

# Bushwalking NSW

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## **Objects and Rules**

### **Bushwalking NSW Incorporated**

**August 2015**

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## SECTION 1 - NAME HISTORY AND OBJECTS

### NAME OF ASSOCIATION

1. The name of the Association shall be Bushwalking NSW Incorporated - referred to in these Rules as Bushwalking NSW.

### HISTORY

2. The Federation of Bushwalking Clubs New South Wales was established in 1932. The founding organisations were: the Mountain Trails Club of New South Wales, The Sydney Bushwalkers, The Rucksack Club (Sydney, NSW), Workers Education Association Ramblers, Young Women's Christian Association Ramblers, Rover Ramblers, The Milperra Club of the YMCA, The Bush Tracks Club, The Bushlanders Club of New South Wales, The Coast and Mountain Walkers of NSW.

### STATEMENT OF OBJECTS

3. The principal object of Bushwalking NSW shall be to unite all persons and organisations interested in recreational bushwalking, camping and other related recreational activities, in particular (but without limiting the generality of the principal object):
  - (1) To protect the interests of such persons and organisations and to extend their opportunities for participation in the stated recreational activities;
  - (2) To strive for the establishment, preservation and wise management of conservation reserves, such as national parks and wilderness areas;
  - (3) To promote democratic action for the preservation of recognised wilderness and primitive areas;
  - (4) To direct public opinion towards appreciation of the natural environment and the need for its conservation;
  - (5) To provide a source of information on bushwalking, camping and other related recreational activities;
  - (6) To maintain a search and rescue unit under the charter of the relevant State volunteer rescue organisation;
  - (7) To promote goodwill and social intercourse amongst the bushwalking fraternity;
  - (8) To co-operate with, and to assist, other organisations and persons in the promotion of these objects;
  - (9) To promote legislative and administrative action for the furtherance of any of these objects and to oppose any proposed legislative or administrative action that might affect them adversely.

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## SECTION 2 - RULES

### PART 1 - PRELIMINARY

#### INTERPRETATION

4. (1) Where, in relation to any matter, these rules make no provision but the Model Rules of the Act do make provision, the Model Rules in relation to the matter shall be deemed to be included in these Rules.
- (2) In these Rules, words which imply masculine gender also imply feminine gender and words implying singular number may also imply plural number and the same the other way round.
- (3) In these Rules, some words have special meanings, as follows:
- a) Bushwalking NSW means Bushwalking NSW Incorporated.
  - b) Committee means the Management Committee of Bushwalking NSW.
  - c) Approved organisation means any organisation which qualifies under these Rules for the right to be member of Bushwalking NSW.
  - d) Member means any currently approved affiliated organisation or any person admitted by the Management Committee to be a member of Bushwalking NSW.
  - e) Secretary means the person holding office under these Rules as Secretary of Bushwalking NSW.
  - f) Special General Meeting means any general meeting of Bushwalking NSW other than the annual general meeting at which a special resolution is discussed.
  - g) Act means the Associations Incorporation Act, 1984 and Regulation means the Associations Incorporation Regulation, 1985 and all subsequent amendments to the Act or Regulation.

### PART II – MEMBERSHIP

#### MEMBERSHIP QUALIFICATIONS

5. (1) Subject to these Rules the members of Bushwalking NSW are the bushwalking clubs affiliated with Bushwalking NSW, together with such other people as the Management Committee admits to membership
- (2) Membership of Bushwalking NSW is open only to individuals nominated by approved organisations.
- (3) There are three kinds of membership:
- \* Ordinary membership
  - \* Honorary life membership
  - \* Co-opted membership
- Other classes of membership may be determined by Bushwalking NSW from time to time.

