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**CARAVAN PARKS ASSOCIATION  
OF SOUTH AUSTRALIA INCORPORATED  
- CONSTITUTION -  
27.05.2022**

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# CARAVAN PARKS ASSOCIATION OF SOUTH AUSTRALIA INCORPORATED

1. The name of the Association is **Caravan Parks Association of South Australia Incorporated**.
2. The Association trades as "SA Parks".
3. In this Constitution, unless the contrary intention appears:

3.1 " **Act**" means the *Associations Incorporations Act 1985*.

"**Associate Member**" means a Member who is admitted as an Associate Member of the Association pursuant to rule 7.2.

"**Board**" means the board of Management of the Association.

"**Caravan Park**" means a business the primary or a predominant purpose of which is the provision of accommodation, sites and facilities for caravans and campers.

"**Life Member**" means a Member who is admitted as a Life Member of the Association pursuant Rule 6.3.

"**Meeting**" means a general meeting of Members of the Association convened in accordance with this Constitution.

"**Member**" means a member of the Association. For the avoidance of doubt, this includes an Ordinary Member and an Associate Member and a Life Member and is to be construed accordingly.

"**Ordinary Member**" means a Park which is an Ordinary Member pursuant to rule 7.1.

**“Officers”** are the persons who fill the following roles within the Association:

- President
- Vice President - Residential
- Vice President - Tourism
- Treasurer
- Secretary

**“Park”** includes a Caravan Parks and a Residential Parks and a reference to a “Park” includes a reference to any person or corporation who or which is a proprietor for the time being of a business of that Park.

**“Proprietor”** means the person or entity owning and carrying on the business of a Park. For the avoidance of doubt, it does not include contracted or employed managers engaged to perform duties of management at a Park.

**“Residential Park”** means a business the primary or a predominant purpose of which is the provision of accommodation governed by the *Residential Park Act 2007*.

**“Special Resolution”** is as defined in the Act

## 3.2 **Interpretation**

3.2.1 Where the context admits or requires the singular includes the plural and vice versa and any gender includes reference to other genders and persons of unspecified or undisclosed gender and gender identity.

3.2.2 A reference to a statute in this Constitution shall be read and construed as a reference to that statute as amended or re-enacted from time to time, including Regulations and By-Laws promulgated thereunder

3.2.3 Headings are for ease of reference only and shall not affect its interpretation.

3.2.4 References to any period of months or years are to calendar months or financial years respectively.

#### **4. Objects and Purposes**

The aims and objectives of the Association are:

To advance the interests of the South Australian Caravan and Residential Park industries and allied tourism sectors.

To represent these industries by providing a voice for the whole of the industry to Government and Local Government authorities, and to initiate and foster advocacy on issues of relevance to these industries.

To provide specialised and professional advice and assistance to Members, with a view to promote excellence and sustainability of Caravan Park and Residential Park businesses and their management.

To promote the Caravan and Residential Park industries and allied tourism sectors to consumers.

#### **5. Powers**

The Association shall have all the powers conferred by Section 25 of the Act.

#### **6. Membership**

Membership of the Association shall be open to:

6.1 Parks in South Australia and the Northern Territory (Ordinary Members).

6.2 Suppliers of goods or services to the Caravan Park and/or Residential Park industries; and businesses with aligned interests to these industries and/or the tourism sector in South Australia (Associate Member); and

6.3 A natural person who has served the Association with distinction and has been granted Life Membership by the Board (Life Member).

## 7. Applications for Membership

7.1 A Park will be admitted to membership as an Ordinary Member if that Park:

7.1.1 Applies in writing to the Association become an Ordinary Member;

7.1.2 Pays the subscription fee applicable from time to time;

7.1.3 Provides a written undertaking to comply with the Constitution; and

7.1.4 Is approved as an Ordinary Member by the Board.

7.2 A person or business (other than a Park) qualified to be an Associate Member will be admitted to membership as an Associate Member if that person or business :

7.2.1 Applies in writing to the Association to become an Associate Member;

7.2.2 Pays the subscription fee applicable from time to time;

7.2.3 Provides a written undertaking to comply with the Constitution; and

7.2.4 is approved as an Associate Member by the Board.

