

VICTORIAN MOUNTAIN TRAMPING CLUB INCORPORATED



RULES OF THE ASSOCIATION

Effective date 26 FEBRUARY 2016

ACN A628G

Table of Contents

1	Rules of the Victorian Mountain Tramping Club Incorporated.....	1
2	Definitions	1
3	Qualification for Membership	2
4	Entrance Fee and Subscriptions	5
5	Register of Members.....	5
6	Resignation of a Member.....	6
7	Expulsion or Suspension of Members	6
8	Meeting Nights of the Association.....	7
9	Annual General Meeting.....	8
10	Extraordinary General Meeting.....	8
11	Ordinary General Meeting.....	9
12	Procedure at General Meeting	10
13	Chairman	10
14	Adjournment	11
15	Voting.....	11
16	Proxies.....	12
17	Committee Powers	12
18	Constitution of the Committee.....	12
19	Election of Committee Members.....	13
20	Grounds for Termination of Office.....	14
21	Quorum and Procedure at Committee Meetings	15
22	Minutes.....	16
23	Financial Matters.....	17
24	Treasurer.....	18
25	Secretary.....	18
26	Removal of Committee Members	19
27	The Association Badge.....	19
28	Alteration of the Rules	19
29	Service of Notices	19
30	Winding Up.....	20
31	Disputes and Mediation	20
32	Inspection of Books and Records	21

1 Rules of the Victorian Mountain Tramping Club Incorporated

- (1) The name of the incorporated Association is the Victorian Mountain Tramping Club Incorporated (in these Rules called ‘the Association’).
- (2) The Purposes of the Association are:
 - (a) To provide opportunities for members to walk in congenial company
 - (b) To promote walking and all allied activities, particularly weekend and extended trips
 - (c) To encourage a wider appreciation and a better understanding of the wild life and natural assets and to assist in their preservation
 - (d) To affiliate, cooperate or associate with any other body or organisation for the furthering of the above purposes
 - (e) To promote social activities among the members
 - (f) To do all such other things that are incidental or conducive to the attainment of the purposes and the exercise of the powers of the incorporated association

2 Definitions

- (1) In these Rules, unless the contrary intention appears:
 - ‘*Associate Member*’ means a non-member partner of a Member, within the Family Membership.
 - ‘*Association Walk*’ means a walk or allied activity of a standard approved by the Committee.
 - ‘*Association Year*’ means the twelve month period ending at midnight on the first Association Meeting Night in July of each calendar year.
 - ‘*Child Member*’ means a Member’s child aged between 5 and 18 years, who has been registered with the Association. See Rule 3(16)c.
 - ‘*Committee*’ means the committee of management of the Association.

RULES OF THE ASSOCIATION

‘*Family Membership*’ is a group designation covering two or more Members. See Rule 3(20).

‘*Financial Year*’ means the year ending the 30th of June.

‘*General Meeting*’ means a general meeting of the Members convened in accordance with Rules 9, 10 or 11.

‘*Student Member*’ means a member who is under 25 years of age and is in full time education.

‘*Partner*’ means a spouse or de facto spouse.

‘*Prospective Member*’ means an applicant who has not yet qualified to become a Member.

‘*Member*’ means a person who has met the qualifications for membership and has continued to pay the Annual Subscription as provided in Rule 4, Clause (2) of these Rules or is a Life Member of the Association.

‘*The Act*’ means the Association Incorporation Reform Act 2012.

‘*The Regulations*’ means Regulations under The Act.

‘*Trampalong*’ is the monthly newsletter sent to all Members of the Association.

- (2) Words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the Legislation Act 1984 and the Act as in force from time to time.

3 Qualification for Membership

- (1) Subject to these Rules, a natural person who is over eighteen years of age is eligible to be a Member of the Association.
- (2) A person applying to become a Member of the Association must first qualify as a Prospective Member to the satisfaction of the Committee. If a person on reaching 18 years of age, was previously a child member, and providing the prospective membership requirements have been achieved in the previous 12 months, that person may qualify for Membership.
- (3) Applicants for Prospective Membership shall:
 - (a) complete one Association Walk;
 - (b) submit an application in writing to the Membership Secretary on the form approved by the Committee and pay the entrance fee as provided in Rule 4;
- (4) Prospective Members’ names shall be published in *Trampalong*.

