

2009

The Walking Federation
of South Australia
Incorporated

Constitution

of

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As adopted:- General Meeting Thursday 28th May 09

Constitution
of
The Walking Federation of South Australia Incorporated
Adopted on 28th May, 2009

1 Title

- 1.1 The name of the organisation shall be "The Walking Federation of South Australia Incorporated"

2 Definitions

Within this constitution the words listed below shall have the following meanings:

- 2.1 "association" includes "organisation", "club", "group" or any other similar body involved in recreational walking.
- 2.2 "walking" includes recreational walking (generally known as bushwalking) and allied activities for less than one day through to extended expeditions where the participants carry all the necessary food and camping equipment.
- 2.3 "member association" means an association affiliated with the Federation.
- 2.4 "individual member" is a "direct individual member" or a person who is a qualified and financial member of a member association.
- 2.5 "direct individual member" is a person affiliated with the Federation under clause 4.3.
- 2.6 "organisation" includes "association" or any club, group, company, commercial entity, government department or agency or part thereof.

3 Aims and Objectives

- 3.1 The aim of the Federation is to unite all people actively concerned with bushwalking for the protection and advancement of their mutual interests.
- 3.2 In particular, the Federation shall endeavour to secure access to walking areas for bona-fide walkers, consistent with the conservation and reasonable management of such areas.
- 3.3 The Federation recognises walking as a basic human freedom and the low impact of walking on the environment as compared with other human activities. 2

4 Membership

- 4.1 Membership of the Federation is available to Associations (see also 4.2) and from 1 April 1998 directly to individuals (see also 4.3). An association may be admitted into membership of the Federation by satisfying the following criteria:

- 4.1.1 Having been in existence for at least 6 months
- 4.1.2 Having a minimum of ten individual members.....(see also 4.2.3)
- 4.1.3 Having aims and objectives that, in the opinion of the Federation, are sufficiently similar to those of the Federation.
- 4.1.4 Satisfying the additional criteria for class A, B or C membership listed below.

4.2 Associations/Organisations

- 4.2.1 **Class A:** An association having a formal constitution, which in the opinion of the Federation has sufficient aims and objectives in common with those of the Federation.
- 4.2.2 **Class B:** An association not having a formal constitution whose members declare themselves to be members of that association and who agree to abide by the constitution, by- laws and other rules of the Federation.
- 4.2.3 **Class C:** An organisation that does not satisfy the requirements of class A or B, may apply for class C membership. Class C members shall not be required to satisfy clause 4.1.2.

4.3 Direct Individual Member

Class D: An individual with a personal interest in walking may be admitted into direct individual membership.

- 4.4 All members shall agree to abide by the constitution, by-laws and other rules of the Federation.
- 4.5 There shall be no distinction in the rights of class A and B members. Delegates of Class C members may attend and participate in General Meetings of the Federation, but may not vote.
- 4.6 The voting rights and privileges of direct individual members shall be no more or less than other individual members.
- 4.7 Admission to Class A, B & C membership of the Federation shall be by the affirmative vote of at least two thirds of the delegates present at a General Meeting of the Federation.
- 4.8 Membership of the Federation shall be terminated for any member who ceases to satisfy the criteria for admission to membership. The Federation may however allow such a member a period not exceeding three months within which to satisfy the criteria.
- 4.9 A person who is a qualified and financial member of a member association is automatically an individual member of the Federation.
- 4.10 Membership of any particular class may carry additional entitlements to services from the Federation, such as but not limited to the provision of newsletters, walking information, maps, insurance and so forth. The Federation may include the cost of these services in its affiliation fees or may charge separately for them. (See 9.2)

5 Delegates

- 5.1 Each association that is a member of the Federation under class A,B or C shall appoint a delegate or delegates to represent it at meetings of the Federation.

- 5.2 An association having more than one hundred individual members may at its discretion, appoint one additional delegate. No association may have more than two delegates simultaneously.
- 5.3 Should an appointed delegate be unable to attend any meeting, the member association may appoint any other person to represent it at that meeting. Where a delegate represents more than one association, he or she shall exercise only one vote.
- 5.4 Direct Individual Members may elect one delegate to represent their mutual interests. If there are more than one hundred Direct Individual Members they may elect one additional delegate. Procedures for the election of such delegates shall be approved by the Federation and set down in the standing orders.

6 General Meetings

- 6.1 The Federation shall hold at least four General Meetings per year, of which one shall be the Annual General Meeting.
- 6.2 At least seven days notice of a meeting and its agenda shall be given in writing by the secretary to each delegate or member association.
- 6.3 Upon the written request of at least 5 delegates, the secretary shall call a special general meeting to be held within 14 days at a suitable location within the metropolitan area of Adelaide.
- 6.4 A quorum shall consist of ten (10) delegates, and these delegates should represent as a minimum three different groups, organisations or associations with voting rights.

