

OUTDOORS WA (Inc.) CONSTITUTION

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

In these rules, unless the contrary intention appears —

Act means the *Associations Incorporation Act 2015*;

associate member means a member with the rights referred to in rule 8.3.9

Association means the incorporated association to which these rules apply;

Board means the management committee of the Association;

Board meeting means a meeting of the Board;

Board Director means a member of the Board;

books, of the Association, includes the following —

- (a) a register;
- (b) financial records, financial statements or financial reports, however compiled, recorded or stored;
- (c) a document;
- (d) any other record of information;

by laws means by-laws made by the Association under rule 17.2;

chairperson means the Board Director holding office as the chairperson of the Association;

Commissioner means the person for the time being designated as the Commissioner under section 153 of the Act;

financial records includes —

- (a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers; and
- (b) documents of prime entry; and
- (c) working papers and other documents needed to explain —
 - (i) the methods by which financial statements are prepared; and
 - (ii) adjustments to be made in preparing financial statements;

financial report, of a tier 2 association or a tier 3 association, has the meaning given in section 63 of the Act;

financial statements means the financial statements in relation to the Association required under Part 5 Division 3 of the Act;

financial year, of the Association, has the meaning given in rule 11.22;

general meeting, of the Association, means a meeting of the Association that all members are entitled to receive notice of and to attend;

life member means any natural person recommended for such status by the Board, approved by the membership as having met the required criteria, and having the rights referred to in rule 8.3.8;

member means a person (including a body corporate) who is an ordinary member, life member or an associate member of the Association;

ordinary member means a member with the rights referred to in rule 8.3.7;

register of members means the register of members referred to in section 53 of the Act;

rules means these rules of the Association, as in force for the time being;

special general meeting means a general meeting of the Association other than the annual general meeting;

special resolution means a resolution passed by not less than 75% of the members of the association who cast a vote at a general meeting in accordance with section 51 of the Act;

subcommittee means a subcommittee appointed by the Board under rule 7.9;

tier 1 association means an incorporated association to which section 64(1) of the Act applies;

tier 2 association means an incorporated association to which section 64(2) of the Act applies;

tier 3 association means an incorporated association to which section 64(3) of the Act applies;

treasurer means the Board Director holding office as the treasurer of the Association;

voting member means a member with the rights referred to in rule 8.3.7 and 8.3.8.

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

6.1 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, except in good faith in the promotion of those objects or purposes.

6.2 A payment may be made to a member out of the funds of the Association only if it is authorised under rule 6.3.

6.3 A payment to a member out of the funds of the Association is authorised if it is —

- (a) the payment in good faith to the member as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the ordinary course of business; or
- (b) the payment of interest, on money borrowed by the Association from the member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
- (c) the payment of reasonable rent to the member for premises leased by the member to the Association; or
- (d) the reimbursement of reasonable expenses properly incurred by the member on behalf of the Association.

7.0 THE BOARD COMPOSITION AND DUTIES OF DIRECTORS

7.1 Board

7.1.1 The management of the general affairs and funds of the Association shall be under the control of the Board.

7.1.2 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.

7.1.3 Subject to the Act, these rules, the by-laws (if any) and any resolution passed at a general meeting, the Board has power to do all things necessary or convenient to be done for the proper management of the affairs of the Association.

7.1.4 The Board must take all reasonable steps to ensure that the Association complies with the Act, these rules and the by-laws (if any).

7.1.5 Excepting as provided in Rule 7.8 Directors shall serve for a period of two (2) years. No Director shall serve more than three (3) consecutive terms on the Board without a break of at least two (2) years before re-appointment. Subject to the Act, the Association may, by resolution, appoint or remove a Director from office.

7.1.6 Persons wishing to be elected to the Board must not have been an employee of the Association for a minimum of 12 months prior to their nomination.

7.1.7 Persons wishing to be appointed to the Board must have reached 18 years of age. Subject to Rules 7.3, 7.5, and 7.6 the term of office of a Board Director begins -

- (a) In the case of Elected Director, at the AGM where his or her appointment is confirmed.
- (b) In the case of Skills-Based Directors, at the first Board meeting after his or her appointment.
- (c) In the case of the Independent Chair, at the first Board meeting after his or her appointment.
- (d) In the case of casual vacancies under rule 7.7, at the first Board meeting following his or her appointment.

7.2 Board Directors

7.2.1 The Board shall consist of --

- (a) Four (4) elected Directors.
- (b) Up to four (4) Directors appointed by the Board for particular skills and expertise who do not have to be members.
- (c) An Independent Chairperson.

7.2.2 Chairperson

- (a) It is the duty of the chairperson to consult with the Executive Officer regarding the business to be conducted at each Board meeting and general meeting.

- (b) The chairperson has the powers and duties relating to convening and presiding at Board meetings and presiding at general meetings provided for in these rules.