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## NOMINATION FOR AFFILIATION

6. (1) Any organisation seeking the right to affiliate their organisation with Bushwalking NSW shall apply to the Management Committee for approval. The organisation shall:
- be prepared to accept the objects and rules of Bushwalking NSW;
  - have a minimum of 10 financial members;
  - have a statement of objectives and rules or constitution compatible with and acceptable to Bushwalking NSW.
- (2) Applications for approval shall be in writing on the prescribed form, accompanied by a copy of the organisation's accepted constitution and rules and any current recreational activity programme.
- (3) Upon receipt of an application for approval, the Management Committee shall appoint a person or sub-committee to appraise it. The person or sub-committee shall recommend to the Management Committee the approval or rejection of the application no later than two months after the application was received.
- (4) The Management Committee shall determine whether to approve or reject an application for approval from an organisation and is not required to supply reasons for approving or rejecting the application.
- (5) Once an organisation is approved it may nominate a number of its own members to represent it and vote on its behalf in proportion to its total membership as follows:
- | Number of members | Number of delegates |
|-------------------|---------------------|
| 10 - 100          | 2                   |
| 101 - 250         | 3                   |
| 251 and over      | 4                   |
- (6) Nominations of club representatives:
- shall be in writing; and
  - shall be lodged with the Secretary of Bushwalking NSW.
- (7) The Secretary shall, as soon as practicable after an application for membership has been approved, request the approved organisation to:
- pay, within a period 28 days, the sum payable under the Rules as the initial subscription, which shall be calculated on a proportional basis from the date of acceptance to the end of the financial year; and
  - nominate the appropriate number of their members to be their representatives.
- (8) On payment of the amount referred to in sub-Clause (7) above, within the period stated in the same clause the clubs approved for membership shall be entered on the register of members and they shall become members of Bushwalking NSW.
- (9) No delegate may represent more than one approved organisation nor may a delegate who represents an approved organisation act as proxy for any other approved organisation except where a delegate is appointed to represent an organisation outside the Sydney metropolitan area whose members would have difficulty attending meetings of Bushwalking NSW.

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## CESSATION OF MEMBERSHIP

A club or person shall cease to be a member of Bushwalking NSW if the club or person:

- (1) dies;
- (2) resigns their membership;
- (3) fails to pay their annual subscription by the Annual General Meeting; or
- (4) a club's approved status is cancelled in accordance with clause 11.

## MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

8. A right, privilege or obligation which a person has by reason of being a member of Bushwalking NSW
  - (1) is not capable of being transferred or transmitted to another person; and
  - (2) terminates when the person ceases to be a member.

## REGISTRATION OF MEMBERSHIP

9. (Deleted)

## REGISTER OF MEMBERS

10. (1) The Secretary of Bushwalking NSW shall establish and maintain a register of members in which is recorded the name and address of each member of Bushwalking NSW. The register shall also contain provision for recording the date of cessation of membership.
  - (2) The register of members shall be in the control and custody of the Secretary and shall be available for inspection by any member of Bushwalking NSW.

## FEES, SUBSCRIPTIONS, ETC.

11. (1) An approved club, being a member of Bushwalking NSW, shall pay an annual subscription or affiliation fee.
  - (2) Annual subscriptions shall:
    - a) be determined each year by the Management Committee of Bushwalking NSW;
    - b) be announced in writing to each approved organisation;
    - c) fall due on 1 July and be payable by the date of the Annual General Meeting or within 28 days from the date an organisation is approved.
  - (3) Bushwalking NSW's financial year shall be from 1 July to 30 June or any other time period determined by the Management Committee.
  - (4) An approved organisation shall cease to have the right to be a member if:
    - a) the Management Committee cancels its approved status;
    - b) it fails to pay the annual subscription by the annual general meeting or within 28 days of the granting of its approved status.
  - (5) Organisations which cease to become members of Bushwalking NSW under sub-clause (4) (b) above may be reinstated by the Management Committee on receipt of the overdue subscription or an amount determined by the Management Committee.



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## HONORARY LIFE MEMBERSHIP

12. (1) Honorary life membership may be conferred on a member in appreciation of exemplary service to Bushwalking NSW.
- (2) The conferring of honorary life membership on any member shall require a special resolution at a general meeting of Bushwalking NSW.
- (3) The number of honorary life members shall not exceed 10 at any one time and their names shall be recorded by the Secretary in a special register kept for that purpose.

## MEMBERS' LIABILITIES

13. The members of Bushwalking NSW shall have no liability to contribute towards the payment of the debts and liabilities of Bushwalking NSW or the costs, charges and expenses of the winding up of Bushwalking NSW.