- (5) Prospective Members:
 - (a) may speak but not vote at meetings of the Association;
 - (b) shall be entitled to receive issues of *Trampalong*;
 - (c) shall, before the expiry of six calendar months from the date of the application, complete three Association Walks. One activity undertaken with the Association in the four month period prior to submitting the application form to the Membership Secretary will be included as a qualifying activity.
- (6) After a minimum period of three calendar months from the date of the application and when the provisions of Clauses (2), (3), (4) and (5) have been fulfilled, the Membership Secretary shall refer the application to the Committee.
- (7) Upon an application being referred, the Committee shall:
 - (a) consider the applicant's performance in fulfilling the requirements of Clauses (2), (3) and (5)(c);
 - (b) consider the applicant's performance on trips, their ability to look after themselves on a trip, that they are not a liability to the party, and that they do not adversely affect the aim for Members to walk in congenial company;
 - (c) determine whether to approve or reject the application.
- (8) The decision of the Committee to approve or reject the application shall be final and no appeals against such decisions shall be permitted at an Ordinary General Meeting, Extraordinary General Meeting or Annual General Meeting.
- (9) Upon an application being approved by the Committee:
 - (a) the applicant's name shall be published in the next issue of *Trampalong*.
 - (b) the applicant shall pay the annual subscription or the sum payable as provided in these Rules, within a period of 90 days thereafter; and
- (10) the Membership Secretary shall, on receipt of the sum payable and within the period referred to in Clause (9)(b), enter the applicant's name in the Register of Members kept by him or her and, upon the name being so entered, the applicant shall become a Member of the Association.
- (11) 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 Ordinary General Meeting, providing such notice of motion is approved by the Committee.
- (12) Life Members shall not be required to pay the annual subscription.
- (13) Honorary Membership may be conferred by the Committee in special circumstances for such a period as the Committee deems fit.

RULES OF THE ASSOCIATION

- (14) Honorary Members shall:
- (a) be entitled to all the privileges of a Member;
 - (b) not have their names recorded in the Register of Members; and
 - (c) not have the right to debate or vote at meetings of the Association.
- (15) A right, privilege or obligation of a person by reason of his or her membership of the Association:
- (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates upon cessation of his or her membership whether by death or resignation or otherwise.
- (16) (a) Family Membership is a group designation covering more than one person and comprises the following combinations:
- (i) Partners who are both Members;
 - (ii) A Member plus a Partner who is an Associate Member;
 - (iii) Partners who are both Members plus Child Members;
 - (iv) A Member and an Associate Member plus Child Members.
- (b) An Associate Member or Child Member:
- (i) does not have voting rights;
 - (ii) cannot serve on the Committee;
 - (iii) cannot lead trips.
- (c) A Family and Child Membership application form must be submitted by a Member to register Associate Members and Child Members.
- (d) A Family Membership is only entitled to receive one copy of *Trampalong* per month.
- (e) A Child Member (upon turning 18) may apply to become a Member provided the application is submitted before reaching 18 years old. The entrance fee would not apply. The Committee shall consider the application according to Rule 3(7) (b) and (c) and Rule 3 (8), (9) and (10).
- (f) An Associate Member may apply to become a Prospective Member. The entrance fee would not apply.

4 Entrance Fee and Subscriptions

- (1) The entrance fee of the Association shall be decided each year at the Annual General Meeting.
- (2) The annual subscription shall:
 - (a) be decided each year at the Annual General Meeting;
 - (b) apply in accordance with the following categories:
 - (i) Single Adult;
 - (ii) Family Membership;
 - (iii) Student (aged under 25 in full time education);
 - (c) be due at the Annual General Meeting and payable on or before the end of the following November. Any Member failing to pay their subscription by that date shall cease to be a Member.
 - (d) Applicants who qualify after the 1st January each year shall pay half the annual subscription.
- (3) The Committee may, in its absolute discretion, extend the period in Clause 2(c) in respect of any individual Member. Such extensions shall be for that year only.
- (4) Members shall be given warning of overdue subscriptions in the November issue of *Trampalong*.
- (5) A person who was a Member, and who is residing overseas or interstate may apply in writing to the Committee for a subscription to *Trampalong*, to an Australian address. This subscription will be known as a newsletter subscription, and the amount will be determined by the Committee as appropriate.
- (6) A person who is residing overseas may apply in writing to the Committee for exemption of annual subscriptions for a period of not less than one year and no more than three years. They will resume membership upon payment of annual subscriptions.

