

S.A.R.E.A.



THE SOUTH AUSTRALIAN ROCKCLIMBING EDUCATION ASSOCIATION

Constitution
Passed 19th August 2015

THE SOUTH AUSTRALIAN ROCKCLIMBING EDUCATION ASSOCIATION
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1 Name

The name of the incorporated association is *The South Australian Rockclimbing Education Association Incorporated (29/11/1985)* referred to herein as 'the Board'

2 Definitions

Organisation member, means all natural persons holding either a valid, current SAREA qualification at the level of Top Rope Guide or above, or SAREA life membership.

Board member, means all natural persons holding appointed or elected Board positions.

Office bearer, means all natural persons holding elected positions of Chairperson, Secretary or Treasurer.

Board, means the committee of management of the association

Meeting, means a general meeting of the members of the association convened in association with these rules.

The Act, means the Associations Incorporation Act 1985

Special resolution, means a special resolution defined in the Act.

Assessor Panel, means the committee responsible for providing training and assessment. Their role is overseen by the Board.

3 Objects or purposes of the association

The objects of the Board are:

1. To standardise and advance rock-climbing education in South Australia.
2. To formulate policies on safety standards and leadership qualifications in rock-climbing education.
3. To facilitate training and assessment of rock-climbing instructors.
4. To develop and continuously update curriculum for item 3.
5. To ensure SAREA guides and instructors are trained, assessed and qualified to provide safe, quality rock climbing & abseiling experiences to their customers/clients.
6. To liaise with kindred Boards, training establishments, and other organisations or institutes interested in rock-climbing guiding and instruction.
7. To be the state representative on a national body if/when formed.
8. To be able to act in an advisory capacity regarding the implementation of rock-climbing education programs in South Australia.
9. To foster communication and accurate information sharing between user groups, land managers and government services for the implementation of the above
10. To review and evaluate the above on a constant basis

4 Powers of the association

The association shall have all the powers conferred by section 25 of the Act.

5 Membership

5.1 Membership types

5.1.1 Organisation member

All those with a current SAREA qualification at Top Rope Guide or above are considered to hold organisation membership.

Organisation members can attend and vote at annual general meetings.

Organisation members can attend Board meetings. The chairperson will use discretion and may ask unelected and unappointed members to leave the meeting during discussion of sensitive issues or for any vote to take place.

5.1.2 Life membership

Any member of the association may be considered for life membership.

The Board may nominate a maximum of one life member per year for outstanding and prolonged voluntary contributions to the organisation. As a guide this might be for service in the vicinity of 20 years.

A decision to nominate is determined by vote at an ordinary meeting. If agreed, the nomination is listed on the agenda of the next annual general meeting. The nomination is determined by majority vote of organisation members at the annual general meeting.

Once life membership is obtained, it is retained for life regardless of guide / instructor status.

Life members are required to meet all the usual standards for recertification however no payment will be required (SAREA requests no payment from life members as a gesture of goodwill and in recognition of their contribution to the organisation).

Life members can have membership revoked for conduct related issues through the same process as organisation members.

A life member has a right to one vote maximum in any decision or election.

5.1.2.1 Special conditions for life members with no current instructor qualification

A life member in this category can attend meetings and annual general meetings. They have voting rights at annual general meetings.

Life members in this category can hold appointed or elected Board positions. They can be elected by the Board to an office bearer position.

5.1.2.2 Special conditions for life members with current qualification

Where a life member also holds a current qualification they can utilise whichever membership type offers the greater rights.

5.2 Subscriptions

There is no subscription associated with SAREA membership, however there is an indirect cost to organisation members through payment of fees associated with obtaining and retaining SAREA issued qualifications.

5.3 Resignations

A member may resign from the Board by giving written notice thereof to the secretary or chairperson of the Board.

5.4 Expulsion of a member

Any member may be expelled if the member is:

- Disqualified by the Act.
- Expelled under these rules.
- Subject to being given an opportunity to be heard or to make a written submission, found guilty by the Board of a charge of misconduct detrimental to the interests of the association.

