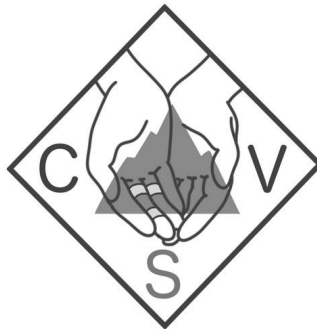

Rules of Crag Stewards Victoria Incorporated, 2020



Adopted 26 November 2020

Constitution of Crag Stewards Victoria Inc.

| | |
|--|-----------|
| Part 1 - Preliminary..... | 5 |
| 1. Name..... | 5 |
| 2. Purpose..... | 5 |
| 3. Financial Year..... | 5 |
| 4. Definitions..... | 5 |
| Part 2 - Powers of Association..... | 6 |
| 5. Powers of association..... | 6 |
| 6. Not for profit Organisation..... | 7 |
| Part 3 - Members, Disciplinary Procedures and Grievances..... | 7 |
| Division 1 - Membership | |
| 7. Minimum number of members..... | 7 |
| 8. Eligibility of Membership..... | 7 |
| 9. Application for membership..... | 7 |
| 10. Consideration of membership application..... | 8 |
| 11. Membership type..... | 8 |
| 12. Membership Privileges..... | 9 |
| 13. Register of members..... | 9 |
| 14. Rights of members..... | 9 |
| 15. Ceasing membership..... | 10 |
| 16. Resignation and expulsion of member..... | 10 |
| Division 2 - Disciplinary action | |
| 17. Grounds for taking Disciplinary Action..... | 11 |
| 18. Disciplinary subcommittee..... | 11 |
| 19. Notice to Member..... | 12 |
| 20. Decision of subcommittee..... | 12 |
| 21. Appeal rights..... | 13 |
| 22. Conduct of disciplinary appeal meeting..... | 14 |
| Division 3 - Grievance Procedure | |
| 23. Grievance Application..... | 14 |
| 24. Parties must attempt to resolve the dispute..... | 14 |
| 25. Appointment of mediator..... | 14 |
| 26. Mediation process..... | 15 |
| 27. Failure to resolve dispute by mediation..... | 15 |
| Part 4 - General Meetings of the Association..... | 16 |
| 28. Annual General Meeting..... | 16 |

| | |
|---|----|
| 29. Special General meetings..... | 16 |
| 30. Notice of meeting..... | 17 |
| 31. Proxies..... | 18 |
| 32. Use of technology..... | 18 |
| 33. Quorum at general meetings..... | 18 |
| 34. Adjournment of general meeting..... | 19 |
| 35. Voting - Annual General meeting..... | 20 |
| 36. Voting- Special General meetings..... | 20 |
| 37. Minutes of Meetings..... | 20 |

Part 5 - Board.....21

Division 1 - Powers of the Board

| | |
|--------------------------|----|
| 38. Role and powers..... | 21 |
| 39. Delegation..... | 21 |

Division 2 - Composition of Board and duties of members

| | |
|-------------------------------|----|
| 40. Composition of board..... | 22 |
| 41. General duties..... | 22 |
| 42. Chief Steward..... | 23 |
| 43. Chair | 23 |
| 44. Secretary..... | 23 |
| 45. Treasurer..... | 24 |

Division 3 - Election of the Board and tenure of office

| | |
|---|----|
| 46. Who is eligible to be a board Member..... | 24 |
| 47. Positions to be declared vacant..... | 24 |
| 48. Nominations..... | 25 |
| 49. Election of Officers and Vacancies..... | 25 |
| 50. Ballot..... | 26 |
| 51. Term of Office..... | 27 |
| 52. Vacation of office..... | 27 |
| 53. Filling casual vacancies..... | 27 |
| 54. Leave of absence..... | 28 |

Division 4 - Meetings of Board

| | |
|--|----|
| 55. Meeting of Board..... | 28 |
| 56. Notice of meetings..... | 28 |
| 57. Urgent Meetings..... | 29 |
| 58. Procedure and order of business..... | 29 |
| 59. Use of technology..... | 29 |

Part 6 - Financial Matters.....30

| | |
|------------------------------|----|
| 60. Source of funds..... | 30 |
| 61. Management of funds..... | 30 |
| 62. Financial records..... | 30 |



63. Financial Statements.....31

Part 7 - General Matters.....31

64. Common Seal.....31
65. Registered Address.....31
66. Branches.....31
67. Notice requirements.....31
68. Custody and inspection of books.....32
69. Liability.....33
70. Publicity/public statements.....33
71. Accidents.....33
72. Winding up or cancellation.....33
73. Alteration of rules and statement of Purposes.....34

Part 8 - Appendices.....34

- APPENDIX 1: APPLICATION FOR MEMBERSHIP OF The Association Inc
- APPENDIX 2: NOMINATION FOR BOARD/COMMITTEE OF The Association IncBoard
- APPENDIX 3: PROXY VOTING FORM



Preamble

Crag Stewards Victoria acknowledges that we live, work and play on Aboriginal land and that this country has been cared for since time immemorial by traditional owners, whose sovereignty has never been ceded.

