

CONSTITUTION



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FRIENDS OF THE HEYSEN TRAIL
AND OTHER WALKING TRAILS INCORPORATED

CONSTITUTION

1. NAME

The name of the Incorporated Association shall be the "FRIENDS OF THE HEYSEN TRAIL AND OTHER WALKING TRAILS INCORPORATED" (hereinafter referred to as the "Association" or the "Friends").

2. OBJECTS

The objects of the Association shall be to:

- (a) contribute to developing the Trail as a world class adventure hike;
- (b) partner with the Department to develop, maintain and promote the Trail, including engagement with landowners, communities and service providers;
- (c) encourage and support volunteer participation in the Friends;
- (d) promote walking, environmental awareness and First Nation reconciliation, through information, education and guided organised walks; and
- (e) represent the interests of walkers to preserve access, amenity and the environment along the Trail and in support of other trails.

3. DEFINITIONS

‘Association’ means Friends of the Heysen Trail and Other Walking Trails Inc.

‘Council’ means the committee elected to manage the Association.

‘the Friends’ means Friends of the Heysen Trail and Other Walking Trails Inc.

‘Financial Member’ means a member who has paid the applicable annual subscription for the relevant category of membership set out in Clause 6 and is afforded the rights and liabilities of full membership.

‘Financial Year’ means a calendar year.

‘General Meeting’ means a general meeting of members of the Association convened in accordance with these rules.

‘Natural Person’ means a living human being.

‘Special Resolution’ means a special resolution defined in the Act.

‘Rights and Liabilities of Full Membership’ means the ability to participate in activities of the Association, receive the Association Newsletter and to nominate for positions and vote at General Meetings of the Association.

‘the Act’ means the *Associations Incorporation Act (SA) 1985* or any substitute or replacement legislation from time to time.

‘the Department’ means the South Australian Department for Environment & Water or other South Australian Government Department with responsibility for management of the Heysen Trail from time to time.

‘the Regulations’ means Associations Incorporation Regulations 2023 (SA) (or its successor).

‘Trail’ means the Heysen Trail.

4. POWERS

The Association may, within South Australia,

- (a) acquire, hold, deal with, and dispose of, any real or personal property;
- (b) administer any property on trust;
- (c) open and operate Authorised Deposit-taking Institution (ADI) accounts;
- (d) receive and accept donations;
- (e) invest its money in any security in which Trust moneys may, by Act of Parliament, be invested, or in any other manner authorised by the rules of the Association;
- (f) borrow money on terms and conditions as may be approved by the Council;
- (g) give security for the discharge of liabilities incurred by the Association as the Council thinks fit;
- (h) appoint agents to transact any business of the Association on its behalf;
- (i) enter into any contract it considers necessary or desirable;
- (j) raise funds by means of commissions or in any other lawful manner;
- (k) expend funds in any manner consistent with the objects of the Association;
- (l) affiliate with any other body, whether incorporated or not, whose objects are consistent with those of the Association, on terms and conditions approved by the Council; and
- (m) do other lawful acts or things as may be appropriate to further the objects of the Association.

5. NON-PROFIT ASSOCIATION

- (1) The income and property of the Association however derived shall be applied solely towards the objects of the Association as set out in Clause 2 [Objects] of this Constitution and (subject to the provisions of clause 12(3)) no portion of such income or property shall be paid or transferred directly or indirectly to any member of the Association.
- (2) The liability of any member of the Association for the debts, obligations and any other liabilities of the Association shall be limited to the amount of subscription due and owing to the Association by that member.

6. **MEMBERSHIP**

Membership is available to anyone who supports the objects of the Association subject to payment of the subscription at the applicable rate.

- (1) The Association shall consist of the following categories of membership:
 - (a) Single Member
 - (b) Family Member
 - (c) Life Member
 - (d) Honorary Member
 - (e) Organisation Member
 - (f) Student Member.
- (2) **Single Member** means a natural person who has paid the appropriate annual subscription as set by Council and has the rights and liabilities of full membership.
- (3) **Family Member** means one adult and their partner/spouse and any/all children (until they reach 18 years of age) living at the same address, and who have together paid the appropriate annual subscription as fixed by Council. On reaching the age of 18 years, a child must become a single or student member to continue membership of the Association. Each adult Family Member shall have all the rights and liabilities of a Single Member. A Family membership will be entitled to receive only one copy of any newsletter, notice of meetings, or other correspondence.
- (4) **Life Member** means a natural person who has paid the appropriate subscription as set by Council and has rights and liabilities of full membership. This category is only available to a sole natural person. However, Family Life Memberships established prior to (*insert date constitution is approved*) shall continue to apply to each of the 2 adult members until such time as the member/s resign or are deceased, but named children on any such Family Membership on reaching the age of 18 must apply for separate membership in accordance with the provisions of Clause 6 (3).
- (5) **Honorary Member** means an individual who is elected as such at a General Meeting of the Association because of distinguished service rendered to the Association or for any other reason deemed appropriate.