5.5 Register of members

Register of members is maintained on the *SAREA Database* document and is maintained by the secretary.

Organisation members retain currency of membership if written advice of an extension for recertification has been granted

6 The Board

6.1 Powers and duties

1. The affairs of the Association shall be managed and controlled exclusively by the Board which, in addition to any powers and authorities conferred by these rules, may exercise all such powers and do all such things as are within the objects of the Board, and are not by the Act or by these rules required to be done by the Board in general meeting.
2. The Board has the management and control of the funds and other property of the association.
3. The Board shall have the power to appoint such officers, employees and committees as are required to carry out the objectives of the Board, including a public officer required by the Act, and may discuss or delegate any of its powers to such officers and employees.
4. The Board shall have the authority to interpret the meaning of these rules and any other matter relating to the affairs of the association on which these rules are silent.

6.1.1 Duties of officers

1. Chairperson:

The chairperson shall preside at all meetings of the Board, and conduct the same with dignity and decorum being conscious only of the aims of the Board. If the

chairperson shall be absent or unwilling to chair a meeting, the voting members shall appoint one of their number to chair the meeting.

2. Secretary:

Shall call meetings of the Board when directed to and shall prepare and circulate meeting agendas to all Board members at least one week prior to the meeting.

- I. Shall record accurate minutes of all such meetings. If the secretary is absent from any meeting, the person chairing that meeting shall appoint one of the voting members present to record the minutes.
- II. Shall be responsible for the custody of the books, journals, and all documents whatsoever belonging to the Board.
- III. Shall make all books of the Board available for inspection by the auditors of any member of the Board.
- IV. Shall conduct correspondence and perform such other duties as the board may from time to time direct.

3. Treasurer:

- I. Shall pay into the account of the Board at its bank all moneys and cheques received on behalf of the Board.
- II. Shall keep proper records of all moneys received and expended by or on funds, liabilities or transactions of the Board.
- III. Shall prepare and submit to the annual general meeting of the Board a duly audited annual statement of accounts and balance sheet of the Board made up to and including the 30th day of June in each year.
- IV. Shall submit a financial statement at each meeting of the Board.

6.2 Appointment

6.2.1 Composition of the Board

The Board shall be comprised of Chairperson, Secretary, Treasurer and a minimum of two others, with a maximum of fifteen Board members in total.

6.2.2 Position types

6.2.2.1 Appointed positions

Appointed positions are occupied by appointed representatives of member organisations. Appointments are made at the discretion of each member organisation (or committee) and are notified to the Board in writing.

Appointed positions that are vacated for any reason can be filled at any time by notice in writing from the member organisation. The Board may request the member organisation appoint a new representative if the position is vacant.

6.2.2.2 Elected (organisation and individual) members

These are seats that are occupied by representatives for organisation or instructor members. A maximum of one person can be elected from any one company, business, institution or school for positions in each of these categories.

6.2.3 Appointment process

6.2.3.1 Appointed positions

Appointed positions are not required to hold a current SAREA climbing qualification. These appointments are not elected so retain currency across the annual general meeting. The Board may not fill these positions without receiving a nomination from the appointing organisation.

A person holding an appointed position may be elected to an office bearer position.

6.2.3.2 Elected (for organisation positions and instructor positions) members

Elected positions are filled through elections at the annual general meeting. Any elected positions that are vacant for any reason, including not filled at the annual general meeting, can be left vacant. However each vacant elected position may be filled by a unanimous decision to appoint by Board members. Any such appointed person shall be eligible for re-election.

6.2.4 Terms of office of the members of the Board

At each annual general meeting the Board shall retire. All retiring Board members are eligible for re-election.

6.2.5 Election process for elected board positions

Nominations for election to the Board are to be advised to the chairperson two weeks prior to the annual general meeting. Nominations are to be listed on the annual general meeting agenda.

If there are no nominations received for a position prior to the annual general meeting, nominations may be made at the meeting.

The elected positions being determined at an annual general meeting shall be elected in ascending order of position number.

