

# **ESSENDON BUSHWALKING CLUB INCORPORATED**

**Reg No A0005559B**

**ABN No 12 778 690 307**

## **Rules of Association**

**Amended April, 1988**

**Amended 12<sup>th</sup> June, 1991**

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## Table of Contents

|  |    |
|--|----|
| <b>Part 1 - Preliminary</b> .....  | 4  |
| 1. Name of the Association .....   | 4  |
| 2. Statement of Purpose .....  | 4  |
| 3. Definitions .....   | 4  |
| 4. Alteration of the Rules .....   | 5  |
| <b>Part 2 - Powers of Association</b> .....                                | 5  |
| 1. Powers of Association .....   | 5  |
| <b>Part 3 - Members, Disciplinary Procedures and Grievances</b> .....      | 5  |
| 1. Full Member .....   | 5  |
| 2. Junior Member .....   | 7  |
| 3. Subscription .....  | 7  |
| 4. Register of Members .....   | 7  |
| 5. Ceasing Membership .....  | 7  |
| 6. Disciplinary Action .....   | 8  |
| 7. Appeal Rights .....   | 9  |
| 8. Conduct of Disciplinary Appeal Meeting .....                            | 9  |
| 9. Grievances .....  | 9  |
| <b>Part 4 - General Meetings of the Association</b> .....                  | 10 |
| 1. Notice to Members .....   | 10 |
| 2. Annual General Meeting .....  | 11 |
| 3. General Meeting .....   | 11 |
| 4. Special General Meeting .....   | 11 |
| 5. Notice of Special General Meeting .....                                 | 12 |
| 6. Quorum at Annual General Meetings and Special General Meetings .....    | 12 |
| 7. Presiding at Annual General Meetings and Special General Meetings ..... | 12 |
| 8. Adjournment of Meetings .....   | 12 |
| 9. Voting at Annual General Meetings and Special General Meetings .....    | 13 |
| 10. Poll at Annual General Meetings and Special General Meetings .....     | 13 |
| 11. Minutes of Meetings .....  | 13 |
| 12. Special Resolutions .....  | 13 |
| 13. Proxies .....  | 14 |
| <b>Part 5 - Meetings of the Committee</b> .....                            | 14 |
| 1. Meetings of Committee .....   | 14 |
| 2. Notice of Meetings .....  | 14 |
| 3. Urgent Meetings .....   | 14 |

4. Procedure and Order of Business..... 15

5. Use of Technology..... 15

6. Quorum ..... 15

7. Voting..... 15

8. Conflict of Interest ..... 15

9. Minutes to the Meeting..... 16

10. Leave of Absence..... 16

**Part 6 - Management..... 16**

1. Committee..... 16

2. Executive Members of the Association..... 17

3. Ordinary Members of the Committee. .... 18

4. Election of Executive Members and Ordinary Members of the Committee ..... 18

5. Vacation of Office ..... 19

6. Removal of a Committee Member..... 19

**Part 7 - General Matters ..... 19**

1. Winding Up..... 19

2. Inspection of Books and Records ..... 19

3. Visitors..... 20

4. Source of Funds..... 20

5. Bylaws ..... 20

6. Alteration of Rules ..... 20

**APPENDIX 1 ..... 21**

## Part 1 - Preliminary

### 1. Name of the Association

A. The name of the incorporated association is ESSENDON BUSHWALKING CLUB INCORPORATED.

### 2. Statement of Purpose

A. The objects of Essendon Bushwalking Club Incorporated are to:

- (1) encourage, promote and organise activities in the outdoor adventure recreational pursuits of camping, bushwalking, bicycling, rock climbing, canoeing, caving, orienteering, cross country skiing and outdoor activities generally;
- (2) educate club members in the safe and enjoyable participation of these activities;
- (3) encourage a wider appreciation of the flora, fauna and natural beauty of this country and to assist in its preservation;
- (4) foster social activity among our members;
- (5) when it is deemed advisable, affiliate, co-operate, or associate with any other body or organisation for the purpose of furthering the objects of the Club, provided that affiliation with any other body or organisation is not affected, except by a decision of a majority of members present at a General Meeting. At least fourteen (14) days' notice of the proposed affiliation must be given in writing to each member.