7.2.3 Treasurer

The treasurer has the following duties —

- (a) ensuring that any amounts payable to the Association are collected and issuing receipts for those amounts in the Association's name;
- (b) ensuring that any amounts paid to the Association are credited to the appropriate account of the Association, as directed by the Board;
- (c) ensuring that any payments to be made by the Association that have been authorised by the Board or at a general meeting are made on time;
- (d) ensuring that the Association complies with the relevant requirements of Part 5 of the Act;
- (e) ensuring the safe custody of the Association's financial records, financial statements and financial reports, as applicable to the Association;
- (f) if the Association is a tier 1 association, coordinating the preparation of the Association's financial statements before their submission to the Association's annual general meeting;
- (g) if the Association is a tier 2 association or tier 3 association, coordinating the preparation of the Association's financial report before its submission to the Association's annual general meeting;
- (h) providing any assistance required by an auditor or reviewer conducting an audit or review of the Association's financial statements or financial report under Part 5 Division 5 of the Act;
- (i) carrying out any other duty given to the treasurer under these rules or by the Board.

7.3 Elected Directors

7.3.1 Eligibility – Subject to Rules 7.1.5, 7.1.6, and 7.8, any ordinary member of the Association, excluding Associate members, is eligible to stand for election as an Elected Board Director.

- 7.3.2 At least 42 days before an annual general meeting, the Executive Officer must send written notice to all the members —
- (a) calling for nominations for election to the Board; and
 - (b) stating the date by which nominations must be received by the Executive Officer to comply with rule 7.3.3.

7.3.3 A member who wishes to be considered for election to the Board at the annual general meeting must nominate for election by sending written notice of the nomination to the Executive Officer at least 28 days before the annual general meeting. Nominations are for elected representatives only.

- 7.3.4 The written notice must include a statement by another member in support of the nomination. A member whose nomination does not comply with this rule is not eligible for election to the Board unless the member is nominated under rule 7.3.5b.
- 7.3.5 Election will occur at the annual general meeting. If the number of members nominating for the position of elected Board Director is not greater than the number to be elected, the chairperson of the meeting —
- (a) must declare each of those members to be elected to the position; and
 - (b) may call for further nominations from the members at the meeting to fill any positions remaining unfilled after the elections under paragraph (a).
- 7.3.6 If —
- (a) the number of members nominating for the position of elected Board Director is greater than the number to be elected; or
 - (b) the number of members nominating under rule 7.3.5(b) is greater than the number of positions remaining unfilled,
- the members at the meeting must vote in accordance with procedures that have been determined by the Board to decide the members who are to be elected to the position of elected Board Director.
- 7.3.7 A member who has nominated for the position of elected Board Director may vote in accordance with that nomination.

7.4 Election of Office Holders

7.4.1 The Chairperson is appointed subject to Rule 7.6.

7.4.2 The other Office Holders of the Board are the Deputy Chairperson and the Treasurer.

7.4.3 At the first Board meeting following the AGM, the Board shall elect office holders for any positions that have become vacant. Notwithstanding anything in this Rule 7.4 but subject to the requirement that any decision by the Board to appoint Office Holders must be passed by a simple majority of Board Directors, the Board will in all cases determine the best way to appoint a person to the role of Office Holder (and a person may be appointed to the role in that way).

7.4.4 Office Holders shall each serve terms of a minimum of 12 months and a maximum of 24 months, and may be re-elected.

7.4.5 If an office holder position becomes vacant, it must be filled by the Directors at the next Board meeting. The term of appointment the new office holder will be until the end of the current office holder's term.

7.4.6 A person must not hold 2 or more of the offices mentioned in 7.4.1 and 7.4.2 at the same time.

7.5 Appointment of Skills-Based Board Directors

7.5.1 Individuals whose skills sets align with the objectives of the Association's strategic goals may be appointed as Skills-based Directors.

7.5.2 In the event of a vacancy for a Skills-based position, a call for written expressions of interest for the Board shall be sent not less than twenty-five (25) calendar days after the annual general meeting.

7.5.3 Nominations shall be received in writing by the Executive Officer not less than forty (40) calendar days after the annual general meeting.

7.5.4 Appointment of skills-based board representatives will be by a consensus of sitting Board Directors at the first meeting of the Board after the annual general meeting.

7.6. Appointment of Independent Chair

7.6.1 Individuals whose skills sets align with the objectives of the Association's strategic goals may be appointed as an Independent Chairperson.

7.6.2 Notwithstanding anything in this Rule 7.6 but subject to the requirement that any decision by the Board to appoint a person to the role of Independent Chair must be passed by a simple majority, the Board will in all cases determine the best way to appoint a person to the role of the Independent Chair (and a person may be appointed to the role of the Independent Chair in that way).

7.7 Filling casual vacancies

7.7.1 Should any vacancy occur in the office bearers or members of the Board of the Association, including where no nominations have been received for any of the vacant Board positions at an annual general meeting, the Board has the power to appoint a Director until the end of the current term of that position.

7.7.2 Subject to the requirement for a quorum under rule 7.17.2, the Board may continue to act despite any vacancy in its membership.

7.7.3 If there are fewer Board members than required for a quorum under rule 7.17.2, the Board may act only for the purpose of —

- (a) appointing Board members under this rule; or
- (b) convening a general meeting.

