

Bushwalking NSW Inc. Constitution

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This revision of the *Bushwalking NSW Inc. Constitution* updates the constitution to reflect:

- Changes in relevant legislation for not-for-profit organisations.
- Requirements of not-for-profit organisations by Fair Trading NSW.
- Contemporary practices and structures within the management and organisation of Bushwalking NSW Inc.
- The growth of electronic communication in organisational management.
- Changing demographics of member organisations in Bushwalking NSW Inc., and shifting requirements for their representation in Bushwalking NSW Inc.

Adopted <DATE>

Under the *Associations Incorporation Act 2009*

DRAFT Revised BWSW Constitution July 2020

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1. Objects

1. The Bushwalking NSW association is the peak representative body of NSW and ACT Bushwalking Clubs (associations) and its primary object is to represent the bushwalking and nature related recreational and other mutually agreed outdoor interests of those associations.
2. To advance the interests of member organisations and their members. This object includes engaging in activities that:
 - Create, encourage and foster opportunities for participation in, and the safe enjoyment of outdoors activities through membership of bushwalking and outdoor adventure clubs.
 - Promote appropriate skills, know-how and leading practice across the bushwalking and outdoors community.
 - Provide a source of information on bushwalking, camping and related recreational activities and to advise on and to encourage good outdoors practice.
 - Promote goodwill and responsible social interaction within and amongst its member associations and the bushwalking or outdoor adventure community in general.
3. To advocate and strive for the establishment, preservation and wise management of new and existing conservation reserves, such as national parks and wilderness areas.
4. To foster an appreciation of National Parks and other reserves by the general public, promote reasonable action for the preservation of recognised wilderness and primitive areas, and to direct public opinion towards appreciation of the natural environment and the need for its conservation.
5. 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 adversely affect them.
6. To support any other similar, related or compatible objects as the association may from time to time consider appropriate.

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Part 1 Preliminary

2. Definitions

1. In this constitution:

“individual member” see clause 3

“honorary life member” see clause 3

“member delegate” see clause 7.

“member organisation” see clause 3.

“ordinary committee member” means a member of the committee who is not an office-bearer of the association.

“person” means an individual and any association, body or entity whether incorporated or not.

“Secretary” means:

- (a) the person holding office under this constitution as secretary of the association, or
- (b) if no person holds that office, the public officer of the association.

“special general meeting” means a general meeting of the association other than an annual general meeting.

“the Act” means the [Associations Incorporation Act 2009 \(NSW\)](#).

“the Regulation” means the [Associations Incorporation Regulation 2016 \(NSW\)](#) or any regulation that replaces it.

“the association” means Bushwalking NSW Inc.

“the committee” means the Management Committee of Bushwalking NSW Inc.

2. In this constitution:

(a) A reference to a function includes a reference to a power, authority and duty.

(b) A reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

(c) A reference to a matter in writing includes a reference to a matter conveyed by email or other electronic means.

(d) Where a clause requires a signature, this may be provided in written or electronic form; an email constitutes a signed document.

(e) The provisions of the *Interpretation Act 1987* apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

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Part 2 Membership

3. Membership Generally

- (1) The association shall have the following membership categories:
 - (a) member organisations, and
 - (b) individual members, and
 - (c) honorary life members.
- (2) A person is eligible to be a member of the association:
 - (a) as a member organisation—if the person is an organisation (whether incorporated or not) that conducts bushwalking, camping or related nature-based activities, and
 - (b) as an individual member—if the person is an individual, and
 - (c) as an honorary life member—if the person satisfies the criteria referred to in clause 10 (1).
- (3) Each person who was a member of the association immediately before the commencement of this constitution is taken to have been admitted as a member in the relevant membership category.
- (4) A person may only be admitted to the association:
 - (a) as a member organisation—if the person has applied and been approved for membership of the association in accordance with clause 4, and
 - (b) as an individual member—if the person is elected at a general meeting in accordance with clause 10 (2).
 - (c) as an honorary life member—if the person is granted honorary life membership in accordance with clause 10 (2).