The position is awarded to the nominee with the greatest number of votes.

Any member may sit for election in more than one position. Once elected they automatically withdraw from subsequent nominated positions.

6.2.6 Election of office bearers

Office bearer positions are: Chairperson, Secretary and Treasurer.

The Coordinating Assessor cannot be elected to the position of chairperson of the Board.

The appointment of the Board office bearers is made by the Board immediately following the election. All Board members (not all organisation members) vote to elect the office bearers.

6.3 Proceedings of the Board

- a. The Board shall meet at least four times in each year, and the interval between any two meetings shall not exceed four months.
- b. A quorum for a meeting of the Board shall be one half of the current Board members
- c. Questions arising at any meeting shall be decided by a majority of votes. All board members except the chairperson have voting rights. In the event of equality of votes, the chairperson shall have the casting vote.
- d. A member of the Board having a pecuniary interest in a contract with the Board must disclose that interest to the Board as required by the Act, and shall not vote with respect to that contract.

6.4 Disqualification of a board member or office bearer

A Board member or office bearer may be expelled from the Board if the member is:

- Permanently incapacitated by ill health.
- Absent without apology for three consecutive meetings, or more than three Board meetings in a financial year.
- No longer a duly appointed representative (for appointed positions)

A board member or office bearer that is expelled from the Board under these rules is expelled from Board membership. If held, they retain organisation membership unless that is revoked under a separate clause.

7 The Seal

The Board shall have a common seal upon which its corporate name shall appear in legible characters.

The seal shall not be used without the express authorisation of the Board, and every use of the seal shall be recorded in the minute book of the Association. The affixing of the seal shall be witnessed by an office bearer of the Board.

8 General meetings

8.1 Annual general meetings

The Board shall call an annual general meeting in accordance with the Act and these rules.

The annual general meeting shall be held each financial year.

The order of business at the meeting shall be;

- i. the confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting
- ii. the consideration of the accounts and reports of the board and the auditor's report (if auditor's report is required)
- iii. the election of board members
- iv. the appointment of auditors (if required - see rule 11.5)

- v. any other business requiring consideration by the association in a general meeting.

8.2 Special general meeting

Any member of the Board may call a special general meeting of the association at any time.

A special general meeting may be called for with at least 14 days notice in writing to all Board members.

8.3 Notice of general meeting

- a. Subject to 8.3b, at least 7 days notice of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting must be notified.
- b. Notice of a meeting at which a special resolution is to be proposed shall be given at least 14 days prior to the date of the meeting.
- c. A notice may be given by the association to any member by serving the member with the notice via email. It is the responsibility of each member to provide the association with a current email address, this can be done by contacting the secretary.

8.4 Proceedings at general meetings

- 1. A quorum for the transaction of business at a general meeting is noted at 6.3.b.
- 2. If within 30 minutes after the time appointed for the meeting a quorum of members is not present, the meeting is adjourned.
- 3. Subject to 8.4.4, the chairperson shall preside as chairperson at a general meeting of the association.
- 4. If the chairperson is not present within five minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the members may choose a committee member or one of their own number to be the chairperson of that meeting.

8.5 Voting by email between meetings

The Board may vote electronically on a motion by email between meetings for time dependent decisions.

Any office bearer may distribute a motion to the Board via email. The email motion will include a description of the decision to be made and it is to include a due date for reply to the sender.

A decision of this type requires a 60 percent majority. Once the votes are tallied, the adjudicating office bearer must notify the board via email whether the motion is carried or rejected. The motion takes effect once an outcome is determined and communicated to the board.

The adjudicating office bearer must record the votes and these must be presented at the following meeting.

8.6 Voting at general meetings

1. Subject to these rules, every member of the Board has only one vote at a general meeting of the association.
2. Subject to these rules, a question for decision at a general meeting, other than a special resolution, must be determined by a majority of members who vote in person or, where proxies are allowed, by proxy, at that meeting.
3. Unless a poll is demanded by a member, a question for decision at a general meeting must be determined by a show of hands.

