

ASSOCIATIONS INCORPORATION ACT, 1985
STATEMENT OF PURPOSES
of
RECREATION SOUTH AUSTRALIA INCORPORATED (RSA)

Endorsed by Annual General Meeting on 26th August 2010

DEFINITIONS

The Act refers to the Associations Incorporation Act 1985 and as amended.

Associate Members are members referred to in clause 8.1.2. Associate members do not have the right to vote at General Meetings.

Board means the Board of Directors of Recreation South Australia Inc (RSA) as elected pursuant to clause 8.2 and 8.3.

Directors means members of the Board of Directors elected by the members in Annual General Meeting and comprising the President, Vice President, Secretary, Treasurer and ordinary Board members.

Executive Officer means the executive officer, (whether honorary or not and whether or not called by this title).

Financial year means the year ending June 30 or as determined by the Board from time to time.

Full Members are members referred to in clause 5.1.2, including Life Members, and who are eligible to send a delegate to, or be a delegate at, a General Meeting of RSA and have a right to vote at that General Meeting. Life members (if individuals) do not have the right to vote at general meetings.

Recreation means that sector of the recreation industry which specifically includes (but is not limited to) RSA recognised activities, and also encompasses all areas of involvement where individuals, groups or organisations which engage in recreation activities.

Secret ballot means the conduct of an election for office bearers whereby votes are indicated by marking prepared ballot papers and then deposited in a container prior to counting and which allows individual voting intentions to be kept private.

Standing Committees are the standing committees referred to in clause 10.

1. NAME

The name of the body shall be Recreation South Australia Incorporated (Recreation SA).

2. MISSION

The purpose of Recreation SA shall be to provide leadership to the recreation industry in South Australia, encourage and promote recreation activity and maximise the social and economic contribution to the State.

3. OBJECTS

Without usurping the autonomy of its Members, the objects of the Association shall be:

- 3.1** To provide for the encouragement, recognition and promotion of recreation throughout the State and to represent the interests of the recreation industry.
- 3.2** To provide leadership to the recreation industry in South Australia and maximise its contribution to the social and economic development of the State.
- 3.3** To represent the interests of recreation to Government and non-Government bodies in South Australia and act as a reference and liaison for the South Australian Government on all matters of relevance to the recreation industry.
- 3.4** To promote a philosophy of environmental awareness, preservation, conservation and positive attitudes.
- 3.5** To foster the growth of the recreation industry through improved communication and coordination.
- 3.6** To provide a forum for discussion and consideration of issues by industry members which are relevant to the conduct, development and promotion of recreation.
- 3.7** To encourage and promote cooperative and collaborative ventures between the various elements and activities in recreation.
- 3.8** To have regard to the public interest in its operations.
- 3.9** To promote the health and safety of participants in recreation and encourage best practice within the industry.
- 3.10** To affiliate and otherwise liaise with such bodies as may be desirable in the pursuit of these objects.
- 3.11** To conduct or commission research and development for evaluation and improvements in recreation activities and covering, concepts, techniques, standards and equipment including research into and reporting of safety and accident issues.
- 3.12** To support and promote industry standards, techniques, awards and educational programs for recreation.
- 3.13** To give and where appropriate, seek recognition for members, their staff, supporters, members or participants, and others, who make significant contribution to the field of recreation, to obtain awards or public recognition both in recreation and in related fields.
- 3.14** To seek improved facilities for the enjoyment and facilitation of recreation.

- 3.15** To undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these objects.

4. POWERS

For the purpose of effecting its objects, the Association shall, as deemed necessary:

- 4.1** Purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal and any rights, privileges for, or in connection with, any of the objects of the Association.
- 4.2** Enter in arrangements with any government or authority that are relevant to the Association's objects.
- 4.3** Invest and deal with the money of the Association not immediately required in such manner as may be permitted by law for investment.
- 4.4** Borrow or raise or secure the payment of money and secure the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or entered into by the Association in any way.
- 4.5** Sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association.
- 4.6** Take or hold mortgages, liens and charges to secure payment of the purchase price, or any unpaid balance of the purchase price, for any part of the Association's property sold by the Association or any money due to the Association from purchasers and others.
- 4.7** Accept any gift of property whether subject to any special trust or not.
- 4.8** Procure contributions to the funds of the Association, in the form of donations, annual subscriptions or otherwise, by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient.
- 4.9** Print and publish any newspapers, periodicals, books or leaflets or advertise in the press, or on radio or television or by any other means and in such a manner as the Association may think desirable for the promotion of its objects.
- 4.10** Make donations for patriotic or charitable purposes.
- 4.11** Bestow any award the Association deems appropriate to recognise meritorious conduct which promotes the objects of the Association and the interests of recreation in South Australia.
- 4.12** Do all other things which are incidental or conducive to attaining the objects and exercising the powers of the Association.
- 4.13** Employ, pay and dismiss employees and/or consultants including an Executive Officer to manage the day to day affairs of the Association.
- 4.14** Delegate from time to time powers not otherwise specifically authorised by this Constitution to the Board of sub-committees such as the Association in General Meeting shall deem fit.

Maintain links with, subscribe to and become a member of or cooperate with any other organisation, whether incorporated or not, so as to further the Association's objects.

Do all such things as are incidental, conducive or subsidiary to any or all of the objects of RSA.

5. MEMBERSHIP

5.1 Categories and eligibility

The membership of RSA shall comprise:

5.1.1 Full Membership

Membership shall be available to all incorporated or commercial organisations within South Australia that make application for membership in the prescribed manner, and are involved in the planning and provision of recreation and or fitness services or facilities.

5.1.2 Associate Membership

A category for individuals, involved in the recreation and or fitness industry and who are not eligible for full membership and who wish to participate in the Association's activities by exchanging information and ideas, receiving newsletters and publications and otherwise supporting the industry.

5.2 Honorary Life Members

Any member may recommend to the RSA Board that any person who has rendered distinguished or special service to the recreation industry in South Australia be granted Honorary Life Membership.

The recommendation to confer Life Membership shall be put to a resolution of the Annual General Meeting. The vote on such resolution will be taken by a secret ballot.

Conditions, obligations and privileges of Life Membership shall be the same as a Full member of RSA, but without the obligation of the payment of fees, excepting that individuals will not have the right to vote at General Meetings.

5.4 Admission to membership

The Board shall maintain a register of all members of Recreation SA.

Upon receipt of the sum payable as the first year's membership fee, the applicant organisation will become a member of the Association and its name shall be entered in a register of members kept by the Association. Member organisations shall nominate in writing, an individual delegate to represent the organisation.

5.5 Fees

All Members shall pay an annual membership fee. Membership fees shall be determined by the Board. Membership fees shall be payable within ninety days of the beginning of the financial year. The financial year of the Association shall commence on 1 July.

5.6 Rights of Members

All members (as defined in Clause 5.1 and 5.2) shall be entitled to attend all Annual and General Meetings of the Association at which only Full Members shall be entitled to vote.

5.7 Termination of membership

A member shall cease to be a Member:

5.7.1 If the membership fee of such member remains unpaid at 30 September the membership shall be deemed to have ceased.

5.7.2 If such member resigns by notice in writing addressed to the Board and signed by the President or Executive Officer of the member. Annual fees are non-refundable.

5.7.3 The Association in General Meeting shall have the power to expel or suspend any member which wilfully refuses or neglects to comply with the provisions of this Constitution or is guilty of any conduct which in the opinion of the Association is unbecoming of a member or prejudicial to the interests and objects of the Association.

5.7.4 At least 28 days before the General Meeting at which the resolution for its expulsion or suspension is moved, a member shall be given notice of such resolution and particulars of allegations against it.

If expulsion or suspension is moved, a member shall have at such meeting an opportunity to reply to the allegations made and explain or defend its actions.

Any resolution for expulsion or suspension must be passed by a majority vote of two-thirds of those members present and eligible to vote.

5.8 Limited Liability

The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association the costs, charges and expenses of a winding up of the Association is limited to the extent of that part of its current year's membership subscription which is unpaid.

6. PATRON

At a General Meeting, on the recommendation of the Board, RSA may appoint a Patron and for any term determined by the Board from time to time.

