

Constitution

Amended Nov 22, 2019



AUSTRALIAN
CAMPS ASSOCIATION

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Table of Contents

1	Nature of the Company	4
2	Definitions and Interpretations	4
2.1	Definitions	4
2.2	Interpretations	6
3	Objects	7
4	Income and Property of Company	8
5	Membership	8
5.1	Number of Members	8
5.2	Admission to Membership	8
5.3	Application for Membership	9
5.4	Ordinary Members	9
5.5	Student Members	10
5.6	Affiliate Members	10
5.7	Organisation Members	10
5.8	Life Members	10
6	Entrance fee and annual subscription	11
7	Ceasing to be a Member	11
8	Disciplinary Procedures	12
9	Powers of Attorney	12
10	Representatives	12
11	Calling General Meeting	13
12	Notice of General Meeting	13
13	Quorum	14
14	Chairperson	15
15	Adjournment	15
16	Decision on Questions	16
17	Taking a Poll	16
18	Casting Vote of Chairman	16
19	Offensive Material	17
20	Entitlement to Vote	17
21	Objections	17
22	Votes by Proxy	17
23	Document appointing Proxy	18
24	Lodgement of proxy	19
25	Validity	19
26	Number of Directors	19
27	Nomination of Directors	21
28	Removal of Directors	21
29	Vacation of Office	21

30	Casual Vacancy	22
31	Powers and Duties of Directors	22
32	Business Plan	22
33	Directors' Meetings	23
34	Decisions on Questions	23
35	Payments to Directors	24
36	Directors' Interests	24
37	Alternate Directors	25
38	Remaining Directors	26
39	President	26
39.1	Election of President	26
39.2	Term of Office	26
40	Chairperson	27
41	Delegation	27
42	Written Resolutions	27
43	Validity of Acts of Directors	28
44	Minutes and Registers	28
45	Local Management	29
46	Establishment and Operation of Fund	29
46.1	Maintaining the Fund	29
46.2	Winding Up	29
47	Sub-Committees	30
48	By-Laws	30
49	Appointment of Attorneys and Agents	30
50	Chief Executive Officer	31
51	Common Seal	31
52	Duplicate Seal	31
53	Inspection of records	32
54	Service of Notices	32
55	Persons Entitled to Notice	33
56	Audit and Accounts	33
57	Winding Up	33
58	Indemnity	34

Preliminary

1. Nature of the Company

- a) The Company is a public company limited by guarantee.
- b) The name of the Company is Australian Camps Association

2. Definitions and Interpretation

2.1 Definitions

In this Constitution unless the contrary intention appears:

Affiliate Member means a person qualified for membership of the Company under clause 5.6;

Alternate Director means a person appointed as an alternate director under clause 37;

Appointed Director means a Director who is appointed by the Board in accordance with clause 27(b);

Auditor means the Company's auditor;

Board means the Board of Directors of the Company;

Business Plan means the business plan for the Company adopted from time to time by the Directors;

By-laws means the By-laws of the Company under clause 48;

Camping means, among other things:

- a) group accommodation, whether in permanent buildings or tents;
- b) group activities generally undertaken for the purposes of recreation, social or personal development;
- c) environmental education; or
- d) outdoor pursuits,

and should be interpreted in the broadest possible context.

Chairperson means the chairperson for the time being elected to chair the General Meeting in accordance with clause 14;

Chief Executive Officer means any person appointed by the directors under clause 50 to perform the duties of a secretary of the Company and to perform such other duties as are determined by the Directors;

Company means Australian Camps association;

Constitution means the constitution of the Company as amended from time to time;

Corporations Act means the *Corporations Act 2001* (Commonwealth);

Director includes any person occupying the position of director of the Company and, where appropriate, includes an Alternate Director;

Directors means all or some of the Directors acting as a board;

Elected Director means a Director who is nominated in accordance with clause 27(a) and elected by the Members;

Financial Year means the year ending on 30 June;

Life Member means a person qualified for membership of the Company under clause 5.8;

Member means a member of the Company under clause 5.2 whether present in person or by proxy, attorney or Representative;

Office means the Company's registered office;

Ordinary Member means an entity qualified for membership of the Company under clause 5.4;

Organisation Member means a person qualified for membership of the Company under clause 5.7;

Past President means a person assuming such position under clause 39.1;

President Elect means a person elected by the Board to such position under clause 39.1;

President means a person assuming such position under clause 39.1;

Register means the register of Members of the Company;

Registered Address means the last known address of a Member as noted in the Register;

Representative means a person appointed as such under clause 10;

Seal means the Company's common seal (if any);

Standard Operating Procedures means the standard operating procedures approved from time to time by the Directors;

Student Member means a person qualified for membership of the Institute under clause 5.5;

Sub-Committee means a committee established under clause 47; and

Voting Member means a Member of the Company in accordance with Clause 5 who holds voting rights.

2.2 Interpretation

In this Constitution, unless the context requires otherwise:

- a) the singular includes the plural and vice versa;
- b) a gender includes the other genders;
- c) the headings are used for convenience only and do not affect the interpretation of this Constitution;
- d) other grammatical forms of defined words or expressions have corresponding meanings;
- e) a reference to a document includes the document as modified from time to time and any document replacing it;
- f) if something is to be done on a day which is not a Business Day then it must be done on the next Business Day;
- g) the word "person" includes a natural person and any body or entity whether incorporated or not;
- h) the word "month" means calendar month and the word "year" means 12 months;
- i) the words "in writing" include any communication sent by letter, facsimile transmission or email or any other form of communication capable of being read by the recipient;
- j) a reference to a thing includes a part of that thing;
- k) a reference to all or any part of a statute, rule, regulation or ordinance (**statute**) includes that statute as amended, consolidated, re-enacted or replaced from time to time;
- l) wherever "include" or any form of that word is used, it must be construed as if it were followed by "(without being limited to)";

- m) a reference to any agency or body, if that agency or body ceases to exist or is reconstituted, renamed or replaced or has its powers or functions removed (**defunct body**), means the agency or body that performs most closely the functions of the defunct body;
- n) any expression in this Constitution that is defined in the Listing Rules has the same meaning as in the Listing Rules; and
- o) any expression in a provision of this Constitution that relates to a particular provision of the Act has the same meaning as in that provision of the Act.

