

# **FEDERATION OF WESTERN AUSTRALIAN BUSHWALKERS – CONSTITUTION**

(as at September 2006)

## 1. NAME OF INCORPORATED BODY

The name of the Incorporated Body shall be the FEDERATION OF WESTERN AUSTRALIAN BUSHWALKERS - referred to in this Constitution as the Federation.

## 2. OBJECTS

The principal object of the Federation shall be to unite all non-commercial organisations interested in recreational bushwalking, camping, and other related recreational activities, in particular, but without limiting the generality of the principal object.

- (a) To protect the interests of such organisations and to extend the opportunities for participation in their stated recreational activities;
- (b) To provide a centralised source of information on bushwalking, camping, and other related recreational activities;
- (c) To provide guidelines and support for the creation of new groups having all, or part of, these stated objects;
- (d) To promote goodwill and social interaction amongst the individual members of the Federation;
- (e) To strive for the establishment, preservation and wise management of National Parks;
- (f) To promote democratic action for the preservation of recognised wilderness and primitive areas;
- (g) To direct public opinion towards appreciation of the natural environment and the need for its conservation;
- (h) To co-operate with, and to assist other organisations and persons in the promotion of the objects;
- (i) To promote legislative and administrative action for the furtherance of any of these objectives and to oppose any proposed legislative or administrative action that might affect them adversely.

## 3. POWER

The Federation has the power to do all such things as are necessary, incidental, or conducive to the attainment of the objects of the Federation.

## 4. INCOME AND PROPERTY

The income and property of the Federation shall be applied solely towards the promotion of the objects of the Federation and no portion of the income or property shall be paid, transferred, or distributed directly or indirectly to the members of the Federation, provided that nothing shall prevent the payment in good faith of remuneration in return for services actually rendered to the Federation.

## 5. MEMBERSHIP

- (a) Membership of the Federation shall be open to all non-commercial organisations having the same, or similar objects, as stated, and who provide two Delegates to represent their organisation.
- (b) Any such organisation seeking the right to nominate Delegates as members of the Federation shall apply to the Federation for approval. The organisation applying shall:
  - (1) Be prepared to accept the Federation's objects and rules;
  - (2) Have a minimum of ten (10) financial members;
  - (3) Have been in existence for at least twelve (12) months from the date of acceptance of its constitution and rules;
  - (4) Have been actively involved in bushwalking, or other related recreational activity for the same length of time;
  - (5) Have a statement of objectives, or constitution compatible with the Federation's objects and constitution.

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- (c) Applications for approval shall be in writing on the prescribed form, accompanied by a copy of the organisation's accepted constitution and rules, and any current recreational activity program.
- (d) Within a period of three (3) months of receipt of the application, the Federation shall make a decision as to whether to approve or reject the application, and is not required to supply reasons in regards to its decision.
- (e) When an organisation is approved, it shall nominate (in writing), two of its own current financial members, as Delegates to the Federation.
- (f) Nominations for membership of the Federation:
  - (1) Shall be in writing on the prescribed form;
  - (2) Shall be lodged with the Secretary of the Federation
- (g) After a nomination for membership has been accepted, the approved organisation shall pay, within a period of twenty-eight (28) days, the sum payable under this constitution as an annual subscription.
- (h) On payment of the amount referred to in 5(g), within the period stated, the name of the organisation shall be entered on the Register of Members and it shall become a member of the Federation.
- (i) No Delegate may represent more than one organisation, nor may a Delegate who represents an organisation act as a proxy for any other organisation, except where a Delegate is appointed (in writing) to represent an organisation outside the Perth metropolitan area whose Delegates would have great difficulty attending meetings of the Federation.

### 6 CESSATION OF MEMBERSHIP

- (a) An organisation shall cease to be a member of the Federation if it:
  - (1) Ceases to exist as a valid organisation;
  - (2) Resigns its membership in writing;
  - (3) Is expelled from the Federation;
  - (4) Fails to pay its annual subscription by the commencement of the Annual General Meeting.
- (b) A Delegate shall cease to be a nominated Delegate to the Federation if they:
  - (1) Die;
  - (2) Resign from their own organisation;
  - (3) Are expelled from their own organisation;
  - (4) Cease to be a financial member of their own organisation;
  - (5) Are no longer appointed by their own organisation as acting in the capacity of Delegate for that organisation.