### 3. Definitions

A. In these rules, unless the contrary intention appears:

"**Act**" means the Associations Incorporation Reform Act 2012 and includes any regulations made under that Act;

"**Annual General Meeting**" means a general meeting of Members convened in accordance with [Part 4 - General Meetings of the Association, Rule 2, Annual General Meeting](#);

"**Association**" means Essendon Bushwalking Club Incorporated, or the "Club";

"**Committee**" means the Committee of the Association as described in the Act and Regulations;

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

"**Financial Year**" means the year ending on 31st May;

"**General Meeting**" means a general meeting of Members convened in accordance with [Part 4 - General Meetings of the Association, Rule 3, General Meeting](#);

"**Junior Member**" means a financial member of the Club who is less than 18 years of age;

"**Member**" means a person who applies for and is approved for membership as provided for in [Part 3 – Members, Disciplinary Procedures and Grievances](#);

"**Ordinary Member of the Committee**" means a Member of the Committee who is not an Executive Member of the Association under [Part 6 - Management, Rule 1, Committee](#);

"**Qualifying Event**" means an event as defined in the Club Protocols and Guidelines;

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

"**Responsible Adult**" is a parent, step-parent or guardian, or an adult who has parental rights and responsibilities for a person under 18 years of age;

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

"**Special General Meeting**" means a general meeting of Members convened in accordance with [Part 4 - General Meetings of the Association, Rule 4, Special General Meeting](#).

**4. Alteration of the Rules**

- A. These Rules of the Association must not be altered except in accordance with the Act.

**Part 2 - Powers of Association**

**1. Powers of Association**

- A. Subject to the Act, the Association has the power to do all things incidental or conducive to the attainment of its purposes.
- B. Without limiting [Part 2, Rule 1. Powers of Association A \(above\)](#), the Association may:
- (1) acquire, hold and dispose real or personal property;
  - (2) open, operate and close accounts with financial institutions;
  - (3) invest its money in any security in which trust monies may lawfully be invested;
  - (4) raise and borrow money on any terms and in any manner as it thinks fit;
  - (5) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
  - (6) appoint agents to transact business on its behalf;
  - (7) enter into any other contract it considers necessary or desirable.
- C. The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

**Part 3 - Members, Disciplinary Procedures and Grievances**

- A. The Association must have at least five members.

**1. Full Member**

- A. A person 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.
- B. An application for Membership of the Association by an individual must:
- (1) be made in writing or electronically.
  - (2) be proposed and seconded by two members, each of at least six months standing in the Association.
  - (3) be lodged with the Secretary of the Association upon completion of Qualifying Event(s) that consist of:
    - (a) two Club program day events; or
    - (b) one Club program multi-day event.
  - (4) be lodged within twelve months of completion of the first Qualifying Event.

