



Annexure A.

OUTDOOR COUNCIL of AUSTRALIA

Constitution

2017

Preamble

This constitution lays out the governance framework for the proper and responsible stewardship of the affairs and operations of the Outdoor Council of Australia (OCA) as an incorporated association.

The Outdoor Council of Australia believes in:

- the high value to the Australian community of outdoor recreation and outdoor education;
- the significance of equity of access to outdoor recreation and outdoor education;
- the importance of sustaining natural environments to achieving the goals of outdoor recreation and outdoor education.

Glossary of terms

Herewith the meaning of these terms in these rules, and any amendment hereto made in accordance with the provisions hereof, unless the context is inconsistent with such interpretation:

Board means the elected management committee of the council constituted in accordance with rule 5.

Board member means a representative of a member who is elected to the board undertaking the role as described in rule 5.1.

Council means the OCA consisting of the members of the council via their representatives.

Members are those organisations referred to in rule 4.

National organisations are those defined in rule 4.2.2.

Outdoor sector means all stakeholders who are involved in outdoor recreation and outdoor education.

Outdoor education means any educational program incorporating outdoor activities and experiences that aims to develop an understanding of our relationships with the environment, others and ourselves.

Outdoor recreation means participation in any outdoor activities and experiences that are non-competitive and primarily undertaken for the participant's enjoyment in their leisure time.

Outdoor settings means the environments in which outdoor experiences take place.

Representative means a person nominated by an OCA Member organisation to represent their interests and views on the Council.

State organisations are those defined in rule 4.2.1.

Rules

1. Name

- 1.1. The name of the association shall be the Outdoor Council of Australia (OCA) (Incorporated).

2. Mission

- 2.1. The OCA exists to lead the outdoor sector in Australia and support national and state organisations in outdoor recreation and outdoor education and other sector partners to ensure equitable access to safe, high quality and sustainable outdoor recreation and outdoor education.

3. Objects

3.1. Representation and collaboration

- 3.1.1. To represent the coordinated views and needs of the outdoor sector in relevant national forums.
- 3.1.2. To collaborate with government to develop policies, strategies and actions that support and encourage outdoor recreation and outdoor education.
- 3.1.3. To collaborate with other relevant national and state organisations and other sector partners to develop policies, strategies and actions that support and encourage outdoor recreation and outdoor education.

3.2. Advocacy

- 3.2.1. To advocate for the views and needs of the outdoor sector to all levels of government and the wider community.
- 3.2.2. To raise the awareness of government and the wider community of the value and benefits of outdoor recreation and outdoor education.

3.3. Safety, quality and sustainability

- 3.3.1. To influence and develop policies, strategies and actions that support and encourage equitable access to safe, high quality and sustainable outdoor recreation and outdoor education.
- 3.3.2. To influence and guide the planning and management of outdoor settings to satisfy community needs for equitable access to safe, high quality and sustainable outdoor recreation and outdoor education.
- 3.3.3. To establish national networks, standards and policy for outdoor leadership.

3.4. Research

- 3.4.1. To undertake and support research activities that will promote best practice in outdoor recreation and outdoor education and enhance government and wider community understanding of the benefits of outdoor recreation and outdoor education and how these are achieved.

4. Members

4.1. Member categories

- 4.1.1. Membership of the council is limited to national and state organisations supportive of the mission and objects of the council.
- 4.1.2. State members are organisations that (i) do not have a national parent body and (ii) represent elements of the outdoor sector in their state (for example, Outdoors New South Wales, Outdoors South Australia, Outdoors Victoria, Outdoors Western Australia, Queensland Outdoor Recreation Federation, Recreation South Australia, etc.).
- 4.1.3. National members are organisations (including nationally incorporated or chartered organisations) who operate in more than one state or territory and are accepted as being national in their scope, operation and charter (for example, Australian Camps Association, Bushwalking Australia, Canoe Australia, Christian Venues Association, Guides Australia, Outdoor Education Australia, Scouts Australia, etc.).
- 4.1.4. National and state organisations who may be suitable members will either be identified by the board or have their application for membership accepted by the board. The board may accept or reject any application for membership and is not required, nor can it be compelled to provide, any reason for rejection of an application.

4.2. Member representation

- 4.2.1. Each member, as a national or state organisation, will nominate a representative from the leadership group of that organisation who will act as the primary contact for, and represent that organisation in, business concerning the council.

4.3. Member fees

- 4.3.1. The fees for each category of membership shall be such sum as the board shall from time to time at any general meeting so determine.
- 4.3.2. The fees for each category of membership shall be payable at such time and in such manner as the board shall from time to time determine.

