**AussieWalk IVV Incorporated**

**Constitution and Rules**

Revision History

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APPROVALS

This document is approved by the undersigned and no changes shall be made unless approved by the Association in accordance with its Rules

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| **Name** | **Signature** | **Organisation Title** | **Date** |
| Diana Marshall | (original signed) | President | 23/01/2016 |
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**Part 1.1 Preliminary**

**1A Name of the Association**

The name of the Association is AussieWalk IVV Incorporated (AussieWalk).

**1B Objects of the Association**

The Association is established solely for the Objects.

The Objects of the Association are to:

(a) encourage public health through non-competitive walking;

(b) provide opportunities for social engagement for people of all ages, ability and background;

(c) foster international friendship; and

(d) organise and administer the IVV award program within Australia as a National Member of the IVV.

**1C Definitions for model rules**

In these rules:

*Note* A definition applies except so far as the contrary intention appears

***financial year*** means the calendar year ending on 31 December.

***IVV*** means the Internationaler Volkssportverband, or International Federation of Popular Sports; headquartered in Germany
(refer www.ivv-web.org)

***member*** means a member, however described, of the association, including individual members and member walking clubs.

***National Member*** means the formation of member walking clubs into a national association with national membership of the parent IVV organisation in Germany.

***ordinary committee member*** means a member of the committee

who is not an office-bearer of the association as mentioned in

section 12 (1) (a).

***secretary*** means the person holding office under these rules as

secretary of the association or, if no such person holds that office,

the public officer of the association.

***the Act*** means the *Associations Incorporation Act 1991*.

***the regulation*** means the *Associations Incorporation Regulation 1991*.

**1D Application of Legislation Act 2001**

The Legislation Act 2001 applies to these rules in the same way as it would if they were an instrument made under the Act.

**Part 1.2 Membership**

**2A Membership qualifications (individual)**

A person is qualified to be a member if the person has been nominated and approved for membership in accordance with section 3.

**2B Membership qualifications (walking club)**

A non-competitive walking club is qualified to be a member if the club

(a) is a separately registered business or association in accordance with applicable legislation; and

(b) maintains current public liability cover; and

(c) has been nominated and approved for membership in accordance with section 3.

**3 Nomination for membership**

(1) A nomination of a person or walking club for membership of the association must be made in writing in the appropriate form set out in appendix 1; and lodged with the secretary of the association.

(2) As soon as is practicable after receiving a nomination for membership, the secretary must refer the nomination to the committee which must decide whether to approve or to reject the nomination.

(3) If the committee decides to approve a nomination for membership, the secretary must as soon as practicable after that decision notify the nominee of that approval and request the nominee to pay within 28 days after receipt of the notification the sum payable under these rules by a member as the entrance fee and the first year’s annual subscription.

(4) The secretary must, on payment by the nominee of the amounts mentioned in subsection (3) within the period mentioned in that subsection, enter the nominee’s name in the register of members and, on the name being so entered, the nominee becomes a member of the association.

**4 Membership entitlements not transferable**

A right, privilege or obligation that a person or club has because of being a member of the association

(a) cannot be transferred or transmitted to another person or club ; and

(b) terminates on cessation of the person’s or club’s membership.

**5 Cessation of membership**

A person or walking club ceases to be a member of the association if the person or club

(a) dies or, for a corporation, is wound up; or

(b) resigns from membership of the association; or

(c) is expelled from the association; or

(d) fails to renew membership of the association.

**6 Resignation of membership**

(1) A member is not entitled to resign from membership of the association except in accordance with this section.

(2) A member who has paid all amounts payable by the member to the association may resign from membership of the association by first giving notice in writing to the secretary of the member’s intention to resign and, at the end of the period of notice, the member ceases to be a member.

(3) If a person or club ceases to be a member, the secretary must make an appropriate entry in the register of members recording the date the member ceased to be a member.

**7 Fees, subscriptions etc**

(1) The entrance fee to the association is $20 or, if any other amount has been determined by resolution of the committee, the other amount.

(2) The annual membership fee of the association is $30 or, if any other amount has been determined by resolution of the committee, that other amount.

(3) The annual membership fee is payable before 31 January in each calendar year.

**8 Members’ liabilities**

The liability of a member to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount (if any) unpaid by the member in relation to membership of the association as required by section 7.

**9 Disciplining of members**

(1) If the committee is of the opinion that a member

(a) has persistently refused or neglected to comply with a provision of these rules; or

(b) has persistently and wilfully acted in a manner prejudicial to the interests of the association;

the committee may, by resolution

(i) expel the member from the association; or

(ii) suspend the member from the rights and privileges of membership of the association that the committee may decide for a specified period.