- C. All Association programmed events are deemed qualifying except those marked as non-qualifying.
- D. As soon as practicable after the receipt of an application, the Secretary must refer the application to the Committee.
- E. The Committee must determine whether to approve or reject the application.
- F. If the Committee approves an application for Membership, the Secretary must, as soon as practicable:
  - (1) notify the applicant in writing of the approval for Membership; and
  - (2) request payment within 28 days after receipt of the notification of the sum payable under these Rules of the first year's annual subscription.
- G. The Secretary must, within 28 days after receipt of the amounts referred to in [Part 3, 1. Full Member, F](#) (above), 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.
- H. The Committee has the right to refuse membership to any applicant provided that the proposer has the right to appeal to a General Meeting. If the Committee rejects an application, the Committee 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.
- I. Life membership may be conferred on any person as a mark of esteem and in appreciation of exceptional services, on notice of motion at an Annual General Meeting. No fees will be paid by a Life Member who will have full voting rights.
- J. A right, privilege, or obligation of a person by reason of Membership of the Association:
  - (1) is not capable of being transferred or transmitted to another person and
  - (2) terminates upon the cessation of Membership whether by death, resignation or otherwise.
- K. A Member of the Association who is entitled to vote has the right:
  - (1) to receive notice of General Meetings and proposed Special Resolutions in the manner and time prescribed by these Rules; and
  - (2) to submit items of business for consideration at a General Meeting; and
  - (3) to attend and be heard at General Meetings; and
  - (4) to vote at a General Meeting; and
  - (5) to have access to the minutes of General Meetings and other documents of the Association as provided under [Part 7 - General Matters, Rule 1, Winding Up](#); and
  - (6) to inspect the register of Members.
- L. A Member is entitled to vote if:
  - (1) more than 10 business days have passed since he or she became a Member of the Association; and
  - (2) the Member's membership rights are not suspended for any reason.

**2. Junior Member**

- A. A person under 18 years of age may be nominated for junior membership.
- B. The membership procedure will be in accordance with [Sections 1, Full Member](#),  
A. B. C. D. E. F. G. H.
- C. Junior Members are ineligible for election to the committee, to vote at any meeting of the Association or have any voice in the management of the Association.
- D. Junior Members cannot participate in Club activities unless they are accompanied by a Responsible Adult at all times.
- E. The fee for a Junior Member will be set at half the fee of a full member.

**3. Subscription**

- A. The annual subscription and entrance fee for the ensuing 12 months will be determined each year:
  - (1) By the Committee prior to the Annual General Meeting.
  - (2) Members will be notified of the subscription and fees no later than 30 days prior to the Annual General Meeting.
  - (3) Subscriptions for the ensuing year will be due and payable up to the Annual General Meeting, and any member whose fees are due and unpaid for two weeks after the Annual General Meeting will cease to be a member.
  - (4) The Committee may determine that any new member who joins after the start of a Financial Year pay a fee equal to:
    - (a) the full annual subscription; or
    - (b) a pro rata annual subscription based on the remaining part of the Financial Year;  
or
    - (c) a fixed amount determined from time to time by the Committee.

**4. Register of Members**

- A. The Secretary must keep and maintain a register of Members for each class of membership containing:
  - (1) the name and postal address of each Member; and
  - (2) the date on which each Member's name was entered in the register.
- B. Subject to the Association's privacy policy relating to the custody of personal information, the register of Members is available for inspection free of charge by any Member upon request.
- C. The register of Members will not be sold or otherwise provided to a third party for any reason.

**5. Ceasing Membership**

- A. A Member of the Association who has paid all monies 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.
- B. After the expiry of the period referred to in Rule 5 A. (above):
  - (1) the Member ceases to be a Member; and

- (2) the Secretary must record in the register of members the date on which the Member ceased to be a Member.