7.8 Resignation and Removal from Office

7.8.1 A Director shall cease to be a director of the Board if that Director::

- (a) Dies or otherwise ceases to be a member; or
- (b) becomes ineligible to accept an appointment or act as a Board member under section 39 of the Act;
- (c) becomes permanently unable to act as a Board member because of a mental or physical disability; or
- (d) Is absent without the consent of the Board for more than three consecutive meetings or 50 percent of the scheduled Boarding meetings in a twelve-month period without the consent of the Directors
- (e) Resigns his or her office in writing or is removed from office under rule 7.8.4
- (f) in the case of an elected Director, becomes a non-financial member.
- (g) without the prior consent of the other Directors is directly or indirectly involved in any contract or proposed contract with the Association and fails to disclose the nature of the Director's interest as required by the Act.

7.8.2 A Board Director may resign from the Board by written notice given to the Chairperson, or if the resigning member is the chairperson, given to the deputy chairperson.

7.8.3 The resignation takes effect —

- (a) when the notice is received by the chairperson or deputy chairperson; or
- (b) if a later time is stated in the notice, at the later time.

7.8.4 At a general meeting, the Association may by resolution —

- (a) remove a Board Director from office; and
- (b) elect a member who is eligible under rule 7.4 to fill the vacant position.

7.8.5 A Board member who is the subject of a proposed resolution under rule 7.8.4(a) may make written representations (of a reasonable length) to the Executive Officer or chairperson and may ask that the representations be provided to the members.

7.9 Sub-committees

7.9.1 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 shall be ex-officio of all subcommittees.

7.9.2 A sub-committee may consist of the number of people, whether or not members, that the Board considers appropriate.

7.9.3 Subject to any directions given by the Board sub-committee may meet and conduct business as it considers appropriate.

7.10 Executive Officer

7.10.1 The Board shall appoint an Executive Officer to manage the affairs of the association and will fulfil the role of Board Secretary.

The Executive Officer has the following duties —

- (a) dealing with the Association's correspondence;
- (b) consulting with the chairperson regarding the business to be conducted at each Board meeting and general meeting;
- (c) preparing the notices required for meetings and for the business to be conducted at meetings;
- (d) unless a Director is authorised by the Board to do so, maintaining on behalf of the Association the register of members, and recording in the register any changes in the membership, as required under section 53(1) of the Act;
- (e) maintaining on behalf of the Association an up-to-date copy of these rules, as required under section 35(1) of the Act;
- (f) unless a Director is authorised by the Board to do so, maintaining on behalf of the Association a record of Board members and other persons authorised to act on behalf of the Association, as required under section 58(2) of the Act;
- (g) ensuring the safe custody of the books of the Association, other than the financial records, financial statements and financial reports, as applicable to the Association;
- (h) maintaining full and accurate minutes of Board meetings and general meetings;
- (i) carrying out any other duty given to the Executive Officer under these rules or by the Board.

7.10.2 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.

7.11 Validity of acts

The acts of a Board or sub-committee, or of a Board Director or member of a sub-committee, are valid despite any defect that may afterwards be discovered in the election, appointment or qualification of a Board Director or member of a sub-committee.

7.12 The Association's Policy Framework shall be maintained by the Board.

7.13 Board meetings

7.13.1 The Board must meet at least 4 times in each year on the dates and at the times and places determined by the Board.

7.13.2 Board decisions of an urgent nature may be made by circular subject to a majority of eligible Directors voting in affirmation of the matter.

7.14 Notice of Board meetings

7.14.1 Notice of each Board meeting must be given to each Board member at least 72 hours before the time of the meeting.

7.14.2 The notice must state the date, time and place of the meeting and must describe the general nature of the business to be conducted at the meeting.

7.14.3 Unless rule 7.14.4 applies, the only business that may be conducted at the meeting is the business described in the notice.

7.14.4 Urgent business that has not been described in the notice may be conducted at the meeting if the Board members at the meeting unanimously agree to treat that business as urgent.

7.15 Procedure and order of business

7.15.1 The chairperson or, in the chairperson's absence, the deputy chairperson must preside as chairperson of each Board meeting.

7.15.2 If the chairperson and deputy chairperson are absent or are unwilling to act as chairperson of a meeting, the Board members at the meeting must choose one of them to act as chairperson of the meeting.

7.15.3 The procedure to be followed at a Board meeting must be determined from time to time by the Board.

7.15.4 The order of business at a Board meeting may be determined by the Board members at the meeting.

7.15.5 A member or other person who is not a Board member may attend a Board meeting if invited to do so by the Board.

7.15.6 A person invited under rule 7.15.5 to attend a Board meeting —

(a) has no right to any agenda, minutes or other document circulated at the meeting; and

(b) must not comment about any matter discussed at the meeting unless invited by the Board to do so; and

(c) cannot vote on any matter that is to be decided at the meeting.

7.16 Use of technology to be present at Board meetings

7.16.1 The presence of a Board member at a Board meeting need not be by attendance in person but may be by that Board member and each other Board member at the

meeting being simultaneously in contact by telephone or other means of instantaneous communication.

7.16.2 A member who participates in a Board meeting as allowed under 7.16.1 is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.

7.17 Quorum for Board meetings

7.17.1 Subject to rule 7.7.2, no business is to be conducted at a Board meeting unless a quorum is present.

7.17.2 Any 50% of Board Directors constitutes a quorum for the conduct of business at a Board meeting.

7.17.3 If a quorum is not present within 30 minutes after the notified commencement time of a Board meeting —

- (a) in the case of a special meeting — the meeting lapses; or
- (b) otherwise, the meeting is adjourned to the same time, day and place in the following week.