7. GENERAL MEETINGS

7.1 Annual General Meeting

7.1.1 The Association shall hold an Annual General Meeting every year.

7.1.2 The Annual General Meeting shall be held within four months after the close of the financial year of the Association, on a date determined by the Board of Directors.

7.1.3 The Annual General Meeting shall be in addition to any other meetings that may be held in the same year, and shall be specified as such in the notice convening it.

7.1.4 The ordinary business of the Annual General Meeting shall be:

to confirm the minutes of the previous Annual General Meeting;

to receive from the President, Executive Director, Honorary Treasurer and Auditor their respective reports for the preceding financial year;

to elect the Board of Directors of the Association;

to elect members of the Standing Committees

to appoint the Auditor of the Association;

other items of business requested by members in accordance with Clause 7.2.2 of the Constitution.

7.1.5 All Meetings other than the Annual General meeting shall be called General Meetings.

7.2 Notice of Annual General Meetings

7.2.1 Not less than 30 days notice in writing of an Annual General Meeting shall be given to every member. The notice of an Annual General Meeting shall include a request for agenda items, notices of motion, and also notifications of requirements for Board elections.

7.2.2 To be included in the agenda, agenda items and notices of motion shall be addressed to the Board and be received by the Association's Office not less than 21 days prior to an Annual General Meeting.

7.2.3 The agenda (inclusive of the items of general business) of an Annual General Meeting shall be sent to each member in writing not less than 14 days prior to that meeting. Such agenda shall include items and notices of motion submitted by a member or members of the Board.

Accompanying the agenda shall be a list of nominees for the Board together with brief curricular vitae of the nominees.

7.3 General Meetings

7.3.1 The Board shall convene General Meetings of the Association as required and whenever it thinks fit.

7.4 Notice of General Meetings

7.4.1 Not less than 30 days notice in writing of a General Meeting shall be given to every member and Associate. The notice of a General Meeting shall also include a request for agenda items and notices of motion.

7.4.2 To be included in the agenda, agenda items and notices of motion shall be addressed to the Executive Director and be received by the Association's Office not less than 20 days prior to a General Meeting.

7.4.3 The agenda of a General Meeting shall be sent to each member in writing not less than 14 days prior to that meeting. Such agenda shall include items and notices of motion submitted by a member or members or the Board.

7.4.4 A General Meeting can be requested by the members. Such requisition shall be made in writing to the President and signed by 25% of (in aggregate) Full Members and Fitness Members. The General Meeting is to be held not later than 60 days after the date of receipt of the request.

7.5 Quorum and Business at Annual and General Meetings

7.5.1 No business shall be transacted at an Annual General Meeting or General Meeting unless a quorum is present at the time when the meeting is scheduled to commence. A quorum shall comprise of a number of delegates and / or proxies represent. That shall include the number of Directors which represents a quorum for a meeting of the Board.

7.5.2 Each Full Member shall have 1 vote at General Meetings. Honorary Life Members (unless organisations) and Associate members shall have no voting rights but may speak to motions.

7.5.3 In the event that a member's representative cannot be present at any Meeting, it may nominate another member to carry its vote, provided such nomination is in writing addressed to the Association's Executive Director and delivered to the Association's office prior to the commencement of the meeting.

7.5.4 The President, or, in the President's absence, the Vice-President, shall preside as Chairperson at all General Meetings of the Association. In their absence the Board shall nominate another Board member to chair the meeting.

7.5.5 At any meeting a resolution put to the vote of the meeting shall be decided by simple majority on a show of hands of those entitled to vote.

A declaration by the Chairperson that a resolution has on a show of hands been carried or lost shall be conclusive evidence of the votes recorded in favour of or against the resolution. The record of all resolutions shall be contained in the minutes of the meeting.

By consent of 20% of those present and eligible to vote, business other than that on the agenda circulated may be included in the business of the meeting.

8. BOARD OF DIRECTORS

8.1 The affairs of the Association shall be managed by the Board of Directors, subject to the Constitution and the directions and resolutions of the Association in such meetings.

