

ADELAIDE BUSHWALKERS INCORPORATED CONSTITUTION

(August 2018)

1. NAME

The Club shall be named **ADELAIDE BUSHWALKERS INCORPORATED** and herein after referred to as the Club.

2. OBJECTS

The objects of the Club shall be

- (a) By the nature of its existence as a non-sectarian and non-political association to offer opportunities to its members for walking in congenial company and to foster friendship and understanding among them.
- (b) To promote walking tours, particularly weekend and extended trips and to foster allied outdoor activities.
- (c) To encourage a wider appreciation and definite regard for the wildlife and natural values of the countryside and to assist in their preservation.
- (d) To affiliate, co-operate or associate with any other body or association for furthering the above objects.
- (e) To establish and disburse funds for the furtherance of the objects set forth, notwithstanding that the Club shall be a non-profit organisation.

3. BADGE

- (a) The Club badge shall be elliptical in shape, of the length of thirty two millimeters (32mm) and width twelve millimeters (12mm) in metal or a length of sixty three millimeters (63mm) and width twenty five millimeters (25mm) in embroidered cloth. The badge design shall be an adaptation of the colours black, red and gold of an Aboriginal shield and the markings shall suggest the activities of bushwalking and camping.
- (b) Representatives of the badge must receive the approval of the Committee.
- (c) Metal badges shall be regarded as the property of the Club and to be hired to the Members on payment of their first subscription. Such badges may be recalled on the cessation of membership at the discretion of the Committee.

4. POWERS OF THE CLUB

The Club shall have all the powers conferred by Section 25 of the Associations Incorporation Act (the Act).

5. MEMBERSHIP

(a) There shall be the following classes of membership:

- (1) Honorary Life Members
- (2) Full Members
- (3) Prospective Members
- (4) Casual Members

Unless otherwise stated in this Constitution, "Member" shall mean "Full Member".

- (b) Membership shall be open to persons of the full age of eighteen (18) years or over..
- (c) An applicant for membership shall make application on the prescribed form and such form shall include a clause indemnifying the Club or its agents against liability for injury loss or damage caused to the applicant whilst participating in any activities of the Club. .
- (d) **Prospective Membership** shall be open to any person who subscribes to this constitution and who does not pursuant to this Constitution qualify for Full Membership. Upon payment of the prescribed entrance fee such person shall become a Prospective Member, such Prospective Membership to be valid for a period of twelve (12) calendar months from the date of application. Extension of Prospective Membership beyond twelve (12) months from the date of original application shall be at the discretion of the Committee. A Prospective Member may speak but shall not vote at Club meetings. A Prospective Member shall not hold office and is not entitled to wear the Club badge.
- (e) **Full Membership** shall be open to any person who subscribes to this Constitution and who satisfies the Committee that he/she has completed the qualifications prescribed hereunder.

As a Prospective Member, such person:

- (1) Shall complete the equivalent of three (3) overnight Club walks of a standard acceptable to the Committee.
- (2) Shall provide reasons acceptable to the Committee for their inability to undertake overnight walks and shall complete four (4) official Club walks each of one (1) day's duration and of a standard acceptable to the Committee.

The Committee shall consider the applicant's willingness to cooperate with leaders of walks and shall also consider the applicant's bush craft and interpersonal skills.

A member of a bushwalking Club with which the Club has a reciprocal agreement relating to membership may be exempted in part or in full from the above requirements for Full Membership by the unanimous decision of the Committee.

The Committee may accept, reject or defer an application for Full Membership without stating reasons for any such action. Such decisions shall be final and no appeals against such decisions will be permitted at General Meetings. If an application is accepted by the Committee, the applicant shall upon payment of the annual subscription be deemed a Full Member of the Club. This is to be proclaimed at the next following General Meeting.

A Full Member may vote at club meetings.