5 Register of Members

The Membership Secretary shall keep and maintain a Register of Members in which shall be entered the full name, address and date of becoming a member and any other information determined by the Committee. The Register shall be available for inspection by Members. If provided by the Member the address shall include an address for electronic transmission.

6 Resignation of a Member

- (1) A Member of the Association who has paid all moneys due and payable by him or her to the Association may resign from the Association by first giving one month's notice in writing to the Secretary of his or her intention to resign, and upon the expiration of that period of notice, the Member shall cease to be a Member.
- (2) Upon the expiration of a notice given under Clause (1) the Membership Secretary shall make in the Register of Members an entry recording the date on which the Member by whom the notice was given ceased to be a Member.
- (3) If a Member resigns or dies, leaving a Family Membership which does not include a Member, the Committee may, in its absolute discretion, rule on the future membership status of the remaining Family Members.

7 Expulsion or Suspension of Members

- (1) Subject to these Rules, the Committee may by resolution:
 - (a) expel a Member from the Association; or
 - (b) suspend a Member from membership of the Association for a specified period; if the Committee is of the opinion that the Member:
 - (i) has refused or neglected to comply with these Rules; or
 - (ii) has been guilty of conduct unbecoming a Member or prejudicial to the interests of the Association.
- (2) A resolution of the Committee under Clause (1):
 - (a) does not take effect unless the Committee, at a meeting held not earlier than 14 and not later than 28 days after the service on the Member of a notice under Clause (3), confirms the resolution; and
 - (b) where the Member exercises a right of appeal to the Association under this Rule does not take effect unless the Association confirms the resolution in accordance with this Rule.
- (3) Where the Committee passes a resolution under Clause (1), the Secretary shall, as soon as practicable, send a notice to the Member:
 - (a) setting out the resolution of the Committee and the grounds on which it is based;
 - (b) stating that the Member may address the Committee at a meeting to be held not earlier than 14 and not later than 28 days after service of the notice;
 - (c) stating the date, place and time of that meeting;

- (d) informing the Member that he or she may do one or more of the following:
 - (i) attend that meeting;
 - (ii) give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution;
 - (iii) not later than 24 hours before the date of the meeting, lodge with the Secretary a notice to the effect that he or she wishes to appeal to the Association in a General Meeting against the resolution.
- (4) At a meeting of the Committee held in accordance with Clause (2), the Committee:
 - (a) shall give to the Member an opportunity to be heard;
 - (b) shall give due consideration to any written statement submitted by the Member; and
 - (c) shall by resolution determine whether to confirm or to revoke the resolution.
- (5) Where the Secretary receives a notice under Clause (3), he or she shall notify the Committee and the Committee shall convene an Extraordinary General Meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.
- (6) At an Extraordinary General Meeting of the Association convened under Clause (5):
 - (a) no business other than the question of the appeal shall be transacted;
 - (b) the Committee may place before the meeting details of the grounds for the resolution and the reason for the passing of the resolution;
 - (c) the Member shall be given an opportunity to be heard; and
 - (d) the Members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (7) If at the Extraordinary General Meeting:
 - (a) two-thirds of the Members vote in person or by proxy in favour of the confirmation of the resolution, the resolution is confirmed; and
 - (b) in any other case, the resolution is revoked.

8 Meeting Nights of the Association

The Association Meeting shall meet at a regular time and place at least once a month except as described in Clause (2):

- (1) The dates, time and place shall be determined by the Committee and publicised in *Trampalong*

- (2) If the Committee considers that it is not practical to hold a regular meeting then notice will be given to members as soon as is practicable of either the cancellation or an alternative time and place of the meeting.

9 Annual General Meeting

- (1) The Annual General Meeting shall be held in the month of August each year. The date shall be determined by the committee and at least 21 days notice shall be given in writing to each Member.
- (2) The Ordinary Business of the Annual General Meeting shall be:
 - (a) to confirm the minutes of the preceding Annual General Meeting and of any Extraordinary General Meetings held since the last Ordinary General Meeting;
 - (b) to receive from the Committee reports upon the transactions of the Association during the last Financial Year;
 - (c) to elect Members of the Committee;
 - (d) to receive and consider the financial statements of the Association for the preceding financial year submitted by the Committee in accordance with Part 7 of The Act; and
 - (e) to approve the financial and membership fees for the coming year.
 - (f) to approve the maximum payment that the Committee is authorised to approve for the coming year.
- (3) The Annual General Meeting may transact Extraordinary Business of which notice is given in accordance with Rule 10.
- (4) The Annual General Meeting shall be held in addition to any Extraordinary or Ordinary General Meetings held in the same year.
- (5) The election of Committee Members shall be by preferential ballot entailing the distribution of preferences until one candidate attains an absolute majority and as such will be deemed to be elected.