An Honorary Member shall be entitled to all rights and liabilities of membership without payment of subscription.

- (6) **Organisation Member** means an organisation or body, whether incorporated or not, which satisfies the Council that its objects are consistent with those of the Association as set out in Clause 2 of this Constitution, and which has paid the appropriate annual subscription for that category of membership as set by Council. An Organisation Member shall be entitled to appoint one nominee who shall have all the rights and liabilities of a Single Member for such period as the Organisation Member may determine.
- (7) **Student Member** shall be a certified student, secondary or tertiary, studying full time, who has paid the appropriate annual subscription as set by Council. Student Membership provides for participation in activities of the Association and a copy of the Association Newsletter but does not extend to any other rights and liabilities of full membership of the Association.
- (8) The Association may, by ordinary resolution passed at a General Meeting, establish other categories of membership on terms and conditions as it may determine.
- (9) A register shall be kept of all members of the Association, showing their full name and contact details.

7. **SUPPORTER**

Supporter shall be an individual, organisation, corporation, or business (including landholders, community groups or service providers associated with the Trail) and school or youth groups who in the opinion of Council provide support to the Association. Supporters shall have complimentary affiliation to the Association and receive a copy of the Association Newsletter. A Supporter is not entitled to any other rights or liabilities of full membership.

8. PATRON/AMBASSADOR

The Association in General Meeting may resolve to invite a suitable person or persons to be a Patron or Ambassador of the Association for such period as it deems fit. On acceptance of the invitation such person or persons shall also automatically become a Supporter of the Association by virtue of their office.

9. SUBSCRIPTIONS

- (1) The appropriate rates of subscription for each category of membership shall be determined from time to time by Council.
- (2) Annual subscriptions shall become due and payable on a twelve (12) monthly basis from the end of the month a member joins the Association.
- (3) Subscriptions at the current rate may be paid up to three (3) years in advance.

10. TERMINATION OF MEMBERSHIP

- (1) A member may resign from membership of the Association at any time by giving written notice to the Association. Any member so resigning shall remain liable for any outstanding subscription rates.
- (2) Any member whose annual subscription is outstanding for more than two (2) months after the due date shall cease to be a member of the Association, unless the Council in any individual case or group of cases agrees to postpone the date of payment.
- (3) The Council may suspend the membership of any member for such period as it thinks fit, or may expel any member, on account of conduct which in the opinion of the Council is detrimental to the interests of the Association, provided that no such decision shall be taken unless the Council has given the member concerned an opportunity to show cause against the proposed suspension or expulsion, and provided further that the member shall have the right to appeal to a General Meeting of the Association against any decision of the Council to suspend or expel them.

11. MANAGEMENT

- (1) The affairs of the Association shall be managed and controlled by a Council which may exercise on behalf of the Association all the powers conferred on the Association by this Constitution or otherwise conferred by law and may do all things as are within the objects of the Association except those required to be done by the Association in General Meeting.
- (2) The Council shall consist of four (4) Office Bearers being the President of the Association, together with a Vice-President, a Secretary, and a Treasurer, and not less than four (4), nor more than eight (8) other Ordinary Council members, all of whom shall be elected at an Annual General Meeting of the Association.
- (3) The maximum continuous period of service on The Council shall be twelve (12) years, inclusive of any time in Office Bearer and Ordinary Council member positions and, after 12 years, a member shall become eligible to nominate again to The Council after standing down (retiring) from The Council for at least two (2) years.
- (4) Office Bearers shall hold office positions for a period of two (2) years and shall be eligible to nominate for re-election to that office position after that period, providing that after three (3) consecutive terms in that office they shall stand down from that office position for at least two (2) years.
- (5) Ordinary Council members shall hold their position for a period of two (2) years and shall be eligible to nominate for re-election to that position after that period providing that, after three (3) consecutive terms as Ordinary Council member, they shall stand down as Ordinary Council member for at least two (2) years.
- (6) Nominations for the position of President, Vice-President, Secretary or Treasurer, or as a member of the Council shall be invited by notice via email to members or website news or in the Association's Newsletter not less than 21 days before the Annual General Meeting. Any person nominating for election must be a financial member of the Association.
- (7) Nominations must be in writing or email and must be signed or endorsed by two (2) financial members of the Association and by the nominee to signify their consent and willingness to stand for election. A nomination may include brief biographical details of the nominee for distribution to

members at or before the Annual General Meeting. Any biographical details must reach the Secretary of the Association not less than seven days before the Annual General Meeting. In the event that an insufficient number of nominations has been received to fill all the vacancies, additional nominations may be accepted at the Annual General Meeting.