Objects

3. Objects

- a) The objects for which the Company is established are to:
 - i. seek to bring about access to Camping experiences for all, including those who are economically, physically or socially disadvantaged;
 - ii. establish links, encourage cooperation and develop shared perspectives among people and organisations interested in Camping;
 - iii. promote Camping in the community as a worthwhile, educational and recreational experience;
 - iv. provide support for its Members by consultation, advice and cooperative action, in their pursuit of the objects of the Company;
 - v. act as a recognised focus for consultation with all levels of government, providing a coordinated approach on matters related to Camping in order to represent the interests of the Camping community to government;
 - vi. make submissions to government in order to seek recognition for the Company as the peak body in Australia for all matters relating to Camping;
 - vii. access government funding programs in order to improve recognition of the Company, Camping and the Camping industry;
 - viii. define, review and promote high standards of Camping (including safety, health and welfare), service and leadership training and care of the environment;
 - ix. maintain and improve the quality of Camping experiences offered to the community; and
 - x. do anything that may be conducive to the attainment of any or all of the above purposes.

- b) The Company may only exercise the powers conferred by the Corporations Act to:
 - i. carry out the objects in this clause 3; and
 - ii. do all things incidental or convenient in relation to the exercise of power under clause 3(a).

Income and Property of Company

4. Income and Property of Company

- a) The income and property of the Company will only be applied towards the promotion of the objects of the Company set out in clause 3;
- b) No income or property will be paid or transferred directly or indirectly to any Member of the Company except for payments to a Member:
 - i. in return for any services rendered or goods supplied in the ordinary and usual course of business to the Company; or
 - ii. of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent.

5. Membership

5.1 Number of Members

The number of Members with which the Company proposes to be registered is unlimited.

5.2 Admission to Membership

- a) The Members of the Company will be:
 - i. the existing members of the Camping Association of Victoria Inc at the date of registration of the Company;
 - ii. the persons who consented to become Members at the time of the Company's application for registration; and
 - iii. any other persons, corporations or organisations whom or which the Directors admit to membership in accordance with this Constitution.
- b) The Members of the Company will consist of Ordinary Members, Student Members, Affiliate Members, Organisation Members and Life Members and whenever the term "Member" is used in this Constitution it will be taken to include each of these classes of Member, unless the context requires otherwise.

5.3 Application for Membership

- a) Applications for membership of the Company will be in writing, signed by the applicant, in a form approved by the Directors in their absolute discretion.
- b) At the next meeting of Directors after the receipt of an application for membership, the application will be considered by the Directors. The Directors will:
 - i. determine the admission or rejection of the applicant; or
 - ii. decide to call on the applicant to supply any evidence of eligibility that they consider reasonably necessary.
- c) An applicant will be admitted to membership of the Company if 75% of the Directors entitled to vote at the meeting of Directors at which the application is determined, vote by resolution to admit the applicant.
- d) If the Directors:
 - i. require further evidence under clause 5.3(b), determination of the application will be deferred until this evidence has been supplied;
 - ii. reject an application for membership, they will not be required to give reasons for the rejection.
- e) As soon as practicable following acceptance of an application, the Secretary will send the applicant written notice of the acceptance and request payment of the applicant's entrance fee and first annual subscription (if any).
- f) Subject to clause 5.3(g), an applicant will become a Member of the Company on payment of the amounts due under clause 5.3(e)
- g) If an amount due under clauses 5.3(e) and 5.3(f) is not paid within 30 days after the date the applicant is notified of acceptance, the Directors may cancel their acceptance of the applicant for membership of the Company.
- h) The rights and privileges of every Member will attach to that Member only and will not be transferable by the Member's own act or by operation of law.

5.4 Ordinary Members

An Ordinary Member:

- a) must submit a valid application for membership in accordance with clause 5.3; and
- b) must satisfy the Board as to their fitness for admission.

5.5 Student Members

A Student Member:

- a) must be enrolled in bona fide full-time secondary or tertiary study;
- b) must be elected by the Board;
- c) does not hold any voting rights nor enjoy any of the privileges or benefits of an Ordinary Member other than the right to attend such meetings as the Board determines from time to time; and
- d) upon ceasing to undertake full-time study, will cease to be a Student Member but must apply for Ordinary Membership.

5.6 Affiliate Members

An Affiliate Member:

- a) must be elected by the Board, which will determine the requisite qualifications for affiliate membership from time to time; and
- b) does not hold any voting rights nor enjoy any of the privileges or benefits of an Ordinary Member other than the right to attend such meetings as the Board determines from time to time.

5.7 Organisation Members

An Organisation Member:

- a) must be elected by the Board, which will determine the requisite qualifications for organisation membership from time to time;
- b) is required to appoint a Representative in accordance with clause 10.

5.8 Life Members

A Life Member:

- a) must have been a Member of either:
 - i. the Company;
 - ii. the Camping Association of Victoria;
 - iii. the Camping Association Tasmania;
 - iv. the Queensland Camping Association; or
 - v. the Camping Association South Australia

for at least 10 years;

- b) is exempt from the requirement to pay an annual subscription;
- c) must be elected by the Board; and
- d) will otherwise enjoy all the privileges and benefits of an Ordinary Member.

6. Entrance Fee and Annual Subscription

- a) The Directors may determine the entrance fee and annual subscription payable by each Member or each category of Member.
- b) All annual subscriptions will be due and payable on 1 July each year.
- c) If a Member does not pay a subscription within 30 days after it becomes due the Directors:
 - i. will give the Member notice of that fact; and
 - ii. if the subscription remains unpaid 21 days from the date of that notice, may declare that Member's membership forfeited.