7.17.4 If —

- (a) a quorum is not present within 30 minutes after the commencement time of a Board meeting held under rule 7.17.3(b); and
- (b) at least 2 Board members are present at the meeting,

those members present are taken to constitute a quorum.

7.18 Voting at Board meetings

7.18.1 Each Board member present at a Board meeting has one vote on any question arising at the meeting.

7.18.2 A motion is carried if a majority of the Board members present at the Board meeting vote in favour of the motion.

7.18.3 If the votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.

7.18.4 A vote may take place by the Board members present indicating their agreement or disagreement or by a show of hands, unless the Board decides that a secret ballot is needed to determine a particular question.

7.18.5 If a secret ballot is needed, the chairperson of the meeting must decide how the ballot is to be conducted.

7.19 Minutes of Board meetings

7.19.1 The Board must ensure that minutes are taken and kept of each Board meeting.

7.19.2 The minutes must record the following —

- (a) the names of the Board members present at the meeting;
- (b) the name of any person attending the meeting under rule 7.15.5;
- (c) the business considered at the meeting;
- (d) any motion on which a vote is taken at the meeting and the result of the vote.

- 7.19.3 The minutes of a Board meeting must be entered in the Association's minute book within 30 days after the meeting is held.
- 7.19.4 The chairperson must ensure that the minutes of a Board meeting are reviewed and signed as correct by —
- (a) the chairperson of the meeting; or
 - (b) the chairperson of the next Board meeting.
- 7.19.5 When the minutes of a Board meeting have been signed as correct they are, until the contrary is proved, evidence that —
- (a) the meeting to which the minutes relate was duly convened and held; and
 - (b) the matters recorded as having taken place at the meeting took place as recorded; and
 - (c) any appointment purportedly made at the meeting was validly made.

8.0 MEMBERSHIP

8.1 Eligibility for membership

8.1.1 Membership of the Association shall be open to all persons and/or organisations interested in the objectives of the Association.

8.1.2 An individual who has not reached the age of 15 years is not eligible to apply for Ordinary membership but may become an Associate member.

8.1.3 A person who wants to become a member must apply in writing to the Association. The applicant must specify in the application the class of membership.

8.1.4 An applicant for membership of the Association becomes a member when —

- (a) the Board accepts the application; and
- (b) the applicant pays any membership fees payable to the Association under rule 9.

8.2 Dealing with membership applications

8.2.1 The Board must consider each application for membership of the Association and decide whether to accept or reject the application.

8.2.2 Subject to 8.2.3, the Board must consider applications in the order in which they are received by the Association.

8.2.3 The Board may delay its consideration of an application if the Board considers that any matter relating to the application needs to be clarified by the applicant or that the applicant needs to provide further information in support of the application.

8.2.4 The Board must not accept an application unless the applicant —

- (a) is eligible under rule 8.1; and
- (b) has applied under rule 8.1.3.

8.2.5 The Board may reject an application even if the applicant —

- (a) is eligible under rule 8.1; and
- (b) has applied under rule 8.1.3.

8.2.6 The Board must notify the applicant of the Board's decision to accept or reject the application as soon as practicable after making the decision.

8.2.7 If the Board rejects the application, the Board is not required to give the applicant its reasons for doing so.

8.3 Classes of membership

8.3.1 Membership of the Association shall consist of ordinary members, life members, and any associate members provided for under rule 8.3.2.

8.3.2 The Association may have any class of associate membership approved by resolution at a general meeting.

8.3.3 Each ordinary member of the Association that is a body corporate has one vote at a general meeting of the Association.

8.3.4 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 members of the Association at the Annual General Meeting. A Life Member will not be required to pay a subscription under rule 9.

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8.3.5 An individual who has not reached the age of 15 years is only eligible to be an associate member.

8.3.6 A person can only belong to one class of membership.

8.3.7 An ordinary member has full voting rights and any other rights conferred on members by these rules or approved by resolution at a general meeting or determined by the Board.

8.3.8 A life member has the rights referred to in rule 8.3.7

8.3.9 An associate member has the rights referred to in rule 8.3.7 other than full voting rights.

8.3.10 The number of members of any class is not limited unless otherwise approved by resolution at a general meeting

8.4 When membership ceases

8.4.1 A person ceases to be a member when any of the following takes place —

- (a) for a member who is an individual, the individual dies;
- (b) for a member who is a body corporate, the body corporate is wound up;
- (c) the person resigns from the Association under rule 12;
- (d) the person is expelled from the Association under rule 10;
- (e) the person ceases to be a member under rule 9.4.

8.5 Register of members

8.5.1 A register of membership shall be maintained by the Executive Officer who is responsible for the requirements imposed on the Association under section 53 of the Act to maintain the register of members and record in that register any change in the membership of the Association.

8.5.2 In addition to the matters referred to in section 53(2) of the Act, the register of members must include the class of membership (if applicable) to which each member belongs and the date on which each member becomes a member.

8.5.3 The Association must keep a record, for at least one year after a person ceases to be a member, of —

- (a) the date on which the person ceased to be a member; and
- (b) the reason why the person ceased to be a member.

