

OUTDOORS WA (Inc.) CONSTITUTION



Amended 20 September 2017

1.0 TITLE

The Association shall be known as “Outdoors WA (Inc.)”

2.0 ORIGIN

Outdoors WA (Inc.) was formed in 2000 as a result of an industry wide merger of smaller bodies including the Camping and Outdoor Education Association of Western Australia, the Adventure Industry Association and the Outdoor Recreation Council of Western Australia. Outdoors WA is the Peak Industry Body for outdoor adventure activities in WA.

3.0 DEFINITIONS

3.1 “Association”

The organisation known as “Outdoors WA (Inc.)”

3.2 Individual Member

Any person who is a member but neither a Life Member, Honorary Member, Student Member, Associate nor Organisational member

3.3 “Life Member”

Any Individual Member recommended for such status by the The Board and approved by the membership as having met the required criteria

3.4 “Honorary Member”

Any person given such status for a temporary period as deemed appropriate by the Board

3.5 “Student Member”

Any member who is a full time student

3.6 “Organisational Membership”

Any organisation member, such a member shall be entitled to nominate up to 10 representatives for that organization

3.7 “Financial Member”

Any member who or that maintains their financial status as (a) member(s) of the Association; membership status will be deemed to have lapsed at the expiry of a 2 month period beyond which the membership fee was due

3.8 “Representative”

3.8.1 A natural person, being either:

Life Member, or any Individual or Student Member who is a current Financial Member, or,

- 3.8.2 Such persons nominated in writing to the Association by an Organisational Member that is a current Financial Member.

3.9 "Associate"

Any person whom wishes to be associated with the Association and whom pays such a fee as determined by the Board. Such an Associate shall not be a member

4.0 OBJECTS

The objects of Outdoors WA (Inc.) shall be:

- 4.1 To provide leadership, representation and advocacy for the development of the outdoor adventure activity industry in Western Australia.
- 4.2 To coordinate, disseminate and communicate to the membership and the broader industry all matters relevant to industry development and effectiveness.
- 4.3 To promote and publicise safe practices in outdoor adventure activities including camping, outdoor education, outdoor recreation and adventure tourism.
- 4.4 To facilitate research into outdoor adventure activities including camping, outdoor education, outdoor recreation and adventure tourism.
- 4.5 To promote responsible and sustainable use of natural outdoor environments.
- 4.6 To establish, maintain and develop a quality framework for the delivery of outdoor adventure activities including organisational accreditation, activity standards, leader registration and codes of conduct.

5.0 POWERS

- 5.1 For the purpose of achieving or furthering these objectives, the Association shall have power to do all such things as are necessary, incidental or conducive to the attainment of the objectives of the Association.
- 5.2 Rules of the Association may be determined by the Board for the proper advancement, management and administration of the Association. Such rules must be consistent with this Constitution and any policies implemented by the Board.

6.0 INCOME AND PROPERTY

The income and property of the Association shall be applied solely towards the promotion of the objectives of the Association and no portion of the income or property shall be paid, transferred or distributed directly or indirectly to the members of the Association, provided that nothing shall prevent the payment in good faith of remuneration to any officer or employee of the Association or any person other than a member, in return for services actually rendered to the Association.