## RESOLUTION OF DISPUTES

- 13A. (1) A dispute between a member and another member (in their capacity as members) of the association, or a dispute between a member or members and Bushwalking NSW are to be first referred to the disputes committee established by the Management Committee for formal discussion.
- (2) If the dispute cannot be resolved by the disputes committee, the dispute may be referred to a community justice centre for mediation under the Community Justice Centres Act 1983.
- (3) If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.
- (4) The Commercial Arbitration Act 1984 applies to any such dispute referred to arbitration.

## DISCIPLINING OF MEMBERS

14. The procedure for disciplining members shall be determined by the Management Committee according to the Model Rules.

## RIGHT OF APPEAL OF DISCIPLINED MEMBER

15. Any disciplined member who wishes to appeal against a decision refusing membership, expelling him from membership or otherwise disciplining him may do so at the next general meeting of Bushwalking NSW.

## PART III - THE MANAGEMENT COMMITTEE

### POWERS ETC. OF MANAGEMENT COMMITTEE

16. The committee shall be called the Management Committee of Bushwalking NSW and subject to these Rules and any resolution passed by Bushwalking NSW in general meeting:
  - (1) shall control and manage the affairs of Bushwalking NSW;
  - (2) may exercise all the functions of Bushwalking NSW except those required by these Rules to be exercised by a general meeting of members of Bushwalking NSW; and

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- (3) has power to act and to do everything that appears to the Management Committee to be desirable for the proper management of the affairs of Bushwalking NSW and the achievement of its objects.

## CONSTITUTION AND MEMBERSHIP

17. (1) The Management Committee shall consist of a minimum of 7 delegates and a maximum of 15 members, comprising:
  - a) the office bearers of Bushwalking NSW; and
  - b) a minimum of 3 ordinary members; and
  - c) the holders of such other Management Committee positions as may be created from time to time by an ordinary resolution of Bushwalking NSW in general meeting. Members may be elected to these positions by Bushwalking NSW in a general meeting of members, or appointed by the Management Committee subject to ratification at the general meeting immediately following the appointment.
- (2) The office bearers of Bushwalking NSW shall be the:
  - a) President
  - b) Vice President
  - c) Secretary; and
  - d) Treasurer
- (3) Each member of the Management Committee or appointed officer shall hold office from the date of his election or appointment until the next annual general meeting. Retiring Management Committee members are eligible for re-election. The President may not hold that office for more than three consecutive years, unless there is no other candidate for the position. Other office bearers may not hold the same office for more than five consecutive years, unless there are no other candidates for the position.
- (4) In the event of a casual vacancy occurring within the Management Committee, other than the position of President the Management Committee shall as soon as possible appoint a delegate to fill the vacancy. The appointee shall hold the position until confirmed or replaced at the next general meeting.
- (5) If the office of President becomes vacant other than at the Annual General Meeting, the position of President shall be temporarily filled by the vice President until a general meeting is called as soon as possible for the purpose of electing a replacement President. The interim President who shall hold office until the next Annual General Meeting. For the purpose of sub-clause 6 above, the term of any interim President elected to fill a casual vacancy, shall not be counted.
- (6) No delegate shall be elected to more than one position of office. An office bearer may also hold another non-office bearer Management Committee position. In such case the delegate is entitled to only one vote, except if he holds the position of President in which case he has a second or casting vote.

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## ELECTION OF MEMBERS

18. (1) Nominations of candidates for election as office bearers of Bushwalking NSW or as ordinary members of the Management Committee shall be submitted at the annual general meeting or in such other ways as may be determined by Bushwalking NSW at a general meeting.
- (2) If insufficient nominations are received to fill all vacancies on the Management Committee the candidates nominated shall be deemed to be elected and further nominations for the vacant positions may be called for.
- (3) If insufficient further nominations are received, any vacant positions remaining on the Management Committee shall be deemed to be casual vacancies.
- (4) 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.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
- (6) The ballot for the election of office bearers and ordinary members of the Management Committee at the annual general meeting shall be conducted in such usual and proper manner as the Management Committee may direct.
- (7) In a ballot for the election of office bearer, the person who obtains a simple majority shall be elected. Where more than one position is to be filled, voting shall be preferential.
- (8) No member shall be elected to more than one position of office.