7.3 A person qualified to become a Life Member as described in Rule 6.3 will be a Life Member if the Board offers that person a Life Membership and the person accepts the offer in writing.

7.4 For the avoidance of doubt, approval pursuant to Rules 7.1.4 and 7.2.4, and offers pursuant to Rule 7.3, are at the discretion of the Board. The Board may decline approval or offer, but must act reasonably and in good faith in determining whether, in the best interest of the Association, declination or granting of an approval or offer is appropriate.

## 8. Subscriptions

8.1 Subscription fees for membership shall be such sum as the may from time to time determine. The Board may fix different fees for different classes of membership.

8.2 Subscription fees of membership shall be payable annually on 30 June or at such other time as the Board shall allow from time to time.

8.3 Any Member whose subscription is outstanding for more than 30 days after the due date for payment shall automatically cease to be a Member of the Association. The Board may reinstate such membership on such terms as it thinks fit.

8.4 Payment of the subscription fee by a Member shall be deemed to be an acknowledgement by that Member that the member:

8.4.1 is bound by the terms of this Constitution;

8.4.2 agrees to observe the terms;

8.4.3 has read and understood the terms; and

8.4.4 has had the opportunity to obtain independent legal and other professional advice regarding the terms, and has either obtained such advice to the Member's satisfaction or has declined to obtain such advice.

8.5 A Park which is a Member must pay subscription fees to remain a Member, notwithstanding that a proprietor of the business of that Park may also be the proprietor of the business of another Park which is a Member.

9. **Resignation**

A Member may resign from membership of the Association by giving written notice thereof to the secretary or public officer of the Association. Any Member so resigning is liable for any outstanding subscriptions falling due for payment prior to the date of delivery of the notice to the Association, which outstanding sums shall be recovered as a debt due to the Association.

10. **Expulsion of a Member**

10.1 Subject to giving a Member an opportunity to be heard or to make a written submission, the Board may resolve to expel a Member as a result of the Member:

10.1.1 breaching the Member Code of Ethics; or

10.1.2 being an undischarged bankrupt, if a natural person;

10.1.3 having a liquidator appointed or creditor's petition filed against it, if an incorporated body; or

10.1.4 doing any thing (whether a criminal offence or not) which the Board (acting reasonably) determines to be damaging to, or likely to damage, the reputation of the Association and/or the Caravan Park industry and/or the Residential Park Industry if publicly known.

10.2 Particulars of the reasons which the Board wishes to expel a Member shall be communicated to the Member at least one calendar month prior to any meeting at which the matter will be determined.

10.3 The determination of the Board shall be communicated to the Member in writing, and in the event of an adverse determination the Member shall

subject to subrule 10.5 cease to be a Member 14 days after the Board has communicated its determination to the Member.

- 10.4 A Member may appeal to the Association in general meeting against an expulsion, subject to the Member having communicated their intention to appeal in writing to the secretary or public officer of the Association within 14 days after the determination was communicated to the member.
- 10.5 In the event of an appeal under sub-rule 10.4., the appellant's membership of the Association shall not be terminated unless the determination of the Board to expel the member is upheld by the members of the Association in general meeting after the appellant has been heard, and the Board heard in response. In the event of upholding by the members, the membership will be terminated effective immediately upon the upholding.
- 10.6 Once a Member is expelled, the Board shall not be obliged to admit that person or entity as a Member in the future following a further application for membership, but the Board may so admit, in the unfettered discretion of the Board.

## 11. **The Board**

- 11.1 The affairs of the Association shall be managed and controlled by the Board which, in addition to powers and authorities expressly or impliedly conferred by this Constitution, rules may exercise all powers and do all things as are within the objects of the Association from time to time and are not required by the Act or by these rules to be done by the Association in general meeting.
- 11.2 The Board may appoint hire employ or licence such officers contractors and employees as are required to carry out the objects of the Association, and may delegate its powers to such officers contractors and employees.
- 11.3 The Board shall consist of the following persons:
  - 11.3.1 the Officers;

- 11.3.2 other persons elected by the Members at an Annual General Meeting; and
- 11.3.3 non-voting Board members including the President of the Caravan and Camping Industries Association of SA, and up to two other appointed non-voting members.

**PROVIDED THAT** if the Secretary is not elected but is appointed by the Board, that person will not be a member of the Board but shall be entitled to attend each meeting of the Board as an observer, and to be heard, but not to vote.