4.4. Member resignation

- 4.4.1. A member may resign from the council at any time by giving notice in writing to the secretary.
- 4.4.2. Such resignation shall take effect at the time such notice is received by the secretary unless a later date is specified in the notice when it shall take effect on that later date.

4.5. Member termination

- 4.5.1. The board may terminate or vary a membership or reinstate a terminated membership.

4.6. Register of members

- 4.6.1. The board shall cause a register to be kept in which shall be entered the names and contact details of all organisations admitted to membership of the council and the dates of their admission.
- 4.6.2. Upon termination of a membership, the member must be immediately removed from the register.

5. Board Membership

5.1 Structure

- 5.1.1 The affairs of the council shall be administered by the board which shall consist of six elected board members who are representatives of members and up to three co-opted board members who may or may not be representatives of members.
- 5.1.2 Board members who are representatives of members do not act as delegates appointed to ascertain and act on the instructions of their member organisation but as representatives appointed to make up their own mind on issues in the interest of the council.
- 5.1.3 All board member positions shall be for a two-year term, but a board member shall be eligible upon nomination for re-election for another two-year term to a maximum of three consecutive terms.
- 5.1.4 When board members who are representatives of members (not including co-opted board members) are unable to attend a board meeting, they must nominate a proxy to attend in their place who is also a representative from the leadership group of that member organisation.
- 5.1.5 The executive officer (should one be appointed) is a non-voting board member.

5.2 Executive committee

- 5.2.1 At the first meeting of the board following each annual general meeting, the board members shall elect from among their number an executive committee consisting of a president, vice-president, treasurer, secretary and such other officers (if any) as the board deems fit.
- 5.2.2 The term of executive committee appointments will be for a period of one year.
- 5.2.3 A board member may be re-elected to an executive committee position on a recurring basis within the constraints of their term of appointment on the board.

5.3 Nomination and election process

- 5.3.1 The election of the board shall be conducted according to the following process.
 - 5.3.1.1 Call for nominations will be communicated to members of the council via their representatives no later than thirty days before the annual general meeting.
 - 5.3.1.2 All nominees must be representatives of financial members of the council.
 - 5.3.1.3 Any two members shall be at liberty to nominate the representative of any other member to serve as a board member.

- 5.3.1.4 A nomination, which shall be in writing using a form authorised by the board and signed by the nominee (a representative of a member) and his or her proposer and seconder (both representatives of members), shall be lodged with the secretary at least ten days before the annual general meeting at which the election is to take place.
- 5.3.1.5 Nominations will include nominee information for distribution to members seven days prior to the annual general meeting.
- 5.3.1.6 If insufficient nominations are received seven days prior to the annual general meeting, a casual vacancy will arise, and the board may choose to fill this casual vacancy until the next annual general meeting.
- 5.3.1.7 If there are more nominations than vacancies, an election shall be held by a secret ballot which the nominees (representatives of members) may attend in person or by proxy.

5.4 Resignation or removal of a board member

- 5.4.1 Any board member may resign at any time by giving notice in writing to the secretary. Such resignation shall take effect at the time such notice is received by the secretary unless a later date is specified in the notice when it shall take effect on that later date.
- 5.4.2 The board by majority resolution at a general meeting of the council may remove a board member whose conduct at board meetings is deemed to be disruptive, non-performing and/or contrary to the council's mission and objects.
- 5.4.3 Such board member shall be given the opportunity to fully present their case for continued membership to the board.

5.5 Vacancies on the board

- 5.5.1 A casual vacancy shall occur on the board as defined in 5.3.1.6, or if:
 - 5.5.1.1 a board member resigns from office; or
 - 5.5.1.2 the member for whom the board member is the representative becomes insolvent under administration within the meaning of the corporation's law; or
 - 5.5.1.3 a board member is absent without consent of the board from all meetings of the board for a period of six months; or
 - 5.5.1.4 a board member is convicted of an indictable offence; or
 - 5.5.1.5 a board member fails to comply with any of the provisions of these rules; or
 - 5.5.1.6 a board member demonstrates behaviour not in keeping with the council's mission or objects; or
 - 5.5.1.7 a board member conducts himself or herself in a manner considered to be injurious or prejudicial to the character or interests of the council; or
 - 5.5.1.8 a member (for whom the board member is the representative), being a company, enters into liquidation (otherwise than for the purpose of reconstruction), or if a receiver or official manager is appointed.

- 5.5.2 The board shall have the power at any time to appoint any authorised individual to fill any casual vacancy on the board until the next annual general meeting.
- 5.5.3 The board may choose not to replace a co-opted board member who leaves the board.