10 Extraordinary General Meeting

- (1) The Committee may, whenever it thinks fit, convene an Extraordinary General Meeting of the Association.
- (2) The Committee shall, upon requisition in writing of not less than 10 Members, convene an Extraordinary General Meeting of the Association.
- (3) The requisition for the Extraordinary General Meeting shall state the objects of the meeting and shall be signed by the Members making the requisition and shall be sent to the address of the Secretary.

- (4) At least 21 days notice shall be given to each Member of the Association and such notice shall state the purpose and the date of the meeting.
- (5) If the Committee does not cause an Extraordinary General Meeting to be held within one month after the date on which the requisition is sent to the address of the Secretary, the Members making the requisition may convene an Extraordinary General Meeting to be held not later than three months after that date.
- (6) An Extraordinary General Meeting convened by Members in pursuance of these Rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Committee and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses.

11 Ordinary General Meeting

- (1) One Ordinary General Meeting shall be held on the third Thursday of February or a date determined by the Committee with at least 21 days notice given to each Member.
- (2) The Ordinary Business of the Ordinary General Meeting shall be:
 - (a) to confirm the minutes of the preceding Ordinary General Meeting and of any Extraordinary General Meeting held since the last Annual General Meeting;
 - (b) to receive from the Committee reports upon the operations of the Association;
 - (c) to endorse affiliations or associations with other associations or clubs by a simple majority of Members;
 - (d) to approve by simple majority of Members the expenditure of sums in excess of the amounts that the Committee is authorised to approve as provided for in Rule 9(2)(f) ;
 - (e) to discuss any decisions or business of the Committee except decisions under Rule 3 Clause (8).
- (3) The Committee shall be bound by decisions taken at an Ordinary General Meeting except that Committee resolutions taken on financial matters may not be revoked.
- (4) The Ordinary General Meeting may transact Extraordinary Business of which notice has been duly given in accordance with Rule 10.

12 Procedure at General Meeting

- (1) All business that is transacted at an Extraordinary General Meeting and all business that is transacted at Annual and Ordinary General Meetings, with the exception of that specifically referred to in these Rules as being the Ordinary Business of Annual General Meetings and Ordinary General Meetings shall be deemed to be Extraordinary Business.
- (2) No item of business shall be transacted at a General Meeting unless a quorum of Members entitled under these Rules to vote is present during the time when the meeting is considering that item.
- (3) 15 Members personally present (being Members entitled under these Rules to vote at a General Meeting) constitute a quorum for the transaction of the business of an Annual General Meeting, Extraordinary General Meeting or Ordinary General Meeting.
- (4) If within 30 minutes after the appointed time for the commencement of a General Meeting a quorum is not present the meeting if convened upon the requisition of Members under Rule 10(2) shall be dissolved.

In any other case –

- (i) The meeting must be adjourned to a date not more than 30 days after the adjournment;
 - (ii) Notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.
 - (iii) If a quorum is not present within 30 minutes after the time to which a General Meeting has been adjourned under subrule (4)(i), the Members present (being Members entitled to vote under these Rules at a General meeting) at the meeting (being not less than 7) shall be a quorum.
- (5) Use of Technology:
 - (i) A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.
 - (ii) For the purposes of this Part, a member participating in a general meeting as permitted under Clause (i) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

13 Chairman

- (1) The President, or in his or her absence, the Vice-President, shall preside as Chairman at General Meetings of the Association.

- (2) If the President and the Vice-President are absent from a General Meeting, the Members present shall elect one of their number to preside as Chairman at the meeting.

14 Adjournment

- (1) The Chairman of a General Meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting to another time at the same place or another place.
- (2) No business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (3) Where a meeting is adjourned for 14 days or more at least 10 days notice of the adjourned meeting shall be given to each Member and such notice shall state the place, date and time of the adjourned meeting and the nature of the business to be transacted at the meeting.

