

CONSTITUTION

WAGGA and RIVERINA ORIENTEERS INC.

PART I PRELIMINARY

NAME

RULE 1.

The association shall be known as the 'WAGGA AND RIVERINA ORIENTEERS INC.', hereinafter called the 'Club'.

OBJECTS OF THE CLUB

RULE 2.

The objects of the Club shall be:

1. To encourage, promote and organise the sport of orienteering in the Wagga Wagga and Riverina areas of NSW.
2. To maintain affiliation with Orienteering NSW Inc. (ONSW) and abide by the regulations of that body.
3. To organise at least one orienteering event every 2 years which is sanctioned by ONSW as an open event.
4. To produce at least one orienteering map of an area approved by ONSW not less frequently than each three years.
5. To operate as a not-for-profit association. The Club's affairs are not to be conducted so as to provide pecuniary gain for its members.

POWERS OF THE CLUB

RULE 3.

The powers of the Club shall be:

1. To organise and control the conduct of orienteering competitions and members.
2. To select teams to represent the Club in competitions.
3. To appoint delegates to represent the Club at any meetings or discussions promoting orienteering.
4. To act alone or with other Clubs in the interests of members of the Club.
5. To suspend, disqualify or otherwise deal with any member or officer of the Club who has committed any breach of these rules which, in the opinion of the Club, is unbecoming or contrary to the interests of orienteering.
6. To impose and collect levies, subscriptions, fees, and other charges from members, and to seek donations, grants, or sponsorship for the advancement of orienteering within the Club.
7. To apply the income and property of the Club to the promotion of the objects of the Club.

8. To enter into a contract with any bank, financial institution, person, or persons for the purpose of raising or borrowing money for the advancement of orienteering within the Club, on the recommendation of the Committee and passed by a majority of those attending and eligible to vote at an Annual General Meeting or a Special General Meeting.

PART II MEMBERSHIP

MEMBERSHIP QUALIFICATIONS

RULE 4.

1. The membership of the Club shall be open to any person.
2. Members under the age of 18 years are deemed junior and non-voting members.
3. a) Application for membership of the Club shall be made through ONSW using methods determined by ONSW and paying the appropriate membership fee.
b) A person is taken to be a member of the Club when the Club has been notified by ONSW that a membership application has been accepted. The Secretary must ensure that details of all new members are entered into the register of members.

CESSATION OF MEMBERSHIP

RULE 5.

A person ceases to be a member of the Club if the person -

1. dies;
 2. resigns that membership by giving notice to the Secretary;
 3. is expelled from the Club; or
- fails to pay the annual subscription within 90 days of the due date

MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

RULE 6.

A right, privilege or obligation which a person has by reason of being a member of the Club:

1. is not capable of being transferred to another person
2. terminates on cessation of the person's membership.

REGISTER OF MEMBERS

RULE 7.

1. The Public Officer of the Club shall ensure that a register of voting and non-voting members of the Club is maintained. The following information for each member should be recorded:
 - a. name
 - b. gender
 - c. postal or residential address
 - d. email address

- e. date of birth
 - f. year that the person became a member
2. The register of members shall be accessible at the principal place of administration of the Club and shall be open for inspection, free of charge, by any member of the Club at any reasonable hour.

MEMBERSHIP LIABILITIES

RULE 8.

The liability of a member of the Club to contribute towards the payment of the debts and liabilities of the Club or the costs, charges, and expenses of the winding up of the Club is limited to the amount, if any, unpaid by the member in respect of membership of the Club as required by Rule 4.3(a).

RESOLUTION OF DISPUTES

RULE 9

1. A dispute between a member and another member (in their capacity as members) or a dispute between a member or members and the Club shall firstly be referred to the Committee. If the Committee is unable to resolve the dispute it is to be referred to a community justice centre for mediation under the *Community Justice Centres Act 1983*.
2. If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.

DISCIPLINING OF MEMBERS

RULE 10.

