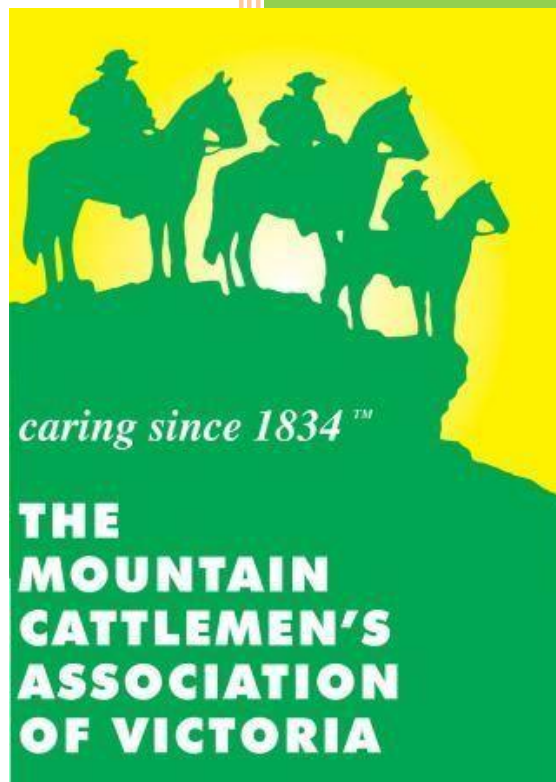


By-laws and operating procedures



MCAV

Version 1.1 – XXXXX 2020

MCAV Inc. By-Laws and Operating Procedures

Contents

1.	Authority for By-Laws	2
2.	Governance and Management.....	2
3.	Committees	3
4.	Board Member Allowances	5
5.	Paid employees	5
6.	Insurance Policies	6
7.	Contingency reserves	6
8.	Representation of Members at General meetings	7
9.	Annual Report.....	7
10.	Electronic Communication	7
11.	Privacy and custody of member details.....	7
12.	Inspection of records.....	8
13.	Fee Structure	8
14.	Direct communications with members	8
15.	Events.....	8
16.	Assistance for the establishment of new Branches.....	9
17.	Logos	9
18.	Publications of MCAV Inc.	9
19.	Media statements	10
20.	Advertising.....	10
21.	Sale of Merchandise	10
22.	Acceptance of Sponsorship	10
23.	Product Endorsement and Brand Licensing	10
24.	Membership of Other Organisations.....	11
25.	Donations to Other Organisations.....	11
26.	Definitions and Abbreviations	11
27.	Document Control Register	12

MCAV. By-Laws and Operating Procedures

1. Authority for By-Laws

By-laws may be created and amended in accordance with Rule 43 (3) of the Rules of Association as follows:-

- (1) Subject to the provisions set down in, and governed by, these Rules, the Association shall conduct its affairs and business in accordance with the provisions of the Association's By-laws.
- (2) The Board of Management (formerly Central Council) shall make and amend the By-laws as needed for the conduct of the affairs and business of the Association. No new By-law shall be made or an existing By-law amended except upon notice of motion being duly given and appearing on the notice paper calling the next Board meeting.
- (3) A record shall be kept by the Secretary of each new or amended By-law indicating the date of creation or amendment.

2. Governance and Management

The MCAV Board is responsible to the Members for the effective governance and operation of the Mountain Cattlemen's Association of Victoria (MCAV) and in this regard has legal and ethical obligations imposed on it by the Rules of Association and the Act.

The Board cannot delegate these fundamental obligations and responsibilities. However, Rule 44 allows the Board to delegate such of its powers and functions as it thinks fit. The Board is still ultimately responsible and must ensure such delegations of authority are appropriate and properly carried out.