### 7. A right, privilege, or obligation which an organisation or Delegate has by being a member of the Federation:

- (a) Is not capable of being transferred or transmitted to another organisation or Delegate;
- (b) Terminates when the organisation or Delegate ceases to be a member of the Federation.

### 8. RESIGNATION OF MEMBERSHIP

- (a) An organisation of the Federation that has fully paid its subscription to the Federation may give one month's notice in writing to the Secretary of their intention to resign. At the end of the period of notice, the organisation shall cease to be a member.

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- (b) Where an organisation of the Federation ceases to be a member in accordance with 8 (a), and in every other case where an organisation ceases to be a member, the Secretary shall record the date on which the membership ceased, in the Register of Members.

### 9. REGISTER OF MEMBERS

- (a) The Secretary of the Federation shall establish and maintain a Register of Members in which is recorded the name and address of each organisation that is a member of the Federation, and the date on which that organisation became a member. The register shall also contain provision for recording the date of cessation of membership.
- (b) The Register of Members shall be in the control and custody of the Secretary, and shall be available for inspection by any member of the Federation.

### 10. FEES AND SUBSCRIPTIONS

- (a) A Delegate is not liable for the payment of any fee or subscription, but the organisation which nominated the Delegate shall pay an annual subscription, the amount of which shall be determined each year by the Federation on or before the 1st of July.
- (b) After setting the annual subscription, the Federation shall inform each organisation in writing of its subscription for the following year.
- (c) Membership fees shall fall due on the 1st July, or on the date an organisation is approved. The financial year for the Federation shall be from the 1st July to 30th June.
- (d) Any organisation admitted to membership after 31st December in any year shall be required to pay a subscription as determined by the Federation, which will carry them through till the 30th June of that financial year.
- (e) An organisation's membership shall lapse if:
  - (1) The Federation cancels Its approved status;
  - (2) The organisation fails to pay the annual subscription by the commencement of the Annual General Meeting, or within twenty-eight days of the granting of its approved status.
- (f) Organisations which forfeit their membership of the Federation as in (9) (e) (2) may be reinstated by the Federation on receipt of the overdue subscription.

### 11. HONORARY LIFE MEMBERS

- (a) Honorary life membership (non-voting) may be conferred on an individual person, Delegate or otherwise, past or present, in appreciation of exemplary service to the Federation
- (b) The conferring of honorary life membership on any individual person shall require a special resolution at a general meeting of the Federation.
- (c) The number of honorary life members shall not exceed ten (10) at any one time, and their names shall be recorded by the Secretary in an Honorary Life Membership Register.

### 12. MEMBER'S LIABILITIES

The members of the Federation shall have no liability to contribute towards the payment of the debts and liabilities of the Federation, or the costs, charges, and expenses of the winding up of the Federation, should this arise.

### 13. SUSPENSION OR EXPULSION

- (a) Any organisation or Delegate of the Federation whose conduct in the opinion of a majority of Delegates to the Federation, is prejudicial to the interests of the Federation, may be suspended or expelled by a majority vote of the Federation, at a meeting called for that purpose.
- (b) The Delegates representing the organisation, or the Delegate whom it is proposed to suspend or expel, may attend such meeting for the purpose of being heard, and to offer an explanation for their alleged conduct.

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### 14. RIGHT OF APPEAL

Any organisation, or Delegate, who wishes to appeal against a decision expelling them from membership or otherwise, may do so at the next general meeting of the Federation.