1. The Committee shall have the power to cite or cause to appear before the Committee any members against whom a complaint of conduct contrary to policy or prejudicial to the interest or welfare or image of the Club shall have been made.
2. Upon any such complaint being made, the Committee shall have the power to deal with the complaint and in the exercise of the power hereby conferred may disqualify, suspend or otherwise deal with any member it finds, after due enquiry, to have been guilty of such conduct provided that at least seven (7) days before the Committee meeting, the member shall have had notice of such meeting and of what is alleged against him/her and that he/she shall at such meeting and before the Committee reaches a decision on such complaint have had the opportunity of giving verbal or written explanation or defence that he/she may think appropriate..
3. The decision of the Committee in respect of such matters shall be final, subject only to the right of appeal to a General Meeting.

4. A Club member, against whom action has been taken for misconduct in accordance with this Constitution, may appeal to a General Meeting against the decision of the Committee. Such appeal shall be made in writing and lodged with the Secretary within seven (7) days from the date of the decision which is subject of the appeal.

PART III THE COMMITTEE

POWERS, ETC., OF THE COMMITTEE

RULE 11.

Subject to the Act, the Regulation, this Constitution and to any resolution passed by the Club in a General Meeting, the Committee –

- a) shall control and manage the affairs of the Club;
- b) may exercise all such functions as may be exercised by the Club other than those functions that are required by these rules to be exercised by a general meeting of the members of the Club; and
- c) has power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the Club.

COMPOSITION AND MEMBERSHIP OF THE COMMITTEE

RULE 12.

1. The Committee shall consist of the office bearers of the club and shall be:
 - a) President
 - b) Two (2) Vice Presidents
 - c) Secretary
 - d) Treasurerand such others as deemed appropriate.
2. Each member of the Committee shall, subject to this Constitution, hold office until the conclusion of the Annual General Meeting following the date of the member's election, but is eligible for re-election. There shall be no limit placed on the number of consecutive terms served by any office-bearer of the club.
3. In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a member of the Club to fill the vacancy and the member so appointed shall hold office subject to these Rules until the conclusion of the Annual General Meeting next following the date of the appointment.
4. A register of Committee members must be maintained, containing the following details of each Committee member:
 - a. name
 - b. date of birth

- c. residential address
 - d. email address
 - e. date of becoming a Committee member and date of ceasing to be on the Committee
 - f. position held and date of appointment and ceasing to hold that position.
5. A register must be maintained of any disclosure of interest of any Committee member. This will include any direct or indirect interests which appear to raise a conflict between that member and the proper performance of club duties.

ELECTION OF COMMITTEE MEMBERS

RULE 13.

Nominations of candidates for election as members of the Committee;

1. a) shall be made in writing, signed by two members of the Club, and accompanied by the written consent of the candidate (which may be endorsed on the nomination form); and
b) shall be delivered to the Secretary of the Club not less than seven days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.
2. If no nominations are received to fill a vacancy on the Committee, nominations shall be received at the Annual General Meeting.
3. If nominations are still not received, such vacant positions remaining on the Committee shall be deemed to be casual vacancies.
4. If only one nomination is received for a vacancy, the person nominated shall be deemed to be elected.
5. If more than one nomination is received for a vacancy, a ballot shall be held.
6. Any ballot for the election of office bearers of the Committee shall be conducted at the Annual General Meeting in such usual and proper manner as the Committee may direct.
7. A person nominated to become a Committee member must be a member of the Club.

SECRETARY

RULE 14.

1. The Secretary of the Club shall, as soon as practicable after being appointed as Secretary, lodge notice with the Club of his or her address.
2. It is the duty of the Secretary to keep minutes of –
 - a) all appointments of office bearers of the Committee;
 - b) the names of Committee members present at a committee meeting or a general meeting; and
 - c) all proceedings at Committee meetings and general meetings.
3. Minutes of proceedings at a meeting shall be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

TREASURER

RULE 15.

It is the duty of the Treasurer of the Club to ensure that; -

- a) all money due to the Club is collected and received and that all payments authorised by the Club are made; and
- b) correct books and accounts are kept showing the financial affairs of the Club including full details of all receipts and expenditure connected with activities of the Club.