We pay our respect to Victoria's traditional owners, past, present and future. We respect their leadership in caring for country, and support treaties that empower them to continue to do so

We understand that colonisation has been an unjust and often brutal process that continues to impact on Aboriginal and Torres Strait Island peoples and their country today. As people living and working on Aboriginal land it is incumbent on us to play our part in righting this historical wrong. Indeed, our vision of a society living in harmony with a healthy environment depends upon it.

Part 1 - Preliminary

1. Name

The name of the incorporated association is Crag Stewards Victoria (in these Rules called "The Association").

2. Purpose

Crag Stewards Victoria aims to preserve our natural climbing environment in Victoria by improving the level of care and maintenance at all Victorian climbing sites. To achieve this, the organisation will pursue four avenues of action:

1. **Educate** crag users in low impact climbing practices, etiquette and behaviour.
2. **Monitor and record** the impact of crag use by conducting structured environmental and safety assessments of existing climbing sites on a regular basis.
3. With the support of Parks Victoria , Traditional Owners and other land managers, **coordinate maintenance and improvement projects**
4. Actively support understanding and respect for traditional **Aboriginal and Torres Strait Islander cultural heritage and reconciliation.**

3. Financial Year

The financial year of the Association is each period of 12 months ending on 30 June

4. Interpretation

In these Rule, unless the contrary Intention appears:

Absolute majority, of the Board, means a majority of the committee members currently holding office and entitled to vote at the time (as distinct from a majority of board members present at a board meeting);

Chairperson, of a general meeting or committee meeting, means the person chairing the meeting as required under rule 37.2

Board means the Board having management of the business of the Association;

Board meeting means a meeting of the Board held in accordance with these Rules;

Board member means a member of the Board elected or appointed under Division 3 of Part 5;

Disciplinary appeal meeting means a meeting of the members of the Association convened under rule 23(3);

Disciplinary meeting means a meeting of the Board convened for the purposes of rule 20.

Disciplinary subcommittee means that a subcommittee appointed under rule 18;

Financial year means the 12 month period specified in rule 3;

General meeting means a general meeting of the members of the Association convened in accordance with Part 4 and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting;

Member means a member of the Association;

Ordinary Member of the Board means a member of the Board who is not an officer of the Association under Rule 5.1.

Special resolution means a resolution that requires not less than 75% of the members voting at a General meeting, whether in person or by proxy, to vote in favour of the resolution;

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

The Registrar means the Registrar of Incorporated Associations.

The regulation means regulations under the Act

Voting member means a member who under rule 13(2) is entitled to vote at a general meeting;

Volunteer member means a member referred to in rule 3.1

Words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the *Acts Interpretation Act 1958* and the Act in force from time to time.

Part 2 - Powers of Association

5. Powers of Association

(1) Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.

(2) Without limiting subrule (1), the Association may—

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

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

6. Not for profit organisation

(1) The assets and income of the Association shall be applied exclusively to the promotion of its objects. No portion shall be paid or distributed directly or indirectly to the members of the Association except as bona fide remuneration for services rendered or expenses incurred on behalf of the Association.

(2) Subrule (1) does not prevent the Association from paying a member—

- (a) reimbursement for expenses properly incurred by the member; or
- (b) for goods or services provided by the member

Note — if this is done in good faith on terms no more favourable than if the member was not a member.

Note Section 33 of the Act provides that an incorporated association must not secure pecuniary profit for its members. Section 4 of the Act sets out in more detail the circumstances under which an incorporated association is not taken to secure pecuniary profit for its members.

Part 3 - Members, Disciplinary Procedures and Grievances

Division 1 - Membership

7. Minimum number of members

The Association must have at least 5 members.

8. Eligibility of Membership

Any person who supports the purposes of the Association is eligible for membership.

9. Application for Membership

(1) To apply to become a member of the Association, a person must submit an online application form which will be directed to the Steward Coordinator, stating that the person—

- (a) wishes to become a member of the Association; and
- (b) supports the purposes of the Association; and
- (c) agrees to comply with these Rules.

(2) The application—

- (a) must be signed by the applicant; and
- (b) may be accompanied by the joining fee.

Note: The joining fee is the fee (if any) determined by the Association



under rule 28 (4)(d).

(3) Consideration of application

(a) As soon as practicable after an application for membership is received, the Board must decide by resolution whether to accept or reject the application.

(b) The Board must notify the applicant in writing of its decision as soon as practicable after the decision is made.

(4) If the Board rejects the application, it must return any money accompanying the application to the applicant.

(5) No reason need be given for the rejection of an application.

10. Consideration of Membership application

(1) If an application for membership is approved by the Board—

(a) the resolution to accept the membership must be recorded in the minutes of the Board meeting; and

(b) the Secretary must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members.

(2) A person becomes a member of the Association and, subject to rule 10.1, is entitled to exercise his or her rights of membership from the date, whichever is the later, on which—

(a) the Board approves the person's membership; or

(b) the person pays the joining fee (if any).