8.2 The Board shall consist of 9 Directors elected at the AGM by a simple majority.

8.3 Each and every Director shall be elected at the Annual General Meeting of the Association. The Directors shall be elected at the Annual General Meeting for a term of two years. Half the Directors to stand down or stand for re election every year.

8.4 The Board may allocate portfolios to Directors to ensure that specific issues, projects or interest groups receive the dedicated attention of the Board. The Directors shall be accountable for reporting back to the Board on any issues, decisions or trends of significance in relation to their portfolio.

At its first meeting, which shall be held within 30 days of the Annual General Meeting, the Board shall elect a President, Vice President. The Board shall nominate one Director to chair the meeting and conduct the election. Nominations will be called for each position in the above order and the election held by secret ballot.

8.6 The Executive Officer is ex-officio, a member of the Board without voting rights.

8.7 The Board shall meet as often as it shall decide is necessary, but not less than six times a year. A quorum for its meetings shall be a number equivalent to half plus one of the total membership of the Board at that time.

8.8 The President shall chair any meeting at which he/she is present. If the President is not present for all or part of a meeting, the remainder of the Board members shall appoint one of their number to chair that meeting or part of that meeting only.

The President, or in the President's absence, an acting President, shall have the casting vote if required as well as a deliberative vote.

8.9 Elections shall be held at the Annual General Meeting. Each Director who has completed a two year term of office shall then retire but shall be eligible for re-election for a further term.

- 8.10** Each nomination for election to the Board shall be in writing and be signed on behalf of the nominating member by its Executive Officer or President and also by the nominee. It shall be addressed to the Executive Officer and received at the Association's office not less than 20 days before the Annual General Meeting.
- 8.11** Should a casual vacancy occur, the Board may appoint a person to fill it. Each such appointed Director shall hold office until the next Annual General Meeting, when they shall retire but be eligible for re-election.
- 8.12** A Director's term may be terminated where the Director:
- (i) dies;
 - (ii) becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
 - (iii) becomes of unsound mind or a person or estate is liable to be dealt with in anyway under the law relating to mental health;
 - (iv) resigns his or her office in writing to RSA;
 - (v) where a Director is absent without the consent of the Board for more than 50% of the meetings of the Board held during a period of 12 months;
 - (vi) other than the Executive Officer, holds any office of employment with RSA, except as indicated in this constitution;
 - (vii) without the prior consent or later ratification of the members in General Meeting holds any office of profit in RSA except as indicated under the constitution;
 - (viii) is directly or indirectly interested in any contract or proposed contract with RSA and fails to declare the nature of this interest;
 - (ix) in the opinion of at least 66% of all Directors (not just those present) has acted in a manner unbecoming or prejudicial to the interests of RSA and/or recreation, or has brought RSA, and any Constituent/Full Member or Life Member or recreation into disrepute;
 - (x) is removed by Special Resolution at a General Meeting; or
 - (xi) would be prohibited from being a Director of a corporation under the Corporations Law.

9. POWERS OF THE BOARD OF DIRECTORS

- 9.1** Subject to the Act and this Constitution, the Board shall have the power to perform all such acts as appear to the Board to be essential for the proper management of the affairs of the Association.
- 9.2** The Board may from time to time establish sub committees as defined in Clause 10.1.

10. STANDING COMMITTEES

- 10.1** The board shall have the power to determine the number of standing committees to represent each sector relevant to its business.
- 10.2** 7 Members of each Standing Committees will be elected at the AGM, from full members of the Association. Up to 2 additional standing committee members may be appointed by the Standing Committee by a simple majority vote.
- 10.3** Committee members so appointed shall have full voting rights.

11. SUB-COMMITTEES

11.1 Sub Committees may be established by the Board at any time to complete specific tasks as may be required.

12. APPOINTMENT OF STAFF

12.1 The Board shall from time to time appoint an Executive Officer.

12.2 The Executive Officer shall appoint such other administration staff as the Board deems necessary and prudent. Such staff shall work under the control of the Executive Officer.

13. PUBLIC OFFICER

13.1 The Board shall appoint a resident of South Australia to be the Public Officer of the Association to carry out and perform all the duties of a Public Officer as set out and required by the Act and amended from time to time.