8.5.4 The register of members must be kept at the Association's registered place of business.

8.5.5 A member who wishes to inspect the register of members must contact the Executive Officer to make the necessary arrangements.

8.5.6 If —

- (a) a member inspecting the register of members wishes to make a copy of, or take an extract from, the register under section 54(2) of the Act; or
- (b) a member makes a written request under section 56(1) of the Act to be provided with a copy of the register of members,

the Board may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Association.

8.6 The membership year shall be as for the Association's financial year.

8.7 The rights of a member are not transferable and end when membership ceases.

9.0 SUBSCRIPTION

9.1 The Board must determine the annual membership fee to be paid for membership of the Association.

9.2 The fees determined under rule 9.1 may be different for different classes of membership.

9.3 A member must pay the annual membership fee to the treasurer, or another person authorised by the Board to accept payments, by the date (the **due date**) determined by the Board.

9.4 If a member has not paid the annual membership fee within the period of 2 months after the due date, the member ceases to be a member on the expiry of that period.

9.5 If a person who has ceased to be a member under rule 9.4 offers to pay the annual membership fee after the period referred to in that rule has expired —

- (a) the Board may, at its discretion, accept that payment; and
- (b) if the payment is accepted, the person's membership is reinstated from the date the payment is accepted.

10.0 SUSPENSION OR EXPULSION

10.1 In this Part, member, in relation to a member who is expelled from the Association, includes former member.

10.2 The Board may decide to suspend a member's membership or to expel a member from the Association if —

- (a) the member contravenes any of these rules; or
- (b) the member acts detrimentally to the interests of the Association.

10.3 The Board must give the member written notice of the proposed suspension or expulsion at least 28 days before the Board meeting at which the proposal is to be considered by the Board.

10.4 The notice given to the member must state —

- (a) when and where the Board meeting is to be held; and
- (b) the grounds on which the proposed suspension or expulsion is based; and
- (c) that the member, or the member'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 proposed suspension or expulsion;

10.5 At the Board meeting, the Board must —

- (a) give the member, or the member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the proposed suspension or expulsion; and
- (b) give due consideration to any submissions so made; and

- (c) decide —
 - (i) whether or not to suspend the member's membership and, if the decision is to suspend the membership, the period of suspension; or
 - (ii) whether or not to expel the member from the Association.

10.6 A decision of the Board to suspend the member's membership or to expel the member from the Association takes immediate effect.

10.7 The Board must give the member written notice of the Board's decision, and the reasons for the decision, within 7 days after the Board meeting at which the decision is made.

10.8 A member whose membership is suspended or who is expelled from the Association may, within 14 days after receiving notice of the Board's decision under 10.7, give written notice to the Executive Officer requesting the appointment of a mediator under rule 21.

10.9 If notice is given under rule 10.8, the member who gives the notice and the Board are the parties to the mediation.

10.10 During the period a member's membership is suspended, the member —

- (a) loses any rights (including voting rights) arising as a result of membership; and
- (b) is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the Association.

10.11 When a member's membership is suspended, the Executive Officer must record in the register of members —

- (a) that the member's membership is suspended; and
- (b) the date on which the suspension takes effect; and
- (c) the period of the suspension.

10.12 When the period of the suspension ends, the Executive Officer must record in the register of members that the member's membership is no longer suspended.

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.

11.1.1 The notice must —

- (a) specify the date, time and place of the meeting; and
- (b) indicate the general nature of each item of business to be considered at the meeting; and
- (c) if the meeting is the annual general meeting, include the names of the members who have nominated for election to the Board under rule 7.3.3; and
- (d) if a special resolution is proposed —

- (i) set out the wording of the proposed resolution as required by section 51(4) of the Act; and
- (ii) state that the resolution is intended to be proposed as a special resolution; and
- (iii) comply with rule 11.4.8.

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

- (a) The Chairperson's Report
- (b) Executive Officer's Report
- (c) The Financial Report inclusive of audited financial statements in respect of the preceding year
- (d) A report on members appointed to the Board since the last Annual General Meeting
- (e) Other reports as decided by the Board
- (f) The election of any Elected Directors as per rule 7.4
- (g) Any other business so notified in the NOTICE OF ANNUAL GENERAL MEETING

11.3 Use of technology to be present at general meetings

11.3.1 The presence of a member at a general meeting need not be by attendance in person but may be by that member and each other member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.

11.3.2 A member who participates in a general meeting as allowed under 11.3.1 is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.

11.4 Proxies

11.4.1 Voting shall be restricted to those in attendance and those submitted in writing by proxy prior to the commencement of the Meeting.

11.4.2 Subject to rule 11.4.3 an ordinary member or life member may appoint an individual who is a member as his or her proxy to vote and speak on his or her behalf at a general meeting.