- (f) **Casual Membership** shall be open to a person or relative or partner of a full member to participate in one activity only for the prescribed fee with the approval of the Committee and the activity leader. This may include a full member's child over 15 years of age where that child is accompanied and supervised by their parent or guardian at all times.
- (g) **Honorary Life Membership** may be conferred as a mark of esteem and in appreciation of exceptional services on notice of motion at a General Meeting, such notice to have the prior endorsement of the Committee. All Honorary Life Members are to be free of annual subscriptions. Honorary Life Members have the same voting rights as Full Members.
- (h) A member may **resign** from membership of the club by giving written notice to the membership secretary or the public officer of the association. Any resigning member shall be liable for any outstanding subscriptions, which may be recovered as a debt due to the club. There will be no refund of unused portions of any subscription.
- (j) A **membership list** must be kept and must contain:
 - (1) The name and address of each member;
 - (2) The date on which each member was admitted to the club, and
 - (3) If applicable, the date of and reason[s] for termination of membership.

6. SUBSCRIPTIONS

Subscriptions shall be determined by the General Meeting held in March each year acting on the recommendation of the Committee, provided that full-time students shall pay one half of the fees prescribed for membership and hire of Club gear.

7. PATRONS

Patrons may be elected only at the Annual General Meeting.

8. OFFICE BEARERS

- (a) The Office Bearers shall be:
- (1) President
 - (2) Vice-President
 - (3) Honorary Secretary
 - (4) Honorary Treasurer
 - (5) Honorary Walks Secretary
 - (6) Honorary Membership Secretary

They shall be elected at the Annual General Meeting and hold office for one (1) year or until their successors shall have been elected.

- (b) A Member is ineligible to hold office as President unless that person has served a term as prescribed in this Constitution on the Committee. No Member shall hold office as President for more than two (2) consecutive years or as Vice-President for more than two (2) consecutive years, provided that the retiring President may be re-elected as President in the event that no nomination for President is received.
- (c) Nominations for all offices and Committee members shall be in writing on an appropriate form which shall be available one (1) month prior to the Annual General Meeting. Nominations shall close at the commencement of that Meeting, with the proviso that defeated candidates shall have the option of standing for subsequent ballots.

9. COMMITTEE

The affairs of the club shall be managed and controlled by a Committee which, in addition to any powers and authorities conferred by this Constitution, may exercise all such powers and do all such things as are within the objects of the club. The Committee has the management and control of the funds and any property of the club.

The Committee shall have the authority to interpret the meaning of this Constitution and any other matter relating to the affairs of the club on which this Constitution is silent. Questions arising at any meeting shall be decided by a majority of votes and in the event of equality of votes the chairperson shall have a casting vote in addition to a deliberate vote.

- (a) The Committee shall consist of all Office Bearers and in addition five (5) other members. The roles of the other members shall be determined by the Committee. The Committee shall be elected at the Annual General Meeting, shall regulate its own procedure and shall meet at least monthly.
- (b) Five (5) members shall constitute a quorum at any Committee meeting and the Chairman shall have a deliberative vote and a casting vote.

- (c) The Committee shall have the power to fill casual vacancies occurring during the Club year except those of the Office Bearers, which shall be filled at a General Meeting.
- (d) Absence of an Office Bearer from three (3) out of five (5) consecutive Committee meetings without reasonable excuse shall cause a Committee member's seat to be declared vacant.
- (e) The Committee shall manage the affairs of the Club as provided in this Constitution, shall arrange and maintain records of all meetings and activities and shall keep Members and the public well informed of the Club's activities.
- (f) The Committee shall have the power to discipline Members in such manner as it may deem fit with due regard to the principles of natural justice. All reports, complaints and charges against Members shall be investigated, dealt with and fully recorded by the Committee which shall have the power to expel any Member (of any class) provided that any person so expelled shall have:
- (1) the right to appeal to the next General Meeting, or
 - (2) the right to give notice at the next General Meeting of intention to appeal to the following General Meeting.
- (g) The office of a Committee member shall become vacant if a Committee member is:
- Disqualified from being a committee member by the Act
 - Expelled as a member by the Constitution
 - Permanent incapacity due to ill health
- (h) Any decisions or business of the Committee shall be open to discussion by Members at a General Meeting except where otherwise provided in this Constitution. The Committee shall be bound by a direction from a General Meeting except that action already taken on financial matters may not be revoked.
- (i) The Committee may co-opt any Member whose assistance it considers valuable.
- (j) The Committee shall appoint a Public Officer.