7. Ceasing to be a Member

- a) A Member's membership of the Company will cease:
 - i. if the Member gives the Secretary written notice of resignation, from the date of receipt of that notice by the Secretary;
 - ii. if 75% of the Members entitled to vote at a meeting of Members by resolution terminate the membership of a Member:
 - I. whose status or conduct in their opinion renders it undesirable that that Member continue to be a Member of the Company;
 - II. only after the Member has been given at least 21 days' notice of the resolution and has had the opportunity to be heard at the meeting at which the resolution is proposed;
 - iii. if membership is forfeited under clause 6(c)(ii);
 - iv. where the Member is an individual, if the Member:
 - I. dies;
 - II. becomes mentally incapacitated or whose person or estate is liable to be dealt with in any way under the laws relating to mental health; or
 - III. is convicted of an indictable offence;

- v. where the Member is not an individual, if:
 - I. a liquidator is appointed in connection with the winding up of the Member; or
 - II. an order is made by a Court for the winding up or deregistration of the Member.
- b) Any Member ceasing to be a Member:
 - i. will not be entitled to any refund (or part refund) of a subscription; and
 - ii. will remain liable for and will pay to the Company all subscriptions and moneys which were due at the date of ceasing to be a Member.

8. Disciplinary Procedures

- a) If any Member willfully refuses or neglects to comply with the provisions of this Constitution or is guilty of any conduct which in the opinion of the Board is unbecoming of a Member or prejudicial to the interests of the Company, the Board will have the power by resolution to suspend the Member from the Company for such period as the Board determines.
- b) Any action taken by the Board in accordance with clause 8(a) is effective only after the Member has been given 7 days' notice of the resolution and has had the opportunity to be heard at the meeting at which the resolution is proposed.

9. Powers of Attorney

- a) If a Member executes or proposes to execute any document or do any act by or through an attorney which affects the Company or the Member's membership in the Company, that Member must deliver the instrument appointing the Attorney to the Company for notation.
- b) If the Company asks the Member to file with it a certified copy of the instrument for the Company to retain, the Member will promptly comply with that request.
- c) The Company may ask for whatever evidence it thinks appropriate that the power of attorney is effective and continues to be in force.

10. Representatives

- a) An Organisation Member, by written notice to the Secretary:
 - i. must appoint a natural person to act as its Representative in all matters connected with the Company as permitted by the *Corporations Act 2001* (Cth); and

- ii. may remove a Representative.
- b) A Representative is entitled to:
- i. exercise at a general meeting all the powers which the Organisation Member who appointed him or her could exercise if it were a natural person;
 - ii. stand for election as an office bearer or Director; and
 - iii. be counted towards a quorum on the basis that the Organisation Member is to be considered personally present at a general meeting by its Representative.
- c) A certificate executed in accordance with section 127 of the Corporations Act is rebuttable evidence of the appointment or removal (as appropriate) of the Representative.
- d) The Chairperson may allow a Representative to vote on the condition that he or she subsequently establishes his or her status as a Representative within a period prescribed by and to the satisfaction of the Chairperson.
- e) The appointment of a Representative may set out restrictions on the Representative's powers.

General Meetings and Rights of Members

11. Calling General Meeting

- a) Any Director may, at any time, call a general meeting.
- b) The Directors must call and arrange to hold a General Meeting on the request of Members with at least 5% of the vote that may be cast at the General Meeting. Such a request must:
 - i. be in writing;
 - ii. state any resolution to be proposed at the meeting;
 - iii. be signed by the Members making the request; and
 - iv. be given to the Company.

12. Notice of General Meeting

- a) Subject to the provisions of the Corporations Act that allow for shorter notice, at least 21 days' written notice (exclusive of the day on which the notice is served or deemed to be served and of the day for which notice is given) must be given to Members of any general meeting.
- b) A notice calling a general meeting:

- i. must specify the place, date and time of the meeting and if the meeting is to be held in two or more places, the technology that will be used to facilitate this; and
 - ii. must state the general nature of the business to be conducted at the meeting; and
 - iii. may specify a place, facsimile number and electronic address for the purposes of proxy appointment.
- c) A notice of an annual general meeting need not state that the business to be transacted at the meeting includes:
 - i. the consideration of the annual financial report, Directors' report and the Auditor's report;
 - ii. the election of directors; or
 - iii. the appointment and fixing of the remuneration of the Auditor.
- d) The Directors may postpone or cancel any general meeting whenever they think fit (other than a meeting called as the result of a request under clause 11(b)).
- e) The Directors must give notice of the postponement or cancellation to all persons referred to in clause 55(a) entitled to receive notices from the Company.
- f) The failure or accidental omission to send a notice of a general meeting (including a proxy appointment form) to any Member or the non- receipt of a notice (or form) by any Member does not invalidate the proceedings at or any resolution passed at the general meeting.

Proceedings at General Meetings

13. Quorum

- a) No business may be transacted at a general meeting unless a quorum of Members is present when the meeting proceeds to business.
- b) A quorum of Members is 15 Members.
- c) If a quorum is not present within 30 minutes after the time appointed for a general meeting:
 - i. if the general meeting was called on the requisition of Members, it is automatically dissolved; or
 - ii. in any other case:

- I. it will stand adjourned to the same time and place 7 days after the meeting, or to another day, time and place determined by the Chairperson; and
- II. if at the adjourned general meeting a quorum is not present within 30 minutes after the time appointed for the general meeting, the general meeting is automatically dissolved.

14. Chairperson

- a) The chairperson, or in the chairperson's absence the deputy chairperson, of Directors' meetings will be the Chairperson at every meeting of Members.
- b) If:
 - i. there is no Chairperson or Deputy Chairperson; or
 - ii. neither the Chairperson nor Deputy Chairperson is present within 15 minutes after the time appointed for holding the general meeting; or
 - iii. the Chairperson and Deputy Chairperson are unwilling to act as Chairperson of the general meeting,the Directors present may elect a Chairperson of the general meeting of the Members.
- c) If no election is made under clause 14(b), then:
 - i. the Members may elect one of the Directors present as Chairperson; or
 - ii. if no Director is present or willing to take the chair, the Members may elect one of the Members present as Chairperson.
- d) If there is a dispute at a general meeting about a question of procedure, the Chairperson may determine the question.