(2) A resolution of the committee under subsection (1) is of no effect unless the committee, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under subsection (3), confirms the resolution in accordance with this section.

(3) If the committee passes a resolution under subsection (1), the secretary must, as soon as practicable, serve a written notice on the

member

(a) setting out the resolution of the committee and the grounds on which it is based; and

(b) stating that the member may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice; and

(c) stating the date, place and time of that meeting; and

(d) informing the member that the member may do either or both of the following:

(i) attend and speak at that meeting;

(ii) submit to the committee at or before the date of that meeting written representations relating to the resolution.

(4) At the meeting of the committee under subsection (2), the committee must

(a) give to the member mentioned in subsection (1) an opportunity to make oral representations; and

(b) give due consideration to any written representations submitted to the committee by that member at or before the meeting; and

(c) by resolution decide whether to confirm or to revoke the resolution of the committee made under subsection (1).

(5) If the committee confirms a resolution under subsection (4), the secretary must, within 7 days after that confirmation, by written notice inform the member of that confirmation and of the member’s right of appeal under section 10.

(6) A resolution confirmed by the committee under subsection (4) does not take effect

(a) until the end of the period within which the member is entitled to appeal against the resolution if the member does not exercise the right of appeal within that period; or

(b) if within that period the member exercises the right of appeal—unless and until the association confirms the resolution in accordance with section 10 (4).

**10 Right of appeal of disciplined member**

(1) A member may appeal to the association in a general meeting against a resolution of the committee that is confirmed under section 9 (4), within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.

(2) On receipt of a notice under subsection (1), the secretary must notify the committee which must call a general meeting of the association to be held within 21 days after the date when the secretary received the notice or as soon as possible after that date.

(3) Subject to the Act, section 50, at a general meeting of the association called under subsection (2)

(a) no business other than the question of the appeal may be transacted; and

(b) the committee and the member must be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and

(c) the members present must vote by secret ballot on the question of whether the resolution made under section 9 (4) should be

confirmed or revoked.

(4) If the meeting passes a special resolution in favour of the confirmation of the resolution made under section 9 (4), that resolution is confirmed.

**Part 2 Committee**

**11 Powers of committee**

The committee, subject to the Act, the regulation, these rules, and to any resolution passed by the association in general meeting

(a) controls and manages the affairs of the association; and

(b) may exercise all functions that may be exercised by the association other than those functions that are required by these rules to be exercised by the association in general meeting; and

(c) has power to perform all acts and do all things that appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

**12 Constitution and membership**

(1) The committee consists of

(a) the office-bearers of the association; and

(b) up to six ordinary committee members; each of whom must be elected under section 13 or appointed in accordance with subsection (4).

(2) The office-bearers of the association are the

(a) president; and

(b) vice-president; and

(c) treasurer; and

(d) the secretary.

(3) Each member of the committee holds office, subject to these rules, until the conclusion of the annual general meeting following the date of the member’s election, but is eligible for re-election. No office bearer should hold the same position for more than three years.

(4) If there is a vacancy in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed holds office, subject to these rules, until the conclusion of the next annual general meeting after the date of the appointment.

**13 Election of committee members**

(1) Nominations of candidates for election as office-bearers of the association or as ordinary committee members must be made in writing, signed by 2 members of the association with the consent of the candidate.

(2) If insufficient nominations are received, any vacant positions remaining on the committee are taken to be vacancies.

(3) If the number of nominations received is equal to the number of vacancies to be filled, the people nominated are taken to be elected.

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

(5) The ballot for the election of office-bearers and ordinary committee members must be conducted at the annual general meeting in the way the committee may direct.

(6) A person is not eligible to simultaneously hold more than one position on the committee.

**14 Secretary**

(1) The secretary of the association must, as soon as practicable after being appointed as secretary, notify the association of his or her address.

(2) The secretary must keep minutes of

(a) all elections and appointments of office-bearers and ordinary committee members; and

(b) the names of members of the committee present at a committee meeting or a general meeting; and

(c) all proceedings at committee meetings and general meetings.

(3) Minutes of proceedings at a meeting must be signed by the person presiding at the meeting or by the person presiding at the next succeeding meeting.

**15 Treasurer**

(1) The treasurer of the association must

(a) collect and receive all amounts owing to the association and make all payments authorised by the association; and

(b) 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.

**16 Vacancies**

For these rules, a vacancy in the office of a member of the committee happens if the member

(a) dies; or

(b) ceases to be a member of the association; or

(c) resigns the office; or

(d) is removed from office under section 17; or

(e) becomes bankrupt or personally insolvent; or

(f) suffers from mental or physical incapacity; or

(g) is disqualified from office under the Act, section 63 (1); or

(h) is absent without the consent of the committee from all meetings of the committee held during a period of 6 months.