- 11.4 A member of the Board must be a Member, or must become a Member within 14 days of their election to the Board.
- 11.5 The Board must consist of no more than 9 persons at any time, plus a further 2 places (which may be vacant)
- 11.6 The Board may have no more than 1 Life Member who is not currently representing a financial Member Park.
- 11.7 A Member that owns or operates more than one Park may only have one representative from that Member's group or organisation on the Board at any time.
- 11.8 An Associate Member may not sit on the Board.
- 11.9 The Board may by special resolution appoint one or more persons to the Board who are not otherwise qualified persons, who, because of their expertise, experience or contacts may assist the Board in fulfilling the objects and purposes of the Association. Such person or persons would be appointed only until the next Annual General Meeting, and may not vote.
- 11.10 The Board shall elect the Officers from the corpus of the Board at the first Board meeting following the AGM. For the sake of clarity, Officers will hold their positions for one (1) year and are eligible for reappointment for further terms.

## 12. Election or Appointment of Board Members

The following provisions apply to the election or appointment of Board Members:

- 12.1 Board Members other than a person or persons appointed pursuant to rules 11.9 and 11.10 shall be elected annually at the Annual General Meeting and shall hold office for 2 years until the election of the successors at the next Annual General Meeting.
- 12.2 To ensure continuity, notwithstanding rule 12.1:
  - 12.2.1 at the first AGM following adoption of this Constitution, four Board positions will be elected for one year; and
  - 12.2.2 at the same first AGM following adoption of this constitution, the remaining Board positions will be elected for two years; and
  - 12.2.3 in following years AGMs, the Board members whose terms have reached their two year limit shall have their positions re-elected, together with elections to fill vacancies as required.
- 12.3 Subject to rules 12.5 and 12.6, nominations to the Board must be registered in writing with the Association at least 14 days prior to the Annual General Meeting. Each nomination must be signed by a proposer and be endorsed in writing by the nominee to signify a willingness to stand for election.
- 12.4 If there are the same number of nominees as there are positions to be filled, the nominees (if qualified persons) will be deemed to have been elected.
- 12.5 Where there are fewer nominations than positions to be filled, a qualified person may be nominated and seconded at the Annual General Meeting to fill a vacant position.

- 12.6 The Board may appoint a qualified person to the Board to fill a casual vacancy. Any person so appointed shall hold office until the next Annual General Meeting, however if a casual vacancy is for longer than 12 months, a member may nominate at the AGM for the balance of the 2 year term i.e for one (1) year.
- 12.7 The Board may, at its discretion, resolve to appoint a Secretary and, in such case, if a Secretary has been appointed, a nomination for the election of a Secretary will not be accepted.
- 12.8 In this Rule the expression “a qualified person” means a representative of a Member Park who is in the opinion of the Board a fit and proper person to be involved with the Board and the management of the Association.

### **Disqualification of Board members**

The office of a Board member shall become vacant if that Board member is:-

- 12.9 disqualified by operation of the Act or an order of a Court of competent jurisdiction;
- 12.10 the representative of a Member which is expelled under this Constitution;
- 12.11 permanently incapacitated by ill health, loses legal capacity, or dies;
- 12.12 absent without apology from more than 2 consecutive Board meetings, with an apology from more than 3 Board meetings in a financial year; or
- 12.13 no longer the duly appointed representative of the Member which nominated him (for which the written notice from the Member shall be conclusive evidence of the lack of due appointment).

### **13. Proceedings of Board**

- 13.1 The Board shall meet together for ordinary business not less than 3 times in a calendar year.

- 13.2 The President, or in their absence a Vice President shall be the Chairperson of each Board Meeting.
- 13.3 The quorum for a Board Meeting shall be 5.
- 13.4 Questions arising at a Board Meeting shall be decided by a majority of votes, and in the event of equality of votes, the Chairperson shall have a casting vote. Other than a casting vote, the Chairperson will not have a vote.
- 13.5 A member of the Board having an extraordinary interest in a dealing with the Association, such that the member is in an untenable conflict of interest in relation to voting on that dealing, must disclose that interest to the Board as required by the Act, and shall not vote with respect to that dealing.