11.4.3 An ordinary member may be appointed the proxy for not more than 5 other members.

11.4.4 The appointment of a proxy must be in writing and signed by the member making the appointment.

- 11.4.5 The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf.
- 11.4.6 If no instructions are given to the proxy, the proxy may vote on behalf of the member in any matter as the proxy sees fit.
- 11.4.7 If the Board has approved a form for the appointment of a proxy, the member may use that form or any other form —
- (a) that clearly identifies the person appointed as the member's proxy; and
 - (b) that has been signed by the member.
- 11.4.8 Notice of a general meeting given to a voting member under rule 11.1 must —
- (a) state that the member may appoint an individual who is a voting member as a proxy for the meeting; and
 - (b) include a copy of any form that the Board has approved for the appointment of a proxy.
- 11.4.9 A form appointing a proxy must be given to the Executive Officer before the commencement of the general meeting for which the proxy is appointed.
- 11.4.10 A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association not later than 24 hours before the commencement of the meeting.

11.5 Presiding member and quorum for general meetings

- 11.5.1 The chairperson or, in the chairperson's absence, the deputy chairperson must preside as chairperson of each general meeting.
- 11.5.1 If the chairperson and deputy chairperson are absent or are unwilling to act as chairperson of a general meeting, the Board members at the meeting must choose one of them to act as chairperson of the meeting.
- 11.5.2 No business is to be conducted at a general meeting unless a quorum is present.
- 11.5.4 The quorum at the meeting of the Association shall be not less than 15% of the members entitled to vote under rule 11.5.5. Such members may be present or represented by proxy.
- 11.5.5 Persons entitled to a voice and vote at any meeting of the Association are Ordinary members and Life members.
- 11.5.6 If a quorum is not present within 30 minutes after the notified commencement time of a general meeting —

- (a) in the case of a special general meeting — the meeting lapses; or
- (b) in the case of the annual general meeting — the meeting is adjourned to —

- (i) the same time and day in the following week; and
- (ii) the same place, unless the chairperson specifies another place at the time of the adjournment or written notice of another place is given to the members before the day to which the meeting is adjourned.

11.5.7 If —

- (a) a quorum is not present within 30 minutes after the commencement time of an annual general meeting held under rule 11.5.6b; and

- (b) at least 2 ordinary members are present at the meeting,

those members present are taken to constitute a quorum.

11.6 Adjournment of general meeting

11.6.1 The chairperson of a general meeting at which a quorum is present may, with the consent of a majority of the ordinary members present at the meeting, adjourn the meeting to another time at the same place or at another place.

11.6.2 Without limiting rule 11.6.1, a meeting may be adjourned —

- (a) if there is insufficient time to deal with the business at hand; or
- (b) to give the members more time to consider an item of business.

11.6.3 No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.

11.6.4 Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 11.1.

11.7 Voting at general meeting

11.7.1 On any question arising at a general meeting —

- (a) subject to rule 11.7.7, each voting member has one vote unless the member may also vote on behalf of a body corporate under 11.7.2; and
- (b) ordinary members may vote personally or by proxy.

11.7.2 An ordinary member that is a body corporate may, in writing, appoint an individual, whether or not the individual is a member, to vote on behalf of the body corporate on any question at a particular general meeting or at any general meeting, as specified in the document by which the appointment is made.

11.7.3 A copy of the document by which the appointment is made must be given to the Executive Officer before any general meeting to which the appointment applies.

11.7.4 The appointment has effect until —

- (a) the end of any general meeting to which the appointment applies; or
- (b) the appointment is revoked by the body corporate and written notice of the revocation is given to the Executive Officer.

11.7.5 Except in the case of a special resolution, a motion is carried if a majority of the financial members present at a general meeting vote in favour of the motion.

11.7.6 If votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.

11.7.7 If the question is whether or not to confirm the minutes of a previous general meeting, only members who were present at that meeting may vote.

11.7.8 For a person to be eligible to vote at a general meeting as an ordinary member, or on behalf of an ordinary members that is a body corporate under 11.7.2, the member —

- (a) must have been an ordinary member at the time notice of the meeting was given under rule 11.1; and
- (b) must have paid any fee or other money payable to the Association by the member.

11.8 When special resolutions are required

11.8.1 A special resolution is required if it is proposed at a general meeting —

- (a) to affiliate the Association with another body; or
- (b) to request the Commissioner to apply to the State Administrative Tribunal under section 109 of the Act for the appointment of a statutory manager.

11.8.2 Rule 11.8.1 does not limit the matters in relation to which a special resolution may be proposed.

11.9 Determining whether resolution carried

11.9.1 In this rule —

poll means the process of voting in relation to a matter that is conducted in writing.

11.9.2 Subject to rule 11.9.4 the chairperson of a general meeting may, on the basis of general agreement or disagreement or by a show of hands, declare that a resolution has been —

- (a) carried; or
- (b) carried unanimously; or
- (c) carried by a particular majority; or

(d) lost.

11.9.3 If the resolution is a special resolution, the declaration under rule 11.9.2 must identify the resolution as a special resolution.

11.9.4 If a poll is demanded on any question by the chairperson of the meeting or by at least 3 other financial members present in person or by proxy —

(a) the poll must be taken at the meeting in the manner determined by the chairperson;

(b) the chairperson must declare the determination of the resolution on the basis of the poll.

11.9.5 If a poll is demanded on the election of the chairperson or on a question of an adjournment, the poll must be taken immediately.

11.9.6 If a poll is demanded on any other question, the poll must be taken before the close of the meeting at a time determined by the chairperson.