(c) the amount of the annual subscription (if any) for the following financial year; and

(d) the date for payment of the annual subscription

11. Membership Types

(1) Membership of the Association may be one of the following types:

(a) Board Membership (voting)

(b) Steward Membership (voting)

(c) Honorary (voting)

(d) Volunteer Members (non-voting)



12. Membership Privileges

(1) Members of the club, as defined in clause 11. (1) (a) (b) (c), shall be entitled to:

- (a) vote for the election of Board members,
- (b) participate in voting at a General Meeting.

13. Register of Members

(1) The Secretary shall keep and maintain a register in which shall be entered the full name, address, date of joining, and date to which subscription fees are paid of each member and the register shall be available for inspection at a reasonable time.

(2) Upon the membership of any person terminating, the Secretary shall make in the register of members an entry recording the date on which the member ceased to be a member.

(3) Members can write to the Secretary to ask that they restrict access to their details on the members register if they have special circumstances. The Secretary will decide if there are special circumstances, and will write to the member outlining their decision.

14. Rights of Members

(1) A member of the Association who is entitled to vote has the right—

- (a) to receive notice of General Meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
- (b) to submit items of business for consideration at a General Meeting;
and
- (c) to attend and be heard at General Meetings; and
- (d) to vote at a General Meeting; and
- (e) to have access to the minutes of General Meetings and other documents of the Association as provided under rule 70; and
- (f) to inspect the register of members.

(2) A member is entitled to vote if—

- (a) the member is a member other than an volunteer member; and
- (b) more than 10 business days have passed since he or she became a member of the Association; and
- (c) the member's membership rights are not suspended for any reason.

(d) A volunteer member must not vote but may have other rights as determined by the Board or by resolution at a General Meeting.

15. Ceasing Membership

- (1) The membership of a person ceases on resignation, expulsion or death.
- (2) If a person ceases to be a member of the Association, the Secretary must, as soon as practicable, enter the date the person ceases to be a member in the register of members.

16. Resignation and expulsion of Member

- (1) A member of the Association who has paid all money 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 notice given under sub-clause (1), the 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) Subject to these Rules the Board may by resolution expel a member from the Association if the Board is of the opinion that the member has:
 - (a) refused or neglected to comply with these Rules;
 - (b) has been guilty of conduct unbecoming to a member or prejudicial to the interests of the Association.
- (4) A resolution of the Board under sub-clause (3): the Secretary shall, as soon as practicable, cause to be served on the member a notice in writing:
 - (a) setting out the resolution of the Board and the grounds on which it is based;
 - (b) stating that the member may address the Board 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 Board 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.

(5) At a meeting of the Board held in accordance with sub-clause (4), the Board:

- (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.

(6) Where the Secretary receives a notice under sub-clause (4)(d)(iii), he or she shall notify the Board and the Board shall convene a General Meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.

(7) At a General Meeting of the Association convened under sub-clause (6):

- (a) the Board may place before the meeting details on the grounds for the resolution and the reasons for the passing of the resolution;
- (b) the member shall be given the opportunity to be heard; and
- (c) the members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.

(8) If at the General Meeting:

- (a) *Two thirds* of the members vote in person or by proxy in favour of the confirmation of the resolution is confirmed; and
- (b) in any other case, the resolution is revoked.

Division 2 - Disciplinary action

17. Grounds for Disciplinary Action

(1) The Association may take disciplinary action against a member in accordance with this Division if it is determined that the member—

- (a) has failed to comply with these Rules; or
- (b) refuses to support the purposes of the Association; or
- (c) has engaged in conduct prejudicial to the Association.
- (d) failed to comply with the Association Code of Conduct for members

18. Disciplinary sub-committee

(1) If the Board is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Board must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.

(2) The members of the disciplinary subcommittee—

- (a) may be Board members, members of the Association or anyone else; but
- (b) must not be biased against, or in favour of, the member concerned.

19. Notice to member

(1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member—

- (a) stating that the Association proposes to take disciplinary action against the member; and
- (b) stating the grounds for the proposed disciplinary action; and
- (c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action the “**disciplinary meeting**”); and
- (d) advising the member that he or she may do one or both of the following—
 - (i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
 - (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
- (e) setting out the member's appeal rights under rule 21.

(2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.


20. Decision of the Subcommittee

(1) At the disciplinary meeting, the disciplinary subcommittee must—

- (a) give the member an opportunity to be heard; and
- (b) consider any written statement submitted by the member.