## SECRETARY

19. (1) The Secretary of Bushwalking NSW shall, as soon as practicable after being elected, lodge notice of his address with Bushwalking NSW.
- (2) It is the duty of the Secretary to keep minutes of:
  - a) all appointments of office bearers and ordinary members of the Management Committee;
  - b) the name of members of the Management Committee present at a Management Committee meeting or a general meeting; and
  - c) all proceedings at Management Committee meetings and general meetings.
- (3) It is the duty of the Secretary to keep and maintain:
  - a) an attendance book to record the attendance of all members and other persons at meetings of the Management Committee or general meetings of Bushwalking NSW;
  - b) a register of honorary life members;
  - c) a file of all correspondence;
  - d) a register of all resolutions carried and lost at general meetings of Bushwalking NSW.
- (4) It shall be the responsibility of the Secretary to distribute copies of Bushwalking NSW's Rules, including any amendments, to all members and approved organisations.

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- (5) All the records mentioned in clauses (2) and (3) above shall be held in the custody of the Secretary or such other office Bushwalking NSW as shall be approved by the Management Committee of Bushwalking NSW.

## TREASURER

20. (1) It is the duty of the Treasurer of Bushwalking NSW to ensure that:
- a) all money due to Bushwalking NSW is collected and received and receipts issued promptly;
  - b) all accounts are presented and passed for payment at a meeting of the Management Committee and full details of the approval are entered in the minute book; and
  - c) correct books of accounts are kept showing the financial affairs of Bushwalking NSW including full details of all receipts and expenditure connected with the activities of Bushwalking NSW.
- (2) The financial records of Bushwalking NSW shall be held in the custody of the Treasurer.

## CASUAL VACANCIES

21. A casual vacancy on the Management Committee occurs if a member of the Management Committee:

- (1) dies;
- (2) ceases to be a member;
- (3) is removed from office under rule 22;
- (4) becomes a mentally incapacitated person;
- (5) is absent without the consent of the Management Committee from all meetings of the Management Committee held within a period of three months;
- (6) resigns by notice in writing.

## REMOVAL OF MEMBER

22. Bushwalking NSW in a general meeting of members may, by resolution, remove any member of the Management Committee from office before the expiration of the members' term of office at the next annual general meeting.

## MEETINGS AND QUORUM

23. (1) The Management Committee shall meet as often as necessary to conduct the affairs of Bushwalking NSW;
- (2) Additional meetings of the Management Committee may be convened at any time by the President or any two members of the Management Committee.
- (3) Notice of Management Committee meetings shall be given at the previous Management Committee meeting or by such other means as the Management Committee may decide upon.
- (4) Any four members of the Management Committee constitute a quorum for the transaction of the business of a meeting of the Management Committee provided they represent at least three approved organisations.

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- (5) No business shall be transacted by the Management Committee unless a quorum is present. If a quorum is not present within 1 hour of the time appointed for the meeting, the meeting shall be dissolved.
- (6) At a meeting of the Management Committee:
  - a) the President, or in the President's absence, the Vice-President, shall preside; or
  - b) if the President and the Vice-President are absent or unwilling to act, one of the other members present at the meeting may be chosen to preside.
- (7) The Management Committee shall decide its own procedures and take any action to further the objects of Bushwalking NSW.
- (8) The Management Committee shall take whatever action it considers desirable to keep approved organisations informed of Bushwalking NSW's activities.

## DELEGATION TO A SUB-COMMITTEE

24. (1) The Management Committee may, from time to time, delegate to a sub-committee some of the functions of the Management Committee in the furtherance of the objects of Bushwalking NSW. The chairman of any sub-committee shall be appointed by the Management Committee.
- (2) The chairman of a sub-committee shall report on the sub-committee's activities from time to time, at the direction of the Management Committee.
- (3) A sub-committee may co-opt any person to assist it. Such persons when not members of Bushwalking NSW shall be granted special membership of Bushwalking NSW. The person will be known as a co-opted member. This membership has the following conditions:
  - a) the person shall not be entitled to vote as a member of Bushwalking NSW;
  - b) the person may vote at sub-committee meetings to which the person is co-opted;
  - c) Bushwalking NSW shall ensure the person is covered by insurance as if a member of Bushwalking NSW; and
  - d) the co-opted member shall belong to an approved organisation.
- (4) The Management Committee may revoke, wholly or in part, the delegation under this rule.
- (5) A sub-committee may meet and adjourn as it thinks proper.
- (6) A sub-committee will maintain records of its meetings and submit report to the Management Committee for approval of its activities.