## 6. Disciplinary Action

- A. **Grounds for taking disciplinary action.** The Committee may take disciplinary action against a Member in accordance with this rule if the Committee is satisfied that the Member:
  - (1) has refused to comply with these Rules; or
  - (2) has engaged in conduct prejudicial to the Association.
- B. **Notice to Member.** Before taking disciplinary action against a Member, the Secretary must give written notice to the Member:
  - (1) stating that the Committee intends to take disciplinary action against the Member; and
  - (2) stating the grounds for the proposed disciplinary action; and
  - (3) specifying the date, place and time of the meeting at which the Committee intends to take the disciplinary action (the disciplinary meeting); and
  - (4) advising the Member that he or she may do one or both of the following:
    - (a) attend the disciplinary meeting and address the Committee at that meeting;
    - (b) give to the Committee at any time before the disciplinary meeting a written statement; and
  - (5) setting out the Member's appeal rights under [Part 3 - Members, Disciplinary Procedures and Grievances, Rule 7, Appeal Rights](#).
- C. The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.
- D. Decision of Committee
  - (1) At the disciplinary meeting, the Committee must:
    - (a) give the Member an opportunity to be heard; and
    - (b) consider any written statement submitted by the Member.
- E. After complying with Rules 6, D. (1) (a) and 6, D. (1) (b) (above) the Committee may:
  - (1) take no further action against the Member; or
  - (2) subject to Rule 6, F. (below):
    - (a) reprimand the Member; or
    - (b) suspend the membership of the Member for a specified period; or
    - (c) expel the Member from the Association.
- F. The Committee must not take action under Rule 6, E. (2), (above) unless an absolute majority of the Committee votes at the disciplinary meeting in favour of taking the action.
- G. The suspension or expulsion of a Member by the Committee under this rule takes effect immediately the vote is passed.

**7. Appeal Rights**

- A. A person whose membership has been suspended or who has been expelled from the Association under Rule 6, Disciplinary Action, E. (above) may give notice to the effect that they wish to appeal against the suspension or expulsion. The notice must be in writing and given:
- (1) to the Committee immediately after the vote to suspend or expel the person is taken; or
  - (2) to the Secretary not later than 48 hours after the vote.
- B. If a person has given notice under Rule 7, A. (above), a disciplinary appeal meeting must be convened by the Committee as soon as practicable, but in any event not later than 21 days, after the notice is received.
- C. Notice of the disciplinary appeal must be given to each member of the Association who is entitled to vote as soon as practicable and must:
- (1) specify the date, time and place of the meeting; and
  - (2) state:
    - (a) the name of the person against whom the disciplinary action has been taken; and
    - (b) the grounds for taking that action; and
    - (c) that at the disciplinary appeal, the Members present must vote in a secret ballot on whether the decision to suspend or expel the person should be upheld or revoked.

**8. Conduct of Disciplinary Appeal Meeting**

- A. At a disciplinary appeal meeting:
- (1) no business other than the question of the appeal may be conducted; and
  - (2) the Committee must state the grounds for suspending or expelling the Member and the reasons for taking that action; and
  - (3) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- B. After complying with Rule 8, Conduct of Disciplinary Appeal Meeting A. (above), the Members present at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- C. A Member may not vote by proxy at the meeting.
- D. The decision is upheld if not less than three quarters of the Members present at the meeting vote in favour of the decision.

**9. Grievances**

- A. The grievance procedure set out in this rule applies to disputes under these rules between:
- (1) a Member and another Member; or
  - (2) a Member and the Committee; or
  - (3) a Member and the Association.

- B. 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.
- C. The parties to the dispute must meet in person and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all the parties.
- D. 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.
- E. The mediator must be:
  - (1) a person chosen by agreement between the parties; or
  - (2) in the absence of agreement:
    - (a) in the case of a dispute between a Member and another Member, a person appointed by the Committee of the Association; or
    - (b) in the case of a dispute between a Member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- F. A Member of the Association can be a mediator.
- G. The mediator cannot be a Member who is a party to the dispute.
- H. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- I. The mediator, in conducting the mediation, must:
  - (1) give the parties to the mediation process every opportunity to be heard; and
  - (2) allow due consideration by all parties of any written statement submitted by any party; and
  - (3) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- J. The mediator must not determine the dispute.
- K. 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.

## Part 4 - General Meetings of the Association

### 1. Notice to Members

- A. Except for the requirement in [Rule 4, Special General Meeting](#) (below), 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:
  - (1) delivering the notice to the Member personally; or
  - (2) sending it by prepaid post addressed to the Member at that Member's address shown in the register of Members; or
  - (3) by electronic transmission.