(2) After complying with sub rule (1), the disciplinary subcommittee may—

- (a) take no further action against the member; or
- (b) subject to rule 21 —
 - (i) reprimand the member; or
 - (ii) suspend the membership rights of the member for a specified period; or

- 
- (iii) if the member is the Steward Coordinator, rescind their appointment; or
 - (iv) expel the member from the Association

21. Appeal Rights

- (1) A person whose membership rights have been suspended or who has been expelled from the Association under rule 20 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given—
 - (a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
 - (b) to the Secretary not later than 48 hours after the vote.
- (3) If a person has given notice under sub rule (2), a disciplinary appeal meeting must be convened by the Board as soon as practicable, but in any event not later than 21 days after the notice is received.
- (4) Notice of the disciplinary appeal meeting must be given to each member of the Association who is entitled to vote as soon as practicable and must—
 - (a) specify the date, time and place of the meeting; and
 - (b) state—
 - (i) the name of the person against whom the disciplinary action has been taken; and
 - (ii) the grounds for taking that action; and
 - (iii) that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the a person should be upheld or revoked.

22. Conduct of disciplinary appeal meeting

- (1) At a disciplinary appeal meeting—
 - (a) no business other than the question of the appeal may be conducted; and
 - (b) the Board must state the grounds for suspending or expelling the member and the reasons for taking that action; and
 - (c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- (2) After complying with sub rule (1), the members present and entitled to

vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.

(3) A member may not vote by proxy at the meeting.

(4) The decision is upheld if not less than *three quarters* of the members voting at the meeting vote in favour of the decision.

Division 3 - Grievance Procedure

23. Grievance Application

1) The grievance procedure set out in this Division applies to disputes under these Rules between—

- (a) a member and another member;
- (b) a member and the Board;
- (c) a member and the Association.

(2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

24. Parties must attempt to resolve the dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party

25. Appointment of mediator

(1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 24, the parties must within 10 days—

- (a) notify the Board of the dispute; and
- (b) agree to or request the appointment of a mediator; and
- (c) attempt in good faith to settle the dispute by mediation.

(2) The mediator must be—

- (a) a person chosen by agreement between the parties;
- (b) in the absence of agreement—
 - (i) if the dispute is between a member and another member—a person appointed by the Board; or

(ii) if the dispute is between a member and the Board or the Association—a person appointed or employed by the Dispute Settlement Centre of Victoria.

(3) A mediator appointed by the Board may be a member or former member of the Association but in any case must not be a person who—

- (a) has a personal interest in the dispute; or
- (b) is biased in favour of or against any party.

(4) The costs of the mediator are to be borne by the claimant unless otherwise agreed by the parties.

26. Mediation process

(1) The mediator to the dispute, in conducting the mediation, must—

- (a) give each party 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 throughout the mediation process.

(2) The mediator must not determine the dispute.

27. Failure to resolve dispute by mediation

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law. The costs of the mediator are to be borne by the claimant unless otherwise agreed by the parties.

Part 4 - General Meetings of the Association

28. Annual General Meeting

(1) The Association shall in each calendar year convene an annual general meeting of its members within 3 months of the end of each Financial Year.

(2) Despite subrule (1), the Association may hold its first annual general meeting at any time within 18 months after its incorporation.

(3) The Committee may determine the date, time and place of the annual general meeting.

(4) The ordinary business of the annual general meeting is as follows—

- (a) to confirm the minutes of the previous annual general

meeting and of any special general meeting held since then;

(b) to receive and consider—

(i) the annual report of the Committee on the activities of the Association during the preceding financial year; and

(ii) the financial statements of the Association for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act;

(c) to elect the members of the Committee;

(d) to confirm or vary the amounts (if any) of the annual subscription and joining fee.

(5) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

29. Special General Meeting

(1) All general meetings other than the annual general meeting shall be called special general meetings.

(2) The Board may, whenever it thinks fit, convene a special general meeting of the Association and, where, but for this sub-clause, more than 15 months would lapse between annual general meetings, shall convene a special general meeting before the expiration of that period.

(3) The Board shall, on the requisition in writing of members representing not less than 20% of the total number of Voting members, convene a special general meeting of the Association.

(4) The requisition for a special general meeting shall state the objects of the meeting and shall be signed by the members making the requisition and be sent to the address of the Secretary and may consist of several documents in a like form, each signed by one or more of the members making the resolution.

(5) If the Board does not cause a special general meeting to be held within 6 weeks after the date on which the requisition is sent to the address of the Secretary, the members making the requisition, or any of them, may convene a special general meeting to be held not later than 2 months after the date.

(6) A special 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 Board and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses.

30. Notice of a general meeting

- (1) The secretary of the Association shall, at least 14 days before the date fixed for holding a general meeting, notify each member of the place, date and time of the meeting by a method of notice listed in Rule 67.
- (2) A member desiring to bring any business before a meeting may:
 - (a) Give notice of that business in writing to the secretary who shall include that business in the notice of calling the next general meeting after the receipt of the notice.
 - (b) At a meeting other than the Annual General Meeting, a member may raise any item of business.

31. Proxies

- (1) A member may appoint another member as his or her proxy to vote and speak on his or her behalf at a general meeting other than at a disciplinary appeal meeting.
- (2) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (3) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.
- (4) If the Board has approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.
- (5) Notice of a general meeting given to a member under rule 30 must—
 - (a) state that the member may appoint another member as a proxy for the meeting; and
 - (b) include a copy of any form that the Board has approved for the appointment of a proxy.
- (6) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- (7) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 24 hours before the commencement of the meeting.