7.0 THE BOARD

- 7.1 The management of the general affairs and funds of the Association shall be under the control of the Board. The Board shall have such administrative and other powers as may be necessary to affect the Association's purpose and carry out all the objectives of the Association.
- 7.2 The Board shall consist of
- 7.2.1 a Chairperson
 - 7.2.2 a Vice Chairperson
 - 7.2.3 a Treasurer
 - 7.2.4 three to seven elected members
 - 7.2.5 up to 4 members appointed by the Board
- 7.3 Elected Members - Representatives and Office bearers are to be elected at the Annual General Meeting for a period of two years following nomination / expression of interest to the Annual General Meeting. Each Board member's term will be from his or her election at an annual general meeting until the election of Board members at the second annual general meeting after his or her election, where he or she is eligible for re-election to membership of the Board. Members are eligible for subsequent election to any other position under the same conditions. Should there be more candidates at the Annual General Meeting than the required number, the presiding officer, shall conduct a ballot to determine the board members to be elected. *[The seven board members to be elected shall be separated into two classes. The first class shall consist of three board members who shall be elected in years ending in odd digits beginning in 2011 to take office for such term as herein provided. The second class shall consist of four board members who shall be elected in years ending in even digits beginning in 2012 to take office for such terms as herein provided.]*
- 7.4 The officers and other members of the Board shall be nominated by the Representatives. Every person so nominated shall be a Representative and personally attend the Annual General Meeting, or consent to such nomination in writing. They shall be elected at the Annual General Meeting and take office from the completion of that Meeting.
- 7.5 Appointed Members - The Board shall have the power to appoint up to 4 additional persons to the Board as they so deem in the best interests of the Association. Decisions to appoint members to the Board are to be decided by a majority vote by the elected members of the Board. Appointed members of the Board shall serve the Association for the period until the next Annual General Meeting and may be assigned roles by the Board. Such appointed persons to the Board shall for the period of their appointment be Honorary Members of the Association who can be re-appointed to serve additional terms on the Board.
- 7.6 The Board shall meet at a frequency it deems appropriate. Members of the Board are expected to attend 75% of such meetings. The quorum at a Board

meeting shall be 50% of the members of the Board. A minimum of 48 hours notice of a Board meeting shall be given to members of the Board. Meetings of the Board may be in person or electronically.

- 7.7 The Chairperson will normally chair Board meetings and in his or her absence, the Vice Chairperson may. The chairperson shall have a deliberative as well as a casting vote.
- 7.8 Should any vacancy occur in the office bearers or members of the Board of the Association, the Board shall fill the vacancy from the Representatives of the Association and such Representative duly elected shall hold office for the unexpired portion of their predecessor's term.
- 7.9 The office of a Board member may be declared vacant by the Board if the member:
 - 7.9.1 Dies
 - 7.9.2 Becomes bankrupt
 - 7.9.3 Becomes of unsound mind under the law relating to mental health
 - 7.9.4 Is absent without the consent of the Board for more than three consecutive meetings
 - 7.9.5 Resigns his or her office in writing to the Chairperson
- 7.10 The Board shall have the power to delegate any of its powers to a subcommittee and or other suitable person(s) or officers to deal with any particular matter or matters and upon such terms as the Board may think fit. The Chairperson and the Executive Officer, if any, shall be ex-officio members of all subcommittees.
- 7.11 The Board shall appoint an Executive Officer to manage the affairs of the association and will fulfil the role of Board Secretary such that
 - 7.11.1 The Association's records of meetings, general administration and correspondence are maintained
 - 7.11.2 The Association's finances including income and expenditure, receipts and accounts, and all banking transactions are maintained. In addition, the Association shall be presented at each quarterly Board meeting of the Association, a balance of the finances of the Association. Further, that the financial books of the Association shall be externally audited annually by an auditor approved prior to the Annual General Meeting of the Association; that such annual accounts will be presented to the Annual General Meeting.
 - 7.11.3 Records and documents of the Association will be kept by the Executive Officer at the association's office or location as stipulated by the board. Records and documents may be inspected by any Financial Member upon request to any member of the Board with the exception of Personnel and Client Records and those of a personal nature. Available records and documents must be made available for inspection within seven days of the request being made.
- 7.12 The Association's Policy Framework shall be maintained be the Board.