Delegation is to enable authorised persons (Office holders, Conveners and other individuals) to expeditiously perform the duties of their role and ensure decisions are made to facilitate the day to day operation of MCAV in the best interests of its members. In exercising discretion and making decisions authorised persons will do so in accordance with the:-

- Rules of Association of MCAV
- these By-laws
- MCAV Board approved policies
- operating procedures, manuals, guidelines, terms of reference or other operational plans that have been approved by the MCAV Board
- any specific instructions or delegation of authority given by the MCAV Board

If a matter is outside the established policies, procedures, guidelines or operational practices of MCAV, or is considered by an authorised person to be urgent and needing resolution prior to the next scheduled meeting of the MCAV Board, a decision resolving the matter can be

made by consultation and agreement between a minimum of three members of the Board of whom two must be an Executive of MCAV. Details of the decision must be documented, tabled at the next Board meeting, and confirmed and recorded in the minutes of that meeting. Decisions requiring the expenditure of more than \$2,500 can only be made at a Board meeting. (Get Together expenses, must adhere to their budget approved by the board.)

If such a matter is likely to be a recurring one, then the authorised person should prepare a recommendation to the Board as to the appropriate form of delegation that is required to ensure the effective operation of MCAV.

2.1. Specific delegations of authority by the Board of Management

2.1.1. Conveners of standing committees may sign outgoing correspondence in the name of MCAV provided it is consistent with Board approved policy and procedures relating to the activities of the committee or is of a minor routine nature.

2.1.2. The Editor of the Voice of the Mountains or newsletter of MCAV or its committees, after considering the best interests and objectives of MCAV has the authority to determine whether advertising and editorial material submitted for publication will be accepted. If there is any doubt the Editor will consult with the President, Vice President, Secretary or relevant Convener.

2.1.3. The Content Manager of the MCAV Website, after considering the best interests and objectives of MCAV, has the authority to determine whether links to other sites, advertising or material submitted for publication will be accepted. If there is any doubt the Content Manager will consult with the President, Vice President or Secretary.

2.2. The Board of Management, by resolution at a Board meeting, has the authority to overturn any decision(s) made by Standing or Special Committees or other persons to whom authority has been delegated if the Board consider the decision did not comply with the Rules, By-laws, policies or objectives or was not in the best interests of MCAV.

3. Committees

Committees of MCAV are committees established by the Board of Management under the authority of Rule 43 (4b) and must operate within the provisions of that Rule.

3.1. Standing Committees.

These are committees tasked with managing specific ongoing functions of MCAV as determined by the Board. The Board may also direct a Standing Committee to draft, for Board consideration, policies or recommended actions related to the objectives and strategic direction of MCAV.

- 3.1.1. Membership of Standing Committees shall consist of a Convener appointed by the Board, and any other members as determined by the task requirements of the committee or as the Board may decide.
- 3.1.2. Standing Committees, unless otherwise directed by the Board, shall meet on a regular basis but no less than four times each year.
- 3.1.3. Standing Committees shall develop operating procedures, keep minutes of meetings and provide the MCAV Secretary with a copy as soon as possible after each meeting.
- 3.1.4. All policies developed by Standing Committees shall be reviewed, up-dated and submitted for Board approval at least once every two years.
- 3.1.5. Subject to Board approval, Standing Committees may source funds for their operations from outside sources, e.g. grants and donations.
- 3.1.6. Standing Committees shall prepare and submit an annual budget to the MCAV Treasurer for consideration in the MCAV budget process.

3.2 Special Committees.

These are temporary committees established by the Board to deal with specific matters.

- 3.2.1. Terms of reference and membership of Special Committees shall be determined by the Board
- 3.2.2. Each Special Committee shall keep minutes of meetings and provide to the MCAV Secretary a copy as soon as possible thereafter including a report on any resolutions.
- 3.2.3. Each Special Committee shall be required to present a report to the board for approval of final recommendations.

3.3 Committee quorum.

A quorum for a committee shall comprise the Convener and two other committee members.