### 15. OFFICE BEARERS

- (a) The Federation shall consist of a minimum of three (3) approved organisations having two (2) appointed Delegates each.
- (b) The office bearers of the Federation shall be the:
  - (1) President
  - (2) Secretary
  - (3) Treasurer
  - (4) Other positions which may be created as necessary from time to time.
- (c) Delegates shall be elected to these positions at an Annual General Meeting, or if positions need to be created for special purposes at other times, may be appointed by a majority of Delegates at a general meeting of the Federation.
- (d) Each elected office bearer, or appointed office bearer shall hold office from the date of their election or appointment until the next Annual General Meeting. Retiring office bearers are eligible for re-election
- (e) In the event of a casual vacancy occurring in the elected office bearers, Delegates shall appoint one of their number to fill the vacancy as soon as possible after the vacancy occurs. Any Delegate so appointed shall hold office, subject to these rules, until the next Annual General Meeting.
- (f) No Delegate shall be elected, or appointed to more than one position of office at any time.

### 16. ELECTION OF OFFICE BEARERS

- (a) Nominations of candidates for election as office bearers of the Federation shall be submitted at the Annual General Meeting, or in such other ways as may be determined by the Federation at a general meeting.
- (b) If insufficient nominations are received to fill all vacancies, the candidates nominated shall be deemed to be elected, and further nominations for the remaining vacant positions may be called for.
- (c) If insufficient further nominations are received, any vacant positions remaining, shall be deemed to be casual vacancies.
- (d) If the number of nominations received is equal to the number of vacancies to be filled, the candidates nominated shall be deemed to be elected.
- (e) If the number of nominations received exceeds the number of vacancies to be filled, a secret ballot shall be held.
- (f) The ballot for the election of office bearers at the Annual General Meeting shall be conducted in such usual and proper manner as the Federation may direct.
- (g) In a ballot for the election of office bearers, the candidate who obtains a simple majority shall be elected.

### 17. CASUAL VACANCIES

A casual vacancy occurs if an office bearer.

- (a) Dies;

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- (b) Ceases to be a Delegate, or becomes an unfinancial member of the organisation which appointed them as a delegate to the Federation.
- c) Is removed from office under section 18.
- d) Is absent without the consent of a majority of Delegates, from all meetings held within a period of three months.

### 18. REMOVAL OF OFFICE BEARER

The Federation, in a general meeting of Delegates may, by resolution, remove any office bearer from office before the expiration of the office bearers' term of office.

### 19. MEETINGS AND QUORUM

- (a) The Delegates shall meet as often as necessary to conduct the affairs of the Federation, but not less than once in each three (3) months.
- (b) Additional meetings of the Federation may be convened at any time by the President, or any two Delegates of the Federation.
- (c) Notice of Federation meetings shall be given at the previous meeting or by such other means as the Federation may decide upon.
- (d) Any four (4) Delegates constitute a quorum for the transaction of the business of the meeting of the Federation, provided they represent at least three (3) organisations.
- (f) No business shall be transacted by the Federation unless a quorum is present. If a quorum is not present within thirty (30) minutes of the time appointed for the meeting, the meeting shall be dissolved.
- (g) At a meeting of the Federation, the President, or in the President's absence, a chair-person elected from the Delegates shall preside.
- (h) The Federation shall decide its own meeting procedures.
- (i) The Federation shall take whatever action it considers desirable to keep organisations informed of the activities of the Federation.

### 20. DELEGATION TO A SUB-COMMITTEE

- (a) The Federation may, from time to time, delegate to a subcommittee some of the functions of the Federation in the furtherance of the objects of the Federation. The chair-person of any sub-committee must be a Delegate of the Federation.
- (b) The chair-person of a sub-committee shall report on the sub-committee's activities from time to time, at the direction of the Federation.
- (c) A sub-committee may co-opt any person to assist it. Such persons, when not members of the Federation shall be granted special membership of the Federation. The person will be known as a co-opted member.

Co-opted membership has the following conditions attached:

- (1) The person shall not be entitled to vote as a member of the Federation;
  - (2) The person may vote only at sub-committee meetings to which the person is co-opted;
  - (3) The Secretary shall maintain a Register of co-opted members.
- (d) The Federation may revoke, wholly or in part, any delegation under this rule.
  - (e) A sub-committee may meet and adjourn as it thinks proper.