15. Adjournment

- a) The Chairperson of a general meeting at which a quorum is present:
 - i. in their discretion may adjourn the general meeting with the meeting's consent; and
 - ii. must adjourn the general meeting if the meeting directs them to do so.
- b) An adjourned general meeting may take place at a different venue to the initial general meeting.
- c) The only business that can be transacted at an adjourned general meeting is the unfinished business of the initial general meeting.

- d) Notice of an adjourned general meeting must only be given in accordance with clause 12(a) if a general meeting has been adjourned for more than 21 days.

16. Decision on Questions

- a) Subject to the Corporations Act in relation to special resolutions, a resolution is carried if a majority of the votes cast on the resolution are in favour of the resolution.
- b) A resolution put to the vote of a meeting is decided on a show of hands unless a poll is demanded in accordance with the Corporations Act.
- c) Unless a poll is demanded:
 - i. a declaration by the Chairperson that a resolution has been carried, carried by a specified majority, or lost; and
 - ii. an entry to that effect in the minutes of the meeting,are conclusive evidence of the fact without proof of the number or proportion of the votes in favour of or against the resolution.
- d) The demand for a poll may be withdrawn.
- e) A decision of a general meeting may not be impeached or invalidated on the ground that a person voting at the general meeting was not entitled to do so.

17. Taking a Poll

- a) A poll will be taken when and in the manner that the Chairperson directs.
- b) The result of the poll will be the resolution of the meeting at which the poll was demanded.
- c) The Chairperson may determine any dispute about the admission or rejection of a vote.
- d) The Chairperson's determination, if made in good faith, will be final and conclusive.
- e) A poll demanded on the election of the Chairperson or the adjournment of a general meeting must be taken immediately.
- f) After a poll has been demanded at a general meeting, the general meeting may continue for the transaction of business other than the question on which the poll was demanded.

18. Casting Vote of Chairperson

The Chairperson does not have a casting vote in addition to the Chairperson's vote as a

Member, proxy, attorney or Representative.

19. Offensive Material

A person may be refused admission to, or required to leave and not return to, a meeting if the person:

- a) refuses to permit examination of any article in the person's possession; or
- b) is in possession of any:
 - i. electronic or recording device;
 - ii. placard or banner; or
 - iii. other article,

which the Chairperson considers to be dangerous, offensive or liable to cause disruption.

Votes of Members

20. Entitlement to Vote

- a) A Member is not entitled to vote at a general meeting if the member's annual subscription is unpaid at the date of the meeting.
- b) Each Member entitled to vote has one vote.

21. Objections

- a) An objection to the qualification of a Member to vote may only be raised at the general meeting or adjourned general meeting at which the Member voted.
- b) An objection must be referred to the Chairperson, whose decision is final.
- c) A vote which the Chairperson allows despite an objection is valid for all purposes.

22. Votes by Proxy

- a) If a Member appoints a proxy, proxies or an attorney, the proxy, proxies or attorney may not vote on a show of hands.
- b) A proxy must be a Member.
- c) A proxy may demand or join in demanding a poll.
- d) A proxy or attorney may vote on a poll.

- e) A proxy may vote or abstain as they choose except where the appointment of the proxy directs the way the proxy is to vote on a particular resolution. If a proxy votes at all, the proxy will be deemed to have voted all directed proxies in the manner directed.

23. Document Appointing Proxy

- a) An appointment of a proxy is valid if it is signed by the Member making the appointment and contains the information required by the Corporations Act. The Directors may determine that an appointment of proxy is valid even if it only contains some of the information required by the Corporations Act.
- b) For the purposes of clause 23(a), an appointment received at an electronic address will be taken to be signed by the Member if:
 - i. a personal identification code allocated by the Company to the Member has been input into the appointment; or
 - ii. the appointment has been verified in another manner approved by the Directors.
- c) A proxy's appointment is valid at an adjourned general meeting.
- d) A proxy or attorney may be appointed for all general meetings or for any number of general meetings or for a particular purpose.
- e) Unless otherwise provided for in the proxy's appointment or in any instrument appointing an attorney, the appointment of the proxy or the attorney will be taken to confer authority:
 - i. to vote on:
 - I. any amendment moved to the proposed resolutions and on any motion that the proposed resolution not be put or any similar motion; and
 - II. any procedural motion, including any motion to elect the chairperson, to vacate the chair or to adjourn the general meeting,

even though the appointment may specify the way the proxy or attorney is to vote on a particular resolution; and
 - ii. to vote on any motion before the general meeting whether or not the motion is referred to in the appointment.
- f) If a proxy appointment is signed by the Member but does not name the proxy or proxies in whose favour it is given, the Chairperson may either cast as proxy or complete the appointment by inserting the name or names of one or more Directors or the Secretary.

24. Lodgement of Proxy

- a) The written appointment of a proxy or attorney must be received by the Company, at least 48 hours (unless otherwise specified in the notice of meeting to which the proxy relates) before:
 - i. the time for holding the general meeting or adjourned general meeting at which the appointee proposes to vote; or
 - ii. the taking of a poll on which the appointee proposes to vote.
- b) The Company is deemed to have received an appointment of a proxy and any power of attorney or other authority under which it was executed when they are received at:
 - i. the Office;
 - ii. a facsimile number at the Office; or
 - iii. a place, facsimile number or electronic address specified for that purpose in the notice of meeting.

25. Validity

A vote cast in accordance with an appointment of proxy or power of attorney is valid even if before the vote was cast the appointor:

- a) died;
- b) became mentally incapacitated; or
- c) revoked the proxy or power,

unless any written notification of the death, unsoundness of mind or revocation was received by the Company before the relevant general meeting or adjourned general meeting.