CASUAL VACANCIES

RULE 16.

For the purpose of these rules, a casual vacancy in the office of a member of the Committee occurs if the member –

- a) dies;
- b) ceases to be a member of the Club;
- c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001.*;
- d) resigns office by notice in writing given to the Secretary;
- e) is removed from office under Rule 17;
- f) becomes a mentally incapacitated person.; or
- g) is absent without the consent of the Committee from all meetings of the Committee held during a period of 6 months.

REMOVAL OF A COMMITTEE MEMBER

RULE 17.

1. The Club, at a General Meeting, may by resolution remove any member of the Committee from office before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
2. Where a member of the Committee, to whom a proposed resolution referred to in Clause (1) relates, makes representations in writing to the Secretary or President and requests that the representations be notified to the members of the Club, the Secretary or President may send a copy of the representations to each member of the Club or, if they are not sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

COMMITTEE MEETINGS AND QUORUM

RULE 18.

1. The Committee shall meet at least three times in each period of 12 months at such a place and time as the Committee may decide.

2. Additional meetings of the Committee may be convened by the President or by any member of the Committee.
3. Verbal or written notice of a meeting of the Committee shall be given by the Secretary to each member of the Committee at least 48 hours (or such other period as may be unanimously agreed upon by the members of the Committee) before the time appointed for the holding of the meeting.
4. Any three (3) members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
5. No business shall be transacted by the Committee unless a quorum is present and if, within 30 minutes of the time appointed for the meeting, a quorum is not present the meeting stands adjourned to a place and date to be determined by those present.
6. If, at the adjourned meeting, a quorum is not present within 30 minutes of the time appointed for the meeting, the meeting shall be dissolved.
7. At a meeting of the Committee –
 - a) the President or, in the President's absence, a Vice-President shall preside; or
 - b) if the President and Vice-Presidents are absent or unwilling to act, such one of the remaining members of the Committee as may be chosen by the members present at the meeting, shall preside.
8. A Committee member may participate in a committee meeting from another venue through the use of technology. A member attending a meeting in this way is entitled to vote as if the member was present in person.

VOTING AND DECISIONS AT COMMITTEE MEETINGS

RULE 19 .

1. Questions arising at a meeting of the Committee shall be determined by a majority of the votes of the members of the Committee present at the meeting.
2. Each member present at a meeting of the Committee (including the member presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
3. Subject to Rule 18(4), the Committee may act notwithstanding any vacancy on the Committee.
4. Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee .

PART IV GENERAL MEETINGS

ANNUAL GENERAL MEETINGS – HOLDING OF

RULE 20.

1. The Club shall, at least once in each calendar year and within a period of 6 months after the expiration of each financial year of the Club, convene an Annual General Meeting of its members.
2. Clause (1) shall have effect subject to any extension or permission granted by NSW Fair Trading under the Act.

ANNUAL GENERAL MEETINGS – CALLING OF AND BUSINESS AT

RULE 21.

1. The Annual General Meeting of the Club shall, subject to the Act and to Rule 20, be convened on such a date and at such a place and time as the Committee thinks fit.
2. In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting shall be –
 - a) to confirm the minutes of the last proceeding Annual General Meeting and of any special general meeting held since that meeting;
 - b) to receive from the Committee reports upon the activities of the Club during the last preceding financial year;
 - c) to elect office bearers of the Club; and
 - d) to receive and consider the statement which is required to be submitted to members pursuant to the Act.
3. An Annual General Meeting shall be specified as such in the notice convening it.

SPECIAL GENERAL MEETINGS – CALLING OF

RULE 22.

1. The Committee may, whenever it thinks fit, convene a Special General Meeting of the Club.
2. The Committee shall, on the requisition in writing of not less than 5 members, convene a Special General Meeting of the Club.
3. A requisition of members for a Special General Meeting –
 - a) shall state the purpose or purposes of the meeting;
 - b) shall be signed by the members making the requisition;
 - c) shall be lodged with the Secretary; and
 - d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
4. If the Committee fails to convene a Special Meeting to be held within one month after the date on which the requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a Special General Meeting to be held not later than 3 months after that date.