10. SUB-COMMITTEES

- (a) Sub-Committees shall be formed as and when deemed necessary.
- (b) The Chairman of each Sub-Committee shall be a member of the General Committee, other members to be appointed by the Sub-Committee Chairman subject to the Committee's approval.

11. AFFILIATIONS

The Committee shall have the power to affiliate or associate with any body likely to assist in furthering the aims of the Club provided that such affiliations shall be endorsed by a simple majority at a General Meeting.

12. DELEGATES AND REPRESENTATIVES

Delegates to affiliated bodies or Club representatives required at a meeting or conference, shall be appointed by the Committee or at a General Meeting.

13. GENERAL MEETINGS

- (a) The Annual General Meeting shall be held on a meeting night in April or May. The business shall be the presentation of the Annual Report and Financial Statement, election of Office Bearers and Committee, and any other business that may be brought forward.
- (b) The General Meeting shall be held on the same day and week monthly as prescribed in the Member's Handbook and the club website www.adelaidebushwalkers.org.
- (c) The Committee may whenever deemed necessary and shall upon a requisition signed by not less than ten (10) Members stating the object of the proposed meeting, call an Extraordinary General Meeting of the Members for the purpose of discussing such business only. At least twenty-one (21) days notice of such meeting shall be given via email, notice on the club website and via a notice at meetings.
- (d) A quorum at any General Meeting shall consist of twenty five or one-quarter (1/4) of the total number of Members entitled to vote, (whichever is the lesser number)
- (e) Formal procedure shall be adopted at all meetings.
- (f) Voting at meetings shall be by a show of hands. In the event of equality of votes the chairperson shall have a casting vote in addition to a deliberate vote. Proxy voting is not permitted.
- (g) Election of all Office Bearers and Committee Members shall be by sealed ballot. On demand by at least five (5) Members, a sealed ballot shall be conducted on any question.
- (h) All Office Bearers and Committee members may be elected by a two-vote ballot entailing all but the two highest scoring candidates. A run-off ballot is then conducted to determine the eventual winner.

- (i) Notice of **Special Resolutions** which cover changes to the Constitution is to be given by email, notice on the club website and via a notice at a meeting at least 21 days prior to the meeting when such Special Resolutions are to be considered. Ordinary resolutions may be voted upon immediately.

14. YEAR

The Club year shall open on the 1st day of April and close on 31st day of March.

15. FINANCE

- (a) Accounts shall be opened in the name of the Club at reputable banking houses and the President, Honorary Secretary and Honorary Treasurer and optionally one other member shall be authorised to operate such accounts. All accounts are to be designated “only one to sign”.
 - (1) A financial statement shall be submitted to the Committee monthly. A list of withdrawals made from the accounts is to be endorsed monthly by signature of any two Committee members who are authorised to operate the Club’s bank account.
- (b) The Committee shall authorise all expenditure provided that projects involving the expenditure of more than a specified sum shall be submitted to a General Meeting for approval. The specified sum shall be determined at the March General Meeting provided that if no such determination is made in any one year the specified sum shall remain as previously determined.
- (c) There shall be no distribution of profit or net income from any Club source or function whatsoever to any member of the Club.
- (d) One (1) or more auditors shall be elected annually and shall audit all books at least annually. Auditors shall not hold any other office in the Club.

16. "WINDING UP"

The Club shall be wound up only by Special Resolution passed by a three-quarters majority of Members present and voting at an Extraordinary General Meeting convened for the purpose.

Upon the winding up of the Club, its property, including bank balances, shall be disposed of by donation to an approved charity or similar institution in accordance with the directions given by the Extraordinary General Meeting and failing such directions the property of the Club shall be vested in the Conservation Council of South Australia Incorporated.

