

Action Outdoors Association Constitution – Revised 1998

1. Objectives

- 1.1. To provide a variety of active outdoor pursuits
eg: bushwalking, cycling, camping.
- 1.2. To foster friendship amongst those interested in the above.
- 1.3. To encourage interest in the environment, its flora and fauna.
- 1.4. To educate and encourage members in outdoor skills and leadership.
- 1.5. To promote all acts conducive to the above
eg: fitness programs, first-aid courses.
- 1.6. To hold a basic stock of equipment for the use of members.

2. Powers & Restrictions

- 2.1. Subject to any act of parliament and this Constitution, the Association may do all things necessary or conducive to the Objects of the Association.
- 2.2. The property, assets and income of the Association will be applied solely towards the objectives of the Association.
- 2.3. No portion of the property, assets or income of the Association may be paid, transferred or distributed, directly or indirectly to members, except for reimbursement of expenses incurred on behalf of the Association.

3. Membership

- 3.1. Membership shall be open to any person, over the age of 18.
- 3.2. Types of membership
 - 3.2.1. There are 2 types of membership - Full and Honorary Life
 - 3.2.2. Full Members – Persons become full members when they lodge a signed application form, have been accepted by the Committee and have paid their membership fees.
 - 3.2.3. Full members have the right to vote at elections and to hold Committee positions.
 - 3.2.4. Honorary Life Members - A Full Member may be nominated for an Honorary Life Membership in recognition of services rendered to the Association.
 - 3.2.5. Honorary Life Members shall be appointed at a General Meeting, by a majority vote of the members present.
 - 3.2.6. Honorary Life Members have the same rights and privileges as Full Members, but are exempt from membership fees.
- 3.3. Membership fees shall be determined at the Annual General Meeting or at a Special General Meeting called for that purpose.
- 3.4. The membership period is from the first of July to the end of June of the following year, however, at the discretion of the Committee, the membership period for new members may include the remainder of a current membership year, as well as the following membership year.

Action Outdoors Association Constitution – Revised 1998

- 3.5. The Committee has the right to accept or reject any application for membership, and shall not be required to give reasons for rejection.
- 3.6. A Registry of members shall be kept, detailing member's names and postal or residential addresses. Upon request to the Committee by a member, the Registry shall be made available for inspection by that member.
- 3.7. Disciplining of members
 - 3.7.1. The Committee has the right to take any legitimate action deemed appropriate, against any member whose actions are contrary to the character or interests of the Association.
 - 3.7.2. Prior to any action being taken, the member shall be notified and shall be given the opportunity to defend themselves and justify their conduct before the Committee.
 - 3.7.3. A member who has been disciplined shall have the right of appeal to a Special General Meeting called for that purpose.

4. Meetings

- 4.1. Meetings shall consist of three types:
 - 4.1.1. General Meetings, which are formal meetings and include the Annual General Meeting (AGM) and Special General Meetings.
 - 4.1.2. Committee Meetings, which are formal meetings of the Committee and other members at the discretion of the Chairperson.
 - 4.1.3. Monthly meetings, which are informal club meetings open to all members and visitors, to inform of club events and any matter that may be of interest to members. No motions or formal club business shall be conducted at "Monthly Meetings", except at the Chairman's discretion and only if a quorum is present.
- 4.2. General Meetings
 - 4.2.1. Members shall be given notice in writing at least fourteen days before a General Meeting.
 - 4.2.2. The Chairperson at all General Meetings shall be the President of the Committee or if the President is not present, then the Vice-President shall be the Chairperson. If neither is available then the members shall elect a member to the Chair.
 - 4.2.3. The Chairperson's decision on points of order shall be final.
 - 4.2.4. Only Financial members may vote at General Meetings.
 - 4.2.5. Proxy authorisations and postal votes may be permitted upon written application by members and must be received by the Secretary, prior to the Annual General Meeting or Special General Meeting.
 - 4.2.6. A motion (except alterations to by-laws, see Pt 4.3.3) put to the vote shall be decided by a numerical majority of members voting.
 - 4.2.7. The Chairperson shall have a casting vote in addition to a deliberate vote.
 - 4.2.8. The quorum at a General Meeting shall consist of at least ten per cent of the Financial membership.

Action Outdoors Association Constitution – Revised 1998

4.2.9. Adjournment:-

- 4.2.9.1. Should a quorum not be present within thirty minutes of the designated start time, then the meeting shall be adjourned for a period of no longer than twenty eight days.
- 4.2.9.2. Notice of the resumption of the General Meeting shall be given by any practical means to all members not less than seven days prior to the adjourned date.
- 4.2.9.3. Should a quorum not be present within thirty minutes of the designated start time, then those Financial members present shall be deemed to constitute a quorum.