8.0 MEMBERSHIP

- 8.1 Membership of the Association shall be open to all persons and/or organisations interested in the objectives of the Association and/or at the discretion of the Executive Committee.
- 8.2 Membership of the Association shall consist of the following classes:
- 8.2.1 Individual Member
 - 8.2.2 Student Member
 - 8.2.3 Life Member
 - 8.2.4 Honorary Member
 - 8.2.5 Organisational Member
- 8.3 The Board may recommend any person for Life Membership of the Association in recognition of services rendered to the Association. Such person so recommended shall be elected to the Life Membership status by Representatives of the Association at the Annual General Meeting. A Life Member shall be entitled to the same rights and privileges as an Individual Financial Member. A Life Member will not be required to maintain financial membership.
- 8.4 The Board shall have power to admit a person to Honorary Membership on a temporary basis; an Honorary Member shall be entitled to such right and privileges as determined by the Board.
- 8.5 A member shall cease to be a member if they:
- 8.5.1 Resign
 - 8.5.2 Fail to pay any subscription within two months of the due date
 - 8.5.3 Are suspended or expelled.
- 8.6 The membership year shall be as for the Association's financial year.
- 8.7 A register of membership shall be maintained by the Executive Officer.

9.0 SUBSCRIPTION

The Board at the first meeting after the Annual General Meeting shall determine the subscription for each class of member.

10.0 SUSPENSION OR EXPULSION

- 10.1 Any member of the Association who fails to observe the Rules of the Association or whose conduct, in the opinion of the Board, is contrary to the interests of the Association, or to its objectives, may be suspended or removed from membership of the Association by a majority of two-thirds of the Board as shall be present and vote at a meeting of the Board called for the purpose.
- 10.2 Before calling such a meeting the Board shall communicate with the offending member, supplying the member with the charges made, and giving the option of withdrawing from the Association.

- 10.3 The offending member shall be given a reasonable opportunity to address the Board meeting called for the purpose of considering their suspension or expulsion.
- 10.4 An appeal shall lie to a Special General Meeting, which shall be called by the Board at the request in writing of the member who has been suspended or expelled, within seven (7) days of the Board's decision.
- 10.5 Any member who is suspended or expelled shall not be entitled to any refund of any fee or subscription.
- 10.6 Where a member is suspended, such member shall be deemed to be not a member during the period of their suspension until such time as their suspension is lifted.

11.0 ASSOCIATION GENERAL MEETINGS

- 11.1 Members shall be given at least twenty-one (21) days written or electronic notice of each and any General Meeting of the members of the Association.
- 11.2 The Annual General Meeting of the Association shall be held at a time and place to be determined by the Board such that the date is compliant with the Associations Incorporation Act. At the Annual General Meeting the following business shall be conducted
 - 11.2.1 Confirmation of Minutes of, and matters arising from the previous Annual General Meeting
 - 11.2.2 The Chairperson's Report
 - 11.2.3 Executive Officer's Report
 - 11.2.4 The Financial Report inclusive of audited financial statements in respect of the preceding year
 - 11.2.5 A report on members appointed to the Board since the last Annual General Meeting
 - 11.2.6 Other reports as decided by the Board
 - 11.2.7 The election of the Chairperson and Vice - Chairperson
 - 11.2.8 The election of the Board members due at expiry of two year term
 - 11.2.9 Any other business so notified in the NOTICE OF ANNUAL GENERAL MEETING
- 11.3 The quorum at the meeting of the Association shall be not less than 25% of the Representatives as well as represent not less than 15% of the members. Such Representatives may be present or represented by proxy.
- 11.4 Persons entitled to a voice and vote at any meeting of the Association are:
 - 11.4.1 Representatives
 - 11.4.2 Honorary Members given such privilege by the Board
- 11.5 Voting shall be restricted to those in attendance and those submitted in writing by proxy prior to the commencement of the Meeting.