**14. Financial Year**

The financial year of the Association is a period of 12 months ending on 30 June.

**15. Borrowing Powers**

Subject to the Act, the Association may borrow money from Australian Deposit-Taking Institutions (ADIs) upon such terms and conditions as the Board sees fit, and may secure the repayment thereof by charging any or all of the property of the Association.

**16. The Seal**

- 16.1 The Association shall have a common seal upon which its corporate name shall appear legibly along with the words "Common Seal".
- 16.2 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 2 members of the Board, one of whom shall be the President or a Vice President.

16.3 The seal shall be kept in the custody of the secretary or such other persons as the Board may from time to time decide.

## 17. Meetings

17.1 The Association shall hold an Annual General Meeting each year in accordance with the Act.

17.2 Upon the written request of not less than twenty (20) Members of the Association entitled to vote, from at least five (5) different organisations or Park groups, the Board shall convene a Special Meeting within one month of the receipt of that requisition for the purpose specified in the requisition.

17.3 Every request for a Special Meeting shall be signed by the members making the same and shall state the purpose of the meeting, including (if resolutions are sought to be passed) proposed wording of any resolution or question to which a vote shall be directed.

17.4 If a Special Meeting is not convened as required by sub-rule 17.3 the requesting parties may convene a Special Meeting. Such a meeting shall be convened in the same manner as a meeting convened by the Board, and for this purpose the Board shall ensure that the requesting parties are supplied free of charge with particulars of the Members entitled to receive notice of a meeting. The reasonable expense of convening and conducting such a meeting shall be borne by the Association.

17.5 The Board may convene a Special Meeting or a General Meeting.

17.6 Subject to sub-rule 18.7, at least 14 days' notice of a General Meeting shall be given to Members. The notice must give particulars as required by the Act, but including the location of the Meeting, the time and date of the Meeting, and particulars of the nature and order of the business to be transacted at the Meeting. In the case of an Annual General Meeting, the order of the business at the Meeting shall include consideration of the accounts and reports of the Board and the auditors, the appointment of auditors, the election of Officers and other Board Members (if required) and any other business requiring consideration by the Association in General

Meeting or required under the Act.

- 17.7 Notice of a Meeting at which a special resolution is to be proposed shall be given at least 21 days prior to the date of the Meeting.
- 17.8 A notice may be given by the Association to a Member by serving the Member personally, by sending it by pre-paid post to the address appearing in the register of Members, or by sending it by email to the Member at an address provided by the Member for the purpose of notices from the Association.
- 17.9 Where a notice is sent by post, service of the notice shall be deemed to occur on the date that it would be delivered in the ordinary course of post. A notice sent by post must be legibly and correctly addressed and posted to the Member by prepaid post.
- 17.10 Where a notice is sent by email, service of the notice shall be deemed to occur at 9am on the next business day after the sending of the email. A notice sent by email must not receive a notice of incomplete delivery from the sending or receiving email server.

## 18. **Proceedings at Meetings**

- 18.1 The quorum at a General Meeting shall be - at least 25 Members entitled to vote.
- 18.2 If 30 minutes after the time appointed for a meeting a quorum is not present, a meeting convened upon the requisition of Members shall lapse. In the case of any other type of meeting, the meeting shall stand adjourned to the same day the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall be deemed to be a quorum.
- 18.3 The President, or in his absence or unwillingness to chair, a Vice President, shall preside as Chairperson at a General Meeting. At any meeting the Members by ordinary resolution may resolve that an independent person

not being a member of the Association or of the Board be the Chairperson for any meeting or series of meetings (as the case may be) and in this event that independent person shall be the Chairperson of that meeting or series of meetings.

- 18.4 If there is no duly appointed Chairperson present within 5 minutes after the time appointed for holding the meeting, the Members present may elect one of their number to be the Chairperson.
- 18.5 The Chairperson may, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 18.6 If a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as if that meeting were an original meeting of members.
- 18.7 At a General Meeting, a resolution put to a vote shall be decided on a show of hands, provided that subject to only one person may vote for a Member. A declaration by the Chairperson of the meeting, acting reasonably, that a resolution has been carried or lost shall, unless a poll is demanded, be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against the resolution.
- 18.8 If a poll is demanded by the Chairperson of the meeting or by three or more Members, it shall be taken in such manner as the Chairperson directs. The result of such poll shall be the resolution of the meeting, except that in the case of a Special Resolution a majority of not less than three quarters of the present Members entitled to vote is required.
- 18.9 A poll demanded on the election of a Chairperson of a meeting or any question of an adjournment shall be taken at the meeting and without adjournment.