**2. Annual General Meeting**

- A. The Club will in June of each year convene an Annual General Meeting of its members.
- B. The ordinary business of the Annual General Meeting will be:
  - (1) to confirm the minutes of the preceding Annual General Meeting;
  - (2) to receive from the Committee reports upon the transactions of the Club during the last preceding Financial Year;
  - (3) to elect Office Bearers of the Club and the Ordinary Members of the Committee; and
  - (4) to receive and consider the statement submitted by the Club in accordance with Division 5 of the Act;
  - (5) any other business brought forward on notice in accordance with the provisions of [Rule 4, Special General Meeting, Paragraph A., Subparagraph \(1\)](#) (below);
  - (6) consider nominations for Life Membership.
- C. Members will be advised in writing at least 14 days prior to the Annual General Meeting, of the time and venue of the Meeting.

**3. General Meeting**

- A.
  - (a). A Meeting of members shall be held four times a year at a time and day determined by the Committee.
  - (b) The time and venue of such Meetings shall be determined by the Committee.
  - (c) These Meetings shall be called General Meetings.
  - (d) The ordinary business of the Club shall be conducted at General Meetings and may include acceptance of reports, correspondence, and general business.

**4. Special General Meeting**

- A. All Meetings other than General Meetings and Annual General Meetings will be deemed Special General Meetings.
  - (1) The Committee may, whenever it thinks fit, convene a Special General Meeting of the Association.
  - (2) The Committee must, upon receipt of a petition signed by a least 10 members and stating the business of the meeting requested, call a Special General Meeting for the purpose of discussing such business.
  - (3) The request for a Special General Meeting must:
    - (a) state the objects of the meeting and any resolutions proposed; and
    - (b) be sent to the Secretary of the Association.
- B. If the Committee 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, any Members making the request, may convene a Special General Meeting to be held no later than three months after that date and may only consider the business stated in that request.

- (1) 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 Committee and all reasonable expenses incurred in convening the Special General Meeting must be refunded by the Association to the persons incurring the expenses.

## **5. Notice of Special General Meeting**

- A. The Secretary of the Association, at least 21 days before the date fixed for holding a Special 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.
- B. A Notice may be sent:
  - (1) by prepaid post to the address appearing in the register of Members; or
  - (2) by electronic transmission.
- C. Business other than that set out in the notice convening the meeting may be discussed at the meeting, but the matter cannot be resolved.

## **6. Quorum at Annual General Meetings and Special General Meetings**

- A. No item of business may be conducted at an Annual General Meeting or a Special General Meeting unless a quorum of Members entitled under these Rules to vote is present at the time when the meeting is considering that item.
- B. Fifteen members personally present constitute a quorum for the transaction of the business of the meeting.
- C. If, within half an hour after the appointed time for the commencement of a meeting, a quorum is not present:
  - (1) in the case of a meeting convened upon the request of Members, the meeting must be dissolved; and
  - (2) in any other case the meeting will be adjourned to the same day in the next week at the same time and (unless another place is specified by 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.
- D. 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) will be considered a quorum.

## **7. Presiding at Annual General Meetings and Special General Meetings**

- A. The President, or in the President's absence, the Vice-President, will preside as Chairperson at each Annual General Meeting and Special General Meeting of the Association.
- B. If the President and the Vice-President are absent from the meeting, or are unable to preside, the Committee must select one of their number to preside as Chairperson.

## **8. Adjournment of Meetings**

- A. 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.

- B. No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.

- C. If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with [Rule 5, Notice of Special General Meeting, Paragraph B.](#) (above). Except as provided in [Rule 8, Paragraph B.](#) (above), it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

## 9. Voting at Annual General Meetings and Special General Meetings

- A. All votes must be given personally or by proxy.
- B. 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.
- C. A Member is not entitled to vote at Annual General Meetings or Special General Meetings unless all monies 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.

## 10. Poll at Annual General Meetings and Special General Meetings.

- A. If at a meeting a poll on any question is demanded by not less than three Members, it must be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll will be deemed as a resolution of the meeting on that question.
- B. 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.