Appointment and Removal of Directors

26. Number of Directors

- a) The Board shall comprise a maximum of eleven Directors being seven Elected Directors, and a minimum of two and a maximum of four Appointed Directors unless the Company in general meeting resolves otherwise.
- b) On and from the date of registration the following persons shall be deemed to be the Board and to have been duly appointed or elected under this Constitution:
 - i. David Charles Ellis;

- ii. Matt Feutrill;
- iii. Garry Raymond Haley;
- iv. William John Harback;
- v. Graeme Robert Janes;
- vi. Mark Vernon Lee;
- vii. Janine Grace Lenigas;
- viii. Andrew Johnston McGuckian;
- ix. Trevor John Mildenhall;
- x. Gale Brenda Orford; and
- xi. Craig Andrew Waite

provided they have consented to act as a Director and are a Member of the Company.

- c) At the first annual general meeting of the Company all Directors shall vacate office.
- d) Each vacating Director under clause 26(c) shall be eligible for and subject to re-election together with any other candidates on the following basis:
 - i. Directors will be elected by ballot, which will be conducted prior to the date fixed for the holding of the annual general meeting of the Company.
 - ii. subject to clause 39.2:
 - I. the 4 directors with the greatest number of votes received in respect of their election for Director of the Company shall hold office for a period of 3 years;
 - II. the 4 directors with the next greatest number of votes received in respect of their election for Director of the Company shall hold office for a period of 2 years; and
 - III. the 3 directors with the next greatest number of votes received in respect of their election for Director of the Company shall hold office for a period of 1 year.
- e) Subject to clauses 26(c), 26 (d) (ii), 26 (f) 29 and 39.2, Elected Directors shall hold office for a period of three years and shall be eligible for re-election. Each Elected Director shall hold office until the third AGM following the AGM at which he or she was elected

at which time the Elected Director shall retire and the Director's position shall become vacant. Appointed Directors will hold office for 1 year from the date of appointment and shall retire upon that expiration of that one year period at which time the position becomes vacant. The Director is eligible for reappointment by resolution of the Board.

- f) An Elected Director having held office for three periods totaling nine years shall retire at the AGM in the ninth year and the Director's position shall become vacant. Following the conclusion of the third consecutive term of service of a Director, that person is not eligible to be elected or appointed as a Director until after three years.

27. Nomination of Directors

- a) Subject to the Corporations Act and this Constitution a person will be eligible for nomination as an Elected Director provided that:
 - i. That person is a Member or a Representative; and
 - ii. A written nomination signed by two Members or Representatives, together with the person's consent in writing to their appointment, is received by the Secretary at least 45 days prior to the date fixed for the holding of the Annual General Meeting.
- b) Subject to Clause 26(a) a person will be eligible for appointment as an Appointed Director provided that:
 - i. A resolution of the Board is passed appointing the person as an Appointed Director.
 - ii. If the person is not a Voting Member, the person will be required to apply to become an Ordinary Member in accordance with Clause 5.3, and the Board must approve that application in accordance with Clause 5.3. The Board may determine whether an Entrance Fee and Annual Subscription is to be charged, and what these charges should be in accordance with Clause 6(a).

28. Removal of Directors

- a) A person will cease to be a Director without the need for any other action by the Company or the Director if that person ceases to be a Member or a Representative.
- b) The Company may remove a Director from office in accordance with the Corporations Act.

29. Vacation of Office

The office of a Director immediately becomes vacant if the Director:

- a) is prohibited by the Corporations Act from holding office or continuing as a Director;

- b) is liable to have a person appointed, under a law relating to the administration of estates of persons who through mental or physical incapacity are incapable of managing their affairs, to administer it, or becomes in the opinion of the Directors incapable of performing his or her duties;
- c) resigns by notice in writing to the Company;
- d) is removed by a resolution of the Company; or
- e) ceases to be a Director in accordance with clause 28.

30. Casual Vacancy

- a) The Board may at any time appoint any Member or Representative to be an Elected Director either to fill a casual vacancy or as an addition to the existing Directors subject to clause 26(a). The Board may expressly resolve not to fill a casual vacancy.
- b) Any Director appointed to fill a casual vacancy of Elected Directors will hold office until the next annual general meeting of the Company but shall be eligible for re-election.
- c) A Director appointed to fill a casual vacancy at the annual general meeting referred to in clause 30(b) will hold office until the end of the term of the vacating Elected Director.
- d) Subject to Clause 26(a), Clause 26(e)(ii), and Clause 27(b) the Board may resolve to appoint an Appointed Director at any time.

Powers and Duties of Directors

31. Powers and Duties of Directors

- a) The business of the Company is managed by the Directors who may exercise all powers of the Company that this Constitution and the Corporations Act do not require to be exercised by the Company in general meeting.
- b) Without limiting the generality of clause 31(a), the Directors may exercise all the powers of the Company to:
 - i. borrow money;
 - ii. charge any property or business of the Company;
 - iii. issue debentures or give any other security for a debt, liability or obligation of the Company or of any other person; and
 - iv. guarantee or to become liable for the payment of money or the performance of any obligation by or of any other person.

32. Business Plan

- a) The Directors will adopt and implement the Business Plan prepared prior to the incorporation of the Company at the first meeting of Directors following incorporation.
- b) The Directors must review the Business Plan on an annual basis and may amend the Business Plan from time to time.