## 19. **Minutes**

- 19.1 Complete and correct minutes of all proceedings of meetings of the Association and of meetings of the Board shall be entered within one month after the relevant meeting, in minute books kept by the Secretary for the purpose.
- 19.2 All minutes kept pursuant to this rule shall be signed by the Chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting.
- 19.3 Where minutes are entered and signed, they shall be sufficient evidence that the meeting was convened and duly held, that all proceedings held at the meeting were duly held, and that all appointments made at the meeting were valid.

## 20 **Voting Rights**

- 20.1 Subject to these rules, an Ordinary Member and each Life Member present (in person or by proxy) shall be entitled to one vote.
- 20.2 A Member Park shall be entitled to one vote even though the proprietor of its business may be the proprietor of the business of another Park which is a Member.
- 20.3 A Member Park must appoint in writing, to the Secretary, a natural person to represent it at a particular meeting or at all meetings of the Association.
- 20.4 An Associate Member shall not vote.

## 21 **Proxies**

A Member shall be entitled to appoint in writing a natural person to be that Member's proxy and attend and vote at any meeting of the Association. A proxy's vote shall be deemed a vote of the Member.

## 22 **Accounts**

The Association shall keep all accounting records required by the Act, and such further

records as are necessary or desirable to correctly record and explain the dealings, assets, liabilities and financial position of the Association.

## **23 Winding up**

The Association may be wound up in any manner consistent with the Act, or by order of a Court of competent jurisdiction.

## **24 Board Members Indemnity and Insurance**

### **24.1 Indemnity**

To the maximum extent permitted by law, every person who is or has been a Board Member shall be indemnified out of the property of the Association against any:

- 24.1.1 loss which the Board Member may sustain or incur in and about or incidental to the faithful execution of the duties of service of that person;
- 24.1.2 liability to another person (other than the Association) incurred by that person as a Board Member in respect of any claim made against the Board Member or the Association, unless the liability arises as a result of unlawful or unconscionable actions of that Board Member; and
- 24.1.3 liability for costs and expenses incurred by that person in defending any proceedings relating to that person's position with the Association, whether civil or criminal, in which:
  - 24.1.3.1 judgment is given in that person's favour;
  - 24.1.3.2 that person is acquitted; or
  - 24.1.3.3 in connection with an application relating to such proceedings, a Court grants relief to that person under any applicable legislation.

## 24.2 **Liability**

To the maximum extent permitted by law, a Board Member shall not be liable for any loss or damage sustained or incurred by the Association by virtue of any act or omission of the Board Member in or about or incidental to the faithful performance of the duties of the Board Member.

## 24.3 **Severance**

To the extent that any of the provisions of Rules 24.1 and 24.2 are illegal invalid or unenforceable they shall be read down so as to be valid and enforceable.

## 24.4 **Board Members Liability Insurance**

The Association shall enter into a contract to insure any person who is or who has been a Board Member against any liability:

24.4.1 incurred by that person as such a Board Member which does not arise out of unlawful or unconscionable actions of that Board Member, or a contravention of the Act; or

24.4.2 for costs and expenses incurred by that person in defending proceedings relating to that person's position with the Association, whether civil or criminal, and whatever their outcome.

## 25 **Application of Surplus Assets**

If after the winding up of the Association there remains 'surplus assets' as defined in the Act, such surplus assets shall be dealt with in accordance with the provisions of Division 1, Part 5 of the Act.

## 26 **Alteration of Constitution**

The Constitution may be altered :

- 26.1 At a Special Meeting or Annual General Meeting, by a motion passed by a majority of two-thirds of the voting Members present at such meeting provided that 14 days' notice has been given to the members of the proposed amendments.
- 26.2 "notice" for the purpose of rule 26.1 shall be satisfied by a copy of the proposed new Constitution being provided to the Member, or the Member directed in writing to an online source whereby the proposed new Constitution can be viewed at no cost.