

# OutdoorsSA



**Constitution  
11 May 2018**

This is the annexure marked 'A' referred to in the statutory declaration of Andrew  
Craig Govan

made on the 5 day of July 2018

Before me \_\_\_\_\_

## Preamble

This Constitution enshrines the governing framework for the proper and responsible stewardship and operations of Outdoors SA as an incorporated association.

Outdoors SA believes in:

- Equity of access to outdoor experiences.
- Supporting the growth and importance of outdoor adventure activities
- The intrinsic worth of all natural environments; and
- Getting people active in the outdoors and the value of outdoor experiences for healthy mind and body;

## Definitions

In these Rules and any amendment hereto made in accordance with the provisions hereof unless the context is inconsistent with such interpretation:

**Association** refers to Outdoors SA as an organisation.

**“The Act”** is to mean the Acts Incorporation Act 1985

**Outdoor Adventure Activities** refers to activities such as paddling a SUP, surfboard, kayaking, canoe, bushwalking, orienteering, rogaining, riding a horse or bike, climbing, bouldering, challenge courses, team building challenges, and underwater type activities conducted for outdoor education, tourism and recreation. But not in a competitive sporting environment.

**Board** means the members that are founding or elected members to manage the affairs of the Association as outlined in Rule 5.

**Members** are those organisations or people referred to in Rule 4.

**Affiliated organisations** are the organisations that the Association are aligned with due to a similar purpose but a membership is not required to interact or associate.

**Outdoor industry** means the organisations or individuals that train people and the delivery of outdoor adventure activities to groups and the public.

**Outdoor Education** is the provision of education in an outdoor setting with outdoor adventure activities delivered to students.

**Outdoor Recreation** means the adventurous outdoor activities that are non-competitive and primarily undertaken for the participant’s enjoyment in their own free time.

**Outdoor Setting** means the landscapes in which outdoor activities take place.

**Writing** refers to traditional documentation or formal electronic communication.

**Terms and Conditions** are formal policies and procedures in which the association will operate and the Board will manage the association.

# Rules

## 1. Name of Association

- 1.1.1. The name of the Association is **Outdoors SA (OSA)** Incorporated.

## 2. Mission

- 2.1.1. As the peak representative body for outdoor adventure activities in South Australia, we strive to increase safe participation in outdoor adventure activities by increasing government support and improving the levels of professionalism, safety and understanding of the benefits of the outdoor industry. At all times OSA is to act on behalf of, and in the interest of, its members.

## 3. Objects

### 3.1. Representation and collaboration

- 3.1.1. Outdoors SA strives to bring together the people and organisations that deliver outdoor adventure activities under the categories of outdoor recreation, outdoor education, adventure tourism and adventure therapy.
- 3.1.2. Assist and collaborate with outdoor industry providers to develop and communicate a unified message to the government and wider community.
- 3.1.3. Connect South Australia with other States through the Outdoor Council of Australia, Australian Camps Association and other National Outdoor specific organisations. To give South Australia a voice in outdoor policy and decision making at the National level.

### 3.2. Advocacy

- 3.2.1. To support and advise on government policies, strategies and projects to encourage positive participation in outdoor adventure activities.
- 3.2.2. To support advise other state related bodies regarding outdoor adventure activities specifically.
- 3.2.3. To support and influence the planning and management of our Outdoor spaces to protect and promote the needs of the public and the outdoor sector in South Australia.

### 3.3. Quality and industry improvement

- 3.3.1. To work with industry providers and help facilitate the development of national standards such as the Australian Adventure Activity Standards and working to align the tourism and education sectors with these standards.
- 3.3.2. To support the outdoor industries professional growth by increasing training in the state, encouraging increased standards compliance, improving land access and improving funding for outdoor associations.
- 3.3.3. To facilitate the provision of better quality training programs for outdoor providers and practitioners.
- 3.3.4. To work towards establishing a national leadership register that will support the industry in transferability of skills.