5. A Special General Meeting convened by a member or members as referred to in Clause (4) shall be convened as nearly as is practicable in the same manner as General Meetings after that date.

NOTICE OF GENERAL MEETINGS

RULE 23.

1. Except where the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Club, the Secretary shall, at least fourteen (14) days before the date fixed for the holding of the General Meeting, give notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be conducted at the meeting.
2. Where the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Club, the Secretary shall, at least 21 days before the date fixed for the holding of the General Meeting, give notice to each member specifying in addition to the requirements of Clause (1), the intention to propose the resolution as a special resolution.
3. No business other than that specified in the notice convening a General Meeting may be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted pursuant to Rule 21 (2).
4. A member desiring to bring any business before a General Meeting may give notice in writing of that business to the Secretary who shall include that business in the next notice calling a General Meeting after receipt of the notice from the member.

PROCEDURE FOR GENERAL MEETINGS

RULE 24.

1. No item of business shall be transacted at a General Meeting unless a quorum of members entitled under these Rules to vote is present during the time the meeting is considering that item.
2. Five (5) members present (being members entitled under these Rules to vote at a General Meeting) constitute a quorum for the transaction of the business of a General Meeting.
3. If, within 30 minutes after the appointed time for the commencement of a General Meeting, a quorum is not present the meeting, if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to a place and date to be determined by those present.
4. If, at the adjourned meeting, a quorum is not present within 30 minutes after the time appointed for the commencement of the meeting, the members present (being not less than three) shall constitute a quorum.
5. Any Club member may participate in a General Meeting from another venue through the use of technology. A member, except a junior member, attending a meeting in this way is entitled to vote as if the member was present in person.

PRESIDING MEMBER AT GENERAL MEETINGS

RULE 25.

1. The President or, in the President's absence, a Vice-President, shall preside as Chairperson at each General Meeting of the Club.
2. If the President and Vice-Presidents are absent from a General Meeting or unwilling to act, the members present shall elect one of their number to preside as chairperson at the meeting.

ADJOURNMENT OF GENERAL MEETINGS

RULE 26.

1. The chairperson of a General Meeting at which a quorum is present may, with the consent of the majority of the members present, adjourn the meeting, from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
2. Where a General Meeting is adjourned for 14 days or more the Secretary shall give written or verbal notice of the adjourned meeting to each member of the Club stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
3. Except as provided in Clause (1) and (2), notice of an adjournment of a General Meeting or of the business to be transacted at an adjourned meeting is not required to be given.

MAKING DECISIONS AT GENERAL MEETINGS

RULE 27.

1. A question arising at a General Meeting of the Club shall be determined on a show of hands and, unless before or on declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Club, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of, or against that resolution.
2. At a General Meeting of the Club, a poll may be demanded by the chairperson or by not less than 3 members present in person or by proxy at the meeting.
3. Where a poll is demanded at a General Meeting, the poll shall be taken –
 - a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or
 - b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the

SPECIAL RESOLUTIONS

RULE 28.

A resolution of the Club is a special resolution if –

- a) it is passed by a majority which comprises not less than three-quarters of such members of the Club as, being entitled under this Constitution so to do, vote in person or by proxy at a General Meeting of which not less than 21 days written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these Rules; or
- b) where it is made to appear to the Committee that it is not possible or practicable for the resolution to be passed in the manner specified in paragraph a) the resolution is passed in a manner specified by the Committee.

VOTING AT GENERAL MEETINGS

RULE 29.

1. Upon any question arising at a General Meeting of the Club a member has one vote only.
2. All votes shall be given personally or by proxy but no member may hold more than 5 proxies.
3. In the case of an equality of votes on a question at a General Meeting, the Chairperson is entitled to exercise a second or casting vote.
4. A member or proxy is not entitled to vote at any General Meeting of the Club unless all money due and payable by the member or proxy to the Club has been paid, other than the amount of the annual subscription payable in respect of the current year.
5. A member under the age of 18 years is not entitled to vote at any meeting of the Club.