- 11.6 If at the expiration of at least thirty (30) minutes from the time specified as the time for commencement of the:
- 11.6.1 Annual General Meeting, a quorum is not present, the presiding officer shall adjourn the meeting to such time and place as he or she thinks fit. The membership must henceforth be advised of these details.
 - 11.6.2 Special General Meeting, a quorum is not present within at least thirty (30) minutes of the advertised starting time, if convened upon the petition of members, shall be forthwith dissolved.
- 11.7 Special General Meetings may be called when:
- 11.7.1 In the opinion of the Board such a meeting is warranted;
 - 11.7.2 On receipt, by the Board, of a petition signed by at least 20% of the Representatives of the Association, or by at least five (5) members of the Board, requesting the convening of such a meeting. Such petition shall contain the reason for requesting the meeting.
- 11.8 On receipt of such a petition, the Chairperson will convene a Special General Meeting within twenty-one (21) days.
- 11.9 No business shall be transacted at a Special General Meeting except the business contained in the form of notice convening the meeting.
- 11.10 A member desiring to bring any business before a Special General Meeting may give notice in writing of that business to the Executive Officer who shall include that business in the next notice calling a Special General Meeting.
- 11.11 The Association's financial year shall be for the period 1 July to 30 June.

12.0 RESIGNATION

- 12.1 Any member wishing to resign from the Association shall give written notice to the Association Secretary to that effect.
- 12.2 Resignation shall not relieve the member from any liability to the Association, for subscriptions or otherwise in respect of the period up to the receipt by the Association.

13.0 FINANCE

- 13.1 The Board shall cause true accounts to be kept of the monies received and expended, and that these are audited annually prior to the commencement of the Annual General Meeting.
- 13.2 The Board shall conduct its financial transactions through a Bank or other recognised Financial Institution.

14.0 AUDITOR

The Board will appoint an external Auditor to audit the accounts for the forthcoming Annual General Meeting and he or she will not be a member of the Board. The Auditor may attend the Annual General meeting and take part in discussions.

15.0 COMMON SEAL

- 15.1 The Association shall have and use a common seal inscribed with the name of the association.
- 15.2 The common seal shall be kept in the custody of the Board.
- 15.3 Such seal shall be fixed to writing when authorised by resolution of the Board and not otherwise; and every writing to which the seal has been affixed shall be countersigned by the Chairperson or Executive Officer.

16.0 PUBLIC STATEMENTS

Public statements on behalf of the Association shall be reserved to the Chairperson and / or Executive Officer or a Representative as nominated by the Board or Chairperson.

17.0 AMENDMENTS TO THE CONSTITUTION

This Constitution may be altered, amended or added to from time to time by resolution of not less than 75% of the Representatives present at a general meeting of the Association provided that the notice convening the meeting shall specify the proposed amendment or amendments, and shall be circulated not less than twenty one (21) days before the date of the meeting to all members.

18.0 DISSOLUTION

- 18.1 The Association may at any time, and with the consent of 75% of the Representatives present and voting at a Special General Meeting called for the purpose, be dissolved after at least twenty one (21) days notice of such a meeting has been given to all members.
- 18.2 If upon dissolution or winding up of the Association there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid or distributed amongst the members of the Association, but shall be given or transferred to some other association incorporated under the Act which has similar objectives to those of the Association and which prohibits the distribution of its or their income amongst its or their members, or transferred to an organization for charitable purposes. Such shall be determined by resolution of the members.

19.0 DIVISION - RESOLVING DISPUTES

- 19.1 Terms used In this Division —
 - grievance procedure means the procedures set out in this Division;
 - party to a dispute includes a person —
 - (a) who is a party to the dispute; and
 - (b) who ceases to be a member within 6 months before the dispute has come to the attention of each party to the dispute.

20. APPLICATION OF DIVISION

The procedure set out in this Division (the grievance procedure) applies to disputes —

- (a) between members; or
- (b) between one or more members and the Association.

21. PARTIES TO ATTEMPT TO RESOLVE DISPUTE

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.