### **3.4. Research and Benefits**

- 3.4.1. To raise awareness in the government and wider community about the value and benefits of participation in outdoor adventure activities.
- 3.4.2. To promote the physical and mental health benefits of outdoor adventure activities.
- 3.4.3. To undertake and support research activities that will promote best practice when delivered in Outdoor Adventure Activities.

## **4. Membership of the Association**

### **4.1. Summary**

- 4.1.1. Membership is limited to individuals and organisations that commit to support the growth of the Association, its Mission and its Objects. Membership is gained via application to the association and payment of a membership fee on an annual basis or at the discretion of the Board.
- 4.1.2. Membership rights are set out in the terms and conditions of membership.
- 4.1.3. Members must comply with the rules and conditions of membership.
- 4.1.4. The Board may accept or reject any application for membership and is not required, nor can it be compelled to provide, any reason for rejection of an application.

### **4.2. Membership Categories**

(See membership policy for criteria description)

- 4.2.1. Individuals
- 4.2.2. Not for Profit Organisation
- 4.2.3. Commercial Organisation
- 4.2.4. Nominated members
- 4.2.5. Affiliated bodies (who are not members but align with the association and have common objectives)

### **4.3. Membership Fees**

- 4.3.1. The fees for membership shall be set each year by the Board at any standard meeting prior to the term of the membership term expiring. This will be advertised prior to distribution of membership renewal and shall be such a sum as the Board decides.
- 4.3.2. Membership fees shall be payable annually on 1 July or at a time the board determines.
- 4.3.3. Membership fees will not be refunded.

### **4.4. Resignation of Membership**

- 4.4.1. A Member may resign from the Association at any time by giving notice in writing to the Secretary.
- 4.4.2. Resignation shall take effect at the time such written notice is received by the Secretary unless a later date is specified in the notice in which case resignation shall take effect on that later date.
- 4.4.3. Any resigning member shall be liable for any outstanding fees due to the Association which may be recovered as a debt due to the Association.

## 4.5. Termination of Membership

- 4.5.1. The Association may vary or cancel a membership or reinstate a terminated membership subject to terms and conditions as set by the Board.
- 4.5.2. Subject to giving a member an opportunity to be heard or to make a written submission, the Board may resolve to expel a member upon a charge of misconduct detrimental to the interests of the association.
- 4.5.3. Particulars of the charge shall be communicated to the member at least one month before the meeting of the Board at which the matter will be determined.
- 4.5.4. The determination of the Board shall be communicated to the member and in the event of an adverse determination the member shall, (subject to 4.5.5 below), cease to be a member 14 days after the Board has communicated its determination to the member.
- 4.5.5. It shall be open to a member to appeal their expulsion to the association at a general meeting. The intention to appeal shall be communicated to the secretary or public officer of the association within 14 days after the determination of the Board has been communicated to the member.

## 4.6. Register of Members

- 4.6.1. The Association shall keep and maintain a register in which shall be entered;
  - 4.6.1.1. The name, address and contact details of all Members of the Association.
  - 4.6.1.2. The date on which each member was admitted to the association and
  - 4.6.1.3. If applicable, the date of and reasons for termination of membership
- 4.6.2. Subject to the Act; confidentiality considerations and privacy laws, the register may be used to further the associations Objects, in such manner as the Board considers appropriate.

## 4.7. Communication with Members

- 4.7.1. The Association may communicate through a range of medium including electronic and social media.
- 4.7.2. Meetings involving members may be constituted through the use of media such as conference calls or video calls rather than requiring members to be physically present.

## 5. The Board of Directors for the Association

- 5.1.1. The affairs of the Association shall be administered by the Directors that form the Board. The Association will operate with policies and procedures that are used to maintain proper process in its daily function.