- (8) If the number of nominations received is greater than the number of vacancies an election to fill the vacancies shall be held by secret ballot at the Annual General Meeting.
- (9) The office of President, Vice-President, Secretary, Treasurer or Council member shall become vacant if such officer or member:
 - (a) dies or resigns;
 - (b) ceases to be a member of the Association;
 - (c) becomes disqualified under the Act;
 - (d) is suspended or expelled under clause 10 (3) of this Constitution;
 - (e) becomes permanently incapacitated by reason of ill health or accident; or
 - (f) is absent without apology from more than three consecutive meetings of the Council.
- (10) If a casual vacancy arises in the office of President, Vice President, Secretary or Treasurer, or in the membership of the Council, the Council may appoint any member of the Association to fill such vacancy, and such appointee shall hold office until the next Annual General Meeting of the Association, when the nominee shall be eligible to nominate for a position.
- (11) For the purposes of Clauses 11(3), 11(4) and 11(5) above a term of 2 years means the period between election to a position at an Annual General Meeting and the second subsequent Annual General Meeting.
- (12) Transitional Provisions for Management of the Association
 - (1) Transitional provisions only apply to the nomination and election of Office Bearers and Councillors at the Annual General Meeting at which this amended Constitution is approved by financial members of the Association.
 - (2) The terms of the new Clause 11 (Management) will apply for the purposes of eligibility to nominate for election to an Office Bearer or Ordinary Council position at the Annual General Meeting at which this amended Constitution is approved.

- (3) In accordance with clause 11(5) prior years of continuous service for current serving Office Bearers and Ordinary Council members will count toward the total time served in determining eligibility to nominate for election to an Office Bearer or Ordinary Council position.
- (4) Current Office Bearers or Ordinary Councillors that were elected to commence a term at the 2021 Annual General Meeting shall continue in that position and term in office without being required to nominate for election at the 2022 Annual General Meeting providing that the total of consecutive terms of service does not exceed provisions in Clause 11(5).
- (5) Where an individual is no longer eligible to nominate due to having served continuous terms beyond the new provisions in Clause 11(5), Council may appoint an individual retiring Office Bearer or Council Member ex-officio to for up to an additional year of service to assist the transition.

12. OFFICERS AND STAFF

- (1) If there is no person elected at the Annual General Meeting to the office of Secretary or Treasurer, the Council may appoint such officer from among its own members. The resulting vacancy in the membership of the Council may be filled in the manner provided in Clause 11 (10) of this Constitution.
- (2) The Council may appoint from its members a deputy or delegate to act on behalf of the Secretary and Treasurer in their absence.
- (3) The Council may appoint such members of staff, whether paid or unpaid, as it deems necessary to undertake its functions and may determine their conditions of service. The Council may delegate any of its powers to such staff members.
- (4) The public officer of the Association shall be the Secretary, or such other person as the Council may from time to time decide.

13. PROCEEDINGS OF COUNCIL

- (1) The Council shall meet bi-monthly and may determine other times.
- (2) The Council meeting quorum shall be five members, including at least one of the President, Vice-President, Secretary or Treasurer.

- (3) The Chair at Council meetings shall be taken by the President or in their absence by the Vice-President. If both are absent then the Chair may be elected by the meeting.
- (4) Questions arising at any meeting shall be decided by a majority of votes.
- (5) A member of the Council having a pecuniary interest in a proposed contract with the Association must disclose that interest to the Council and shall not vote with respect to that contract.

14. FINANCE AND ACCOUNTS

- (1) The financial year of the Association shall be the period of twelve months ending on 31st December each year.
- (2) The Association shall keep and retain accounting records as necessary to correctly record and explain the financial transactions and financial position of the Association in accordance with the Act.
- (3) Association accounts shall be made up to 31st December each year, and as soon as possible thereafter shall be audited by the duly appointed auditor.
- (4) The auditor shall be a qualified accountant, who may be a member of the Association but shall not be a member of the Council. If the auditor is not appointed at the Annual General Meeting of the Association, the Council shall make the appointment as soon as possible thereafter.
- (5) The accounts for the year, including a balance sheet, with the auditor's report thereon, shall be laid before the following Annual General Meeting of the Association.
- (6) Council has the authority to manage and control funds of the Association, which includes approval and oversight of budgets and establishing procedures for expenditure.
- (7) Subject to decisions of the Council, the authority of the Council may be exercised on its behalf by the Treasurer with respect to financial matters arising in the normal course of conduct of the business of the Association.