Proceedings of Directors

33. Directors' Meetings

- a) A Director may at any time, and the Secretary must on the request of a Director, call a Directors' meeting.
 - i. A Directors' meeting must be called with at least 5 business day's written notice of a meeting to each Director.
- b) It is not necessary to give notice of a meeting of the Directors to an Australian resident whom the Secretary, when giving notice to the other Directors, reasonably believes to be temporarily outside Australia.
- c) Subject to the Corporations Act, a Directors' meeting may be held by the Directors communicating with each other by any technological means by which they are able simultaneously to hear each other and to participate in discussion.
 - i. The Directors need not all be physically present in the same place for a Directors' meeting to be held.
 - ii. Subject to clause 36, a Director who participates in a meeting held in accordance with this Constitution is taken to be present and entitled to vote at the meeting.
- d) Clause 33(c) applies to meetings of Directors' committees as if all committee members were Directors.
- e) The Directors may meet together, adjourn and regulate their meetings as they think fit.
- f) A quorum is the greater of 5 or the next whole number equal to or greater than 50% of the number of Directors.
- g) Where a quorum cannot be established for the consideration of a particular matter at a meeting of Directors, the Chairperson may call a general meeting of Members to deal with the matter.
- h) Notice of a meeting of Directors may be given in writing, or the meeting may be otherwise called using any technology consented to by all the

Directors.

34. Decision on Questions

- a) Subject to this Constitution, questions arising at a meeting of Directors are to be decided by a majority of votes of the Directors present and voting and, subject to clause 36 each Director has one vote.
- b) The Chairperson of a meeting does not have a casting vote in addition to his or her deliberative vote.
- c) An Alternate Director has one vote for each Director for whom he or she is an alternate.
 - i. If the Alternate Director is a Director, he or she also has a vote as a Director.

Payments to Directors

35. Payments to Directors

No payment will be made to any Director of the Company other than payment:

- a) of out of pocket expenses incurred by the Director in the performance of any duty as Director of the Company where the amount payable does not exceed an amount previously approved by the Directors of the Company;
- b) for any service rendered to the Company by the Director in a professional or technical capacity, other than in the capacity as Director, where the provision of the service has the prior approval of the Directors of the Company and where the amount payable is approved by the Directors of the Company and is not more than an amount which commercially would be reasonable payment for the service; and
- c) relating to an indemnity in favour of the Director and permitted by section 199A of the Corporations Act or a contract of insurance permitted by section 199B.

36. Directors' Interests

- a) No contract made by a Director with the Company and no contract or arrangement entered into by or on behalf of the Company in which any Director may be in any way interested is avoided or rendered voidable merely because of the Director holding office as a director or because of the fiduciary obligations arising out of that office.
- b) No Director contracting with or being interested in any arrangement involving the Company is liable to account to the Company for any profit realised by or under any such contract or arrangement merely because of the Director holding office as a director or because of the fiduciary obligations arising out of that office.

- c) A Director is not disqualified merely because of being a Director from contracting with the Company in any respect.
- d) Subject to clause 35, a Director or a body or entity in which a Director has a direct or indirect interest may:
 - i. enter into any agreement or arrangement with the Company;
 - ii. hold any office or place of profit other than as auditor in the Company;
and
 - iii. act in a professional capacity other than as auditor for the Company,and the Director or the body or entity can receive and keep beneficially any remuneration, profits or benefits under any agreement or arrangement with the Company or from holding an office or place of profit in or acting in a professional capacity with the Company.
- e) A Director who has a material personal interest in a matter that is being considered at a Directors' meeting must not:
 - i. be present while the matter is being considered at the meeting; or
 - ii. vote on the matter,
 - iii. unless permitted by the Corporations Act to do so, in which case the Director may:
 - iv. be counted in determining whether or not a quorum is present at any meeting of Directors considering that contract or arrangement or proposed contract or arrangement;
 - v. sign or countersign any document relating to that contract or arrangement or proposed contract or arrangement; and
 - vi. vote in respect of, or in respect of any matter arising out of, the contract or arrangement or proposed contract or arrangement.
- f) A Director may be or become a director or other officer of, or otherwise interested in, any related body corporate or any other body corporate promoted by the Company or in which the Company may be interested as a vendor, shareholder or otherwise and is not accountable to the Company for any remuneration or other benefits received by the Director as a director or officer of, or from having an interest in, that body corporate.

37. Alternate Directors

- a) Subject to clause 37(b) a Director may appoint any Member as his or her alternate for a period determined by that Director.

- b) The appointment of an Alternate Director must be approved by the Board of Directors and such approval may be withdrawn at any time.
- c) An Alternate Director is entitled to notice of Directors' meetings and, if the appointor is not present at a meeting, is entitled to attend, be counted in a quorum and vote as a Director.
- d) An Alternate Director is an officer of the Company and is not an agent of the appointor.
- e) The provisions of this Constitution which apply to Directors also apply to Alternate Directors.
- f) The appointment of an Alternate Director may be revoked at any time by the appointor.
 - i. An Alternate Director's appointment ends automatically when his or her appointor ceases to be a Director.
- g) Any appointment or revocation under this clause must be effected by written notice delivered to the Chief Executive Officer.

38. Remaining Directors

- a) The Directors may act even if there are vacancies on the board.
- b) If the number of Directors is not sufficient to constitute a quorum at a Directors' meeting, the Directors may act only to:
 - i. appoint a Director; or
 - ii. call a general meeting.

39. President

39.1 Election of President

- a) Every 2 years the Board will elect an Elected Director to become the President Elect.
- b) Upon the first anniversary of their election, the President Elect will assume the office of President and will remain in such office for a period of two years.
- c) After the expiration of their 2 year term, the President will assume the position of Past President and will remain in such office for a period of 1 year.

39.2 Term of office

- a) The President, President Elect and Past President will continue to hold office as a Director of the Company (subject to clause 29) whilst they hold the position of

President, President Elect or Past President.

- b) If an Elected Director holds the position of President Elect or President at the expiration of their term of office, they shall not be subject to re- election pursuant to clause 26(e) but will continue to hold office as an Elected Director of the Company either:
 - I. for a further term of 3 years, or until the end of the their term as Past President; or
 - II. until vacating office pursuant to clause 29, or
 - III. until retiring pursuant to Clause 26 (f).

whichever is earlier.

- c) The retirement of a Director pursuant to clause 39.2(b) will create a casual vacancy to be filled by the Board pursuant to clause 30.
- d) A Director appointed to fill the casual vacancy referred to in clause 39.2(c) will hold office until the expiration of the three year term referred to in clause 39.2(b).