## 11. Minutes of Meetings

- A. The Secretary of the Association must keep minutes of the resolutions and proceedings of each Annual General Meeting, each Special General Meeting, and each Committee meeting, together with a record of the names of the persons present at such meetings. Draft Minutes must be available to Members within 21 days of the date of the Annual General Meeting or Special General Meeting.
- B. Minutes of Committee meetings will not be made available to members routinely. A member may request to inspect the minutes of a Committee meeting and the Committee will decide at its next meeting whether to grant such access subject to the Association's privacy policy and Bylaws.

## 12. Special Resolutions

- A. A Special Resolution is passed if not less than three quarters of the members voting at a Special General Meeting or an Annual General Meeting (whether in person or by proxy) vote in favour of the resolution.
- B. Manner of determining whether resolution carried
  - (1) If a question arising at an Annual General Meeting and Special 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

- (2) 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.

**13. Proxies**

- A. A Member is entitled to appoint another member or the Chairperson of that meeting, as a proxy, by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- B. The notice appointing the proxy must be in a form similar to Appendix 1.

**Part 5 - Meetings of the Committee****1. Meetings of Committee**

- A. The Committee must meet at least four times in each year at the dates, times and places determined by the Committee. This may include electronic conferencing.
- B. The date, time and place of the first committee meeting must be determined by the members of the Committee as soon as practicable after the Annual General Meeting of the Association at which the members of the Committee were elected.
- C. Special committee meetings may be convened by the President or by any four members of the Committee.

**2. Notice of Meetings**

- A. Notice of each Committee meeting must be given to each Committee member no later than seven days before the date of the meeting.
- B. Notice may be given of more than one committee meeting at the same time.
- C. The notice must state the date, time and place of the meeting.
- D. If a special Committee meeting is convened, the notice must include the general nature of the business to be conducted.
- E. The only business that may be conducted at the meeting is the business for which the meeting is convened.
- F. Details for electronic conferencing are to be given no later than 24 hours before the time of the meeting.

**3. Urgent Meetings**

- A. In cases of urgency, a meeting can be held without notice being given in accordance with [Rule 2, Notice of Meetings](#) (above) provided that as much notice as practicable is given to each Committee member by the quickest means practicable.
- B. Any resolution made at the urgent meeting must be passed by an absolute majority of the Committee.
- C. The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

**4. Procedure and Order of Business**

- A. The procedure to be followed at a meeting of the Committee, must be determined from time to time by the Committee.
- B. The order of business may be determined by the members present at the meeting.

**5. Use of Technology**

- A. A committee member who is not physically present at a committee meeting may participate in the meeting by the use of technology that allows that committee member and the committee members present at the meeting to clearly and simultaneously communicate with each other.
- B. For the purposes of this Part, a committee member participating in a committee meeting as permitted under sub-rule A. (above) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

**6. Quorum**

- A. No business may be conducted at a Committee meeting unless a quorum is present.
- B. The quorum for a committee meeting is the presence (in person or as allowed under [Rule 5, Use of Technology](#) (above) of a majority of the committee members holding office.
- C. If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting:
  - (1) in the case of a special meeting—the meeting lapses;
  - (2) in any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with [Rule 2, Notice of Meetings](#) (above).

**7. Voting**

- A. On any question arising at a committee meeting, each committee member present at the meeting has one vote.
- B. A motion is carried if a majority of committee members present at the meeting vote in favour of the motion.
- C. Sub-rule B. (above) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Committee.
- D. If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- E. Voting by proxy is not permitted.

**8. Conflict of Interest**

- A. A committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Committee.
- B. The member:
  - (1) must not be present while the matter is being considered at the meeting; and
  - (2) must not vote on the matter.

**Note:**

Under section 81(3) of the Act, if there are insufficient committee members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a General Meeting may be called to deal with the matter.