32. Use of technology

(1) 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. The form of technology used is to be determined by the board.

(2) For the purposes of this Part, a member participating in a general meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

33. Quorum at general meetings

(1) No business may be conducted at a general meeting unless a quorum of members is present.

(2) The quorum at;

(a) An annual general meeting, is the presence (physically, by proxy or as allowed under rule 31) of not less than 5 members entitled to vote.

(b) A special general meeting, called by the board under rule 29(2), is the presence (physically, by proxy or as allowed under rule 31) of not less than 5 members entitled to vote.

(c) A special general meeting, called by members under rule 29(3), is the presence (physically, by proxy or as allowed under rule 31) of not less than 20% of the members entitled to vote

(3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—

(a) in the case of a meeting convened by, or at the request of, members under rule 29(3)—the meeting must be dissolved; Note If a meeting convened by, or at the request of, members is dissolved under this subrule, the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another special meeting, the members must make a new request under rule 29 (3).

(b) in any other case—

(i) the meeting must be adjourned to a date not more than 28 days after the adjournment; and

(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.

(4) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under subrule (3)(b), the members present at the

meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

34. Adjournment of general meetings

(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 shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

(2) Where a meeting is adjourned for 14 days or more, a notice of the adjourned meeting shall be given as in the case of the general meeting.

(3) Except as provided in sub rules (1) and (2), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

35. Voting - Annual General Meeting

Upon any question arising at an annual general meeting of the Association:

- (1) A general member has one vote only
- (2) All votes at an annual general meeting shall be cast personally, proxy or electronically as outlined in sections 31 and 32
- (3) No postal votes shall be allowed.

36. Voting - Special Resolutions

(1) A special resolution is passed if not less than 75% of the members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.

Note In addition to certain matters specified in the Act, a special resolution is required—

- (a) to remove a committee member from office ;
- (b) to alter these Rules, including changing the name or any of the purposes of the Association.


37. Minutes of General Meetings

(1) The Board must ensure that minutes are taken and kept for each general meeting.

(2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.

(3) The minutes may be recorded electronically and a transcript may be added to the meeting records.

(4) In addition, the minutes of each annual general meeting must include—

- 
- (a) the names of the members attending the meeting; and
 - (b) proxy forms given to the Chairperson of the meeting under rule 32(6); and
 - (c) the financial statements submitted to the members in accordance with rule 28 (4)(b)(ii); and
 - (d) 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; and
 - (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.
- (5) The Secretary of the Association shall keep minutes of the resolutions and proceedings of each general meeting and each Board meeting in books provided for that purpose together with a record of the names of persons present at Board meetings.
- (6) If the Secretary is not present at such meetings, the minutes shall be recorded in turn by the members of the Board.
- (7) These minutes will be kept at Crag Stewards Victoria, in either book or electronic form.

Part 5 - Board

Division 1 - Officers and Delegation

38. Officers of the Association

- (1) The officers of the Association shall be:
- (a) a Chair; and
 - (b) a Secretary and
 - (c) a Steward Coordinator.
- (2) The Chair and the Secretary must be appointed by the Board from the ordinary members of the Board and the Steward Coordinator must be appointed by the Board from the Steward members of the Association.
- (3) The Chair and the Secretary shall, subject to these Rules, hold office until the close of the annual general meeting after being appointed by the Board, but shall be eligible for re-appointment.
- (4) The Steward Coordinator shall, subject to these rules, hold office until the close of the third annual general meeting after being appointed by the Board, but shall be eligible for re-appointment.
- (5) In the event of a casual vacancy in the office of Chair, Secretary or Steward Coordinator, the Board may appoint an individual member. The person so appointed may continue in office up to and including the conclusion

of the annual general meeting next following the date of appointment.

39. Delegation

(1) The Board may delegate to a member of the Board, a subcommittee or staff, any of its powers and functions other than—

(a) this power of delegation; or

(b) a duty imposed on the Board by the Act or any other law.

(2) The delegation must be in writing and may be subject to the conditions and limitations the Board considers appropriate.

(3) The Board may, in writing, revoke a delegation wholly or in part.

Division 2 - Composition of Board and duties of members

40. Composition of board

(1) The Board shall consist of:

(a) the Chair, the Secretary and the Steward Coordinator; and

(b) Between 1 and up to 4 members who shall be ordinary members of the Board.

(2) Upon the adoption of these Rules, the Board shall, at the first meeting of the Board following the adoption of these Rules;

(a) select two of the Board members, other than the Steward Coordinator, who shall continue in office until the close of the annual general meeting next after the adoption of these Rules (subject to these Rules), but will be eligible for re-election (on terms in accordance with Rule 46), and

(b) select two of the Board members, other than the Steward Coordinator, who shall continue in office until the close of the second annual general meeting after the adoption of these Rules (subject to these Rules), but will be eligible for re-election (on terms in accordance with Rule 46), and

(c) select two of the Board members, other than the Steward Coordinator, who shall continue in office until the close of the third annual general meeting after the adoption of these Rules (subject to these Rules), but will be eligible for re-election (on terms in accordance with Rule 46)

(3) In the event of:

(a) a casual vacancy occurring in the office of an ordinary member of the

Board; or

(b) there being less than 3 ordinary members of the Board on the Board (for whatever reason);

the Board may (and in the case of sub-Rule 21.4 must) appoint a Steward member to fill the vacancy and the Steward member so appointed shall hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of his or her appointment.