15. **COMMITTEES AND SUB-COMMITTEES**

(1) **EXECUTIVE COMMITTEE**

- a. The Council may appoint from among its members an Executive Committee consisting of the President, Vice-President, Secretary and Treasurer to exercise powers of the Council between Council meetings, except that the power to approve the annual budget or amendments to an approved annual budget remains with and can only be approved by the Council.
- b. The President, or in their absence the Vice-President, shall be Chair of the Executive Committee. The quorum of the Executive Committee shall be no less than three (3) members and must include the President or the Vice-President.
- c. The Executive Committee may invite Council members or standing committee coordinators to assist and contribute to specific matters.

(2) **STANDING COMMITTEES**

The Council will establish Standing Committees in each of the following areas:

- FINANCE & AUDIT
 - TRAIL DEVELOPMENT
 - WALKING
 - OFFICE & ADMINISTRATION
 - PROMOTION – MEMBERSHIP & MARKETING
- a. **Standing Committees** will have a Coordinator appointed by Council and responsible for the activity of the Standing Committee, to organise agendas and chair meetings. Each Coordinator will serve for a term of 2 years and a maximum of 3 consecutive terms.
 - b. **Standing Committees** will be responsible for:
 - Developing, coordinating and implementing activities aligned with the objects of the Association;
 - Making recommendations to Council about projects or methods that advance the objects of the Association;
 - Implementing decisions of Council;
 - Preparing an annual plan and budget to manage its activity;

- Encouraging volunteers to participate in its areas of activity;
- Providing electronic/written activity reports to Council in relation to its responsibilities; and
- Providing minutes of meetings to the Secretary for record-keeping.

(3) **SUB-COMMITTEES or REGIONAL COMMITTEES**

Council may appoint any other sub-committee for any special purpose and/or any local or regional committee, with or without voting powers, for any period as it sees fit. Council may appoint any other person, whether a member of the Association or not, whose assistance with the work of any sub-committee/local/regional committee it considers to be valuable. Each committee shall provide written/electronic reports about its activity to Council.

16. GENERAL MEETINGS OF THE ASSOCIATION

- (1) An Annual General Meeting of members of the Association shall be held not more than five months after the end of each financial year.
- (2) The Annual General Meeting or other General Meetings may be held in person or by alternative electronic means as determined by Council.
- (3) The business of the Annual General Meeting shall be to receive the report of the Council on the affairs of the Association, together with the accounts of the Association, with the auditor's report thereon, for the previous financial year, to elect officers and members of Council for the ensuing year, to appoint an auditor or auditors for the current financial year, and to transact any other necessary business.
- (3) The Annual General Meeting will elect a Returning Officer to conduct the election of Council Members. The Returning Office must not be a nominee for election.
- (4) The Council may convene a Special General Meeting of members of the Association at any time.
- (5) The Council shall convene a Special General Meeting on receipt by the Secretary of a requisition in writing signed by not less than twenty members of the Association and setting out the reasons. On receipt of a requisition, a Special General Meeting shall be convened as soon as

practicable, but if such meeting is not convened within one month of the receipt of the requisition, those requisitionists may convene a Special General Meeting and the Council shall give them such assistance as is reasonable to enable them to do so and shall meet the reasonable expenses incurred in holding the meeting.

- (6) Notice of at least twenty-one (21) days for any General Meeting shall be given to members, specifying where and when the meeting will be held and the nature of the business to be transacted.
- (7) A notice may be given to members by serving the member with the notice personally or by sending it by post or email, website news or other publication to the mailing address or email address appearing in the register of members. The accidental failure to give notice of a meeting to, or the non-receipt of notice of a meeting by, any member shall not invalidate the proceedings of the meeting.
- (8) Notice of any motion proposed to be moved at a General Meeting by any member not being a member of the Council shall be signed by the proposer and seconder and shall be delivered to the Secretary at least seven days before the meeting. No motion moved by any member other than a member of the Council shall be entertained by the meeting unless notice thereof has been given as aforesaid.