## VOTING AND DECISIONS

25. (1) Matters arising at a meeting of the Management Committee shall be determined by a majority vote of Management Committee members present at the meeting.
- (2) Matters arising at a sub-committee meeting shall be determined by a majority vote of sub-committee and co-opted sub-committee members present at the meeting.
- (3) Each Management Committee member present at a meeting of the Management Committee (including the person presiding at the meeting) is entitled to one vote. But in the event of an equality of votes on any matter, the person presiding may exercise a second or casting vote.

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- (4) Each sub-committee member or co-opted sub-committee member present at a meeting of the sub-committee (including the person presiding at the meeting) is entitled to one vote. But in the event of an equality of votes on any matter, the person presiding may exercise a second or casting vote.

## PART IV - GENERAL MEETINGS

### ANNUAL GENERAL MEETINGS - HOLDING OF

26. (1) With the exception of the first annual general meeting of Bushwalking NSW, Bushwalking NSW shall, within six months of the expiration of Bushwalking NSW's financial year, convene an annual general meeting of its members.
- (2) Bushwalking NSW shall hold its first annual general meeting:
- within the period of 18 months after its incorporation under the Act: and
  - within the period of two months after the expiration of the first financial year of Bushwalking NSW.

### ANNUAL GENERAL MEETINGS - CALLING OF AND GENERAL BUSINESS AT

27. (1) The annual general meeting of Bushwalking NSW shall, subject to the Act and rule 26, be convened in the month of August each year at such place and time as the Management Committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be:
- to confirm the minutes of the last annual general meeting and of any special general meeting held since that meeting;
  - to receive from the Management Committee reports upon the activities of Bushwalking NSW during the preceding financial year;
  - to elect office bearers of Bushwalking NSW and other members of the Management Committee; and
  - to receive and consider a statement from the Management Committee which is not misleading and gives a fair view of Bushwalking NSW's income and expenditure in the last financial year; assets and liabilities; mortgages, charges and other securities; trust properties.
- (3) An annual general meeting shall be specified as such in the notice convening it.

### SPECIAL GENERAL MEETINGS - CALLING OF

28. (1) The Management Committee may, whenever it thinks fit, convene a special general meeting of Bushwalking NSW.
- (2) The Management Committee shall, on the requisition in writing of not less than 5 per cent of members, convene a special general meeting of Bushwalking NSW.
- (3) A requisition of members for a special general meeting:
- shall state the purpose of the meeting;



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- b) shall be signed by the members making the requisition;
  - c) shall be lodged with the Secretary; and
  - d) may consist of several documents in similar form, each signed by one or more of the members making the requisition.
- (4) If the Management Committee fails to convene a special meeting within one month after the date on which a requisition of members for the meeting is lodged with the Secretary, any two of the members who lodged the requisition may convene a special general meeting to be held no later than three months after that date.
- (5) A special general meeting convened by members as in sub-clause (4) above, shall be convened as nearly as practicable in the same manner as general meetings convened by the Management Committee, and any member who incurs expense in the calling of a special general meeting is entitled to be reimbursed by Bushwalking NSW.

## NOTICE OF MEETINGS

29. (1) Except where the business proposed to be dealt with at a general meeting requires a special resolution of Bushwalking NSW, the Secretary shall, at least 14 days before the date fixed for holding the general meeting, give members adequate notice of the meeting in such a manner as the Management Committee may direct. General meetings will be held at such times as may be determined from time to time by Bushwalking NSW at a general meeting of members.
- (2) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of Bushwalking NSW, the Secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause to be sent to each member at the member's address appearing in the register of members, a notice specifying the date, time and place of the meeting; and the intention to propose the resolution as a special resolution.
- (3) At a general meeting convened to discuss a special resolution, no business other than that specified in the notice of meeting shall be transacted except in the case of an annual general meeting where business may be transacted in accordance with rule 26 (2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who shall include the business in the business paper of the next general meeting to be held after receipt of the notice from a member. Alternatively, any matter may be raised without notice by any member present at a general meeting of members.

