

# Constitution

July 2000



**Bushwalking  
Leadership**

South Australia



# **Constitution July 2000 Bushwalking Leadership S.A. Inc.**

## **Constitution**

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### **1. Name**

The name of the Incorporated Association shall be Bushwalking Leadership S.A. Incorporated, hereinafter referred to as "The Board".

### **2. Objects**

The Objects of the Board will be:

1. To promote bush and mountain walking within South Australia and by the South Australian community including conducting courses in walking.
2. To promote best practice in the standards of walking leaders.
3. To conduct courses in leadership for bush and mountain walking.
4. To encourage and facilitate walking leaders to pursue accreditation of leadership developed through experience.
5. Offer advice and assistance to organizations and individuals on matters relating to bush and mountain walking.

### **3. Powers**

Board

1. Acquire, hold, deal with and dispose of, any real or personal property.
2. Administer any property on trust.
3. Receive and accept donations of any description whatsoever.
4. Open and operate accounts with banks or other financial institutions approved by the Board.
5. Invest funds in approved trustee securities or in any other manner authorized by the Board.
6. Borrow money on such terms and conditions as may be approved by the Board.
7. Give such security for the discharge of liabilities incurred by the Association as the Board thinks fit.
8. Enter into arrangements for the sponsorship of the Board, or the sponsorship or endorsement by the Board of other activities or products.
9. Raise funds by means of commissions or in any other lawful manner.
10. Expend funds in any manner consistent with the objects of the Board.
11. Affiliate with any other body, whether incorporated or not, whose objects are consistent with those of the Board on such terms and conditions as may be approved by the Board.
12. Do such other lawful acts or things as may be appropriate to further the objects of the Board.

### **4. Non Profit Organization**

The income and property of the Board howsoever derived shall be applied solely towards the objects of the Board as set out in clause 2 of this Constitution and subject to the provisions of Staff Clause 6 hereof no portion of such income or property shall be paid or transferred directly or indirectly to any member of the Board.

## **5. Membership**

1. The Board will consist of:

- a) An independent Chairperson nominated by the Board.
- b) Chairperson and five other members of the Training, Advisory and Assessment (T AA) Panel, elected by that panel.
- c) Not more than six other persons co-opted by the Board.
- d) An Executive Officer appointed by the Board, who will, with the permission of the Board, be an ex-officio member of the Board.

2. All members of the Board, with the sole exception of the Executive Officer, will be appointed for a term not exceeding two years but upon expiration of the term for which the member is appointed the member will be eligible for reappointment if then qualified. Those members of the Board to retire each year will be determined by the Board which will ensure, as far as possible, that they retire in rotation.

3. The Board may suspend membership of any member for such period as it thinks fit, or may expel any member, on account of conduct which in the opinion of the Board is detrimental to the interests of the Board; provided that no such decision will be taken unless the Board member concerned has opportunity to show cause against the proposed suspension or expulsion; and provided further that the member will have the right of appeal to a Meeting of the Board against any decision of the Board to suspend or expel him/her.

4. Any member of the Board who fails to attend three consecutive Board Meetings without satisfactory explanation will cease to be a Member of the Board.

## **6. Officers and Staff**

1. The Officers of the Board will be the Chairperson, Vice-Chairperson, Treasurer and Executive Officer

2. The Treasurer and Vice-chairperson will be appointment by the Board from among its members at its first meeting following the end of the financial year of the Board and will hold office until the corresponding meeting of the Board in the next financial year. The Board may also appoint from its members Deputies to act on behalf of the Treasurer in his/her absence.

3. The Board may appoint such members of staff, whether paid or unpaid, as it deems necessary to carry out its functions and may determine their conditions or service. The Board may delegate any of its powers to such staff members.

4. The Executive Officer will be the public officer of the Association.

## **7. Proceedings of the Board**

1. The Board will normally meet monthly and at such other times and place as it may determine.

2. The quorum for a meeting of the Board will be four members to include the Chairperson or the Vice-Chairperson.

3. At every meeting of the Board the Chair will be taken by the Chairperson or in his/her absence by the Vice-Chairperson.