(4) A member of the Board who fails to attend consecutive meetings of the Board within any four-month period, or 70% of meetings of the Board in any year commencing from the first meeting after the AGM, without reason acceptable to it shall immediately cease to be a member of the Board.

41. General duties

(1) As soon as practicable after being elected or appointed to the Board, each board member must become familiar with these Rules and the Act.

(2) The board is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Board comply with these Rules.

(3) Board members must exercise their powers and discharge their duties with reasonable care and diligence

(4) Board members must exercise their powers and discharge their duties—

(a) in good faith in the best interests of the Association; and

(b) for a proper purpose.

(5) Board members and former board members must not make improper use of—

(a) their position; or

(b) information acquired by virtue of holding their position— so as to gain an advantage for themselves or any other person or to cause detriment to the Association. *Note See also Division 3 of Part 6 of the Act which sets out the general duties of the office holders of an incorporated association.*

(6) In addition to any duties imposed by these Rules, a committee member must perform any other duties imposed from time to time by resolution at a general meeting.

42. Steward Coordinator

(1) The Association board appoints the Steward Coordinator for a three-year term.

(2) Key responsibilities will be to oversee all operational aspects of the Stewardship Program

(3) The board may dismiss the Steward Coordinator at any time for:

- (a) Bringing The Association into disrepute
- (b) A significant breakdown in relationships with any of the key stakeholders as identified by the Board
- (c) failure to comply with the The Association Code of Conduct

43. Chair

- (1) The Association board appoints the chair for a three-year term.
- (2) The Chair or, in the Chair's absence, the Secretary is the Chairperson for any general meetings and for any board meetings.
- (3) If the Chair and the Secretary are both absent, or are unable to preside, the Chairperson of the meeting must be—
 - (a) in the case of a general meeting—a member elected by the other members present;
 - (b) in the case of a board meeting—a board member elected by the other board members present.

44. Secretary

- (1) The Secretary must:
 - (a) perform any duty or function required under the Act to be performed by the secretary of an incorporated association; and
 - (b) give the Registrar notice of his or her appointment within 14 days after the appointment.
- (2) A person ceases to be Secretary if he or she ceases to be a 'member of the Board' by operation of section 78 of the Act.
- (3) If the position of Secretary becomes vacant, the Board must appoint a member to the position within 14 days after the vacancy arises.
- (4) The Secretary must be over 18 years of age, and live in Australia.
- (5) If the Secretary stops living in Australia, they cannot remain the Secretary.

45. Treasurer

- (1) The Treasurer of the Association: may be appointed from a Steward member
 - (a) shall collect and receive all monies 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.

Division 3 - Eligibility and Election of the Board

46. Who is eligible to be a board member

- (1) A member is eligible to be elected or appointed as a board member if the member—
 - (a) is 18 years or over; and
 - (b) is entitled to vote at a general meeting.
- (2) Should for the purposes of these Rules, the office of Chair, Secretary, Steward Coordinator or of an ordinary member of the Board becomes vacant if the officer or ordinary member:
 - (a) ceases to be a Member;
 - (b) becomes an insolvent under administration within the meaning of the Corporations Law;
 - (c) is a Representative of a Group member who becomes an insolvent under administration within the meaning of the Corporations Law; or
 - (d) resigns his or her office by notice in writing given to the Secretary.
- (3) No paid staff member or existing employee of the Association is eligible to be nominated to be a Board member of the Association.
- (4) A member may not hold more than one permanent Board member position, but can temporarily hold two office bearer positions with the express permission of the board.

47. Positions to be declared vacant

- (1) At the first annual general meeting of the Association after its incorporation The Chairperson of the meeting must declare all positions on the Board vacant and hold elections for those positions in accordance with rule 52
- (2) At any subsequent annual general meeting of the association, the secretary must declare in the notice of the meeting, the board positions that will become vacant at that meeting

48. Nominations

- (1) Nominations of candidates for election to the Board;
 - (a) shall be made by in writing, supported by a Steward member and delivered to the Secretary of the Association not less than 7 days before the date fixed for the holding of the annual general meeting or,
 - (b) made from the floor at the annual general meeting prior to the

election and with the support of a Steward member

(2) If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.

(3) 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.

(4) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.

(5) The ballot for the election of candidates to the Board shall be conducted at the annual general meeting in such usual and proper manner as the Board may direct.

49. Appointment of Chair and Secretary

(1) Following each annual general meeting at which the Chair and Secretary retire in accordance with Rule 38(3), the Board members (including the candidates elected to the Board at that annual general meeting) shall (subject to Subrule (2) determine amongst themselves who will fill the vacant positions of Chair and Secretary.

