

Constitution of Orienteering ACT Incorporated

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Name

1. The name of this body shall be Orienteering ACT Incorporated and it shall hereafter be referred to as “the Association”.

Objects

2. The objects of the Association shall be:

- to promote interest in the sport of orienteering in the Australian Capital Territory and surrounding areas;
- to conduct events for those interested in orienteering;
- to educate, train, coach and encourage people in the sport of orienteering; and
- to do all such things and acts conducive to the furtherance of the objects and interests of the Association.

Affiliations

3. The Association shall be affiliated with the Orienteering Federation of Australia and shall abide by the rules and regulations of that Federation.

Membership

4. The Association shall offer the following classes of membership to persons interested in orienteering:

- individual membership which is available to any person;
- junior membership which is available to any person under the age of 21 years as of December 31 of the membership year; and
- family membership which is available to any couple or person and their dependent children.

5. Any person who wishes to become a member of the Association must indicate the orienteering club affiliated with the Association, of which they wish to become a member. Such person shall become a member upon acceptance by the Council or its authorised officer of an application and payment of the annual membership fee to the Association. An application for family membership must list all members of the family who wish to become members. Membership of the Association is conditional upon remaining a member of an orienteering club affiliated to the Association.

6. The Association shall offer Associate Membership to schools and youth groups which have an interest in orienteering, and which have made application and paid the annual fee as above.

7. An Annual General Meeting or Special General Meeting may appoint any person as an honorary member or honorary life member of the Association in recognition of services rendered in promoting the interests objects of the Association. An honorary member or honorary life member shall be entitled to all the privileges of a member under this Constitution including the right to vote and stand for election.

8. The annual membership fee for all classes or membership shall be determined by the Council not less than one (1) month before the commencement of the year in which they are due to apply.

9. Membership fees shall be due on 1 January each year. A membership shall lapse if the fee is not paid before 1 March of that year.

10. Any persons ceasing to be members of the Association for any reason whatsoever shall not be entitled to the return of their membership fees or any portion thereof.

11. The liability of a member to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of winding up of the Association, is limited to the amount (if any) unpaid by the member in relation to membership of the Association as required by Clause 8.

Discipline

12. The Association may expel or otherwise penalise any member whose conduct is considered to be discreditable or injurious to the character or interests of the Association and/or the sport of orienteering.

13. Before any member is expelled or otherwise penalised that member's conduct shall be subject to an enquiry by a sub-committee appointed by the Association and that member shall be given the opportunity to justify or explain any such conduct to the sub-committee. If proven guilty of such action or conduct, then the Association may expel or otherwise penalise that member. Should the member fail to appear before the sub-committee, the Association may proceed in that member's absence to conduct the said enquiry and to make its findings. The decision of the sub-committee shall be subject to ratification by the Council whose decision shall be final.

Clubs

14. The Council may recognise as an orienteering club any group whose members are members of the Association and which shares the objects of the Association.

15. Each orienteering club may be governed by its own constitution. In the event of conflicts between this Constitution and the constitution of an orienteering club then this Constitution shall take precedence.

General Meetings

16. The Annual General Meeting of members shall be held within two (2) months of the end of the financial year, and members shall be given notice in writing at least (14) days before such meeting.

17. The annual report, balance sheet and financial statement shall be submitted to members at least fourteen (14) days before the Annual General Meeting.

18. A Special General Meeting of members may be called at the request of the President or the Secretary or any ten (10) members of the Association. Such meeting shall be held within thirty (30) days of such request and all members shall be notified in writing not less than fourteen (14) days beforehand.

19. The President of the Association shall be the chairperson at all General Meetings. Should the President not be present then a Council member shall be elected to the chair.

If there be no Council member present, the members of the Association shall elect one of their number to take the chair.

20. At all meetings the decision of the chairperson on a point of order shall be final.

21. The chairperson shall have a casting vote only.

22. The quorum for a General Meeting shall be fifteen (15) members of the Association present.

23. If at any General Meeting other than the Annual General Meeting, there be no quorum within thirty (30) minutes of the time appointed for the meeting then the meeting shall lapse unless a majority of members present decide to adjourn the meeting for a period not exceeding fourteen (14) days. If at the Annual General Meeting there be no quorum within thirty (30) minutes of the time appointed for the meeting then the meeting may proceed despite the absence of a quorum.