3.4 Get Together

- 3.4.1. MCAV Get Together shall be managed by a standing committee (the G2G Committee) established under Rule 43(4b).
- 3.4.2. Members of the G2G committee and all other G2G volunteers shall be persons who are:-

- members of the MCAV

- individual/supporter members of MCAV
- Paid employees of MCAV

3.4.3 All G2G volunteers shall meet the criteria for skills and experience relevant to their roles, as specified by the G2G Committee.

4. Board Member Allowances

- 4.1 The Board member allowance shall be set at the Annual General Meeting.
- 4.2 The Executive committee members may receive an allowance that reflects their contribution.
- 4.2 In the event that a motion setting new allowance rates is not passed at the Annual General Meeting the Board will determine the annual fees at its next meeting.
- 4.3 The payments may include board members fees, reimbursement for travel, private telephone and internet access and other out of pocket reimbursements

5. Paid employees

- 5.1 Recruitment and appointment of paid employees.
- 5.1.1 A decision to recruit staff must be considered within the business plan and budget. Position description, prerequisites, selection criteria and salary range must be agreed by the Executive Committee. Candidates will be advised of:-
- job description and duties
 - prerequisites
 - selection criteria
- 5.1.2 A selection panel will be convened to assess all candidates against the agreed selection criteria. The selection panel is, in all cases, the Executive Committee.
- 5.1.3 Within the requirements of the prerequisites there will be equal opportunity given to each applicant to demonstrate how well they meet the selection criteria.
- 5.1.4 Conditions of employment must comply with all relevant laws and the salary must be approved by the Board.
- 5.1.5 The letter of offer of appointment to the successful applicant must be consistent with the conditions of employment and salary approved by the Board and must be signed by the MCAV Secretary.
- 5.2 Office Manager and other MCAV employees

- 5.2.1 The Office Manager shall report to the Secretary and perform duties as approved by the Executive in consultation with the Board.
- 5.2.2 The Secretary may establish work priorities and / or give direction to the Office Manager.
- 5.2.3 All other employees shall report to the Office Manager and perform duties as approved and /or directed by the office manager in consultation with the Secretary. The Office Manager shall consult with the Secretary in regard to directing priorities to any other employee.

6. Insurance Policies

- 6.1 MCAV shall on behalf of Members enter into an insurance policy with a recognised insurer for the purpose of protecting the MCAV from public liability and damages claims.
- 6.2 MCAV may on behalf of Members enter into an insurance policy with a recognised insurer for the purpose of insuring against the risk of personal injury.
- 6.3 MCAV may on behalf of Members enter into an insurance policy with a recognised insurer for the purpose of insuring against the risk of volunteer workers.
- 6.4 MCAV may on behalf of Members enter into an insurance policy with a recognised insurer for the purpose of insuring against the risk of event cancellation.
- 6.6 All enquires and correspondence regarding claims or interpretation of insurance policies are to be directed to the Secretary with a copy to the Office Manager.
- 6.7 The Board shall arrange other insurance policies to cover the loss of equipment or other property, indemnify Officers, Board members and conveners and manage the risk associated with publications or the provision of advice.

7. Contingency reserves

- 7.1 MCAV must establish an identifiable sub account with sufficient funds to cover events that could have a serious financial impact on the organisation's finances. Such events include but are not limited to:-
 - Loss of relatively low cost office accommodation.
 - Large increase in insurance premiums
 - Cancellation of a Get Together
 - Litigation
- 7.2 As part of the budget process the Treasurer will prepare a recommendation for Board approval as to the amount of contingency funds for the next financial year.

8. Representation of Members at General meetings

- 8.1 Each Branch shall be entitled to have two representatives attend and vote at general meetings as per rule 18.3.
- 8.2 Other representatives of Grazing Members and representatives of Associate Members may attend and participate in general meetings but will have no voting right.

9. Annual Report

- 9.1 The Secretary shall arrange the preparation and publication of an Annual Report which will include financial statements, details of activities of MCAV, and names of Board members and attendance at meetings.
- 9.2 The Annual Report shall be made available to all members and placed on the MCAV website and will be published in the *Voice of the Mountains*.