4. Questions arising at any meeting will be decided by a majority of votes, and in the event of equality of votes the Chairperson will have a casting vote in addition to a deliberative vote.

5. A member of the Board having a pecuniary interest in a proposed contract with the Board must disclose that interest to the Board and will not vote with respect to that contract.

## **8. Committees and Sub-Committees**

The Board may appoint from among its members any other committee for any special purpose and may add to such committee with or without voting powers for such period as it may think fit, any other person, whether a member of the Board or not, with the work of the Board it considers to be valuable.

## **9. Minutes**

1. Minutes of all proceedings of Meetings, of the Board and its committees and sub-committees will be entered in books kept for that purpose and will be signed as a correct record of the meeting by the Chairperson of that meeting or by the Chairperson of the next succeeding meeting.

2. Where minutes have been so entered and signed, then until the contrary is proved the meeting will be deemed to have been duly convened and held, all proceedings of the meeting will be deemed to have been duly convened, all appointments made at the meeting will be deemed to be valid, and the minutes will be conclusive proof of the proceedings of the meeting.

3. The books containing the minutes of proceedings of any Meeting will be open at reasonable times to the inspection for any member without charge on application to the Executive Officer.

## **10. The Seal**

1. The Board will have a company seal which will not be used without the express authorization of the Board, and every use of the Seal will be recorded in the Minute Book of the Board.

2. The affixing of the Seal will be witnessed by the Executive Officer and one other member of the Board.

3. The Seal will be kept in the custody of the Executive Officer or such other person as the Board may from time to time decide.

## **11. Rules**

The Board may make such rules as it may deem necessary from time to time as to its procedure and for the conduct of the business and affairs of the Board, and for the dispatch of business at its meetings and those of its committees and subcommittees, provided that such rules do not contravene any of the provisions of this Constitution.

## **12. Finance and Accounts**

1. The financial year of the Board will be the period of twelve months ending on 30th June each year.

2. The Board will cause proper accounts to be kept with respect to:

- All sums of money received and expended by the Board and the matter in respect of which the receipt or expenditure takes place
- All sales and purchases of real and personal property by the Board.
- The receipts and payments of the Board

3. Such accounts will be made up to 30th June each year, and as soon as possible thereafter will be audited by the duly appointed auditor of the Board.

4. The auditor will be a duly qualified accountant, who will not be a member of the Board.

5. The auditor will be appointed at the next financial year.

6. The accounts for the year, including a balance sheet, with the auditor's report thereon, will be laid before the Board at the Meeting after their receipt by the Treasurer or Executive Officer.

7. Subject to the authority of the Bearer, all cheques, bills of exchange and promissory notes will be signed on behalf of the Board by two members of the Board duly nominated for the purpose.

8. Subject to the control of the Board, the authority of the Board may be exercised on its behalf by the Treasurer with respect to financial matters arising in the normal course of conduct of the business of the Board.

## **13. Amendment of Constitution**

1. Any proposal for the amendment of this Constitution will be submitted to a Meeting of members of the Board and details of such proposed amendment will be set out in the notice calling the meeting.

2. The amendment will be approved if a two-thirds majority of the Board members vote personally or by proxy in favour of the proposal.

3. Such amendment will take effect from the date of the Meeting which approved the amendment, or from such other date as may be determined by the Meeting.

#### **14. Dissolution of Association**

1. The Board may be dissolved at any time by resolution approved by a two-thirds majority of the Board at a Special Meeting convened for the purpose.

2. In the event of dissolution of the Board, any surplus assets of the Board will be disposed of in such manner as may be determined by the Special Meeting.

#### **15. Interpretation**

In these rules, unless the contrary intention appears:

1. Word of the masculine gender will be as including gender and word in the singular person will be plural number and vice versa.