(2) In the event that agreement of the kind referred to in Subrule (1) cannot be reached within one week of an annual general meeting, the Board shall make the relevant appointment(s) at the first Board meeting following the annual general meeting.

50. Ballot

(1) If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.

(2) The returning officer must not be a member nominated for the position.

(3) Before the ballot is taken, each candidate may make a short speech in support of his or her election.

(4) The election must be by secret ballot.

(5) The returning officer must give a blank piece of paper to—

(a) each member present in person; and

(b) each proxy appointed by a member. Example If a member has been appointed the proxy of 5 other members, the member must be given 6 ballot papers—one for the member and one each for the other members.

(6) If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.

(7) If the ballot is for more than one position—

(a) the voter must write on the ballot paper the name of each candidate for whom they wish to vote;

(b) the voter must not write the names of more candidates than the number to be elected.

(8) Ballot papers that do not comply with subrule (7)(b) are not to be counted.

(9) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.

(10) The returning officer must declare the candidate or, in the case of an election for more than one position, the candidates who received the most votes.

(11) If the returning officer is unable to declare the result of an election under subrule (10) because 2 or more candidates received the same number of votes, the returning officer must—

(a) conduct a further election for the position in accordance with subrules (4) to (10) to decide which of those candidates is to be elected; or

(b) with the agreement of those candidates, decide by lot which of them is to be elected. Examples: The choice of candidate may be decided by the toss of a coin, drawing straws or drawing a name out of a hat.

51. Term of office

(1) Subject to subrule (3) and rules 40 (2) (a),(b),(c), a board member holds office until their positions on the board are declared vacant at the third annual general meeting following their election.

(2) A board member may be re-elected.

(3) A general meeting of the Association may—


(a) by special resolution remove a committee member from office; and

(b) elect an eligible member of the Association to fill the vacant position in accordance with this Division.

(4) A member who is the subject of a proposed special resolution under subrule 3(a) may make representations in writing to the Secretary or Chair of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.

(5) The Secretary or the Chair may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

52. Vacation of office



This rule applies to the first annual general meeting of the Association after its incorporation:

- (1) The Chairperson of the meeting must declare all positions on the Board vacant and hold elections for those positions in accordance with rules 50 to 53.

53. Filling of Casual vacancies

- (1) The Board may appoint an eligible member of the Association to fill a position on the Board that—
 - (a) has become vacant under rule 52; or
 - (b) was not filled by election at the last annual general meeting.
- (2) If the position of Secretary becomes vacant, the Board must appoint a member to the position within 14 days after the vacancy arises.
- (3) Rule 46 applies to any board member appointed by the Board under subrule (1) or (2).
- (4) The Board may continue to act despite any vacancy in its membership.

54. Leave of absence

- (1) The Board may grant a committee member leave of absence from board meetings for a period not exceeding 3 months.
- (2) The Board must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the board member to seek the leave in advance

Division 4 - Meetings of Board

55. Meeting of Board

- (1) The board must meet at least 4 times in each year at the dates, times and places determined by the Board.
- (2) The date, time and place of the first committee meeting must be determined by the members of the board as soon as practicable after the annual general meeting of the Association at which the members of the Board were elected.
- (3) Special board meetings may be convened by the Chair or by any 4 members of the board
- (4) Any four members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.
- (5) No business shall be transacted unless a quorum is present and if within one hour of the time appointed for the meeting a quorum is not present the meeting shall

stand adjourned to a date to be nominated by those present, unless it is a special general meeting in which case the meeting lapses.

(6) Meetings may be held by the use of technology as determined by the board (such as phone or video conferencing) so long as everyone can hear and be heard at the same time.

56. Notice of meetings

(1) Notice of each board meeting must be given to each committee member no later than 7 days before the date of the meeting.

(2) Notice may be given of more than one board meeting at the same time.

(3) The notice must state the date, time and place of the meeting.

(4) If a special board meeting is convened, the notice must include the general nature of the business to be conducted.

(5) The only business that may be conducted at the meeting is the business for which the meeting is convened.

57. Urgent meetings

(1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 56 provided that as much notice as practicable is given to each board member by the quickest means practicable.

(2) Any resolution made at the meeting must be passed by an absolute majority of the Board.

(3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

58. Proceedings

(1) At meeting of the Board:

(a) the Chair or in his or her absence the Secretary shall preside; or

(b) if the Chair and Secretary are absent, such one of the remaining members of the Board as may be chosen by the members shall preside.

(2) Questions arising at a meeting of the Board or sub-committee appointed by the Board shall be determined by a poll taken in such manner as the person presiding at the meeting may determine.

(3) Each member present at a meeting of the Board or of any sub-committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, or motion, the motion is deemed to have not been passed.

(4) Any motion passed by the board, or action required by a motion that is passed, is

binding on members of the board. Failure by board members to adhere to a passed motion may be deemed grounds for disciplinary action.

59. Conflict of interest

(1) A board member who has a material personal interest in a matter being considered at a board meeting must disclose the nature and extent of that interest to the Board.