4. Individual membership

- (1) A person is eligible for the grant of individual membership if the person has been elected at a general meeting of the association.
- (2) The secretary must as soon as practicable after individual membership is granted to a person enter or cause to be entered the person's name in the register of members.

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5. Application for membership

- (1) An application by an eligible organisation for membership of the association:
 - (a) must be made in writing in the form determined by the committee, and
 - (b) must include such particulars of the organisation as the committee may require, including in relation to its objects, governing rules, membership or activities, and
 - (c) must be lodged with the secretary of the association.
- (2) As soon as practicable after receiving an application for membership, the secretary must refer the application to the committee, which is to determine whether to approve or to reject the application.
- (3) As soon as practicable after the committee makes that determination, the secretary must:
 - (a) notify the applicant in writing that the committee approved or rejected the application (whichever is applicable), and
 - (b) if the committee approved the application, request the applicant to pay (within the period of 28 days after receipt by the applicant of the notification) the sum payable under this constitution by a member as entrance fee and annual subscription.
- (4) The secretary must, on payment by the applicant of the amounts referred to in subclause (3) (b) within the period referred to in that provision, enter or cause to be entered the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member organisation of the association.

6. Cessation of membership

A person ceases to be a member of the association if:

- (2) An individual member:
 - (a) dies, or
 - (b) resigns membership, or
 - (c) is expelled from the association, or
 - (d) fails to pay the annual membership fee under clause 11 (2) within 3 months after the fee is due.

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- (3) A member organisation:
 - (a) is wound up or otherwise dissolved, disbanded or deregistered, or
 - (b) resigns membership, or
 - (c) is expelled from the association, or
 - (d) fails to pay the annual membership fee under clause 11 (2) within 3 months after the fee is due.

7. Membership entitlements

- (1) A member organisation is entitled to appoint one or more member delegates under clause 7 who may, on the organisation's behalf and subject to this constitution:
 - (a) hold elected office
 - (b) attend, participate and vote at general meetings.
- (2) An individual member is entitled, subject to this constitution, to:
 - (a) hold elected office, and
 - (b) attend and participate at general meetings, but may not vote.
- (3) An honorary life member is entitled, subject to this constitution, to attend and participate at general meetings, but may not hold elected office or vote at general meetings.
- (4) A right, privilege or obligation that a person has by reason of being a member of the association:
 - (a) is not capable of being transferred or transmitted to another person, and
 - (b) terminates on cessation of the person's membership.

8. Appointment of member delegates

- (1) A member organisation must appoint at least one member delegate, being an individual who:
 - (a) is a member of the member organisation concerned, and
 - (b) has attained the age of 18 years.

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- (2) A member delegate may be appointed for a maximum term of 12 months, but is eligible for re-appointment.
- (3) Notice of the appointment of member delegate(s) must be given to the Secretary in writing by an authorised author of the member organisation concerned.
- (4) A person ceases to be a member delegate if:
 - (a) the person dies, or
 - (b) the person's term of appointment expires, or
 - (c) the person ceases to be a member of the member organisation concerned, or
 - (d) an authorised officer of the member organisation concerned gives written notice to the secretary that the person's appointment is for any other reason no longer in force, or
 - (e) the organisation that appointed the person ceases to be a member organisation.

9. Resignation of membership

- (1) A member of the association may resign from membership of the association by first giving to the secretary written notice of at least 1 month (or any other period that the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member
- (2) If a member of the association ceases to be a member under subclause (1), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

10. Register of members

- (1) The secretary must establish and maintain a register of members of the association (whether in written or electronic form).
- (2) The register must record for each current member:
 - (a) the member's full name, and
 - (b) the member's postal, residential or email address, and
 - (c) the relevant member category, and