10. Electronic Communication

Where in accordance with Rule 34 (c) a notice or other document is to be sent to a Member or returned to MCAV by electronic means the sender shall retain a record of the document and time and date of transmission.

11. Privacy and custody of member details.

11.1 Privacy Policy Statement:

Personal information collected by MCAV is not traded, sold, or licensed. Personal information provided by any member or person, that identifies that person, will not be used/disclosed for any purpose other than the purpose of the transaction the member or person has entered into (e.g. membership of MCAV subscribing to a newsletter or magazine directly receiving information from MCAV or making enquiries by email) unless such a disclosure is required or authorised by law.

Some personal information that MCAV may collect, such as gender, age and address details, will only be used in ways that cannot identify individuals, to provide collated data such as age and gender demographics, or information required for insurance purposes.

Branch contact details will be made available by MCAV in response to enquiries about how to contact branches, or to more generally provide contact information about branches.

MCAV has procedures in place to ensure the security of personal information. This may include the use of blind copies in group emails and password protected data bases.

Members and persons have the right to access, correct and subject to the Act require to be deleted, any information about them that has been collected by MCAV. To do so; the member or person should contact the MCAV Secretary in writing.

12. Inspection of records.

- 12.1 Inspection of the records of MCAV may be arranged during MCAV business hours by arrangement with the Secretary.
- 12.2 To access and copy the member register a person must satisfy the Secretary that:-
 - they are a financial individual/supporter member of MCAV
 - the purpose for requesting the information is a legitimate purpose related to the operation of MCAV or in exercising their rights under the Rules and sign an undertaking or declaration as to the purpose of the request and that they will not disclose the information to a third party for any reason.

13. Fee Structure

- 13.1 The annual fees shall be set according to Rule 11(1)
- 13.2 In the event that a motion setting new fees is not passed at the Annual General Meeting the Board will determine the annual fees at its next meeting.
- 13.3 The fee structure may define, different components of fees such as membership, insurance or special Levies and set different fees or components for Grazing Members and Associate Members.
- 13.4 Definitions for calculation of Member fees.
 - 13.4.1 An adult is defined as a person, who has reached the age of eighteen years.
 - 13.4.2 An associate member is any person who is a member, except where the MCAV admits membership of a group of adults and children as a family unit in which case each adult covered by the family membership is counted as a member.

14. Direct communications with members

- 14.1 Communication directly to members will be controlled to prevent members being inundated with excessive or trivial information and will be subject to strict protocols including:-
 - communications will be authorised and signed by the President or Secretary.
 - Regular newsletters or "E" letters will be subject to editorial control and guidelines formulated by the Board

15. Events

- 15.1 Events such as the annual Get Together will be planned and carried out in accordance with the current edition of the MCAV Get Together Manual.

- 15.2 Events are to be planned to make a surplus, after the payment of all relevant expenses. This will require the charging of a reasonable attendance fee, after taking into consideration the effort and costs incurred by the organisation
- 15.3 The surplus is to be used by MCAV for the organisation's operations. Where an event is organised by more than one entity, the organisations concerned are to negotiate and agree on the sharing arrangements

16. Assistance for the establishment of new Branches

- 16.1 The Board may assist the establishment of new MCAV branch by way of providing an establishment grant to a person or persons applying for such a grant.
- 16.2 Grants shall be of an amount sufficient to cover the reasonable costs of hiring a venue for the initial meeting called to form the branch.

17. Logos

Members of the MCAV will be strongly encouraged to use the words "Member of MCAV" and the MCAV logo on websites, publications and letter-heads to advertise that they are a member of MCAV.