4.3. Annual General Meeting (AGM)

- 4.3.1. The AGM of the members shall be held in the month of September in each year.
- 4.3.2. The annual report and audited financial statements shall be submitted to members at the AGM.
- 4.3.3. The AGM may make by-laws necessary for the proper administration of the Association. Any by-laws so made shall not be repealed, added to or amended unless and until:-
 - 4.3.3.1. Notice of intention to propose such repeal, addition or amendment is first given in writing to the Secretary by a member of the Association, not later than thirty days prior to the date of the AGM and is included in the agenda for the AGM.
 - 4.3.3.2. A motion to repeal, add or amend the by-law is proposed at the AGM and is approved by no less than 67% of the Financial members voting at the meeting.
- 4.3.4. All Committee positions are declared vacant at the AGM.
- 4.3.5. The Officers and Committee for the ensuing twelve months shall be elected by a majority vote, at the AGM.

4.4. Special General Meetings

- 4.4.1. A Special General Meeting may be called at the request of any two Committee members or at the written request of ten percent of financial members of the Association.
- 4.4.2. The meeting shall be held within thirty days of the request.

- 4.5. Minutes shall be kept at all General Meetings and Committee Meetings and copies shall be made available as soon as possible afterwards, to any member following a request from that member.

5. Management Committee

5.1. Powers and Restrictions

- 5.1.1. The management of the Association shall be the responsibility of the Committee.
- 5.1.2. All Committee decisions and actions are valid unless made fraudulently or in bad faith.

Action Outdoors Association Constitution – Revised 1998

- 5.1.3. The Committee shall be bound by any resolution passed at a General Meeting.
- 5.2. The Committee shall consist of a President, Vice-President, Secretary and Treasurer and any other members elected at a General Meeting or appointed by the Committee.
- 5.3. No member may serve in a particular office on the Committee for more than 3 consecutive terms.
- 5.4. Committee Meetings shall be held as often as deemed required by the Committee.
- 5.5. The quorum for a Committee Meeting shall be 51% or more of the Committee members.
- 5.6. At least 7 days notice of any Committee Meeting shall be given to all members of the Committee.
- 5.7. The President or any 2 members of the Committee have the power to call a Committee Meeting.
- 5.8. Committee Voting procedure:-
 - 5.8.1. Any motion put to the Committee shall be decided by a simple majority of the members present.
 - 5.8.2. At all Committee Meetings, the Chairperson shall have a casting vote, as well as a deliberate vote.
- 5.9. Any Committee member who has a conflict of interest in a matter before the Committee shall declare their interest and shall not take part in any discussions or voting dealing with that matter.

6. Finance

- 6.1. The Association's Financial Year shall be from 1st July to 30th June.
- 6.2. Monies of the Association shall be paid into the account or accounts of the Association at such financial institutions as the Committee may from time to time direct.
- 6.3. Monies shall only be drawn from the Association accounts by cheque signed by a minimum of two of the President, Vice-President, Secretary, or Treasurer.
- 6.4. An audited Financial Statements for the previous Financial Year, consisting of a summary of the assets and liabilities of the Association and a statement of profit and loss, shall be submitted to each Annual General Meeting.
- 6.5. The auditor shall be appointed by the Committee and shall not be a member of the Committee.
- 6.6. The accounts shall be open to inspection by any member upon giving reasonable notice to the Treasurer.
- 6.7. All irregular payments are to be individually approved by the Committee.

7. Dissolution of Association

- 7.1. The Association may only be dissolved with the consent of at least 67% of the eligible members present at an Extraordinary General Meeting called for the purpose.

Action Outdoors Association Constitution – Revised 1998

- 7.2. If upon the dissolution or winding up of the Association and after the satisfaction of all its debts and liabilities, there remains any property whatsoever, the same shall not be paid to, transferred or distributed amongst the members of the Association. It shall be given to an incorporated association having objects similar, wholly or in part, to the objects of this Association, or to a charitable organisation as decided at the meeting described in 7.1

8. Amendments

- 8.1. Alterations, additions or amendments to the rules of this Constitution may only be made by a Special Resolution passed by at least 67% of the eligible members present at a General Meeting.
- 8.2. Notice of any proposed alteration, addition or amendment shall be delivered in writing to an Executive Officer at least thirty days prior to the appropriate General Meeting and shall be included in any notice of business of that meeting.
- 8.3. Alterations will take effect in accordance with The Associations Incorporation Act 1987 rule 17, or the corresponding rule if the said Act is amended.

9. Common Seal

- 9.1. The Association shall have a Common Seal.
- 9.2. The Common Seal shall not be used without the express authority of the Committee and every use of the Common Seal shall be recorded in the minutes of a Committee Meeting.
- 9.3. The Common Seal shall be affixed by an Executive Officer of the Association, in the presence of two other members of the Committee, both of whom shall ascribe their names as witness.
- 9.4. The Common Seal shall be kept in the control of the Secretary.

10. Definitions

- 10.1. "Association" means Action Outdoors Association (Inc.)
- 10.2. "Executive Officer" means any of the President, Vice President, Secretary or Treasurer of the Association.

----- END OF CONSTITUTION -----