- C. This rule does not apply to a material personal interest:
- (1) that exists only because the member belongs to a class of persons for whose benefit the Association is established; or
  - (2) that the member has in common with all, or a substantial proportion of, the members of the Association.

**9. Minutes to the Meeting**

- A. The Committee must ensure that Minutes are taken and kept for each meeting.
- B. The minutes must record the following:
- (1) the names of the members in attendance at the meeting;
  - (2) the business considered at the meeting;
  - (3) any resolution on which a vote is taken and the result of the vote;
  - (4) any material personal interest disclosed under [Rule 8, Conflict of Interest](#) (above).

**10. Leave of Absence**

- A. The Committee may grant a committee member leave of absence from committee meetings for a period not exceeding three months.
- B. The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the committee member to seek the leave in advance.

## Part 6 - Management

**1. Committee**

- A. The affairs of the Association must be managed by the Committee.
- B. The Committee
- (1) must control and manage the business and affairs of the Association; and
  - (2) 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 Committee 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 Annual General Meetings and Special General Meetings of the Members of the Association; and
  - (3) subject to these Rules, the Committee may make and amend Bylaws for the conduct and regulation of the affairs and operations of the Association.
  - (4) consists of Executive Members of the Association as detailed in [Rule 2, Executive Members of Association](#) (below) and up to five Ordinary Members.

2. Executive Members of the Association

A. The Executive Members of the Association are a:

- (1) President;
- (2) Vice-President;
- (3) Treasurer;
- (4) Secretary.

B. The President and Vice-President

- (1) Subject to sub-rule (3) (below), the President or, in the President's absence, the Vice President is the Chairperson for any General Meetings and for any Committee Meetings;
- (2) As required, sign cheques or authorise electronic financial transactions in conjunction with the Treasurer or the Secretary;
- (3) If the President and the Vice-President are both absent or unable to preside, the Chairperson of the meeting must be:
  - (a) In the case of a General Meeting – a member elected by the Committee; or
  - (b) in the case of a Committee Meeting – a Committee member elected by the other Committee members present.

C. The Secretary

- (1) Must perform any duty or function required under the Act to be performed by the Secretary of an incorporated association including:
  - (a) Maintain the register of members in accordance with [Part 3 - Members, Procedures and Grievances Rule 4, Register of Members.](#)
  - (b) Keep custody of all books, documents and securities of the Association in accordance with Rule 31.
  - (c) Subject to the Act and these Rules, provide members with access to the register of members, minutes of the Annual General and Special General Meetings and other books and documents, and
  - (d) Perform any other duty or function imposed on the Secretary by these Rules
- (2) The Secretary may delegate membership responsibilities to an Ordinary Member of the Committee with the approval of the Committee.

D. The Treasurer must:

- (1) Receive all monies paid to or received by the Association and when requested issue receipts for those monies in the name of the Association.
- (2) Ensure that all monies received are paid into the account of the Association within 14 working days after receipt.
- (3) Ensure cheques are signed by at least two Executive Members and that electronic financial transactions are authorised by at least two Executive Members.