40. Chairperson

- a) The President will act as Chairperson of Directors' meetings.
- b) If the President is not present at any Directors' meeting within ten minutes after the time appointed for the meeting to begin, the President Elect or Past President (as applicable) will be Chairperson of the meeting.
- c) If neither the President, President Elect nor Past President are present, the Directors present must elect a Director to be chairperson of the meeting.

41. Delegation

- a) The Directors may delegate any of their powers, other than those which by law must be dealt with by the Directors as a board, to a committee or committees.
 - i. The Directors may at any time revoke any delegation of power to a committee.
- b) At least one member of each committee must be a Director.
- c) A committee must exercise its powers in accordance with any directions of the Directors and a power exercised in that way is taken to have been exercised by the Directors.
- d) A committee may be authorised by the Directors to sub-delegate all or any of the powers for the time being vested in it.

- e) Meetings of any committee of Directors will be governed by the provisions of this Constitution which deal with Directors' meetings so far as they are applicable and are not inconsistent with any directions of the Directors. The provisions apply as if each member was a Director.

42. Written Resolutions

- a) The Directors may pass a resolution without a Directors' meeting being held if all the Directors entitled to vote on the resolution sign a document or reply to an electronic message containing a statement that they are in favour of the resolution set out in the document / electronic message. The resolution is passed when the last Director signs or replies to the electronic message.
- b) For the purposes of clause 42(a), separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy.
- c) Any document referred to in this clause may be in the form of a facsimile or electronic transmission.
- d) The minutes of Directors' meetings must record that a meeting was held in accordance with this clause 42.
- e) This clause applies to meetings of Directors' committees as if all members of the committee were Directors.

43. Validity of Acts of Directors

If it is discovered that:

- a) there was a defect in the appointment of a person as a Director, Alternate Director or member of a Directors' committee; or
- b) a person appointed to one of those positions was disqualified,

all acts of the Directors or the Directors' committee before the discovery was made are as valid as if the person had been duly appointed and was not disqualified.

44. Minutes and Registers

- a) The Directors must cause minutes to be made of:
 - i. the names of the Directors present at all Directors' meetings and meetings of Directors' committees;
 - ii. all proceedings and resolutions of general meetings, Directors' meetings and meetings of Directors' committees;
 - iii. all resolutions passed by Directors in accordance with clause 42;

- iv. all appointments of officers;
 - v. all orders made by the Directors and Directors' committees; and
 - vi. all disclosures of interests made under clause 36.
- b) Minutes must be signed by the chairperson of the meeting or by the chairperson of the next meeting of the relevant body.
- c) The Company must keep all registers required by this Constitution and the Corporations Act.

Local Management

45. Local Management

- a) The Directors may provide for the management and transaction of the affairs of the Company in any places and in such manner as they think fit.
- b) Without limiting clause 45(a) the Directors may:
- i. establish local branches or agencies for managing any of the affairs of the Company in a specified place and appoint any persons to be members of those local branches or agencies; and
 - ii. delegate to any person appointed under clause 45(b)(i) any of the powers, authorities and discretions which may be exercised by the Directors under this Constitution, on any term and subject to any conditions determined by the Directors.
- c) The Directors may at any time revoke or vary any delegation under this clause 45.

46. Establishment and Operation of Fund

46.1 Maintaining Fund

- a) If the Company or a division of the Company obtains deductible gift recipient status from the Australian Taxation Office it will establish and maintain for the purpose of a public benevolent institution (**the Purpose**) a distinct fund (**the Fund**), to be known as "People Outdoors", to which gifts of money or property for that Purpose will be made and to which any money received by the Company because of such gifts is to be credited and the Fund will not receive any other money or property.
- b) The Company will use gifts made to the Fund and any money received because of such gifts only for the Purpose.
- c) The Fund will be managed pursuant to its own rules which outline its own objectives and the Fund will have its own bank account.

- d) Any other provisions which from time to time are required in order to maintain the status of the Fund as a public benevolent institution to which gifts can be deducted under the Tax Act and to maintain tax exempt status are deemed to form part of this Constitution.

46.2 Winding Up

If the Fund is wound up or if the endorsement (if any) of the organisation as a deductible gift recipient is revoked, any surplus assets of the Fund remaining after the payment of liabilities attributable to it, shall be transferred to a fund, authority or institution to which income tax deductible gifts can be made.

47. Sub-Committees

- a) The Directors may delegate any of their powers, other than those which by law must be dealt with by the Directors as the Board, to a Sub-committee.
- b) The Directors may at any time revoke any delegation of power to a Sub-committee.
- c) Each Sub-committee must have at least one Director as a member.
- d) A Sub-committee must exercise its powers in accordance with any directions of the Directors and a power exercised in that way is taken to have been exercised by the Directors.
- e) A Sub-committee may be authorised by the Directors to sub-delegate all or any of the powers for the time being vested in it.
- f) Meetings of any sub-committee will be governed by the provisions of this Constitution which deal with Directors meetings so far as they are applicable and are not inconsistent with any directions of the Directors.

48. By-Laws

The Board may by resolution make, repeal and alter By-Laws not inconsistent with this Constitution or any matter within the Board's power to regulate.

49. Appointment of Attorneys and Agents

- a) The Directors may from time to time by resolution or power of attorney executed in accordance with section 127 of the Corporations Act appoint any person to be the attorney or agent of the Company:
 - i. for the purposes;
 - ii. with the powers, authorities and discretions (not exceeding those exercisable by the Directors under this Constitution);
 - iii. for the period, and

- iv. subject to the conditions,

determined by the Directors.

- b) An appointment by the Directors of an attorney or agent of the Company may be made in favour of:
 - i. any member of any local board established under this Constitution;
 - ii. any company;

 - iii. the members, directors, nominees or managers of any company or firm; or
 - iv. any fluctuating body of persons whether nominated directly or indirectly by the Directors.

- c) A power of attorney may contain such provisions for the protection and convenience of persons dealing with an attorney as the Directors think fit.