### 5.2. Composition of the board

- 5.2.1. All persons elected to the Board are to be selected from the members of the association. Only natural persons are eligible to be elected to the board.
- 5.2.2. The association's Board shall be comprised of no more than eight (8) members.
- 5.2.3. The Board shall have at a minimum three (3) members.
- 5.2.4. Once the board has been elected, they will hold a separate election between themselves to elect their chairperson, deputy chair person, treasurer, secretary and public officer. If there are multiple nominations for the same position on the board, the members will be required to vote and the member with the majority of votes will be elected.
- 5.2.5. A member voted into office will have tenure of no more than two (2) years. After this tenure has expired the member will be eligible to be re-elected to the board.

- 5.2.6. Member organisations are permitted to have no more than one member on the board of the association at one time. In the case of two members being elected to the board who belong to the same member organisation, the member organisation is required to nominate their preferred candidate for election.
- 5.2.7. If there is uncertainty caused by the operation of rule 5.2.5. the uncertainty is to be resolved by the existing board as they see fit.
- 5.2.8. An additional two members may be co-opted to the Board as the Board considers necessary for the achievement of the Association's Objects;
- 5.2.9. The board is to select a member to act as the Associations Executive Officer as a non-voting Member of the Board.
- 5.2.10. The board to be properly constituted must at all times have on it a member from Wilderness Escape Outdoor Adventures.
- 5.2.11. A quorum for a meeting of the board shall be one half of the members of the board.

### **5.3. Nomination to the Board:**

- 5.3.1. Nomination for elections to the Board shall be invited by notice to all members not less than 21 days before the annual general meeting. To be elected to the board a nominee must, by corporate or personal membership, be a member of the Association.
- 5.3.2. Using a form authorised by the Board, nominations will include the members information to be provided for distribution to the Outdoors SA membership base before or at the annual general meeting. If insufficient nominations are received, other nominations may be made at the annual general meeting.
- 5.3.3. If there are more nominations than vacancies, an election shall be held by a show of hands or, by secret ballot if it is determined by the chairperson to be the most appropriate method of casting votes.
- 5.3.4. Notice of all persons seeking election to the Board shall be given to all members of the association with the notice calling the meeting at which the election is to take place.

### **5.4. Vacancies on the Board**

- 5.4.1. The office of a Board member shall become vacant if a Board member is:
  - Disqualified from being a Board member by the Act
  - Expelled as a member under these rules
  - Permanently incapacitated by ill health
  - Absent without apology from more than four meetings in a financial year
  - No longer the duly appointed representative of a member organisation .
- 5.4.2. A casual vacancy shall occur if a Director is removed or resigns from office.
- 5.4.3. The Board may appoint a person to fill a casual vacancy, and such a Board member shall hold office until the next annual general meeting of the association and shall be eligible for election to the Board without nomination.

### **5.5. Resignation or removal of a Director**

- 5.5.1. Any Director may resign at any time by giving notice in writing to the Associations Secretary. Such a resignation shall take effect at the time such notice is received unless a later date is specified in the notice in which case the resignation shall take effect on that later date.
- 5.5.2. The Board by majority resolution may remove a member of the Board whose conduct is deemed to be disruptive, nonperforming and/or contrary to the Association's vision and objects

- 5.5.3. A Board Member who the Board has voted to terminate, shall be given the opportunity to appeal a case for continued membership to the Board at the next meeting of the board. The intention to appeal shall be communicated to the secretary or public officer of the association within 14 days after the determination of the Board has been communicated to the Board member.

## **5.6. Directors' Interests**

- 5.6.1. A Director is disqualified by holding any place of profit or position of employment in the Association or in any company or incorporated association in which the Association is a shareholder or otherwise interested or from contracting with the Association either as vendor, purchaser or otherwise except with express resolution of approval of the Board. Any such contract or any contract or arrangement entered into by or on behalf of the Association in which any Director is in any way interested will be void unless approved by the Board.