- (4) Ensure that the financial records of the Association are kept in accordance with the Act; and
    - (5) Coordinate the preparation of the financial statements of the Association and their certification by the Committee prior to their submission to the Annual General Meeting of the Association.
    - (6) Ensure that more than one Executive Member has access to the accounts and financial records of the Association.
  - E. The provisions of [Rule 3, Ordinary Members of the Committee](#) (below) 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 1, Committee, Paragraph B\(4\)](#).
  - F. Each Executive Member will hold office until the Annual General Meeting next after the date of the member's election.
  - G. In the event of a casual vacancy in an Executive Member position referred to in [Part 6, Management, Rule 2 Executive Members of the Association, A](#) (above), the Committee may appoint one of its Members or a Member 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.
  - H. The position of President may not be held for more than two consecutive years.
  - I. The positions of Vice President, Treasurer and Secretary are eligible for re-election each year.
- 3. Ordinary Members of the Committee.**
- A. Subject to these Rules, each Ordinary Member of the Committee 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.
  - B. In the event of a casual vacancy occurring in the office of an Ordinary Member of the Committee, the Committee may appoint a member to fill the vacancy and the person appointed will hold office, subject to these rules, until the conclusion of the Annual General Meeting next following the date of the appointment.
- 4. Election of Executive Members and Ordinary Members of the Committee**
- A. All Committee positions are declared vacant at the Annual General Meeting.
  - B. Nominations of candidates for election as Executive Members and Ordinary Members of the Committee will be made by two members of the Association with the consent of the candidate.
  - C. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated will be deemed elected.
  - D. If the number of nominations exceeds the number of vacancies to be filled a ballot will be conducted.
  - E. The ballot for the election of Committee members may be by secret ballot if demanded by five members, otherwise the election of all Committee members will be by a show of hands.

**5. Vacation of Office**

- A. For the purpose of these rules, the office of any Committee Member becomes vacant if the member:
  - (1) Ceases to be a member of the Association;
  - (2) Resigns by notice in writing to the Secretary;
  - (3) Is absent from three out of five consecutive Committee Meetings without reasonable excuse.
- B. The Committee may appoint an eligible member of the Association to fill a position on the Committee that has become vacant under Rule 5. A. (above) or was not filled at the last Annual General Meeting.
- C. If the position of Secretary becomes vacant, the Committee must appoint a member to the position within 14 days after the vacancy arises.
- D. The Committee may continue to act despite any vacancy in its membership.

**6. Removal of a Committee Member**

- A. The Association in a General Meeting may, by resolution, remove any Member of the Committee 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 Committee member.
- B. A Committee Member who is the subject of a proposed resolution referred to in Rule 6. A. (above) 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 Members of the Association.
- C. The Secretary or the President may give a copy of the representations to each Member of the Association or, if they are not so given, the Committee may require that they be read out at the meeting.

## **Part 7 - General Matters**

**1. Winding Up**

- A. 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 must be transferred to another organisation with similar purposes which is not carried on for the profit or gain of its individual members.

**2. Inspection of Books and Records**

- A. 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.

**3. Visitors**

- A. Notwithstanding anything to the contrary in these Rules, a person participating in not more than two Qualifying Event(s) in any 12-month period may be classed as a visitor without any obligation to become a member. No non-member may participate in more than the qualifying events in any 12-month period until an application for membership has been submitted to the Committee. The non-member may then participate in Club activities while the Committee is dealing with their application. The Committee may fix a scale of charges for visitors.

**4. Source of Funds.**

- A. The funds of the Association may be derived from entrance fees, annual subscriptions, donations and such other sources as the Committee determines.

**5. Bylaws**

- A. Subject to the provisions set down in these Rules, and governed by these Rules, the Association will conduct its affairs and business in accordance with the provisions of the Association's By-laws.
- B. The Committee may make and amend the By-laws as needed for the conduct of the affairs and business of the Association. No new By-law may 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 Committee meeting.
- C. A record must be kept by the Secretary of each new or amended By-law indicating the date of creation or amendment.

**6. Alteration of Rules**

- A. These rules may only be altered by resolution at a Special General Meeting in accordance with [Part 4 - General Meetings of Association, Rule 4, Special General Meeting](#).

APPENDIX 1

FORM OF APPOINTMENT OF PROXY

I, ..... being a member of Essendon Bushwalking Club Incorporated,

appoint .....

Or

The Chairperson of the Meeting

as proxy to vote on my behalf at the Annual/Special\* General Meeting of Essendon Bushwalking Club Incorporated to be

held on .....

(Insert date of Meeting)

and at any adjournment of that Meeting.

The proxy is authorised to vote:

- \* in favour of
- \* against

the Special Resolution proposed for the meeting.

.....

(signed)

(date)

\* delete if not applicable