**17 Removal of committee members**

The association in general meeting may by resolution, subject to the Act, section 50, remove any member of the committee from the office of member of the committee before the end of the member’s term of office.

**18 Committee meetings and quorum**

(1) The committee must meet at least 3 times in each calendar year at the place and time that the committee may decide.

(2) Additional meetings of the committee may be called by any member of the committee.

(3) Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or any other period that may be agreed on by the members of the committee) before the time appointed for the holding of the meeting.

(4) Notice of a meeting given under subsection (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business may be transacted at the meeting, except business that the committee members present at the meeting agree to treat as urgent business.

(5) Any three members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.

(6) At meetings of the committee

(a) the president or, in the absence of the president, the vice president presides; or

(b) if the president and the vice-president are absent, one of the remaining members of the committee may be chosen by the members present to preside.

**19 Delegation by committee to subcommittee**

(1) The committee may, in writing, delegate to one or more subcommittees (consisting of the member or members of the association that the committee considers appropriate) the exercise of the functions of the committee that are specified in the instrument, other than

(a) this power of delegation; and

(b) a function that is a function imposed on the committee by the Act, by any other Territory law, or by resolution of the association in a general meeting.

(2) Despite any delegation under this section, the committee may continue to exercise any function delegated.

(3) Any act or thing done or suffered by a subcommittee acting in the exercise of a delegation under this section has the same force and effect as it would have if it had been done or suffered by the committee.

(4) The committee may, in writing, revoke wholly or in part any delegation under this section.

(5) A subcommittee may meet as it considers appropriate.

**20 Voting and decisions**

(1) Questions arising at a meeting of the committee or of any subcommittee appointed by the committee are decided by a majority of the votes of members of the committee or subcommittee present at the meeting.

(2) Each member present at a meeting of the committee or of any subcommittee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, if the votes on any question are equal, the person presiding may exercise a second or casting vote.

**Part 3 General meetings**

**21 Annual general meetings—holding of**

(1) With the exception of the first annual general meeting of the association, the association must, at least once in each calendar year and within 5 months after the end of each financial year of the association, call an annual general meeting of its members.

(2) The association must hold its first annual general meeting

(a) within 18 months after its incorporation under the Act; and

(b) within 5 months after the end of the first financial year of the association.

(3) Subsections (1) and (2) have effect subject to the powers of the registrar-general under the Act, section 120 in relation to extensions of time.

**22 Annual general meetings—calling of and business at**

(1) The annual general meeting of the association must, subject to the Act, be called on the date and at the place and time that the committee considers appropriate.

(2) In addition to any other business that may be transacted at an annual general meeting, the business of an annual general meeting is

(a) to confirm the minutes of the last annual general meeting and of any general meeting held since that meeting; and

(b) to receive from the committee reports on the activities of the association during the last financial year; and

(c) to elect members of the committee, including office-bearers; and

(d) to receive and consider the statement of accounts and the reports that are required to be submitted to members under the Act.

**23 General meetings—calling of**

(1) The committee may, whenever it considers appropriate, call a general meeting of the association.

(2) The committee must, on the requisition in writing of not less than 10% of the total number of members, call a general meeting of the association.

(3) A requisition of members for a general meeting

(a) must state the purpose or purposes of the meeting; and

(b) must be signed by the members making the requisition; and

(c) must be lodged with the secretary; and

(d) may include documents providing additional supporting information.

(4) The committee should call a general meeting within one month, and must be within three months, after the date when a requisition of members for the meeting is lodged with the secretary.

**24 Notice**

(1) The secretary must, at least 14 days before the date fixed for the holding of the general meeting, send by electronic mail to each member at the member’s email address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

(2) No business other than that specified in the notice calling a general meeting may be transacted at the meeting.

(3) A member desiring to bring any business before a general meeting may give written notice of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

**25 General meetings—procedure and quorum**

(1) No item of business may be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.

(2) Five members present in person (who are entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.

**26 Presiding member**

The president, or in the absence of the president, the vice-president, presides at each general meeting of the association.

**27 Adjournment**

The person presiding at a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business may be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

**28 Making of decisions**

(1) A question arising at a general meeting of the association is to be decided 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 person presiding that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

(2) At a general meeting of the association, a poll may be demanded by the person presiding or by not less than 3 members present in person or by proxy at the meeting.