15 Voting

A question arising at a General Meeting of the Association shall be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and 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.

- (1) Upon any question arising at a General Meeting of the Association, a Member has one vote only.
- (2) All votes shall be given personally or by proxy.
- (3) In the case of an equality of voting on a question, the Chairman of the meeting is entitled to exercise a casting vote.
- (4) If at a meeting a poll on any question is demanded by the Chairman or by not less than five Members, it shall be taken at that meeting in such manner as the Chairman may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- (5) A poll that is demanded on the election of a Chairman or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairman may direct.

16 Proxies

- (1) Each Member shall be entitled to appoint another Member as his or her 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.
- (2) The notice appointing the proxy shall be on a form approved by the Committee for that purpose.
- (3) The appointment of a proxy must be in writing and signed by the member making the appointment.

17 Committee Powers

- (1) The affairs of the Association shall be managed by a Committee of management.
- (2) The Committee:
 - (a) shall control and manage the business and affairs of the Association;
 - (b) may, subject to these Rules, The Regulations and The Act, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by General Meetings of the Members of the Association; and
 - (c) subject to these Rules, The Regulations and The Act, has power to 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.

18 Constitution of the Committee

- (1) The Committee of the Association will consist of:
 - (a) a President;
 - (b) a Vice-President;
 - (c) a Secretary;
 - (d) a Treasurer;
 - (e) a Walks Secretary;
 - (f) a Membership Secretary;
 - (g) a Social Secretary; and
 - (h) 4 other memberseach of whom shall be elected at the Annual General Meeting of the Association.

- (2) The maximum continuous period of office for the President shall be two years, except that in the event of no nominations for President being received in the election held under the provisions of Rule 19, then the retiring President may be re-elected President of the Association.
- (3) A Member may be re-elected to the position of President of the Association after an absence of one year except in the instance where Clause (2) applies.
- (4) No person shall be elected as President of the Association unless he or she has served at least one year on the Committee.
- (5) Association business of an urgent nature and requiring an immediate decision may be dealt with by the Executive of the Association and the Executive shall comprise:
 - (a) President;
 - (b) Secretary;
 - (c) Treasurer; and
 - (d) Walks Secretary.
- (6) The Executive of the Association may be called together at the discretion of the President or the Secretary, but all business transacted by the Executive shall be reported to the next Committee Meeting.
- (7) Each Committee Member of the Association shall hold office until the Annual General Meeting after the date of his or her election.
- (8) In the event of a casual vacancy in any of the Committee Members, the Committee may appoint a Member of the Association to fill the vacancy, and the Member so appointed shall hold office, subject to these Rules, until the Annual General Meeting next following the date of his or her appointment.
- (9) If the position of the Secretary becomes vacant, the Committee must appoint a member to the position within 14 days after the vacancy.
- (10) The Committee may continue to act despite any vacancy in its membership.

19 Election of Committee Members

- (1) Nominations of candidates for election as a Committee member shall be made in writing on the Committee Election Nominations Form.
- (2) Candidates shall be deemed to be proposed and seconded to a Committee position by two Members signing the Committee Election Nominations Form, providing the candidate gives his or her written consent to the nomination by signing the said form.

RULES OF THE ASSOCIATION

- (3) The Committee Election Nominations Form shall be displayed on Meeting Nights on the Association at least 30 days before the date fixed for the holding of the Annual General Meeting.
- (4) All nominations shall be made not less than seven days before the date fixed for the holding of the Annual General Meeting.
- (5) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the Annual General Meeting.
- (6) 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.
- (7) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
- (8) The ballot for the election of Committee members shall be conducted at the Annual General Meeting in such usual and proper manner as the Committee may direct.
- (9) A nomination of a candidate for election under this clause is valid if that candidate has been nominated for another office for election at the same election subject to the following:
 - (a) A Committee member may hold more than one Committee office except;
 - (i) No Committee member may hold more than one Executive Office
 - (ii) The President and Vice-President cannot be the same person.
 - (b) Elections of Committee members shall be in the order indicated in Rule 18 Clause (1) of these Rules; and
 - (c) Candidates not successful shall be entitled to stand for election to subsequent Committee offices at the same elections providing the candidate first obtains the endorsement of his or her proposer and seconder.