17. PROCEEDINGS OF GENERAL MEETINGS

- (1) Twenty members present personally or by proxy shall constitute a quorum at any General Meeting.
- (2) If within thirty minutes of the time appointed for holding a meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week at the same time and place, unless the members present decide on a different day, time or place, and if at such adjourned meeting a quorum is not present within thirty minutes of the time appointed for the meeting the members present shall constitute a quorum.

- (3) At every General Meeting the Chair shall be taken by the President, or in their absence by the Vice-President, or in the absence of the President and Vice-President, by a member elected by the meeting.
- (4) The Chair may with the consent of the meeting at which a quorum is present adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. No notice need be given of such an adjourned meeting unless it be so directed in the resolution for adjournment, or unless the adjournment is for thirty days or more.
- (5) Questions arising at a General Meeting shall be decided on a show of hands (except where a secret ballot is required under clause 11 (8)) unless a poll is demanded by the Chair of the meeting, or by at least five members present personally or by proxy, in which case a poll shall be taken in such manner as the Chair may direct, and the result of the poll shall be deemed to be the decision of the meeting. In the case of equality of votes, whether by show of hands or by poll, the Chair shall have a casting vote in addition to their deliberative vote.

18. MINUTES

- (1) Minutes of all proceedings of General Meetings and of the Council and its committees and sub-committees shall be filed in electronic folders designated for minutes of Council, General Meetings and each Committee accordingly and authorised as a correct record by the Chair of that meeting or by the Chair of the next succeeding meeting.
- (2) Where minutes have been entered and signed, then until the contrary is proved the meeting shall be deemed to have been duly convened and held, all proceedings of the meeting shall be deemed to have been duly conducted, all appointments made at the meeting shall be deemed to be valid, and the minutes shall be conclusive proof of the proceedings of the meeting.
- (3) Electronic folders designated for minutes of proceedings of any General Meeting shall be open at reasonable times to the inspection of any member without charge on application to the Secretary.

19. VOTING RIGHTS

- (1) Subject to the provisions of this Constitution, each financial member present at a meeting in person or by proxy shall be entitled to one vote.
- (2) The duly appointed nominee of an Organisation Member shall be similarly entitled to one vote.
- (3) A member, including the nominee of an Organisation, shall be entitled to appoint in writing an individual member of the Association to represent them at any General Meeting of the Association and to exercise their vote.

20. THE SEAL

- (1) The Association shall have a Common Seal which shall not be used without the express authorisation of the Council, and every use of the Seal shall be recorded in the designated electronic folder of the Association.
- (2) The affixing of the Seal shall be witnessed by the Secretary and one other member of the Council.
- (3) The Seal shall be kept in the custody of the Secretary or such other person as the Council may from time to time decide.

21. RULES

The Council may make rules about procedure and the conduct of the business and affairs of the Association, and the dispatch of business at its meetings and those of its committees and sub-committees, provided that such rules do not contravene any of the provisions of this Constitution or the Act.

22. AMENDMENT OF CONSTITUTION

- (1) Any proposal for the amendment of this Constitution shall be submitted to a General Meeting of members of the Association and details of proposed amendment/s shall be set out in the notice calling the meeting.
- (2) The amendment shall be approved if a majority of the members present personally or by proxy and constituting a quorum at the meeting vote in favour of the proposal.
- (3) Such amendment shall take effect from the date of the General Meeting which approved the amendment, or from such other date as may be determined by the General Meeting.
- (4) In order to remove doubt, an amendment by the members pursuant to this clause 22 may be approved by a simple majority of the members present personally or by proxy and does not require approval by a special resolution.

23. DISSOLUTION OF ASSOCIATION

- (1) The Association may be dissolved at any time by resolution passed at an Annual General Meeting or Special General Meeting convened for that purpose.
- (2) If upon winding up or dissolution of the Association there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among members of the Association. Property and assets shall be distributed to another body or bodies with similar objectives to the Association and which shall prohibit the distribution of income and property to members.

24. APPLICATION AND DATE OF EFFECT

- (1) This Constitution, and any subsequent amendment thereto, shall be registered with Consumer and Business Services or other South Australian Government authority responsible for management of the Act.
- (2) The registered Constitution shall bind the Association and every member thereof to the same extent as if they had respectively signed and sealed it and agreed to be bound by all its provisions.
- (3) This Constitution shall come into effect on the date that it is approved by financial members of the Association at an Annual General Meeting.

25. INCONSISTENCY

Any provision of this Constitution which is contrary to or inconsistent with the provisions of the Act shall be null and void to the extent of such contrary effect or inconsistent effect