11.9.7 A declaration under 11.9.2 or 11.9.4 must be entered in the minutes of the meeting, and the entry is, without proof of the voting in relation to the resolution, evidence of how the resolution was determined.

11.20 Minutes of general meeting

11.20.1 The Executive Officer, or a person authorised by the Board from time to time, must take and keep minutes of each general meeting.

11.20.2 The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.

11.20.3 In addition, the minutes of each annual general meeting must record —

(a) the names of the ordinary members attending the meeting; and

(b) any proxy forms given to the chairperson of the meeting under rule 11.4; and

(c) the financial statements or financial report presented at the meeting, as referred to in rule 13.3; and

(d) any report of the review or auditor's report on the financial statements or financial report presented at the meeting, as referred to in rule 14.

11.20.4 The minutes of a general meeting must be entered in the Association's minute book within 30 days after the meeting is held.

11.20.5 The chairperson must ensure that the minutes of a general meeting are reviewed and signed as correct by —

(a) the chairperson of the meeting; or

(b) the chairperson of the next general meeting.

11.20.6 When the minutes of a general meeting have been signed as correct they are, in the absence of evidence to the contrary, taken to be proof that —

(a) the meeting to which the minutes relate was duly convened and held; and

- (b) the matters recorded as having taken place at the meeting took place as recorded; and
- (c) any election or appointment purportedly made at the meeting was validly made.

11.21 Special General Meetings may be called when:

11.21.1 In the opinion of the Board such a meeting is warranted;

11.21.2 On receipt, by the Board, of a petition signed by at least 20% of the Members of the Association, or by at least five (5) Directors of the Board, requesting the convening of such a meeting. The members requiring a special general meeting to be convened must —

- (a) make the requirement by written notice given to the Executive Officer; and
- (b) state in the notice the business to be considered at the meeting; and
- (c) each sign the notice.

11.21.3 On receipt of such a petition, the Chairperson will convene a Special General Meeting within twenty-one (21) days.

11.21.4 If the Board does not convene a special general meeting within that 28 day period, the members making the requirement (or any of them) may convene the special general meeting.

11.21.5 A special general meeting convened by members under 11.21.4

- (a) must be held within 3 months after the date the original requirement was made; and
- (b) may only consider the business stated in the notice by which the requirement was made.

11.21.6 The Association may reimburse any reasonable expenses incurred by the members convening a special general meeting under rule 11.21.4

11.21.7 No business shall be transacted at a Special General Meeting except the business contained in the form of notice convening the meeting.

11.21.8 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.

11.22 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 Executive Officer to that effect.

12.2 The resignation takes effect —

- (a) when the Executive Officer receives the notice; or

(b) if a later time is stated in the notice, at that later time.

12.3 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.

13.3 Source of funds

The funds of the Association may be derived from entrance fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Board.

13.4 Control of funds

13.4.1 The Association must open an account/s in the name of the Association with a financial institution from which all expenditure of the Association is made and into which all funds received by the Association are deposited.

13.4.2 Subject to any restrictions imposed at a general meeting, the Board may approve expenditure on behalf of the Association.

13.4.3 The Board may authorise the treasurer to expend funds on behalf of the Association up to a specified limit without requiring approval from the Board for each item on which the funds are expended.

13.4.4 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be authorised by —

- (a) 2 Board members; or
- (b) one Board member and a person authorised by the Board.

13.4.5 All funds of the Association must be deposited into the Association's account within 5 working days after their receipt.

13.5 Financial statements and financial reports

13.5.1 For each financial year, the Board must ensure that the requirements imposed on the Association under Part 5 of the Act relating to the financial statements or financial report of the Association are met.

13.5.2 Without limiting 13.5.1, those requirements include —

- (a) if the Association is a tier 1 association, the preparation of the financial statements; and
- (b) if the Association is a tier 2 association or tier 3 association, the preparation of the financial report; and
- (c) if required, the review or auditing of the financial statements or financial report, as applicable; and
- (d) the presentation to the annual general meeting of the financial statements or financial report, as applicable; and
- (e) if required, the presentation to the annual general meeting of the copy of the report of the review or auditor's report, as applicable, on the financial statements or financial report.

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 GENERAL MATTERS

15.1 Common Seal

15.1.1 The Association shall have and use a common seal inscribed with the name of the association.

15.1.2 The common seal shall be kept in the custody of the Board.

15.1.3 Such seal shall be fixed to writing when authorised by resolution of the Board and not otherwise; and

a document may only be sealed with the common seal by the authority of the Board and in the presence of —

- (i) 2 Board members; or
- (ii) one Board member and a person authorised by the Board,

and each of them is to sign the document to attest that the document was sealed in their presence.

15.1.4 The Executive Officer must make a written record of each use of the common seal.

15.1.5 The Association may execute a document without using a common seal if the document is signed by —

- (b) 2 Board members; or
- (c) one Board member and a person authorised by the Board.

15.2 Inspection of records and documents

15.2.1 Rule 15.2.2 applies to a member who wants to inspect —

- (a) the register of members under section 54(1) of the Act; or
- (b) the record of the names and addresses of Board members, and other persons authorised to act on behalf of the Association, under section 58(3) of the Act; or
- (c) any other record or document of the association.