7 Management

- 7.1 The day-to-day business of the Federation shall be managed by an executive committee comprising all office bearers and at least two but not more than five other members. 4
- 7.2 The office bearers shall include: President, Secretary, Treasurer and such additional office bearers as the Federation may appoint at a General Meeting. The Federation may combine the offices of Secretary and Treasurer.
- 7.3 The Federation at its Annual General Meeting shall elect the office bearers for the ensuing year by secret ballot from among the delegates. Any individual member of the Federation may be nominated as an office bearing member of the executive committee.
- 7.4 Any vacancy occurring in the executive committee shall be filled at the first meeting of the Federation after due notice of the vacancy has been given to all members.
- 7.5 Not more than one third of the members of the executive committee shall comprise delegates representing class C members.
- 7.6 Each office bearer shall have the right to stand for six consecutive terms. An office bearer may be re-elected after six consecutive terms in the event that insufficient nominations have been received to fill the minimum vacancies.
- 7.7 The office bearers shall provide a report to each meeting of the Federation covering the financial position of the Federation and other matters dealt with by the executive committee.
- 7.8 Minutes of executive committee meetings shall be kept and provided on request for the perusal of any delegate.
- 7.9 Decisions of the Federation shall be binding on the executive committee.

7.10 The executive committee may exercise the following general powers on behalf of the federation:

1. acquire, hold, deal with, and dispose of, any real or personal property
2. administer any property on trust
3. invest its moneys
4. in any security
5. in any manner authorised
6. borrow money
7. give security for the discharge of liabilities
8. appoint agents to transact business
9. engage and disengage staff
10. engage in any contract
11. any other power conferred by a general meeting of the federation.

The federation may at a general meeting impose requirements as it sees fit on the exercise of the powers of the executive committee.

In the event of a conflict between the general powers provided under this section and any specifically provided or limited elsewhere in this constitution, the specific provision or limitation of the constitution shall prevail.

8 Special Committees

- 8.1 The Federation may appoint special committees to deal with matters of particular urgency, or requiring particular expertise, or to manage particular aspects of its operation.
- 8.2 The chairman or convenor of each special committee shall be an office bearer or other delegate. Where appropriate, a special committee may include individual members who are not delegates.
- 8.3 Such committees shall liaise with the executive committee and report to each meeting of the Federation.

9 Finance

- 9.1 The scale of affiliation and other fees for the ensuing twelve months shall be fixed at a General Meeting.
- 9.2 The affiliation fee shall comprise, (i) a fixed component for each membership, (ii) a per capita fee for each individual member affiliated through that membership, and (iii) may also include the cost of additional services. (See 4.9)
- 9.3 Any member who is more than twelve months in arrears in the payment of fees shall cease forthwith to be a member of the Federation.
- 9.4 The funds of the Federation shall be deposited with a reputable banking house, and may only be drawn upon the signature of two of the current office bearers.

- 9.5 The Federation shall authorise all expenditure. However it may by resolution at an Annual General Meeting authorise the committee to pay particular accounts falling due providing the amounts do not exceed a specified value. The adoption of a budget shall constitute authorisation for the purposes of this section.
- 9.6 The Federation shall appoint an Auditor who shall report to the Annual General Meeting.
- 9.7 The assets and income of the Federation shall be applied solely in furtherance of its aims and objectives and no portion shall be distributed directly or indirectly to its members except as bona fide compensation for services rendered or expenses incurred on behalf of the Federation.
- 9.8 The financial year of the Federation shall be from the 1st April to the 31st March, or such other period as may be adopted at an Annual General Meeting.

10 Activities

- 10.1 The Federation may undertake alone or with other persons or organisations, such activities, ventures or other projects that are in the interests of its members, walkers or walking generally, or the walking environment. This includes but is not limited to the provision of walking information, maps and guides, insurance, preservation of natural landscape, trails and access to them, health research and promotion.
- 10.2 Funds for such activities may be provided through the Federation's own resources, from grants or through providing services to its members, other walkers, tourists, or the public generally.
- 10.3 In keeping with its primary role as a peak body, the Federation shall not engage in activities that are more appropriately done by individual walkers or its member associations in their own right.

11 Amendments to the Constitution

- 11.1 Six week's notice shall be given in writing by the Secretary to each member association, of any proposed alteration to the constitution before such proposed alteration is placed on the agenda of a meeting of the Federation.
- 11.2 The constitution shall not be amended except by the approval of two thirds (2/3) of the delegates present at a meeting.

12. Circumstances not provided for

- 12.1 If any circumstance arises to which this Constitution is silent, incapable of taking effect or being implemented according to its strict provisions, the Federation will have the power to determine what action may be taken to ensure the effective administration and objectives of the Federation with such matter being considered by the Executive Committee or a General Meeting, if necessary.

13 Dissolution

- 13.1 The Federation may at its discretion dissolve if:-
- 13.1.1 a general meeting of the Federation so recommends;

13.1.2 the membership of the executive committee falls below three as a result of failure to fill any casual vacancies arising, and remains below three for a period of twelve months or more; or -

13.1.3 an Annual General Meeting fails to elect a new committee.

13.2 In the event of dissolution, any assets remaining after the satisfaction of all creditors and the pursuit of all debtors shall be given to a worthy body nominated by the Federation. Such a body shall in its respective constitution similarly provide that upon dissolution, its assets shall neither directly nor indirectly be distributed between any of its members or other persons.

Bylaw in regard to insurance.

- 1.1 Class A, B or C members are required to maintain public liability insurance to the satisfaction of the Committee.
- 1.2 Such insurance may be provided through Walking SA or another provider.
- 1.3 Members shall provide evidence of their public liability insurance on request from the committee, treasurer or membership officer.

Adopted at the Annual General Meeting, 19 August 2004