## **5.7. Directors Conflict of Interest**

A Director must declare his/her interest in any:

- (a) Contractual matter
- (b) Selection matter
- (c) Disciplinary matter; or
- (d) Financial matter

- 5.7.1. A member of the Board having a direct or indirect pecuniary interest in a contract or proposed contract with the association must disclose the nature and extent of that interest to the Board as required by the Act.
- 5.7.2. If a director has a conflicting interest they shall not be entitled to vote on matters which may enliven that conflict.
- 5.7.3. If a Director votes contrary to this provision the vote shall not be counted.
- 5.7.4. In the event of any uncertainty as to whether it is necessary for a Director to absent himself from discussions and refrain from voting, the issue should be immediately be put to a vote of the Board. If this is not possible the matter shall be adjourned or deferred until a vote can be held or the conflict can be determined.

## **5.8. Disclosure of Interests**

- 5.8.1. The nature of the interest of such Director must be declared by the Director at the meeting of the Board at which the relevant matter is first taken into consideration if the interest then exists, or in any other case at the first meeting of the Board after the acquisition of the interest. If a Director becomes interested in a matter after it is made or entered into, the declaration of the interest must be made at the first meeting of the Board held after the Director becomes so interested.
- 5.8.2. All disclosed interests must also be communicated to the general membership base at each Annual General Meeting in accordance with the Act.

## **5.9. General Disclosure**

- 5.9.1. A general notice that a Director is a member of any specified firm or company and is to be regarded as interested in all transactions with that firm or company is sufficient declaration under clause 8.3 as regards such Director and the said transactions. After such general notice it is not

necessary for such Director to give a special notice relating to any particular transaction with that firm or company.

## **5.10. Recording Disclosures**

5.10.1. Any declaration made, any disclosure or any general notice given by a Director in accordance with clauses 8.2, 8.3 and/or 8.4 must be recorded in the minutes of the relevant meeting.

## **5.11. Chairperson**

5.11.1. The Board shall appoint a Chairperson from amongst its number. The Chairperson shall be the nominal head of the Association and will act as Chair of any Board meeting or General Meeting at which he/she is present. If the Chairperson is not present, or is unwilling or unable to preside at a Board meeting the remaining Directors shall appoint another Director to preside as Chair for that meeting only.

# **6. Operation of the Board of the Association**

## **6.1. Powers of the Association and the Board of the Association**

The Board will adopt a Charter for the Board in respect of its responsibilities under this Constitution, consistent with generally accepted principles of good governance. The Board shall exercise the following powers for the Association:

- 6.1.1. Resolutions of the Board will be passed by majority vote. Voting may be conducted at properly constituted meetings of the board or submitted by proxy or electronic means.
- 6.1.2. Each Director and co-opted member of the Board, has one vote.
- 6.1.3. In the case of a tied vote, the Chair of the Board shall have the casting vote.
- 6.1.4. A management meeting is to be held after the annual general meeting, the Board shall elect a Chair, Deputy Chair, Secretary and Treasurer.
- 6.1.5. The Board is able to ratify general operating matters in person or via electronic means. The quorum for meetings will be one more than half of the current Directors.
- 6.1.6. Acquire, hold, deal with, and dispose of any real or personal property;
- 6.1.7. Administer property on trust;
- 6.1.8. Invest its moneys in any security taking into account any recommendation of the Executive Committee;
- 6.1.9. Borrow money taking into account any recommendation from the Executive Committee
- 6.1.10. Give security for the discharge of liabilities;
- 6.1.11. Appoint agents to transact business;
- 6.1.12. Engage and disengage employees and contractors;
- 6.1.13. Enter into contracts;
- 6.1.14. Set annual rates for membership subscription;
- 6.1.15. Exercise any of the powers under section 25 of the Association's Incorporation Act 1985.
- 6.1.16. The Board shall produce an annual report for the membership including audited accounts, progress and achievements against the content of any strategic plan adopted by the Board, and any other information that the Board considers fit.
- 6.1.17. The Board shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the association on which these rules are silent.