6. Board Operations

6.1 Powers of the council and the board of the council

- 6.1.1 The board shall exercise the following powers for the council:
- 6.1.1.1 acquire, hold, deal with, and dispose of any real or personal property;
 - 6.1.1.2 administer property on trust;
 - 6.1.1.3 invest its moneys in any security considering any recommendation of the council;
 - 6.1.1.4 borrow money considering any recommendation from the council;
 - 6.1.1.5 give security for the discharge of liabilities;
 - 6.1.1.6 appoint agents to transact business;
 - 6.1.1.7 engage and disengage employees and contractors;
 - 6.1.1.8 engage in contracts;
 - 6.1.1.9 any other power conferred by a general meeting of the association; and
 - 6.1.1.10 exercise any of the powers under section 25 of the Associations Incorporation Act 1985.
- 6.1.2 Resolutions of the board will be passed by majority vote, which may be a show of hands or via electronic means.
- 6.1.3 Each board member, including the president, has one vote.
- 6.1.4 In the case of a tie of votes, the president will not have a casting vote and the motion will be deemed lost.
- 6.1.5 The board shall meet at least four times annually either in person or via electronic means. The quorum for board meetings will be the majority of elected board members.
- 6.1.6 The board may allocate tasks, as specified, to committees of the council to assist the council in meeting the council's mission and objects. Such committees must report regularly to the council.
- 6.1.7 The board shall produce an annual report for the council 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 relevant.
- 6.1.8 The board will adopt a board charter in respect of its responsibilities under this constitution, consistent with generally accepted principles of good governance.

6.2 Appointment of officers and employees

- 6.2.1 The board has the power to appoint such officers and employees as required to carry out the objects of the council, including a public officer required by the Associations Incorporation Act 1985. The board may delegate any of its powers to such officers and employees.

7. Board and Officer Indemnity

7.1 To the extent permitted by applicable laws, the council:

- 7.1.1 will indemnify every person who is, or has been, an officer and/or board member of the council; and
- 7.1.2 may, by deed, indemnify or agree to indemnify a person who is, or has been, an officer and/or board member of the council.

8. General and Special General Meetings

8.1 Call for general and special general meetings

- 8.1.1 General meetings may be called by the board via the secretary. The quorum for a general meeting will be a majority of board members combined with a majority of the council.
- 8.1.2 A special general meeting may be called by the secretary at the written request and with the support of at least half the council, or upon resolution of the board, to be held within twenty-one 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 quorum for a special general meeting will be a majority of board members combined with a majority of the council.
- 8.1.3 An annual general meeting of the council must be held in accordance with the Associations Incorporation Act 1985 and this constitution and on a date and at a venue to be determined by the board.

8.2 Minutes of general and special general meetings

- 8.2.1 The secretary must ensure that minutes, satisfactory to the board, are kept of all meetings of the council, the board and any committees it appoints. Minutes will be circulated to all members (council, board and/or committee) no later than seven days after the meeting.

9. Finance

9.1 Permitted activity

- 9.1.1 The assets and income of the council 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.
- 9.1.2 Council funds shall be deposited with a licensed banking house and only drawn on the authorisation of two executive committee members.
- 9.1.3 The financial year shall be 1 January to 31 December.

9.2 Appointment of auditor

9.2.1 At the annual general meeting the council shall appoint a qualified person to audit its accounts and prepare a report for the board and for the council prior to the following annual general meeting.

10. Constitutional Amendments

10.1 Process for change

10.1.1 The secretary shall give members thirty days' notice of proposed amendments to this constitution before placing any such amendment or amendments on the agenda of a meeting of the council.

10.1.2 Amendment of this constitution shall require approval by two thirds of voting members present at an annual general meeting or a special general meeting.

11. Circumstances Not Provided For

11.1 In any circumstance about which this constitution is silent or unclear, the board shall act to ensure the council's effective administration in accordance with the Associations Incorporation Act 1985 and convene a special general meeting of the council if needed.

11.2 Any specific power in this constitution conflicting with a general provision shall prevail over the general provision.

11.3 The council 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 special general meeting of the council to decide whether the constitution should be amended.

12. Dissolution

12.1 The council will dissolve if:

12.1.1 an annual general meeting of members so recommends by a two-thirds majority, providing the annual general meeting is quorate;

12.1.2 board membership falls below three due to inability to fill casual vacancies, and remains below three for six months or more;

12.1.3 an annual general meeting fails to elect a new board for whatever reason.

12.2 If the council 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.