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- (d) the date that membership commenced, and
 - (e) if the member is a member organisation:
 - (i) the name of each member delegate whose appointment has been notified to the secretary, and
 - (ii) the delegate's email address for service of notices, and
 - (iii) the total number of financial members held by the member organisation as at middle of March when the annual insurance questionnaire is due in the previous financial year, as notified to the secretary, and
 - (iv) the total number of votes specified by clause 37 (2) that may be cast on behalf of the member organisation at a general meeting, and
 - (f) if the member is an honorary life member—the date that honorary life membership was granted, and other relevant particulars of the award.
- (3) The register of members must be kept in New South Wales at the main premises of the association, or at the association's official address.
- (4) The register of members must be open for inspection, free of charge, by any member of the association at any reasonable hour.
- (5) A member of the association may obtain a copy of any part of the register on payment of a fee of not more than \$2 for each page copied.
- (6) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- (7) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
- (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the association, or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.
- (8) If the register of members is kept in electronic form:
- (a) it must be convertible into hard copy, and

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- (b) the requirements in subclauses (2) and (3) apply as if a reference to the register of members is a reference to a current hard copy of the register of members.

11. Honorary life membership

- (1) A person is eligible for the grant of honorary life membership if the person:
 - (a) is an individual member, a member delegate or a former member delegate of at least 10 years' standing, and
 - (b) has made an exemplary contribution to the association.
- (2) Honorary life membership may only be granted:
 - (a) by special resolution of the association in general meeting, and
 - (b) with consent of the recipient, and
 - (c) if the number of honorary life members currently living would thereby not exceed 10.
- (3) The secretary must as soon as practicable after honorary life membership is granted to a person under subclause (2) enter or cause to be entered the person's name in the register of members.

12. Fees and subscriptions

- (1) A member of the association must, on admission to membership, pay to the association a fee of \$1 or, if some other amount is determined by the committee, that other amount.
- (2) In addition to any amount payable by the member under subclause (1), a member of the association must pay to the association an annual membership fee of \$2 or, if some other amount is determined by the committee, that other amount:
 - (a) except as provided by paragraph (b), before the first day of the financial year of the association in each calendar year, or
 - (b) if the member becomes a member on or after the first day of the financial year of the association in any calendar year—on becoming a member and before the first day of the financial year of the association in each succeeding calendar year.

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13. Members' liabilities

- (1) The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by clause 11.

14. Resolution of disputes

- (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 the association, are to be referred to a Community Justice Centre for mediation under the *Community Justice Centre Act 1983*.
- (2) 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.
- (3) The *Commercial Arbitration Act 2010* applies to a dispute referred to arbitration.

15. Disciplining of members

- (1) A complaint may be made to the committee by any person that a member of the association:
 - (a) has refused or neglected to comply with a provision or provisions of this constitution, or
 - (b) has willfully acted in a manner prejudicial to the interests of the association.
- (2) The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the committee decides to deal with the complaint, the committee:
 - (a) must cause notice of the complaint to be served on the member concerned, and
 - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.

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- (4) The committee may, by resolution, expel the member from the association or suspend the member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- (5) If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under clause 15.
- (6) The expulsion or suspension does not take effect:
 - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - (b) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under clause 15, whichever is the later.

16. Right of appeal of disciplined member

- (1) A member may appeal to the association in general meeting against a resolution of the committee under clause 14, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under subclause (1), the secretary must notify the committee, which is to convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the association convened under subclause (3):
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by members of the association.

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Part 3 The committee

17. Powers of the committee

- (1) Subject to the Act, the Regulation, this constitution and any resolution passed by the association in general meeting, the committee:
 - (a) is to control and manage the affairs of the association, and
 - (b) may exercise all the functions that may be exercised by the association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the association, and
 - (c) has power to perform all the acts and do all things that appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

18. Composition and membership of committee

- (1) The committee is to consist of:
 - (a) the office-bearers of the association, and
 - (b) at least 3 ordinary committee members, each of whom is to be elected at the annual general meeting of the association under clause 18.
- (2) The total number of committee members is to be no more than 10.
- (3) The office-bearers of the association are as follows:
 - (a) the president,
 - (b) the vice-president,
 - (c) the treasurer,
 - (d) the secretary.
- (4) A committee member may hold up to 2 offices (other than both the offices of president and vice-president).
- (5) There is no maximum number of consecutive terms for which a committee member may hold office.