- d) The Directors may appoint attorneys or agents by facsimile transmission, telegraph or cable to act for and on behalf of the Company.

- e) An attorney or agent appointed under this clause 46 may be authorised by the Directors to sub-delegate all or any of the powers authorities and discretions for the time being vested in it.

Chief Executive Officer

50. Chief Executive Officer

- a) The Chief Executive Officer of the Company will be appointed by the Directors for a term and at remuneration and on conditions determined by them.

- b) If required by the Corporations Act, the Chief Executive Officer will be appointed as secretary of the Company.

- c) The Chief Executive Officer is entitled to attend and be heard on any matter at all Directors' and general meetings.

- d) The Directors may, subject to the terms of the Chief Executive Officer's employment contract, suspend, remove or dismiss the Chief Executive Officer.

Seals

51. Common Seal

If the Company has a Seal:

- a) the Directors must provide for the safe custody of the Seal;

- b) the Seal must not be used without the authority of the Directors or a Directors' committee authorised to use the Seal;
- c) every document to which the Seal is affixed must be signed by a Director and be countersigned by another Director, the Chief Executive Officer or another person appointed by the Directors to countersign the document.

52. Duplicate Seal

If the Company has a Seal, the Company may have one or more duplicate Seals of the Seal each of which:

- a) must be a facsimile of the Seal with the addition on its face of the words 'Duplicate Seal';
- b) must not be used except with the authority of the Directors.

Inspection of Records

53. Inspection of Records

- a) Except as otherwise required by the Corporations Act, the Directors may determine whether and to what extent, and at what times and places and under what conditions, the financial records and other documents of the Company or any of them will be open for inspection by Members other than Directors.
- b) A Member other than a Director does not have the right to inspect any financial records or other documents of the Company unless the Member is authorised to do so by a court order or a resolution of the Directors.

Notices

54. Service of Notices

- a) Notice may be given by the Company to any person who is entitled to notice under this Constitution:
 - i. by serving it on the person; or
 - ii. by sending it by post, facsimile transmission or electronic notification to the person at the person's address shown in the Register or the address supplied by the person to the Company for sending notices to the person.
- b) A notice sent by post is taken to be served:
 - i. by properly addressing, prepaying and posting a letter containing the notice; and
 - ii. on the day after the day on which it was posted.

- c) A notice sent by facsimile transmission or electronic notification is taken to be served:
 - i. by properly addressing the facsimile transmission or electronic notification and transmitting it; and
 - ii. on the day after its dispatch.
- d) If a Member has no Registered Address a notice will be taken to be served on that Member 24 hours after it was posted on a notice board at the Office.
- e) A Member whose Registered Address is not in Australia may specify in writing an address in Australia to be taken to be the Member's Registered Address within the meaning of this clause.
- f) A certificate in writing signed by a Director, Chief Executive Officer or other officer of the Company that a document or its envelope or wrapper was addressed and stamped and was posted is conclusive evidence of posting.
- g) Subject to the Corporations Act the signature to a written notice given by the Company may be written or printed.
- h) All notices sent by post outside Australia must be sent by prepaid airmail post.

55. Persons Entitled to Notice

- a) Notice of every general meeting must be given to:
 - i. every Member,
 - ii. every Director and Alternate Director; and
 - iii. any Auditor.
- b) No other person is entitled to receive notice of a general meeting.

Audit and Accounts

56. Audit and Accounts

- a) The Directors must cause the Company to keep written financial records in relation to the business of the Company in accordance with the requirements of the Corporations Act.
- b) The Directors must cause the financial records of the Company to be audited in accordance with the requirements of the Corporations Act.

Winding Up

57. Winding up

- a) The Company may be wound up by passing a special resolution of Members in accordance with the Corporations Act.
- b) Except as provided for in clause 57(c) or in relation to any subscription or membership fees (as provided for in clause 6), the Members will have no liability to fund the Company.
- c) If the Company is wound up:
 - i. each Member; and
 - ii. each person who has ceased to be a Member in the preceding year,
 - undertakes to contribute to the property of the Company for the:
 - i. payment of debts and liabilities of the Company (in relation to clause 57(c)(ii), contracted before the person ceased to be a Member) and payment of costs, charges and expenses of winding up; and
 - ii. adjustment of the rights of the contributories amongst themselves, provided such amount does not exceed \$100.00.
- d) If any surplus remains following the winding up of the Company, the surplus will not be paid to or distributed amongst Members, but will be given or transferred to another corporation which, by its constitution, is:
 - i. required to pursue charitable purposes only;
 - ii. required to apply its profits (if any) or other income in promoting its objects; and
 - iii. prohibited from making any distribution to its members or paying fees to its directors,

such corporation to be determined by the Members at or before the winding up and in default, by application to the Supreme Court for determination.

Indemnity

58. Indemnity

- a) To the extent permitted by law and subject to the restrictions in section 199A of the Corporations Act the Company indemnifies every person who is or has been an officer of the Company against any liability (other than for legal costs) incurred by that person as such an officer of the Company (including liabilities incurred by the officer as an officer of a subsidiary of the Company where the Company requested the officer to accept that appointment).
- b) To the extent permitted by law and subject to the restrictions in section 199A of the Corporations Act, the Company indemnifies every person who is or

has been an officer of the Company against reasonable legal costs incurred in defending an action for a liability incurred by that person as such an officer of the Company (including such legal costs incurred by the officer as an officer of a subsidiary of the Company where the Company requested the officer to accept that appointment).

- c) The amount of any indemnity payable under clauses 58(a) or 58(b) will include an additional amount (GST Amount) equal to any GST payable by the officer being indemnified (Indemnified Officer) in connection with the indemnity (less the amount of input tax credit claimable by the Indemnified Officer in connection with the indemnity). Payment of any indemnity which includes a GST Amount is conditional upon the Indemnified Officer providing the Company with a GST tax invoice for the GST Amount.

- d) For the purposes of this clause 58, officer means:
 - i. a Director; or

 - ii. a Chief Executive Officer.