18. Publications of MCAV Inc.

- 18.1 Official publications will display the Mountain Cattlemen's Association of Victoria Inc. name, registration number, Australian Business Number and where appropriate the registered MCAV logo.
 - 18.1.1 The MCAV Website is deemed to be a publication for the purposes of these By-laws.
 - 18.1.2 The MCAV Voice of the Mountains journal and Yarners newsletter are deemed to be a publication for the purpose of these By-laws.
- 18.2 Where possible, publications are to be funded from sources other than member funds e.g. grants, donations or sponsorship.
- 18.3 The final content and expenditure for publications except for any regular magazine or newsletter of MCAV or its committees, and the MCAV Website must be approved by the Board.
- 18.4 In the interests of promotion of the alpine grazing, the MCAV will generally not seek payment of a fee for the use of material contained in its publications, provided the use of any such material is acknowledged, together with an appropriate disclaimer against incorrect information. Members of the MCAV and other interested persons will be provided with free access to Yarners on the MCAV website.
- 18.5 A register including sample copies of official publications of MCAV will be maintained by the Office Manager.

- 18.6 The MCAV shall retain copyright ownership of all publications issued in its name, unless otherwise approved by the Board.

19. Media statements

All media statements in the name of MCAV, or any of its committees, sections or groups must be consistent with MCAV objectives, strategic aims and policy positions. Such statements unless specifically otherwise authorised must be approved by the President, Vice President or Secretary before release and, unless specifically otherwise authorised, must be made in the name of the President or Vice President.

Spokespeople for the MCAV are determined by the Board. Only the President, Vice President and nominated spokespeople may speak on behalf of the MCAV to media or local, state or federal authority.

20. Advertising

20.1 Paid advertising for inclusion in any regular publication of MCAV or its committees will be accepted provided that all such material submitted for inclusion is, consistent with the objectives of the MCAV.

20.2 The Editor of any regular magazine or newsletter of MCAV or its committees shall have the authority to accept or reject advertising material submitted for publication.

20.3 All advertising rates are to be set by the MCAV Board on the recommendation of the Treasurer.

21. Sale of Merchandise

21.1 The MCAV may engage in the sale of merchandise that supports the objectives of MCAV.

21.2 Items of merchandise to be offered for sale on behalf of the MCAV must be recommended by the Merchandise officer and approved by a nominated Board delegate.

21.3 The sale price of all items of merchandise must be recommended by the Merchandise Officer and approved by the nominated Board delegate.

22. Acceptance of Sponsorship

Sponsorship from commercial and other organisations may be sought for events and accepted if in the opinion of the Board it supports the objectives of MCAV.

23. Product Endorsement and Brand Licensing

The MCAV shall consider partnerships to endorse commercial products (implied or actual) and/or brand licensing agreements with manufacturers to strengthen and enhance the MCAV identity and provide a revenue stream.

24. Membership of Other Organisations

The MCAV, with Board approval, shall be able to affiliate with other organisations whose purposes are sympathetic to those of MCAV.

24.1 Appointment of Delegates/Representatives to other organisations

Delegates or Representatives to other organisations must be approved by the Board and have any continuing appointment confirmed at the first Board meeting after the Annual General Meeting.

The Secretary will keep a register of such delegates/representatives which will be made available to members on request and published in the Annual Report.

25. Donations to Other Organisations

Donations may be made to other organisations that in the opinion of the Board have purposes that are sympathetic to those of the MCAV.

26. Definitions and Abbreviations

Act	Associations' Incorporation Reform Act 2012
Authorised Person	Any person to whom the Board delegates authority to perform specific functions or otherwise act on behalf of MCAV e.g. Conveners, Editor.
Board	Board of Management of the MCAV Inc.
Board Member	A Board Member is not an employee of the MCAV.
Employee	An employee of the MCAV is not a member of the Board.
Executive	President, Vice President, Secretary and Treasurer
MCAV	Mountain Cattlemen's Association of Victoria Inc.
Office holder	As defined by Section 82 of the Act
Recognised Insurer	An insurer that the Treasurer of the MCAV has verified meets the financial security requirements of the Broker recommending the insurance product.
Rules	Rules of Association of MCAV Inc.

27. Document Control Register

Version	Paragraph	Description	Date of Board Approval
1.0		Adopted blyaws.	Feb 19, 2019
1.1			