

Constitution

24 October 2019



WalkingSA

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Preamble

This Constitution, together with the Board Charter, lays out the governance framework for the proper and responsible stewardship of the affairs and operations of Walking SA as an incorporated Association, recognising its:

- › genesis as the Walking Federation of SA comprising walking clubs with up to 2,000 members, and membership of Bushwalking Australia;
- › role as South Australia's peak walking body promoting and encouraging involvement in walking within its available financial resources; and
- › contribution to the education, culture, enjoyment and well-being of the South Australian community.

2 Name of Association

The name of the Association is "Walking SA Incorporated".

3 Vision and Objects of Association

3.1 *Vision* Our vision is to see more people walking more often.

3.2 *Objects* To be South Australia's peak body for walking by:

- › promoting opportunities to improve the health and lifestyle of South Australians through all forms of walking;
- › providing expertise, guidance and advocacy for the development and maintenance of safe and supportive walking environments throughout South Australia.

4 Membership

4.1 Membership of individuals and groups supportive of the Vision and Objects of the Association shall be by application at subscription rates set annually by the Board. Under this clause, "group" means any organisation, club or similar body whose principal activity aligns with the Objects under clause 3.2.

4.2 The following categories of membership apply:

- Individual, also known as 'Supporter';
- Family, also known as 'Supporter';
- Club;
- Organisation (not Walking Clubs);

4.3 The Board may accept or reject any application. The Board members are not required, nor can they be compelled to provide, any reason for rejection of an application.

4.4 The Board may vary or cancel a membership or reinstate a terminated membership subject to terms and conditions as the Board sees fit. The Board cannot act against a current membership without prior written advice to the member concerned and must consider any submission received within 21 days from the member before acting in accordance with this clause.

5 Powers of the Association and the Board of the Association

5.1 The Association shall be managed by a Board consisting of:

5.1.1 Up to 9 members elected for 2 years at an annual general meeting;

5.1.2 Up to 5 individuals, whether members of the Association or not, coopted to the Board, as the Board considers necessary for the achievement of Association's Objects

5.1.3 The Association's Executive Officer as a non-voting member of the Board.

5.2 The Board may fill any casual vacancy to Board membership between annual general meetings, subject to that appointment being ratified by the membership at the subsequent annual general meeting.

5.3 The Board shall exercise the following powers for the Association:

- › acquire, hold, deal with, and dispose of any real or personal property;
- › administer property on trust;
- › invest its moneys in any security taking into account any recommendation of the Finance Committee;
- › borrow money taking into account any recommendation from the Finance Committee;
- › give security for the discharge of liabilities;
- › appoint agents to transact business;
- › engage and disengage employees and contractors;
- › engage in contracts

- › set rates for membership subscription
- › any other power conferred by a general meeting of the association
- › exercise any of the powers under section 25 of the Associations Incorporation Act 1985.

6 Operation of the Board of the Association

- 6.1 Resolutions of the Board will be passed by majority upon a show of hands.
- 6.2 Each Board Member, including the chairman, has one vote.
- 6.3 In the case of an equality of votes, the chairman will not have a casting vote and the motion will be deemed lost.
- 6.4 Each year, the Board shall elect a chairman, deputy chairman, secretary/public officer and treasurer at the annual general meeting. The chairman and deputy chairman will be appointed from the group of elected Board members and may hold office for a term of up to 3 consecutive years.
- 6.5 The Board may allocate tasks, as specified, to Committees of the Board to assist the Board and the Executive Officer in meeting the requirements of the Association's Vision and Objects. Such Committees must report regularly to the Board, as the Board determines.
- 6.6 The Board must appoint a Finance Committee to advise it on all aspects of the Association's financial affairs. Membership of this Committee must include the Treasurer, chairman or deputy chairman and the Executive Officer.
- 6.7 The Board shall meet at least four times annually. The quorum for Board meetings will be 5 Board members,