13.2 If the office becomes vacant, the Board shall appoint a replacement within fourteen days.

14. AUDIT

15.1 An independent and properly qualified Auditor shall be appointed by the Association at the Annual General Meeting as required by the Act. At least once in each financial year the Auditor shall examine the accounts of the Association and report to the members as the correctness of those accounts at the AGM or when required by the Act or funding bodies.

16. ACCOUNTS AND FINANCE

16.1 The assets and income of the association shall be applied solely in furtherance of its above mentioned objects and no portion shall be distributed directly or indirectly to the members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.

16.2 The Board shall cause proper accounting and other records to be kept of:

(i) all sums of money received and expended by the Association and manner in respect of which the receipt or expenditure takes place:

(ii) the property, assets and liabilities of the Association.

16.3 The Board shall open and maintain a banking account or accounts in the name of the Association into which all monies received shall be paid as soon as possible after their receipt. The Board may invest monies in bank accounts, cash management trusts, securities or any other forms which it deems to be appropriate.

Cheques drawn on the Association's bank account, drafts, bills of exchange, promissory notes, and other negotiable instruments shall be authorised by the President or the Vice-President, Honorary Treasurer or Executive Officer, and signed by any two of those four.

16.4 The financial year of the Association shall be the period from 1 July to 30 June.

- 16.5** The Association shall distribute to each Member at or before each Annual General Meeting a profit and loss account and balance sheet made up to date not more than 4 months before the date of the meeting, and accompanied by a copy of the Auditor's Report.
- 16.6** No portion of the income or property of RSA shall be paid or transferred, directly or indirectly, by way of reimbursement of bona fide out of pocket expenses incurred by any person or organisation on behalf of RSA, provided that such payment is approved by a formal resolution of the Board.

17. FUNDS

- 17.1** The income and property of RSA shall be applied solely towards the promotion of the objects of RSA as set out in this constitution.

Except as prescribed in this Constitution:

- i) no portion of the income and property of RSA shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any member; and
- ii) Both the income and the property of the Association shall be applied solely towards the pursuit of the objectives of the Association. The Association shall not, other than in the ordinary course of its business, engage in any trade or business transaction which may yield a pecuniary gain or benefit to a member or members of the Association but nothing shall preclude the Association procuring from a member or members on ordinary commercial terms such goods and services as it may require in order to conduct its activities.
- iii) no remuneration or other benefit in money or money's worth shall be paid or given by RSA to any person who holds any office with RSA.

Nothing contained in this clause shall prevent payment in good faith to any person or organisation, who or which may be a member, for:

- i) any services actually rendered to RSA whether as an employee or otherwise;
- ii) goods supplied to RSA in the ordinary and usual course of operation;
- iii) interest on money borrowed from any person or organisation
- iv) rent for premises demised or let by an person or organisation to RSA;
- v) any out of pocket expenses incurred by any person or organisation on behalf of RSA; or
- vi) any other reason.

provided that any such payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

18. ALTERATION TO THE CONSTITUTION

- 18.1** The Constitution may be altered by a resolution passed by a 66% majority of members present and eligible to vote at an Annual General Meeting or a General Meeting called for that purpose.
- 18.2** Not less than 30 days notice of proposed amendments to the Constitution shall be given to Members.

19. NOTICES

A notice may be served by or on behalf of the Association upon any member personally; or by sending it through the post in a prepaid letter addressed to the member at its registered address; or by sending such letter to the care of the Executive Officer or Secretary of the member whose address has been supplied to the Association by such member; or by facsimile transmission to a number supplied to the Association by such member or contained on its letterhead.

20. WINDING UP

20.1 The Association may be wound up or dissolved only after a resolution passed by a 75% majority of the members present and eligible to vote at a meeting called for that purpose.

20.2 If, upon winding up or dissolution of the Association, there remains after satisfaction of all its debts and liabilities any property whatsoever, it shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions which have objects similar to those of the Association and whose memorandum or association or constitution shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed by the Association under, or by virtue of its constitution, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, or in default thereof by application to the Supreme Court of South Australia.