20 Grounds for Termination of Office

For the purpose of these Rules, a position of a Committee member becomes vacant if that person:

- (1) ceases to be a Member of the Association;
- (2) becomes an insolvent under administration within the meaning of the Companies (Victoria) Code;
- (3) resigns his or her office by notice in writing given to the Secretary; or
- (4) is absent from three out of five consecutive Committee Meetings without reasonable excuse.

21 Quorum and Procedure at Committee Meetings

- (1) The Committee shall meet at least once in each month, except January, in each year at such place and at such times as the Committee may determine.
- (2) Special meetings of the Committee may be convened by the President or by any four of the Members of the Committee.
- (3) Notice shall be given to Members of the Committee of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.
- (4) Business of an urgent nature requiring immediate decision may be dealt with by the Executive in accordance with Rule 18 Clause (5) and (6).
- (5) Any six Members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- (6) No business shall be transacted 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 shall stand adjourned.
- (7) The adjourned meeting shall be re-convened to meet at a place and time within the next 14 days as the Committee shall determine, and notice shall be given to Members of the Committee of such meeting.
- (8) If a quorum is not present within half an hour of the time appointed for a special meeting, the meeting shall lapse.
- (9) At meetings of the Committee:
 - (a) the President or in his or her absence the Vice-President shall preside; or
 - (b) if the President and the Vice-President are absent, such one of the remaining Members of the Committee as may be chosen by the Members present shall preside.
- (10) Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee shall be determined on a show of hands or, if demanded by a Member, by a poll taken in such manner as the person presiding at the meeting may determine.
- (11) Each Member present at a meeting of the Committee or of any sub-committee appointed by the Committee (excluding the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a casting vote.

RULES OF THE ASSOCIATION

- (12) Written notice of each Committee Meeting shall be served on each Member of the Committee by delivering it to him or her at a reasonable time before the meeting or by sending it by pre-paid post addressed to him or her at his or her address at least two business days before the date of the meeting.
- (13) Subject to Clause (6) the Committee may act notwithstanding any vacancy in the Committee.
- (14) Use of Technology:
- (i) 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,
- (ii) For the purposes of this Part, a committee member participating in a committee meeting as permitted under Clause 14 (i) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.
- (15) Conflict of interest
- A committee member who has material personal interest in a matter being considered at the committee meeting must disclose the nature and extent of that interest to the Committee.

22 Minutes

(1) Minutes of General Meetings

- (a) The committee must ensure that minutes are taken and kept of each general meeting.
- (b) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (c) In addition, the minutes of each Annual General Meeting must include:
- (i) the names of members attending the meeting; and
- (ii) proxy forms given to the Chairperson of the meeting
- (iii) the financial statement submitted to members in accordance with Rule 9 (2) (d); and
- (iv) the certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Association;

(2) Minutes of Committee Meeting

- (a) The committee must ensure that minutes are taken and kept of each committee meeting.

- (b) The minutes must record the following:
 - (i) the names of members in attendance at the meeting;
 - (ii) the business considered at the meeting;
 - (iii) any resolution on which a vote is taken and the result of the vote;
 - (iv) any material personnel interest disclosed under Rule 21 (15)

23 Financial Matters

(1) Source of funds

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

(2) Management of funds

- (a) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two of the following Office Bearers – President, Secretary, Treasurer or Membership Secretary.
- (b) The Committee shall authorise the expenditure up to a maximum amount for each item as provided for in Rule 9 Clause (f) of these Rules.

(3) Financial Records

- (a) The Association must keep financial records that—
 - (i) correctly record and explain its transactions, financial position and performance; and
 - (ii) enable financial statements to be prepared as required by the Act.
- (b) The Association must retain the financial records for 7 years after the transactions covered by the records are completed.

(4) Financial Statements

- (a) For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- (b) Without limiting Clause 23 (4) (a), those requirements include—
 - (i) the preparation of the financial statements;
 - (ii) appointing a reviewer to review the Financial Statements and prepare a report to be presented to the Annual General Meeting. Such reviewer must not hold any other office, must not be an employer or employee of a committee member, must not be a member of the same partnership as a committee member and must not be an employee of the association.
 - (iii) the certification of the financial statements by the Committee;
 - (iv) the submission of the financial statements to the Annual General Meeting of the Association;
 - (v) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

24 Treasurer

- (1) The Treasurer of the Association:
 - (a) shall collect and receive all moneys due to the Association and make all payments authorised by the Association; and
 - (b) shall keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.
 - (c) 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
 - (d) shall ensure that all financial records of the Association are kept in accordance with the Act
 - (e) shall keep in his or her custody the financial records for the current financial year