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- (f) A sub-committee shall maintain records of its meetings and submit a report to the Federation for approval of its activities.

### 21. VOTING AND DECISIONS

- (a) Matters arising at a meeting of the Federation shall be determined by a majority vote of the Delegates present at the meeting.
- (b) Matters arising at a sub-committee meeting shall be determined by a majority vote of sub-committee and co-opted sub-committee members present at the meeting.
- (c) Each Delegate present at a meeting of the Federation (including the person presiding at the meeting) is entitled to one vote. In the event of an equality of votes on any matter, the person presiding may exercise a casting vote.
- (d) Each sub-committee member or co-opted subcommittee member present at a meeting of the sub-committee (including the person presiding at the meeting) is entitled to one vote. In the event of an equality of votes on any matter, the person presiding may exercise a casting vote.

### 22. ANNUAL GENERAL MEETINGS - HOLDING OF

- (a) The Federation shall, within four (4) months of the expiration of the Federation's financial year, convene an Annual General Meeting of its members.
- (b) The Federation shall hold its first Annual General Meeting:
  - (1) Within the period of eighteen (18) months after its incorporation;
  - (2) Within the period of four (4) months after the expiration of the first financial year of the Federation.

### 23. ANNUAL GENERAL MEETINGS CALLING OF, AND GENERAL BUSINESS

- (a) The Annual General Meeting of the Federation shall be convened within four (4) months of the end of the financial year at such place and time as the Federation thinks fit.
- (b) In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting shall be:
  - (1) To confirm the Minutes of the last Annual General Meeting and of any special general meetings held since that meeting;
  - (2) To receive reports about the activities of the Federation during the preceding financial year;
  - (3) To elect office bearers of the Federation;
  - (4) To receive and consider a statement from the Federation's Auditor which gives a fair understanding of the Federation's income and expenditure in the last financial year, its assets and liabilities and other relevant financial matters.

### 24. SPECIAL GENERAL MEETINGS - CALLING OF

- (a) A Special General Meeting may be called in one of the following ways:
  - (1) By resolution of the Federation.
  - (2) By petition in writing signed by at least 10% of the Delegates of the Federation, and stating the business of the meeting requested. A special General Meeting called pursuant to a petition shall be held within thirty (30) days following the receipt of the petition by the President.
- (c) At the request of the President.
- (d) By resolution at a previous Annual General Meeting or Special General Meeting.

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### 25. VOTING

- (a) Upon any question arising at a general meeting of the Federation, a Delegate has one (1) vote only.
- (b) All votes shall be given personally, or by proxy, but no Delegate may act as a proxy for any organisation other than the one that appointed the Delegate, except where the Delegate has been appointed to represent an organisation based outside the Perth metropolitan area.
- (c) In the event of an equality of votes at a general meeting, the chairperson is entitled to exercise a casting vote.
- (d) A Delegate, or a proxy is not entitled to vote at any general meeting of the Federation unless all the monies due by the organisation which the Delegate represents has been paid.

### 26. APPOINTMENT OF PROXIES

- (a) Each organisation is entitled to appoint proxies in place of any, or all of its appointed Delegates, by notice given to the Secretary immediately prior to commencement of the meeting for which the proxy is appointed.
- (b) A person appointed as a proxy must qualify as a member of an approved organisation.
- (c) A proxy may not represent any more than one (1) appointed member of their own organisation.

### 27. FUNDS - SOURCE

- (a) The funds of the Federation shall be derived from the subscriptions of organisations, donations, levies, grants, bequests, and other such sources as the Federation determines.
- (b) All monies received by the Federation shall be deposited as soon practicable, and without deduction, to the credit of the Federation bank account.
- (c) The Treasurer shall as soon as practicable after receiving any monies, issue an appropriate receipt.