17. BY-LAWS

The Committee shall be empowered subject to the provisions of this Constitution to make such by-laws as are deemed necessary and to amend or rescind any by-law provided that all by-laws and any variations or changes therein are published within one (1) calendar month of formulation.

18. AMENDMENTS TO CONSTITUTION

- (a) This Constitution shall not be amended except by the approval of three-quarters (3/4) of the Members present at a General Meeting. Notice of such proposed amendment shall be read at the preceding General Meeting.
- (b) All proposed amendments to this Constitution shall be referred to the Committee for report, such report to be available to the General Meeting at which the proposed amendment is to be considered.
- (c) The altered Constitution is to be registered with the Office of Consumer and Business Affairs.

THE FOLLOWING BY-LAWS AS PREVIOUSLY ACCEPTED BE
INCORPORATED INTO THE CONSTITUTION

1. All gear to be returned to the Gear Officer or a Committee Member no later than the following meeting. Failure to comply will entail further charges.
2. The carrying or use of firearms or spear guns on a Club trip is prohibited.
3. All walks and other activities held by the Club shall be led by a Full Member of the Club endorsed as a leader unless otherwise authorised by the Committee of the Club to lead the walk or activity.
4. DUTIES OF A LEADER OF A WALK OR ACTIVITY
 - (a) Prepare a tentative route from previous experience, maps, trip reports, etc.
 - (b) Ascertain the number attending the walk, advise on walk and gear and emphasise any gear necessary for safety reasons.
 - (c) Make a list of persons participating.
 - (d) Arrange transport.
 - (e) If the leader is prevented from going, a new leader must be appointed before commencing the walk.
 - (f) If the walk is cancelled, the leader or deputy leader must be at the starting place to notify members of the cancellation of a day walk, or notify each of the car drivers of the cancellation of an overnight trip.
 - (g) See that the party is properly equipped and see that all members are aware of the route and destination.
 - (h) If conditions warrant, appoint a deputy.
 - (i) The leader is responsible for keeping the party together at all times.
 - (j) Take into consideration the opinion and condition of others when making decisions.
 - (k) See that camp and lunch sites are left tidy, that all fires are extinguished and that all unburnt rubbish is carried out. The leader should ensure that all camp fires are safe and not excessive in size and number.
 - (l) Submit both verbal and written reports on the walk.
 - (m) The leader may exclude walkers from a walk if the leader considers that their lack of gear, experience or ability would prejudice the walk.

- (n) Notwithstanding 4(j) above, the leader has sole charge of the walk. The leader may insist that his/her instructions concerning gear, the route, campsites etc. are followed.
- (o) If a walker is separated from the party and cannot be located, or in the event of a serious mishap, the leader must inform the emergency contact as soon as possible.

5. RESPONSIBILITIES OF A WALKER

- (a) A walker should ensure that he/she has suitable equipment, experience and ability before undertaking a walk.
- (b) If a walker cannot attend a previously arranged trip, he/she should inform the leader and, when applicable, his/her driver, as soon as possible.
- (c) Walkers must adhere to the reasonable decisions of the leader.
- (d) Walkers have a responsibility to stay with the party at all times and to help all others in the party do likewise.
- (e) If a walker is separated from and unable to make contact with the party, he/she should telephone the emergency contact as soon as possible. This telephone number is listed on the program.

6. ENDORSED LEADERS

- (a) All Club activities, with the exception of training activities and social events, are to be led by Endorsed Leaders. Endorsed Leaders are club members who have been assessed and endorsed by the Committee as having the appropriate skills to lead a club activity. Endorsed Leader status is recorded in the Club Membership database.
- (b) The leadership endorsement process is achieved via an assessment by one or more Endorsed Leaders during two mentored walks. In special cases, leaders who have previously been endorsed by other organisations acceptable to the Committee, and who are judged by the Committee as having the requisite qualities of a leader, may be endorsed by the Committee without undergoing the mentoring assessment process.