## PROCEDURE

30. (1) No item of business shall be transacted at a general meeting unless a quorum of members is present during the time the meeting is considering that item.
- (2) Five delegates present in person or by proxy, representing at least three approved organisations constitute a quorum for the transaction of business at a general meeting.
- (3) If within an hour after the time appointed for the commencement of a general meeting a quorum is not present, the meeting shall be adjourned to a time and place determined by a majority of members present at the meeting. Written notice of the adjourned meeting shall be sent to all members.

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- (4) If at the adjourned meeting there is no quorum, those present shall call a special general meeting for the purpose of winding up Bushwalking NSW.

## PRESIDING MEMBER

31. (1) The President or, in the President's absence, the Vice-President shall preside as chairman at each general meeting of Bushwalking NSW.
- (2) If the President and Vice-President are absent or unwilling to act, a person nominated by the President and accepted by members present at the meeting shall act as chairman, or the members present at the meeting shall elect one of their number to preside at the meeting.

## ADJOURNMENT

32. (1) The chairman of a general meeting at which a quorum is present may adjourn the meeting, with the consent of the majority of members present at the meeting, from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished when the meeting was adjourned.
- (2) Where a general meeting is adjourned for 14 days or more, the Secretary shall give written or spoken notice of the adjourned meeting to each member, stating the date, time and place of the meeting and the nature of the business to be transacted.
- (3) Except as provided in clauses (1) and (2) above, notice of an adjournment of a general meeting is not required to be given.

## MAKING OF DECISIONS

33. (1) A question arising at a general meeting of Bushwalking NSW shall be determined on a show of hands unless a poll is demanded. Decisions shall be made by a simple majority vote except for those matters which must be decided by a special resolution.
- (2) At a general meeting of Bushwalking NSW, a poll may be demanded by the chairman or by not less than 3 members present in person or by proxy at the meeting.
- (3) Where a poll is demanded at a general meeting of Bushwalking NSW, it shall be taken immediately if it relates to the election of the chairman of the meeting or the question of an adjournment. In any other case, it shall be taken in such a manner and at such a time as the chairman directs and the resolution of the poll shall be deemed to be the resolution of the meeting on that matter.
- (4) A poll at any general meeting of Bushwalking NSW shall be conducted by scrutineers appointed for the purpose by the Management Committee.

## SPECIAL RESOLUTION

34. (1) A resolution of Bushwalking NSW is a special resolution if:
- it is passed by no less than three quarters of the members present, in person or by proxy, at a general meeting of which no less than 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules; or
  - it is not possible or practicable to pass the resolution in the manner specified in paragraph (a) and a request is made to the Corporate Affairs Commission for permission to pass the resolution in some other manner specified by the Commission.



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- (2) A special resolution must be approved by a general meeting of Bushwalking NSW to effect:
- a) a change in Bushwalking NSW's name;
  - b) a change in Bushwalking NSW's rules;
  - c) a change in Bushwalking NSW's objects;
  - d) an amalgamation with another incorporated Association;
  - e) the voluntary winding up of Bushwalking NSW and the distribution of its property;
  - f) an application for registration as a Company or a Co-operative.

## VOTING

35. (1) Upon any question arising at a general meeting of Bushwalking NSW a delegate has one vote only.
- (2) All votes shall be given personally or by proxy but no person may act as a proxy for any organisation other than the one that nominated him as a delegate except where a person has been appointed to represent an organisation based outside the Sydney metropolitan area.
- (3) In the event of an equality of votes at a general meeting, the chairman is entitled to exercise a second or casting vote.
- (4) A member or proxy is not entitled to vote at any general meeting of Bushwalking NSW unless all the money due by the approved organisation which the member represents has been paid.

## APPOINTMENT OF PROXIES

36. (1) Each approved organisation is entitled to appoint proxies in place of any or all of its delegates by notice given to the Secretary immediately prior to commencement of the meeting for which the proxy is appointed.
- (2) A person appointed as a proxy must qualify as a member of Bushwalking NSW or an approved organisation delegate under these rules.
- (3) A proxy may not represent any more than three nominated members of his own organisation.