25 Secretary

- (1) The secretary shall perform any duty or function required under the Act to be performed by the secretary of an incorporated association (including lodging documents with the Registrar)
- (2) The secretary shall:
 - (a) keep minutes of the resolutions and proceedings of each General Meeting and each Committee Meeting in books provided for that purpose together with a record of the names of persons present at Committee Meetings.
 - (b) keep custody or under his or her control, the common seal (if any) of the Association and, except as otherwise provided in these rules,, all books, documents and securities of the Association; and
 - (c) subject to the Act and these Rules, provide members with access to the minutes of general meetings and other books and documents; and
 - (d) perform any other duty or function imposed on the Secretary by these rules
- (3) A person must not be appointed as the secretary of the Association unless the person—
 - (a) consents to being appointed as secretary; and
 - (b) is at least 18 years of age; and
 - (c) is resident in Australia.
- (4) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

26 Removal of Committee Members

- (1) The Association in General Meeting may by special resolution with a minimum of 21 days notice remove any Member of the Committee before the expiration of his or her term of office and appoint another Member in his or her stead to hold office until the expiration of the term of the first-mentioned Member.
- (2) Where the Member to whom a proposed resolution referred to in Clause (1) makes representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and requests that they 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 they are not so sent, the Member may require that they be read out at the meeting.

27 The Association Badge

- (1) The Association Badge shall be circular in shape, of 75 millimetres diameter in embroidered cloth, or 22 millimetres diameter in metal, enamel-filled, and shall depict a conventionalised white tent with black entrance on a ground of green mountains with blue sky behind and the segment beneath the tent shall carry the letters VMTC on a red ground, the letters and all outlines being in gold.
- (2) The Badge shall remain the property of the Association and shall be returned to the Committee on demand.

28 Alteration of the Rules

- (1) These Rules of the Association may only be changed at an Annual General Meeting or an Extraordinary General Meeting called to consider the changes.
- (2) Members who are entitled to vote shall be given, at least 21 days prior to the meeting to consider the changes, notice of the proposed meeting, a copy of the proposed changes and a form to enable them to vote by proxy.
- (3) For the Rules to be changed not less than three quarters of the Members who actually vote must vote in favour of the resolution.
- (4) All proposed amendments to these Rules shall be referred to the Committee for report, such report to be available at the Annual General Meeting or the Extraordinary General Meeting called to consider these proposed amendments.

29 Service of Notices

- (1) A notice may be served by or on behalf of the Association upon any Member either personally, by sending it by post or by electronic transmission to the Member at his or her address shown in the Register of Members.

- (2) Where a document is properly addressed, prepaid and posted to a person as a letter or sent via electronic transmission, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter or electronic document would have been delivered in the ordinary course of post or via electronic transmission.

30 Winding Up

In the event of dissolution of the Association, any remainder of its net assets after discharge of all its debts and other legal and moral obligations shall not be distributed to its Members but shall be distributed to some other non-profit making organisation connected with walking or allied activities with similar ideals and restrictions upon the distribution of assets to its Members, as approved by decision of the Committee or the Executive.

31 Disputes and Mediation

- (1) The grievance procedure set out in this Rule applies to disputes under these Rules between:
 - (a) a Member and another Member; or
 - (b) a Member and the Association.
- (2) The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (3) 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.
- (4) The Mediator must be:
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement,
 - (i) in the case of a dispute between a Member and another Member, a person appointed by the Committee of the Association; or
 - (ii) 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).
- (5) A Member of the Association can be a Mediator.
- (6) The Mediator cannot be a Member who is a party to the dispute.

- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The Mediator, in conducting the mediation, must:
 - (a) give the parties to the mediation process every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The Mediator must not determine the dispute.
- (10) 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.
- (11) The Association shall not be responsible for any legal costs incurred by a Member during the mediation process.

32 Inspection of Books and Records

- (1) All accounts, books, securities and any other relevant documents of the Association must be available for inspection free of charge by any Member upon request.
- (2) The Association will make available within a reasonable time a copy of any accounts, books, securities and any other relevant documents of the Association at the request of a Member. This will be done at the Member's own expense.
- (3) The Committee may refuse to permit a member to inspect records of the Association that related to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.