## 6.2. Appointment of Officers and Employees

- 6.2.1. The Board has the power to appoint such officers and employees as required to carry out the Objectives of the Association, including a Public Officer as required by the Act.
- 6.2.2. The Board may delegate any of its powers to such officers and employees.

## 6.3. Sub-committees

- 6.3.1. The Board may create or disband sub-committees or working groups to carry out projects or allocated tasks for the Board. Each sub-committee will have a set of rules or a term of reference to operate within.
- 6.3.2. The Board may allocate tasks to working groups or sub-committees of the Board to assist the Board and the Executive Officer in meeting the Association's Mission and Objects.
- 6.3.3. The board may appoint committees such as:
  - 6.3.3.1. Outdoor professionals
  - 6.3.3.2. Outdoor Recreation and Tourism businesses,
  - 6.3.3.3. Outdoor Education
  - 6.3.3.4. Outdoor Clubs and Associations
  - 6.3.3.5. Outdoor Skills (Training and accreditation)
  - 6.3.3.6. Any other such committee that the board deems necessary to carry out the objects and mission of Outdoors SA
- 6.3.4. The names, roles and composition of these sub-committees are determined by the Board and may be changed by the Board when deemed necessary.
- 6.3.5. Membership of these committees will not be limited to members of Outdoors SA.
- 6.3.6. The board will confirm the numbers and involvement of people in these committees through the terms of references.

## 7. Board and Officer Indemnity

- 7.1.1. To the extent permitted by applicable laws, the Association will;
- 7.1.2. Indemnify every person who is, or has been, an Officer of the Association; and
- 7.1.3. May, by deed, indemnify or agree to indemnify, a person who is, or has been, an Officer of the Association for work they undertook on behalf of Outdoors SA.

## 8. Meetings of the Associations

- 8.1.1. Without limiting the power of the Board to regulate its meetings as it thinks fit, a meeting of the Board may be held where one (1) or more of the Directors is not physically present at the meeting, provided that:
- 8.1.2. All persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously whether by means of telephone or other form of communication;
- 8.1.3. Notice of the meeting is given to all the Directors entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Board or this Constitution and such notice specifies that Directors are not required to be present in person;

## **8.2. Special Resolutions**

- 8.2.1. The Board may propose a special resolution by email to all members calling for a yes or no vote with a minimum of 21 days notice. Special resolutions may only be passed with a minimum quorum of 30% of votes of associations and clubs. Resolutions are decided by majority vote.

## **8.3. General Meetings and Special General Meetings**

- 8.3.1. The Board may organise General Meetings to provide information to Association Members and the South Australian Outdoor Industry.
- 8.3.2. At the written request of at least half the members, or upon resolution of the Board, the secretary shall give notice of a special general meeting to be held within 21 days of notice being given, at a time and place specified in the notice.
- 8.3.3. Such notice must specify the matter or matters to be considered at the special general meeting, the business of which must be confined to those matters.
- 8.3.4. The meeting quorum for all general and special general meetings shall be a third of the membership.
- 8.3.5. If within 30 minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition if members shall lapse.

## **8.4. Annual General Meetings**

- 8.4.1. An Annual General Meeting of the Association must be held in accordance with the Act and this Constitution. The time, date and venue of the Annual General Meeting will be determined by the Board.

## **8.5. Voting at general meetings**

- 8.5.1. Subject to these rules, every member of the association has only one vote at a meeting of the association.
- 8.5.2. Subject to these rules, a question for decision at a general meeting, other than a special resolution, must be determined by a majority of members who vote in person or, where proxies are allowed, by proxy, at that meeting.
- 8.5.3. Unless a poll is demanded by at least five members, a question for decision at a general meeting must be determined by a show of hands.