## POSTAL BALLOTS

- 36A. (1) The association may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 15).
- (2) A postal ballot is to be conducted in accordance with Schedule 3 to the Associations Incorporation Regulation 2010, or as otherwise determined by the Committee.
- (3) Without limiting this clause, postal ballots may be undertaken by electronic means such as email or online survey.

# Bushwalking NSW

## PART V - MISCELLANEOUS

### INSURANCE

37. Bushwalking NSW shall effect and maintain insurance as is required under section 44 of the Act, together with any other insurance which may be required by law or regarded as necessary by Bushwalking NSW.

### FUNDS - SOURCE

38. (1) The funds of Bushwalking NSW shall be derived from the subscriptions of approved organisations, donations, levies, grants, bequests and other such sources as the Management Committee determines.
- (2) All money received by Bushwalking NSW shall be deposited as soon as practicable and without deduction to the credit of Bushwalking NSW's bank account.
- (3) Bushwalking NSW shall, as soon as practicable after receiving any money, write an appropriate receipt and record the receipt in the appropriate books of account.

### FUNDS - MANAGEMENT

39. (1) Subject to any resolution passed by a general meeting of Bushwalking NSW, the funds of Bushwalking NSW shall be used in the pursuance of the objects of Bushwalking NSW in such manner as the Management Committee determines.
- (2) Payments up to \$100 may be made through a petty cash system, all other payments are to be by cheque signed by any two of the office bearers or by electronic transfer with appropriate safeguards.
- (3) Major or unusual expenditures shall be authorised in advance by a general meeting of Bushwalking NSW.
- (4) The financial records of Bushwalking NSW shall be audited annually and auditors shall be elected at the annual general meeting. The auditors shall examine all accounts, vouchers, receipts, books, etc. and furnish a report on the audit to the annual general meeting.
- (5) An auditor shall not be a member, or closely related to a member of the Management Committee.
- (6) Subject to the following paragraph (7), notice of intention to nominate auditors to replace current auditors shall be given to the Secretary at least 21 days before the annual general meeting. The Secretary shall send a copy of the nomination to the current auditors at least 7 days before the annual general meeting. The current auditor shall be entitled to attend and, if they so wish, be heard at the annual general meeting.
- (7) When the current auditor submits his resignation, or notifies the Secretary of his intention not to seek re-election as auditor, paragraph (6) above shall not apply.
- (8) The Management Committee may establish one or more special purpose accounts under the control of sub-committees subject to the provisions of clause (1), (2) and (3) above.

# Bushwalking NSW

## ALTERATION OF OBJECTS AND RULES

40. The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of Bushwalking NSW.

## COMMON SEAL

41. (1) The common seal of Bushwalking NSW shall be kept in the custody of the Secretary.  
(2) The common seal shall not be affixed to a document without the approval of the Management Committee and shall be attested by the signatures of any two of Bushwalking NSW's office bearers.

## CUSTODY OF BOOKS ETC.

42. Except as otherwise provided by these rules, the public officer shall keep in his custody, or under his control, all records, books and other documents relating to Bushwalking NSW.

## INSPECTION OF BOOKS ETC.

43. The records, books and other documents of Bushwalking NSW shall be open for inspection by any member of Bushwalking NSW at any reasonable time.

## SERVICE OF NOTICES AND DOCUMENTS

44. (1) For the purpose of these rules, a notice may be served by or on behalf of Bushwalking NSW on any member personally or by sending it to the address of the member shown in the register.  
(2) Where a notice is sent to a member it shall be deemed to have been delivered two days after the date of sending.  
(3) Service of documents on the Management Committee is effected by serving them on the public officer or by serving them personally on two members of the Management Committee.  
(4) Where an electronic mailing address for a member is maintained in the register of members, written notices may be served on that member by sending them to that electronic mailing address.

## PART VI - ADDITIONAL RULES APPLICABLE TO CHARITIES

### APPLICATION OF PART

45. This part applies because Bushwalking NSW is registered under the Charitable Fund Raising Act, 1995 and all subsequent amendments to the Act or Regulations thereunder.