APPOINTMENT OF PROXIES AT GENERAL MEETINGS

RULE 30.

1. Any member shall be entitled to appoint another member as proxy by notice given to the Secretary before the starting time of the meeting in respect of which the proxy is appointed.

POSTAL BALLOTS

RULE 31

Postal ballots shall not be conducted to determine any issue or proposal.

PART V MISCELLANEOUS

INSURANCE

RULE 32.

1. The Club shall ensure that it is included in the insurance policies effected and maintained by ONSW and OA.
2. In addition to the insurance outlined in Clause (1), the Club may effect and maintain other insurance.

FUNDS – SOURCE

RULE 33.

1. The funds of the Club shall be derived from competition fees and annual subscriptions of members where applicable, donations and, subject to any resolution passed by the Club in a General Meeting, such other sources as the Committee determines.
2. All monies received by the Club shall be deposited as soon as practicable and without deduction to the credit of the Club's financial institution account.
3. The Club shall, as soon as practicable after receiving any money, issue an appropriate receipt.

FUNDS MANAGEMENT

RULE 34.

1. Subject to any resolution passed by the Club in a General Meeting, the funds of the Club shall be used in pursuance of the objectives of the Club in such manner as the Committee determines.
2. All payments from Club funds shall be authorised by any two members of the Committee being authorised to do so by the Committee.

ALTERATION OF OBJECTS AND RULES

RULE 35.

The statement of the objects and this Constitution may be altered, rescinded, or added to only by a Special Resolution of the Club.

AUTHORISED SIGNATORIES

RULE 36.

1. Documents can be executed if signed by two (2) of the Club's authorised signatories.
2. At least three (3) authorised signatories shall be appointed at the Annual General Meeting. The Public Officer shall be one of these signatories. A record of authorised signatories shall be maintained to include for each person:
 - a. name
 - b. position on Committee
 - c. date of appointment and date ceased.

CUSTODY OF BOOKS, ETC

RULE 37.

Except as otherwise provided by this Constitution, the Public Officer shall keep in his or her custody or under his or her control all records, books and other documents relating to the Club.

INSPECTION OF BOOKS, ETC

RULE 38.

The records, books and other documents of the Club shall be open to inspection, free of charge, by any member of the Club at any reasonable hour.

SERVICE OF NOTICES

RULE 39.

- a. 1. A notice may be served by or on behalf of the Club upon any member by:
delivering it personally, or
 - b. sending it by post to the member's address in the register of members, or
 - c. sending it by electronic transmission to an address specified by the person.
3. For the purpose of this Constitution, the notice is assumed as appropriately delivered unless contrary notification has been given.

FINANCIAL YEAR

RULE 40

The financial year of the Club shall be the period commencing 1 January and ending 31 December.

DISSOLUTION

RULE 41.

1. The Club shall be dissolved if -
 - a) two successive years pass without an Annual General Meeting being conducted; or
 - b) a Special Resolution to dissolve the Club is passed in accordance with Rule 28.

In the event of dissolution, the assets of the Club shall be transferred to ONSW, to be held by that body until such time as the Club may be reconstituted or another orienteering club constituted in the same area.

INTERPRETATION

1. In this Constitution, except in so far as the context or subject matter otherwise indicates or requires –

“Special General Meeting” means a General Meeting of the Club other than the Annual General Meeting;

“The Act” means the *Associations Incorporation Act 2009* ; and

“The Regulation” means the *Associations Incorporation Regulation 2010*.

2. In this Constitution–
 - a) A reference to a function includes a reference to a power, authority, and duty; and
 - b) A reference to the exercise of a function includes, where a function is a duty, a reference to the performance of the duty.

3. The provisions of the *Interpretation Act 1987*, apply to and in respect of these rules in the same manner as those provisions would apply if these rules were an instrument made under the Act.

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