(2) The member:

- (a) must not be present while the matter is being considered at the meeting; and
- (b) must not vote on the matter.

(3) This rule does not apply to a material personal interest:

- (a) that exists only because the member belongs to a class of persons for whose benefit the Association is established; or
- (b) that the member has in common with all, or a substantial proportion of, the members of the Association.

Part 6 - Financial Matters

60. Source of Funds

The funds of the Association may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Board.

61. Management of funds

(1) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.

(2) Subject to any restrictions imposed by a general meeting of the Association, the Board may approve expenditure on behalf of the Association.

(3) The Board may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Board for each item on which the funds are expended.

(4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 committee members.

(5) All funds of the Association must be deposited into the financial account of

the Association no later than 5 working days after receipt.

(6) With the approval of the Board, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

(7) Where the association holds funds as trustee those funds can be dealt with in the way specified in the instrument establishing that trust.

62. Financial Records

(1) The Association must keep financial records that—

- (a) correctly record and explain its transactions, financial position and performance; and
- (b) enable financial statements to be prepared as required by the Act.

(2) The Association must retain the financial records for 7 years after the transactions covered by the records are completed.

(3) The Treasurer must keep in his or her custody, or under his or her control—

- (a) the financial records for the current financial year; and
- (b) any other financial records as authorised by the Board.

63. Financial Statements

(1) For each financial year, the Board must ensure that the requirements under the Act relating to the financial statements of the Association are met

(2) Without limiting subrule (1), those requirements include—

- (a) the preparation of the financial statements;
- (b) if required, the review or auditing of the financial statements;
- (c) the certification of the financial statements by the Board;
- (d) the submission of the financial statements to the annual general meeting of the Association;
- (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee

64. Common Seal

- (1) The Common Seal of the Association shall be kept in the custody of the Secretary.
- (2) The Common Seal shall not be affixed to any instrument except by the authority of the Board and the affixing of the Common Seal shall be attested by the signatures of two members of the Board.

65. Registered Address

The registered address of the Association is—

- (a) the address determined from time to time by resolution of the Board; or
- (b) if the Board has not determined an address to be the registered address— the postal address of the Secretary

66. Branches


Branches of the Association may be established and shall be managed in accordance with regulations made by the Board.

67. Notice Requirements

- (1) A notice may be served by or on behalf of the Association upon any Member by:
 - (a) personal delivery;
 - (b) pre-paid post to the address shown in the register of members;
 - (c) facsimile transmission to the telephone number shown in the register of members; or
 - (d) email transmission to the email address shown in the register of members.
- (2) Any such notice shall be deemed to be received:
 - (a) if served by personal delivery, at the time of delivery;
 - (b) if served by post, at the time at which the letter would have been delivered in the ordinary course of post;
 - (c) if served by facsimile, at the time of transmission; or
 - (d) if served by email, at the time of transmission.

68. Custody and inspection of books

- (1) Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all records, books, documents and securities of the Association.
- (2) Members may on request inspect free of charge:

- 
- (a) the register of members;
 - (b) the minutes of general meetings;
 - (c) subject to sub-rule (3), the financial records, books, securities and any other relevant document of the Association, including minutes of Board meetings.

(3) The Board may refuse to permit a member to inspect 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.

(4) The Board must on request make copies of these rules available to members and applicants for membership free of charge.

(5) Subject to sub-rule (3), a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.

(6) For purposes of this rule: **relevant documents** means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following:

- (a) its membership records;
- (b) its financial statements;
- (c) its financial records;
- (d) records and documents relating to transactions, dealings, business or property of the Association.

69. Liability

The association will not accept liability for any injury to any member or any damage to the property of any member resulting from his or her participation in the Association's activities.

70. Publicity/public statements

Public statements on behalf of and in the name of the Association shall be made only by persons authorised by the board.

71. Accidents

The Board shall inquire into all serious accidents involving members and report its findings to the Club.

72. Winding up or cancellation

In the event of the Association being dissolved, the amount which remains after such dissolution and the satisfaction of all debts and liabilities shall be paid and applied by the Association in accordance with its powers to any organisation which has similar objects and which has Rules prohibiting the distribution of its assets and income to its members.

73. Alteration of rules and statement of Purpose

These Rules and the statement of purposes of the Association shall not be altered except in accordance with the Act.

Part 8 - Appendices

74. Appendix 1: Electronic Application for membership

APPLICATION FOR MEMBERSHIP OF THE The Association

75. Appendix 2: Application Proxy Vote (Sample)

FORM OF APPOINTMENT OF PROXY

I.....of.....
.....being a member of the Crag Stewards Victoria hereby
appoint..... of.....being a member of that
incorporated Association, as my proxy to vote for me on my behalf at the general meeting of the
Association (annual general meeting or special general meeting, as the case may be) to be held
on the.....and at any adjournment of that meeting.

My proxy is authorised to vote in favour of/against (delete as appropriate)
the resolution (insert details).

Signed.....

Date: ____ / ____ / ____

DD /MM /YYYY