15.2.2 The member must contact the Executive Officer to make the necessary arrangements for the inspection.

15.2.3 The inspection must be free of charge.

15.2.4 If the member wants to inspect a document that records the minutes of a Board meeting, the right to inspect that document is subject to any decision the Board has made about minutes of Board meetings generally, or the minutes of a specific Board meeting, being available for inspection by members.

15.2.5 The member may make a copy of or take an extract from a record or document referred to in rule 15.2.1(c) but does not have a right to remove the record or document for that purpose.

15.2.6 The member must not use or disclose information in a record or document referred to in rule 15.2.1(c) except for a purpose —

- (a) that is directly connected with the affairs of the Association; or
- (b) that is related to complying with a requirement of the Act.

15.3 Giving notices to members

15.3.1 In this rule —

recorded means recorded in the register of members.

15.3.2 A notice or other document that is to be given to a member under these rules is taken not to have been given to the member unless it is in writing and —

- (a) delivered by hand to the recorded address of the member; or
- (b) sent by prepaid post to the recorded postal address of the member; or
- (c) sent by facsimile or electronic transmission to an appropriate recorded number or recorded electronic address of the member.

15.4 Custody of books and securities

15.4.1 Subject to rule 15.4.2, the books and any securities of the Association must be kept in the Executive Officer's custody or under the Executive Officer's control.

15.4.2 The financial records and, as applicable, the financial statements or financial reports of the Association must be kept in the treasurer's custody or under the treasurer's control.

15.4.3 Rules 15.4.1. and 15.4.2 have effect except as otherwise decided by the Board.

15.4.4 The books of the Association must be retained for at least 7 years.

15.5 Record of office holders

The record of Board members and other persons authorised to act on behalf of the Association that is required to be maintained under section 58(2) of the Act must be kept in the Executive Officer's custody or under the Executive Officer's control.

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

17.1 This Constitution may be altered, amended or added to from time to time by resolution of not less than 75% of the voting members 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.

17.2 By-Laws

17.2.1 The Association may, by resolution at a general meeting, make, amend or revoke by-laws.

17.2.2 By-laws may —

- (a) provide for the rights and obligations that apply to any classes of associate membership approved under rule 8.3; and
- (b) impose restrictions on the Board's powers, including the power to dispose of the association's assets; and
- (c) impose requirements relating to the financial reporting and financial accountability of the association and the auditing of the association's accounts; and
- (d) provide for any other matter the association considers necessary or convenient to be dealt with in the by-laws.

17.2.3 A by-law is of no effect to the extent that it is inconsistent with the Act, the regulations or these rules.

17.2.4 Without limiting rule 17.2.3, a by-law made for the purposes of rule 17.2.2 (c) may only impose requirements on the Association that are additional to, and do not restrict, a requirement imposed on the Association under Part 5 of the Act.

17.2.5 At the request of a member, the Association must make a copy of the by-laws available for inspection by the member.

18.0 DISSOLUTION

18.1 The Association may at any time, and with the consent of 75% of the ordinary members 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 RESOLVING DISPUTES

19.1 Terms used in this rule —

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.

19.2 Application of rule

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.

19.3 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.

19.4 How Grievance Procedure is Started

19.4.1 If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 19.2, 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.

19.4.2 Within 28 days after the chairperson is given the notice, a Board meeting must be convened to consider and determine the dispute.

19.4.3 The chairperson must give each party to the dispute written notice of the Board meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.

19.4.4 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.

19.4.5 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 Board;
and
 - (ii) requests the appointment of a mediator under rule 21, the Board must not determine the dispute.

19.5 Determination of Dispute by the Board

19.5.1 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 Board about the dispute; and
- (b) give due consideration to any submissions so made; and
- (c) determine the dispute.

19.5.2 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.

19.5.3 A party to the dispute may, within 14 days after receiving notice of the board's determination under rule 19.5.1(c) give written notice to the chairperson requesting the appointment of a mediator under rule 21.

19.5.4 If notice is given under 19.5.3, each party to the dispute is a party to the mediation.

20. MEDIATION

20.1 Application of rule

- (a) This rule applies if written notice has been given to the chairperson requesting the appointment of a mediator —
- (b) by a party to a dispute under rule 19.4.5(b)(ii) or 19.5.3.
- (c) If this rule applies, a mediator must be chosen or appointed under rule 21.

21. APPOINTMENT OF MEDIATOR

21.1 The mediator must be a person chosen —

- (a) if the appointment of a mediator was requested by a member under rule 10.8 — by agreement between the Member and the committee; or

(b) if the appointment of a mediator was requested by a party to a dispute under rule 19.4.5(b)(ii) or 19.5.3 — by agreement between the parties to the dispute.

21.2 If there is no agreement for the purposes of 21.1 then, subject to 21.3 and 21.4 the board must appoint the mediator.

21.3 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 19.4.5(b)(ii); or
- (b) a party to a dispute under rule 19.5.3 and the dispute is between one or more members and the Association.

21.4 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.

22. Mediation Process

22.1 The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.

22.2 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.

22.3 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.

22.4 The mediator cannot determine the matter that is the subject of the mediation.

22.5 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.

22.6 The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

22.7. 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, by Annual General Meeting October 2014, by Board Resolution September 2017 and by Annual General Meeting October 2019)