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- (6) Each member of the committee is, subject to this constitution, to hold office until immediately before the election of committee members at the annual general meeting next following the date of the member's election, and is eligible for re-election.

19. Election of committee members

- (1) Nominations of candidates for election as office-bearers of the association or as ordinary committee members:
- (a) may only be of member delegates or individual members as defined in clause 3,
 - (b) must be made in writing,
 - (c) may only be made by persons who are a member delegate or an individual member,
 - (d) must be signed by at least one other member delegate or individual member, in support of the nomination,
 - (e) if made by an individual member—must be signed by an authorised officer of a member organisation, confirming the candidate's current membership of the organisation concerned, and
 - (f) must be delivered to the secretary of the association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.

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- (6) The ballot for the election of office-bearers and ordinary committee members of the committee is to be conducted at the annual general meeting in any usual and proper manner that the committee directs.

20. Secretary

- (1) The secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.
- (2) It is the duty of the secretary to keep minutes (whether in written or electronic form) of:
 - (a) all appointments of office-bearers and members of the committee, and
 - (b) the names of members of the committee present at a committee meeting or a general meeting, and
 - (c) all proceedings at committee meetings and general meetings.

21. Treasurer

- (1) It is the duty of the treasurer of the association to ensure:
 - (a) that all money due to the association is collected and received and that all payments authorised by the association are made, and
 - (b) that correct books and accounts are kept showing the financial affairs of the association, including full details of all receipts and expenditure connected with the activities of the association.

22. Casual Vacancies

- (1) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member delegate or individual member of the association to fill the vacancy and the appointee is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.
- (2) A casual vacancy in the office of a member of the committee occurs if the member:
 - (a) dies, or
 - (b) ceases to be a member of the association, or

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- (c) is or becomes an insolvent under administration within the meaning of the [Corporations Act 2001](#) of the Commonwealth, or
- (d) resigns office by notice in writing given to the secretary, or
- (e) is removed from office under clause 22, or
- (f) becomes a mentally incapacitated person, or
- (g) is absent without the consent of the committee from 3 consecutive meetings of the committee, or
- (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
- (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the [Corporations Act 2001](#) of the Commonwealth.

23. Removal of committee members

- (1) The association in general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the committee to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the association, the secretary or the president may send a copy of the representations to each member of the association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

24. Committee meetings and quorum

- (1) The committee must meet at least 3 times in each period of 12 months at the place and time that the committee may determine.
- (2) Additional meetings of the committee may be convened by the president or by any member of the committee.

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- (3) Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or any other period that may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Half plus one of the total number of the committee members constitute a quorum for the transaction of the business of a meeting of the committee.
- (6) No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to a suitable time and date within the following 10 days.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the committee:
 - (a) the president or, in the president's absence, the vice-president is to preside, or
 - (b) if the president and the vice-president are absent or unwilling to act, one of the remaining members of the committee chosen by the members present at the meeting is to preside.

25. Appointment of association members as committee members to constitute quorum

- (1) If at any time the number of committee members is less than the number required to constitute a quorum for a committee meeting, the existing committee members may appoint a sufficient number of members of the association as committee members to enable the quorum to be constituted.
- (2) A member of the committee so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.

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- (3) This clause does not apply to the filling of a casual vacancy to which clause 21 applies.

26. Use of technology at committee meetings

- (1) A committee meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the committee's members a reasonable opportunity to participate.
- (2) A committee member who participates in a committee meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

27. Delegation by committee to sub-committee

- (1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of the member or members of the association that the committee thinks fit) the exercise of any of the functions of the committee that are specified in the instrument, other than:
 - (a) this power of delegation, and
 - (b) a function which is a duty imposed on the committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this clause may be made subject to any conditions or limitations as to the exercise of any function, or as to time or circumstances, that may be specified in the instrument of delegation.
- (4) Despite any delegation under this clause, the committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the committee.
- (6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-committee may meet and adjourn as it thinks proper.

