Association or, if they are not so given, the Board Member may require that they be read out at the meeting.
- (4) The special resolution is passed if not less than three quarters of the members voting at the General Meeting (whether in person or by proxy) vote in favour of the resolution

31. Minutes of meetings

The Secretary of the Association must keep minutes of the resolutions and proceedings of each Annual General Meeting and each Special General Meeting, and each Board of Management meeting, together with a record of the names of persons present at such meetings. Draft Minutes must be available to Members within twenty one days of the date of the meeting. Minutes of board meetings must be available to Members within twenty one days after such minutes have been approved at the following board 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 Board members 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 Statement of Purposes 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. Establishment of a Public Fund for the Benefit of the Bush Search and Rescue Group.

- (1) The Treasurer of the Association shall maintain a public fund (the BSAR public fund). The purpose of the public fund is to solicit and receive gifts from the public solely for the purpose of supporting the volunteer-based search and rescue activities of the Bush Search and Rescue Victoria (BSAR) group.
- (2) The Association shall seek to obtain and maintain endorsement by the Australian Tax Office as a Deductible Gift Recipient for its BSAR public fund.
- (3) The BSAR public fund shall be administered by a fund management committee appointed by the Board of Management. The fund management committee will comprise the Treasurer, a representative from the BSAR committee and no less than three persons having a degree of responsibility to the general community by reason of their occupation or standing in the community.
- (4) The Association shall maintain a separate bank account for the BSAR public fund. The Treasurer shall ensure that there are appropriate accounting procedures to ensure that the assets of the BSAR public fund are maintained and accounted for separately from the Association's funds.
- (5) If the BSAR public fund is wound up, or the endorsement of the Association as a Deductible Gift Recipient for the operation of the fund is withdrawn, any surplus assets of the fund, after the payment of the fund's liabilities, shall be transferred to a fund, authority or institution to which income tax deductible gifts can be made.

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 electronic transmission,.

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. Inspection of Books and Records

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 or one of its Officers in the case of an Affiliate or Associate upon request and that Member or one of its Officers may make a copy of such documents.

37. Review of Accounts.

The Board of Management will each year appoint a suitably qualified independent person to review 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 officer of
(Name)

.....appoint
(Name of Affiliate Member)

..... being a member of.....
(Name of proxy holder) (Name of Affiliate Member)

Or

The Chairperson of the Meeting

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 at their discretion or in favour or against the following resolution/s as
indicated (insert details of resolution/s).

.....
(signed) (date)

* Delete if not applicable