22. HOW GRIEVANCE PROCEDURE IS STARTED

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 21, any party to the dispute may start the grievance procedure by giving written notice to the chairperson of —
 - (a) the parties to the dispute; and
 - (b) the matters that are the subject of the dispute.
- (2) Within 28 days after the chairperson is given the notice, a committee meeting must be convened to consider and determine the dispute.
- (3) The chairperson must give each party to the dispute written notice of the committee meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
- (4) The notice given to each party to the dispute must state —
 - (a) when and where the Board meeting is to be held; and
 - (b) that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the dispute.
- (5) If —
 - (a) the dispute is between one or more members and the Association; and
 - (b) any party to the dispute gives written notice to the chairperson stating that the party —
 - (i) does not agree to the dispute being determined by the committee; and
 - (ii) requests the appointment of a mediator under rule 25,the committee must not determine the dispute.

23. DETERMINATION OF DISPUTE BY THE BOARD

- (1) At the board meeting at which a dispute is to be considered and determined, the board must —
 - (a) give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute; and
 - (b) give due consideration to any submissions so made; and

- (c) determine the dispute.
- (2) The board must give each party to the dispute written notice of the board's determination, and the reasons for the determination, within 7 days after the board meeting at which the determination is made.
- (3) A party to the dispute may, within 14 days after receiving notice of the board's determination under subrule (1)(c), give written notice to the chairperson requesting the appointment of a mediator under rule 25.
- (4) If notice is given under subrule (3), each party to the dispute is a party to the mediation.

24. DIVISION - MEDIATION

Application of Division

- (1) This Division applies if written notice has been given to the chairperson requesting the appointment of a mediator —
 - (a) by a party to a dispute under rule 22(5)(b)(ii) or 23(3).
- (2) If this Division applies, a mediator must be chosen or appointed under rule 25.

25. APPOINTMENT OF MEDIATOR

- (1) The mediator must be a person chosen —
 - (a) if the appointment of a mediator was requested by a party to a dispute under rule 22(5)(b)(ii) or 23(3) — by agreement between the parties to the dispute.
- (2) If there is no agreement for the purposes of subrule (1)(a) then, subject to subrules (3) and (4), the board must appoint the mediator.
- (3) The person appointed as mediator by the board must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre, if the appointment of a mediator was requested by —
 - (a) a party to a dispute under rule 22(5)(b)(ii); or
 - (b) a party to a dispute under rule 23(3) and the dispute is between one or more members and the Association.
- (4) The person appointed as mediator by the board may be a member or former member of the Association but must not —
 - (a) have a personal interest in the matter that is the subject of the mediation; or
 - (b) be biased in favour of or against any party to the mediation.

26. MEDIATION PROCESS

- (1) The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.

- (2) Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.
 - (3) In conducting the mediation, the mediator must —
 - (a) give each party to the mediation every opportunity to be heard; and
 - (b) allow each party to the mediation to give due consideration to any written statement given by another party; and
 - (c) ensure that natural justice is given to the parties to the mediation throughout the mediation process.
 - (4) The mediator cannot determine the matter that is the subject of the mediation.
 - (5) The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
 - (6) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.
27. If mediation results in decision to suspend or expel being revoked
 If —
- (a) mediation takes place because a member whose membership is suspended or who is expelled from the Association; and
 - (a) as the result of the mediation, the decision to suspend the member’s membership or expel the member is revoked,
- that revocation does not affect the validity of any decision made at a board meeting or general meeting during the period of suspension or expulsion.

This Constitution of “Outdoors WA (Inc.)” was adopted at a general meeting of the Association held on 15 December 1999.

(Amended December 2002 by Special General Meeting, January 2003 by decree the Department of Consumer and Employment Protection, February 2004 by Annual General Meeting, February 2005 by Annual General Meeting, February 2006 by Annual General Meeting, December 2006 by Annual General Meeting, by Annual General Meeting December 2007, by Annual General Meeting December 2008, by Annual General Meeting December 2009 and by Annual General Meeting December 2009, by Annual General Meeting December 2010 and by Annual General Meeting October 2014, by Board Resolution September 2017)