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28. Voting and decisions

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote. In the event of an equality of votes on any question, the person presiding may not exercise a second or casting vote.
- (3) Subject to clause 23 (5), the committee may act despite any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

Part 4 General meetings

29. Annual general meetings – holding of

- (1) The association must hold its annual general meetings:
 - (a) within 6 months after the close of the association's financial year, or
 - (b) within any later time that may be allowed or prescribed under section 37 (2) (b) of the Act.

30. Annual general meetings – calling of and business at

- (1) The annual general meeting of the association is, subject to the Act and to clause 28, to be convened on the date and at the place and time that the 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 is to include the following:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - (b) to receive from the committee reports on the activities of the association during the last preceding financial year,

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- (c) to elect office-bearers of the association and ordinary committee members,
 - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as that type of meeting in the notice convening it.

31. Special general meetings – calling of

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the association.
- (2) The committee must, on the requisition of at least 5% of the total number of member organisations, convene a special general meeting of the association.
- (3) A requisition of member organisations for a special general meeting:
 - (a) must be in writing, and
 - (b) must state the purpose or purposes of the meeting, and
 - (c) must be signed by an authorised officer of each member organisation making the requisition, and
 - (d) must be lodged with the secretary, and
 - (e) may consist of several documents in a similar form, each signed by one or more of the member organisations making the requisition.
- (4) If the committee fails to convene a special general meeting to be held within 1 month after the date on which a requisition of member organisations for the meeting is lodged with the secretary, any one or more of the member organisations who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member organisation as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.
- (6) For the purposes of subclause (3) a requisition may be in electronic form.

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32. Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.

Note. A special resolution must be passed in accordance with section 39 of the Act.

- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 29 (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 must include that business in the next notice calling a general meeting given after receipt of the notice from the member.
- (5) In this clause a reference to a member organisation also includes a reference to a member delegate.

33. Quorum for general meetings

- (1) No item of business is to be transacted at a general meeting unless a quorum of member organisations entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) Member delegates present representing at least seven (7) member organisations constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (a) if convened on the requisition of members—is to be dissolved, or
 - (b) in any other case—is to stand adjourned to a time determined by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned.

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- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the meeting is to be dissolved.

34. Presiding member

- (1) The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the association.
- (2) If the president and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

35. Adjournment

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subclauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

36. Making decisions

- (1) Subject to clause 37, a question arising at a general meeting of the association is to be determined by:
 - (a) a show of hands by those member delegates present in person or by proxy or, if the meeting is one to which clause 40 applies, any appropriate corresponding method that the committee may determine, or
 - (b) if on the motion of the chairperson or if 5 or more member delegates present in person or by proxy at the meeting decide that the question should be determined by a written ballot— a written ballot.

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- (2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) Subclause (2) applies to a method determined by the committee under subclause (1) (a) in the same way as it applies to a show of hands.
- (4) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.
- (5) Before a vote is taken the Chair must inform the meeting whether any directed proxy votes have been received and how they are to be cast. The chairperson's declaration of the result must reflect all votes cast whether in person or by proxy.

37. Special resolutions

- (1) A special resolution may only be passed by the association in accordance with section 39 of the Act.

38. Voting

- (1) On any question arising at a general meeting of the association:
 - (a) each member delegate present may vote on behalf of whichever member organisation appointed the delegate, and
 - (b) no member delegate present may vote on behalf of any other member organisation (except in accordance with clause 38), and
 - (c) no individual member or honorary life member may vote.
- (2) The total number of votes that may be cast on behalf of a member organisation that is represented in person or by proxy at a general meeting is as follows:
 - (a) if the member organisation has a membership of up to 150 members—2 votes, and
 - (b) a membership organisation will have 1 additional vote for every 100 members over 150 members, up to a limit of 4 additional votes.