8.7 Poll at general meetings

1. If a poll is demanded by a member, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.
2. A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

8.8 Special and ordinary resolutions

1. A special resolution is as defined in the Act.
2. An ordinary resolution is a resolution passed by a simple majority at a general meeting.

8.9 Proxies

A Board member shall be entitled to appoint in writing a natural person who is eligible to be appointed or elected to the member's position at a general meeting. The proxy may attend and vote at a general meeting.

9 Minutes

1. Proper minutes of all proceedings of the Board meetings shall be entered within one week after the relevant meeting in electronic files kept for this purpose.
2. The minutes kept pursuant to this rule shall be lodged by the secretary after being approved by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting.
3. Where minutes are entered and signed they shall until the contrary is proved be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

10 Dispute resolution

1. The Board does not maintain a formal dispute resolution process, however:
 - a. Section 40 of the Act provides that where the Board exercises any power of adjudication in relation to a dispute between the members, or a dispute between itself and members of the association, the rules of natural justice must be observed.

- b. Section 61 of the Act provides that an application to the Court for an order under the section may be made by a member of an incorporated association or by a former member expelled from the association (provided that the application is made within six months of the expulsion), who believes that the affairs of the association are being conducted in a manner that is oppressive or unreasonable.

11 Financial reporting

11.1 Financial year

The first financial year of the association shall be the period ending on the next 30 June following incorporation, and thereafter a period of 12 months commencing on 1 July and ending on 30 June of each year.

11.2 Accounts to be kept

The Board shall keep such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Board.

11.3 Accounts and reports to be laid before members

The Board's statement and report, shall be laid before members at the annual general meeting.

11.4 Annual returns

This rule does not apply as the association is not a prescribed association.

11.5 Appointment of auditor

This rule does not apply as the association is not a prescribed association.

12 Prohibition against securing profits for members

No part of parts of the assets of the Board shall be given or transferred in any way to any member of members of the Board except that payments in faith may be made to a member of the Board for services rendered to the Board, or for goods supplied in the ordinary way of business or for any reasonable out-of-pocket expenses incurred by a member of the Board acting under the authority of the Board.

The income and capital of the association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the association.

Section 55 of the Act provides a prohibition against securing profits for members.

13 Winding up

The Board may be wound up in the manner provided for in the Act.

14 Application of surplus assets

1. Subject to 14.2, if at any time the Board shall be dissolved, then the "surplus assets" of the Board as defined in the Act shall be sold and disposed of by the

Board by private treaty or by auction. Any moneys arising from such sale and disposition, after payment of all incidental expenses and debts and liabilities of the Boards, shall be divided amongst such charitable institutions in South Australia and in such proportions and in such a manner as the Board may determine. Such organisation or organisations shall be identified and determined by a resolution of members in general meeting.

2. The Board may also decide to distribute 'surplus assets' as defined in the Act, to any organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its members.
3. Section 43 of the Act prohibits the distribution of surplus assets at the completion of a winding up to members or former members, or associates of those persons.

15 Rules

1. These rules may be altered (including an alteration to the association's name) by special resolution of the members of the association. This includes rescission or replacement by substitute rules.
2. Alteration to these rules may be made by a resolution passed by a two-thirds majority of those present and entitled to vote.
3. At least 21 days notice of the Board meeting and of proposed alterations shall be given to all Board members.
4. The alteration shall be registered with the Office of Consumer and Business Affairs, Corporate Affairs Commission, as required by the Act.
5. The registered rules shall bind the association and every member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.

Note the requirements of Section 24(6) and 24(7) of the Act: Subject to any provision in the rules or a resolution to the contrary, an alteration to the rules comes into force at the time that the alteration is passed. This does not apply to an alteration to the name of the association which does not come into force until registered by the Office of Consumer and Business Affairs, Corporate Affairs Commission.