(3) If the poll is demanded at a general meeting, the poll must be taken

(a) immediately if the poll relates to the election of the person to preside at the meeting or to the question of an adjournment; or

(b) in any other case, in the way and at the time before the close of the meeting that the person presiding directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

**29 Voting**

(1) Subject to subsection (3), on any question arising at a general meeting of the association a member has 1 vote only.

(2) All votes must be given personally or by proxy but no member may hold more than 5 proxies.

(3) If the votes on a question at a general meeting are equal, the person presiding is entitled to exercise a second or casting vote.

(4) A member or proxy is not entitled to vote at any general meeting of the association unless all money due and payable by the member or proxy to the association has been paid.

**30 Appointment of proxies**

Each member is entitled to appoint another member as proxy in the form set out in Appendix 2. The form is to be provided to the secretary prior to the commencement of the general meeting.

**Part 4 Miscellaneous**

**31 Funds—source**

(1) The funds of the association must be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the association in general meeting and subject to the Act, section 114, any other sources that the committee decides.

(2) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association’s bank account.

(3) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

**32 Funds—management**

(1) Subject to any resolution passed by the association in general meeting, the funds of the association must be used for the objects of the association in the way that the committee decides.

(2) All cheques, drafts and other negotiable instruments must be signed by any two members of the committee, being authorised to do so by the committee.

**33 Alteration of objects and rules**

Neither the objects of the association mentioned in the Act, section 29 nor these rules may be altered except in accordance with the Act.

**34 Custody of books**

Subject to the Act, the regulation and these rules, the secretary must keep in his or her custody or under his or her control all records, books, and other documents relating to the association.

**35 Inspection of books**

The records, books and other documents of the association must be open to inspection at a place in the ACT, free of charge, by a member of the association at any reasonable hour.

**36 Service of notice**

For these rules, the association may serve a notice on a member by sending it by post or email to the member at the member’s address shown in the register of members.

**37 Surplus property**

(1) In the event of the dissolution or winding up of the association any surplus property of the association will be vested in Canberra Two Day Walk Incorporated.

(2) If Canberra Two Day Walk Incorporated is no longer in operation, another qualifying not-for-profit walking organisation will be decided by a simple vote of the majority of members at the time of dissolution or winding up.

**Appendix 1A**

**Application for membership of association AussieWalk IVV Incorporated (Individual)** (incorporated under the *Associations Incorporation Act 1991*)

I,

..................................................................................................................

(*full name of applicant*)

of

..................................................................................................................

(*address*)

..................................................................................................................

(*email*)

apply to become a member of the incorporated association. If I am admitted as a member, I agree to be bound by the rules of the association for the time being in force.

....................................... Date ................................

(*Signature of applicant*)

I, ..................................................................................................................

(*full name*)

a member of the association, nominate the applicant, who is personally known

to me, for the membership of the association.

.......................................

(*Signature of proposer*)

Date ................................

I, ...............................................................................................................

(*full name*)

a member of the association, second the nomination of the applicant, who is

personally known to me, for membership of the association.

.........................................

(*Signature of seconder*)

Date ................................

**Appendix 1B**

**Application for membership of association AussieWalk IVV Incorporated (Walking Club)** (incorporated under the *Associations Incorporation Act 1991*)

I,

..................................................................................................................

(*full name*)

on behalf of

..................................................................................................................

(*full name of walking club*)

of

..................................................................................................................

(*postal address for walking club*)

..................................................................................................................

(*contact email for walking club*)

apply to become a member of the incorporated association. If I am admitted as a club member, I agree to be bound by the rules of the association for the time being in force.

....................................... Date ................................

(*Signature of authorised committee member on behalf of walking club named above*)

I, ..................................................................................................................

(*full name*)

a member of the association, nominate the above walking club, which is personally known to me, for club membership of the association.

....................................... Date ................................

(*Signature of proposer*)

I, ...............................................................................................................

(*full name*)

a member of the association, nominate the above walking club, which is personally known to me, for club membership of the association.

......................................... Date ................................

(*Signature of seconder*)

**Appendix 2**

**Form of appointment of proxy**

I,

..................................................................................................................

(full name)

of

..................................................................................................................

(address)

a member of AussieWalk IVV Incorporated

appoint

..................................................................................................................

(full name of proxy)

of

..................................................................................................................

(address)

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 other general meeting, as the case may be) to be held on

..................................................................................................................

And at any adjournment of that meeting.

\*My proxy is authorised to vote in favour of/against (delete as appropriate)

the resolution (insert details).

.......................................

(Signature of member appointing proxy)

(\*To be inserted if desired.)

Date ................................

Note: A proxy vote may not be given to a person who is not a member of the

association.