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- (3) For the purpose of subclause (2), a member organisation's membership shall be as at middle of March when the annual insurance questionnaire is due in the previous financial year, as recorded in the register of members.
- (4) For the avoidance of doubt, a member delegate may if necessary cast more than one vote in order that the voting entitlement on behalf of a member organisation is fully exercised.
- (5) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is not entitled to exercise a second or casting vote.
- (6) A vote may not be cast on behalf of a member organisation at any general meeting of the association unless all money due and payable by the organisation to the association has been paid.

39. Proxies and Voting by Proxy

- (1) A member organisation that is unable to be represented in person at a general meeting may appoint:
 - (a) the chairperson, or
 - (b) a member delegate of another member organisation, as a proxy to vote on its behalf, up to the full voting entitlement permitted under clause 37 (2).
- (2) An instrument appointing a proxy:
 - (a) must be in writing from an authorised officer of the member organisation concerned, and
 - (b) may direct how the proxy is to vote, and
 - (c) must be received by the secretary no later than 24 hours before the commencement of the meeting.
- (3) A proxy must vote in accordance with any directions contained in the instrument of appointment.
- (4) No member delegate may act as a proxy for more than one member organisation, excepting that the chairperson may act as a directed proxy for multiple member organisations.

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40. Postal or electronic ballots

- (1) The association may hold a postal or electronic ballot (as the committee determines) to determine any issue or proposal (other than an appeal under clause 15).
- (2) A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

41. Use of technology at general meetings

- (1) A general meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the association's members a reasonable opportunity to participate.
- (2) A member of an association who participates in a general meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

Part 5 Miscellaneous

42. Insurance

- (1) The association may effect and maintain insurance.

43. Funds - source

- (1) The funds of the association are to be derived from entrance fees and annual subscriptions of members, donations and any other sources that the committee determines.
- (2) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank or other authorised deposit-taking institution account.
- (3) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

44. Funds - management

- (1) Subject to any resolution passed by the association in general meeting, the funds of the association are to be used solely in pursuance of the objects of the association in the manner that the committee determines.

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- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 authorised signatories.

45. Association is non-profit

- (1) Subject to the Act and the Regulation, the association must apply its funds and assets solely in pursuance of the objects of the association and must not conduct its affairs so as to provide a pecuniary gain for any of its members.

Note. Section 5 of the Act defines **pecuniary gain** for the purpose of this clause.

46. Distribution of property on winding up of association

- (1) Subject to the Act and the Regulations, in a winding up of the association, any surplus property of the association is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members.
- (2) In this clause, a reference to the surplus property of an association is a reference to that property of the association remaining after satisfaction of the debts and liabilities of the association and the costs, charges and expenses of the winding up of the association.

Note. Section 65 of the Act provides for distribution of surplus property on the winding up of an association.

47. Change of name, objects and constitution

- (1) An application for registration of a change in the association's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a committee member.

48. Custody of books etc.

- (1) Except as otherwise provided by this constitution, all records, books and other documents relating to the association must be kept in New South Wales:
 - (a) at the main premises of the association, in the custody of the public officer or a member of the association (as the committee determines), or
 - (b) if the association has no premises, at the association's official address, in the custody of the public officer.

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49. Inspection of books etc.

- (1) The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:
 - (a) records, books and other financial documents of the association,
 - (b) this constitution,
 - (c) minutes of all committee meetings and general meetings of the association.
- (2) A member of the association may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.
- (3) Despite subclauses (1) and (2), the committee may refuse to permit a member of the association to inspect or obtain a copy of records of the association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the association.

50. Service of notices

- (1) For the purpose of this constitution, a notice may be served on or given to a person:
 - (a) by delivering it to the person personally, or
 - (b) by sending it by pre-paid post to the address of the person, or
 - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
 - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
 - (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

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51. Financial year

- (1) The financial year of the association is each period of 12 months after the expiration of the previous financial year of the association, commencing on 1 July and ending on the following 30 June.

DRAFT Revised BNSW Constitution July 2020