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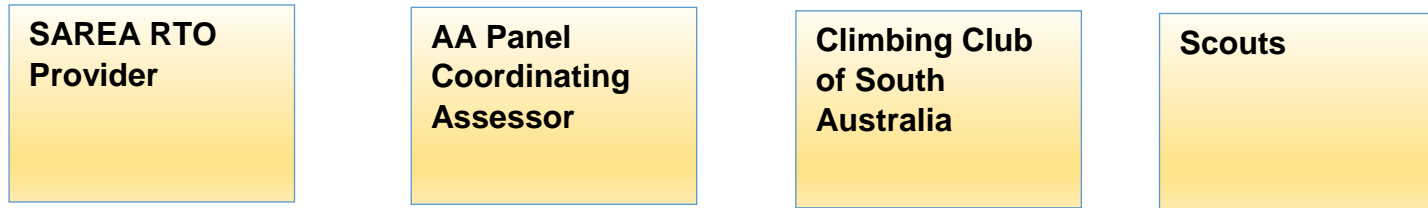
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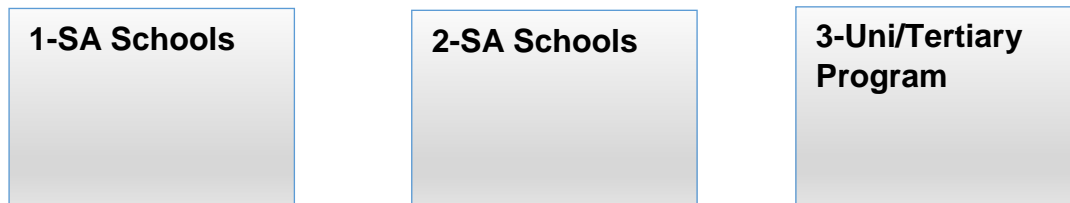


16 Board Composition

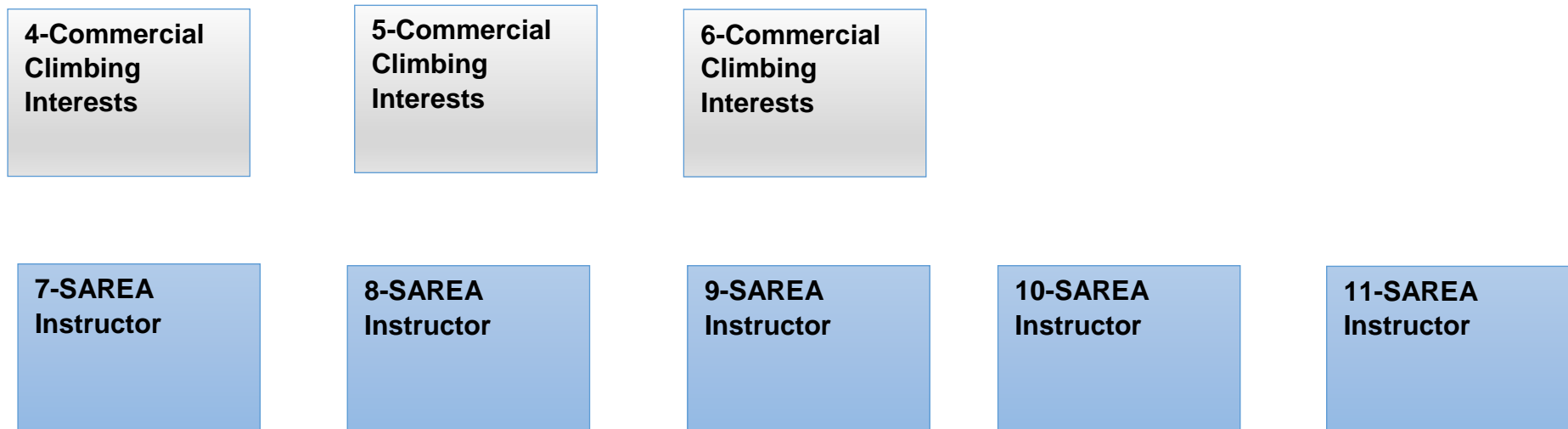
16.1 Seats for organisations –assigned by organisation



16.2 Seats for organisations – elected at SAREA AGM



16.3 Seats for individuals – elected at SAREA AGM





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