### 28. FUNDS - MANAGEMENT

- (a) Subject to any resolution passed by a meeting of the Federation, the funds of the Federation shall be used in the pursuance of the objects of the Federation in such manner as the Federation determines.
- (b) Payments shall be by cheque signed by any two of the President, Treasurer, or Secretary.
- (c) Major or unusual expenditure shall be authorised in advance by a meeting of the Federation.
- (d) The financial records of the Federation shall be audited annually, and an auditor shall be appointed at the Annual General Meeting. The auditor shall examine all accounts, vouchers, receipts, books, etc and furnish a report on the audit to the Annual General Meeting.
- (e) An auditor shall not be a Delegate, or closely related to a Delegate to the Federation.
- (f) Subject to the following paragraph (g), notice of intention to nominate an auditor to replace the current auditors shall be given to the Secretary at least twenty one (21) days before the Annual General Meeting. The Secretary shall send a copy of the nomination to the current auditor at least seven (7) days before the Annual General Meeting. The current auditor shall be entitled to attend, and if they so wish, be heard at the Annual General Meeting
- (g) When the current auditor submits their resignation, or notifies the Secretary of their intention not to seek re-election as auditor, paragraph (f) above shall not apply.
- (h) The Federation may establish one or more special purpose accounts under the control of sub-committees subject to the provisions of paragraphs (a), (b), and (c) above.

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### 29. ALTERATION OF CONSTITUTION

This Constitution may only be altered, rescinded, or added to by a special resolution of the Federation.

- (a) The common seal of the Federation shall be kept in the custody of the Secretary.
- (b) The common seal shall not be affixed to a document without the approval of the President, and shall be attested by the signatures of any two of the Federation's office bearers

### 31. INSPECTION OF BOOKS

The records, books, and other documents of the Federation shall be open for inspection by any Delegate of the Federation at any reasonable time.

### 32. SERVICE OF DOCUMENTS AND NOTICES

- (a) For the purposes of this Constitution, a notice may be served by, or on behalf of the Federation on any Delegate, or sub-committee member personally, or by such other means as the Federation may decide upon.
- (b) Where a document or notice is sent by prepaid post, it shall be deemed to have been delivered two (2) days after the date of posting

### 33. PAYMENT OF OFFICE BEARERS, DELEGATES, AND SUB-COMMITTEE MEMBERS

- (a) An office bearer, Delegate, or sub-committee member shall not be appointed to any salaried office of the Federation, and no remuneration or other benefit shall be given by the Federation except
  - (1) For repayment of out-of-pocket expenses;
  - (2) For interest on money lent to the Federation at a rate no greater than would be charged by the Federation's bankers for the money;
  - (3) For reasonable and proper rent for the premises let to the Federation.

### 34. VACATION OF OFFICE

Without limiting the operation of rule 18, the office of a Delegate of the Federation shall become vacant if:

- (a) The Delegate holds an office of profit in the Federation;
- (b) The Delegate is directly or indirectly interested in any contract or proposed contract with the Federation

### 35. DISSOLUTION

- (a) The Federation may at any time, with the consent of 75% of the Delegates present at a Special Meeting called for the purpose, be dissolved.
- (b) If upon the dissolution, or winding up of the Federation, there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to, transferred, or distributed amongst the Delegates. It shall be given to some association, institution, or body having objects similar, wholly, or in part to the objects of this Federation.

### 36. ALTERATION OF CONSTITUTION

- (a) No alteration, addition, or amendment of this Constitution shall be made, unless and until carried by a resolution at any Special Meeting called for such purpose, by 75% of the Delegates present.
- (b) Notice of any proposed addition, alteration, or amendment shall be delivered in writing to the President at least thirty (30) days prior to the appropriate Special Meeting, and shall be included in full in the notice of the business of the meeting given in writing to each Delegate at least fourteen (14) days before the meeting.

**IT IS HEREBY CERTIFIED THAT THIS AND THE PRECEDING SEVEN PAGES ARE A TRUE AND CORRECT COPY OF THE CONSTITUTION OF THE FEDERATION OF WESTERN AUSTRALIAN BUSHWALKERS INC.**