### PAYMENT ETC. OF OFFICE BEARERS AND MEMBERS

46. A member of the Management Committee shall not be appointed to any salaried office of Bushwalking NSW and no remuneration or other benefit shall be given by Bushwalking NSW to any member of the Management Committee except:
- (1) repayment of out-of-pocket expenses;
  - (2) interest on money lent to Bushwalking NSW at a rate no greater than would be charged by Bushwalking NSW's bankers for the money; and
  - (3) reasonable and proper rent for the premises let to Bushwalking NSW.

# Bushwalking NSW

## VACATION OF OFFICE

47. Without limiting the operation of rule 21, the office of a member of the Management Committee shall become vacant if:
- (1) the member holds an office of profit in Bushwalking NSW;
  - (2) the member is directly or indirectly interested in any contract or proposed contract with Bushwalking NSW.

## SURPLUS PROPERTY

48. (1) In the event of the winding up or cancellation of the incorporation of Bushwalking NSW shall at a general meeting pass a special resolution nominating a charity registered under the Charitable Fund Raising Act, 1995 in which to vest its surplus property in accordance with section 53 of the Act.
- (2) The charity so nominated shall be one which fulfils the requirements specified in section 52(2) (a)-(c) of the Act.

## NOTIFICATION OF PROPOSED ALTERATION OF RULES

49. Where the objects or rules of Bushwalking NSW are amended, such amendment shall be of no effect unless the Minister of the Crown for the time being administering the Charitable Fund Raising Act, 1995 and all subsequent amendments to the Act or Regulations thereunder, has been notified of the amendment and has signified approval to such an amendment being made.

## COMPLIANCE WITH CHARITABLE FUND RAISING ACT, 1995

50. Bushwalking NSW shall comply with such of the provisions of the charitable Fund raising Act, 1995 and all subsequent amendments to the Act or Regulations thereunder as are applicable to it.

## PART VII - THE PUBLIC OFFICER APPOINTMENT & REMOVAL

51. (1) The Management Committee shall ensure that a person who is a resident of the state of New South Wales and over 18 years of age is appointed as public officer.
- (2) The first public officer shall be the person who completes the application for incorporation as an Association.
- (3) The Management Committee may, at any time, remove the public officer and appoint a new public officer.

## VACANCY OF POSITION

52. (1) The public officer shall be deemed to have vacated his position upon his:
- a) death;
  - b) resignation;
  - c) removal by the Management Committee or at a general meeting of Bushwalking NSW;
  - d) bankruptcy or financial insolvency;
  - e) becomes a mentally incapacitated person;
  - f) taking up residency outside New South Wales.

# Bushwalking NSW

- (2) When a vacancy occurs in the position of public officer the Management Committee shall, within 14 days, notify the Corporate Affairs Commission by the prescribed form and appoint a new public officer.

## DUTIES AND ELIGIBILITY

53. (1) The public officer is required to notify the Corporate Affairs Commission by the prescribed form of:
  - a) his appointment;
  - b) a change of his residential address;
  - c) a change of Bushwalking NSW's objects and rules (within 30 days);
  - d) a change in the membership of the Management Committee (within 14 days);
  - e) Bushwalking NSW's financial affairs (within 30 days of the annual general meeting);
  - f) a change in Bushwalking NSW's name (within 30 days).
- (2) The public officer may be an officer bearer, member of the Management Committee, member, or any other person regarded as suitable for the position by the Management Committee.

## PART VIII- PROPERTY

### RIGHT OF ACQUIRE PROPERTY

54. Bushwalking NSW may purchase, acquire, receive or hold real and personal property and may sell, transfer, deal with or otherwise dispose of such property in accordance with Bushwalking NSW's objects.

### CARE AND CONTROL OF PROPERTY

55. (1) Any property acquired by Bushwalking NSW may be placed in the care and control of individual members nominated by the Management Committee
- (2) Responsibility for the care and control of Bushwalking NSW property may be allocated or removed by the Management Committee at its discretion.

## PART IX - AGENDA

### CONFERENCES

56. Bushwalking NSW may, at its discretion, organise a conference of approved organisations but such a conference shall have the power to act only in an advisory capacity.

### PUBLICATIONS

57. Bushwalking NSW may, from time to time, authorise the production of publications.

### LODGEMENT OF RECORDS

58. All records which are identified as no longer current shall be lodged with the New South Wales Library, Macquarie Street, Sydney as soon as practical.