- 6.8 Between meetings, the Board may delegate management of the Association to an executive group as agreed by the Board and chaired by the board chairman, or deputy chairman in the absence of the chairman.
- 6.9 The Board shall produce an annual report for the membership including audited accounts, progress and achievements against the content of any strategic plan adopted by the Board, and any other information that the Board considers fit.
- 6.10 Self- and other nominations for election to the Board shall be invited by notice to all members not less than 21 days before the annual general meeting. All nominees must, by club or individual membership, be members of the Association.
- 6.11 Using a form authorised by the Board, nominations will include nominee information for distribution to members before or at the annual general meeting. If insufficient nominations are received, other nominations may be made at the annual general meeting.
- 6.12 If there are more nominations than vacancies, an election shall be held by a show of hands or, if determined by the chairman, by secret ballot.
- 6.13 The Board by majority resolution may remove a member of the Board whose conduct at Board meetings is deemed to be disruptive, non-performing and/or contrary to the Association's vision and objects.
- 6.14 The Board will adopt a Charter for the Board in respect of its responsibilities under this Constitution, consistent with generally accepted principles of good governance.

7 Appointment of officers and employees

The Board has the power to appoint such officers and employees as required to carry out the Objects of the Association, including a public officer required by the Act. The Board may delegate any of its powers to such officers and employees.

8 Board and Officer Indemnity

To the extent permitted by applicable laws, the Association:

- 8.1 will indemnify every person who is, or has been, an Officer of the Association; and
- 8.2 may, by deed, indemnify or agree to indemnify, a person who is, or has been, an Officer of the Association.

9 General and Special General Meetings

- 9.1 The Board may organise general meetings to provide information to Association members, the South Australian walking fraternity, and the general community.
- 9.2 At the written request of at least 10 members, or upon resolution of the Board, the secretary shall call a special general meeting to be held within 21 days, at a time and place specified in the notice. The notice must specify the matter or matters to be considered at the special general meeting, the business of which must be confined to those matters. The meeting quorum for all general and special general meetings shall be 20 members.
- 9.3 An Annual General Meeting of the Association must be held in accordance with the Act and this Constitution and on a date and at a venue to be determined by the Board.

10 Minutes of Meetings

The Secretary of the Association must ensure that Minutes, satisfactory to the Board, are kept of all meetings of the Association, the Board and any committees it appoints.

11 Finance

- 11.1 The assets and income of the association shall be applied solely in furtherance of its Objects. Nothing shall be distributed directly or indirectly to its members except as compensation for services or reimbursement of expenses as approved by the Board.
- 11.2 Association funds shall be deposited with a licensed banking house, and only drawn in a manner and on the authorisation of two office bearers as determined by a resolution of the Board.
- 11.3 The financial year shall be 1 July- 30 June, or another period adopted at an annual general meeting.

12 Appointment of auditor

At its annual general meeting the Association shall appoint a qualified person to audit its accounts, and report to the Board and thence to the members prior to the following annual general meeting.

13 Constitutional amendment

- 13.1 The secretary shall give members 30 days' notice of proposed amendments to this Constitution before placing any such amendment or amendments on the agenda of a meeting of the Association.
- 13.2 Amendment of this Constitution shall require approval by two thirds of voting members present at a general meeting with a quorum of 20.

14 Circumstances not provided for

- 14.1 In any circumstance about which this Constitution is silent or incapable of implementing, the Board shall act to ensure the Association's effective administration in accordance with the Associations Incorporation Act 1985, and convene a special general meeting of the Association if needed.

- 14.2 A specific power in this Constitution conflicting with a general provision shall prevail over the general provision.
- 14.3 The Association membership may, at a general meeting, impose requirements on the Board and where such requirements are deemed to be beyond the powers of this Constitution or its Objects, call a meeting of members to decide whether the Constitution should be amended.

15 Dissolution

The Association will dissolve if:

- 15.1 a general meeting of members so recommends by a two thirds majority providing the general meeting is quorate.
- 15.2 Board membership falls below three due to inability to fill casual vacancies, and remains below three for six months or more.
- 15.3 an annual general meeting fails to elect a new Board for whatever reason.
- 15.4 If the Association is dissolved, assets remaining after the satisfaction of creditors and pursuit of debtors shall be given to an appropriate and worthy body with similar Objects.



WalkingSA

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