## **8.6. Poll at general meetings**

- 8.6.1. If a poll is demanded by at least five members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.
- 8.6.2. A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

## **8.7. Notice of Board Meetings**

- 8.7.1. Unless all Directors agree to hold a meeting at shorter notice (agreement to this shall be sufficiently evidenced by their apology or presence) no less than fourteen (14) days written notice of the meeting of the Board shall be given to each Director. The agenda shall be forwarded to each Director not less than four (4) days prior to such meeting.

## **8.8. Meetings of the board**

- 8.8.1. The Board may meet in person or via electronic means. The quorum for meetings will be one more than half of the appointed Directors.
- 8.8.2. The Board shall meet as often as is deemed necessary in every calendar year for the dispatch of business (and shall be at least as often as is required under the Act) and subject to this Constitution may adjourn and otherwise regulate its meetings as it deems fit.
- 8.8.3. A Director may at any time convene a meeting of the Board at the discretion of the Chairperson, if communicated to all Directors in a timely manner.

## **8.9. Minutes of Meetings**

- 8.9.1. The Secretary of the Association must ensure that minutes, satisfactory to the Board, are kept of all meetings of the Association, the Board and any committees it appoints.
- 8.9.2. Minutes of any meeting of the association must be approved
- 8.9.3. Minutes will be circulated to all Directors no later than 21 days after the meeting.
- 8.9.4. Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

## **8.10. Proxies**

- 8.10.1. A member shall be entitled to appoint in writing a natural person who is also a member of the association to be their proxy, and attend and vote at any general meeting of the association.

## **9. Finance**

- 9.1.1. The assets and income of the Association shall be applied solely in furtherance of its Objectives. Nothing shall be distributed directly or indirectly to its Members except as compensation for services or reimbursement of expenses as approved by the Board.
- 9.1.2. Association funds shall be deposited with a licensed banking house, and only drawn in a manner and on the authorisation of two office bearers as determined by a resolution of the Board.
- 9.1.3. The financial year shall be 1 July – 30 June, or by another period adopted at an Annual General Meeting.

## **9.2. Appointment of an Auditor**

- 9.2.1. When required at its Annual General Meeting the Association shall appoint a qualified person to audit its accounts, and report to the Board and thence to the Members prior to the following Annual General Meeting.

## **10. Constitutional Amendment**

- 10.1.1. The Secretary shall give members 21 days notice of proposed amendments to this Constitution before placing any such amendment/(s) on the Agenda of a meeting of the Association.
- 10.1.2. Amendment of this Constitution shall require approval by two thirds of voting Members present at a Meeting of the association providing the Meeting is quorate.

## **11. Circumstances not provided for**

- 11.1.1. In any circumstance about which this Constitution is silent or incapable of dealing with, the Board shall act to ensure the Council's effective administration in accordance with the Association's Incorporation Act 1985, and convene a Special General Meeting of the Board if needed.
- 11.1.2. A specific power in this Constitution conflicting with a general provision shall prevail over the general provision.
- 11.1.3. The Association's membership may, at a General Meeting, impose requirements on the Board and where such requirements are deemed to be beyond the powers of this Constitution or its Objects, call a meeting of Members to decide whether the Constitution should be amended.

## **12. Dissolution**

- 12.1.1. The Association will dissolve if:
- 12.1.2. An Annual General Meeting a vote to dissolve the Association is passed by a two thirds majority providing the Annual General Meeting is quorate;
- 12.1.3. Board membership is less than three directors and remains below three directors for a period of six months,
- 12.1.4. An Annual General Meeting fails to elect a new Board for whatever reason.

### **12.2. Disposal of assets after dissolution**

- 12.2.1. If the Association is dissolved, assets remaining after the satisfaction of creditors and pursuit of debtors shall be given to an appropriate and worthy body with similar Objects

### **12.3. Winding up**

- 12.3.1. The Association may be wound up in the manner provided for in the Act.