24. Only members of the Association present in person shall be entitled to vote.

Council and Board of Management

25. The business and affairs of the Association shall be under the control of a Council and a Board of Management.

26. The Board of Management (hereafter referred to as "the Board") shall consist of the President, the Secretary, the Treasurer, and such other members as shall be decided at the Annual General Meeting.

27. The Council shall consist of:

the members of the Board, up to two representatives from each orienteering club recognized by a decision at the Annual General Meeting or a subsequent meeting of Council.

28. For the purposes of this constitution a vacancy in the office of a members occurs if the member:

- dies,
- ceases to become a member of the Association,
- resigns the office,
- suffers from a mental or physical incapacity which makes them incapable of fulfilling the duties of that office, or
- is disqualified from office under sub-section 63(1) of the Associations Incorporation Act 1991.

29. Should any vacancy occur in any Board or Office Bearer position other than in the normal course of elections, the Board may fill such vacancy from the members of the Association and the member duly appointed shall hold office until the next Annual General Meeting.
30. A person may serve in more than one Council or Board position with the exception that the positions of President, Secretary and Treasurer shall be filled by different persons.
31. The President shall not serve as such for more than three (3) years consecutively.
32. The Council may, subject to the decisions made at General Meetings, exercise all the powers of the Association and do all such acts and things as may be done by the Association or which it considers necessary or expedient to carry out the objects of the Association.
33. The Board may exercise all the discretion of the Council as set forth herein, provided that such action taken by the Board shall be subject to ratification at the next succeeding meeting of the Council.
34. The Council and Board shall each meet as often as required to conduct the business of the Association but not less than once a year.
35. Council meetings shall be open to all members of the Association, but only members of the Council, as defined in clause 27 shall be entitled to vote.
36. The President or the Secretary or any three (3) members of the Council shall have the power to call a meeting of the Council.
37. The President or the Secretary or any two (2) members of the Board shall have the power to call a meeting of the Board.
38. The President may take the chair at all Council meetings. Should the President not take the chair then the Council shall elect one of its number to take the chair.
39. Each member of the Council shall be entitled to one vote, irrespective of the number of positions held, with the exception of the chair, who shall have a casting vote only.
40. Unless a majority of the Council considers that it is necessary to meet on less than seven (7) days notice, notification of Council meetings shall be conveyed to members at least seven (7) days before the meeting.
41. All member of the Council shall be entitled to notice of meetings but the accidental omission to give any member, or the non-receipt by any member, of any notice required by this Constitution shall not invalidate or affect any proceedings of such meeting.

42. The Council shall have the power to delegate any of its powers to a sub-committee to deal with any particular matter or matters and upon such terms and conditions as the Council may think fit. The President and the Secretary shall be ex-officio members of all sub-committees.

43. In the event of a defect being discovered in the appointment of all or any of the members of the Council, any acts or decisions of any meeting of the Council or any of its members shall be as valid and effective as if they had all been properly appointed, unless it is proved the appointment was made in fraud or bad faith.

44. The provisions of clauses 38 to 43 inclusive shall also apply to the Board.

45. The quorum for Council meetings shall be half the members of the Council present, providing that at least half the Board is present. If the number of Council members becomes less than a quorum, the remaining Council members may meet to co-opt additional members to the Council.

46. The quorum for Board meetings shall be three (3) members present. If the number of Board members becomes less than a quorum, the remaining Board members may meet to co-opt additional members to the Board.

Election of the Board

47. Nomination of each candidate for election to a Board position shall be proposed and seconded respectively by two members of the Association at the Annual General Meeting.

48. Contested offices shall be subject to ballot at the Annual General Meeting of the members of the Association present and voting thereon.

49. The election for Board positions shall be by ballot of members of the Association present and voting thereon, held at the Annual General Meeting. No ballot shall be required when the number of candidates nominated for each Office does not exceed the number of vacancies and they shall be declared duly elected.

50. The term of elected Board positions and Office Bearers shall be until the succeeding Annual General Meeting.

Duties

51. The duties of the Secretary shall include the keeping of a true record of all minutes of all meetings, attending to correspondence, issuing notices of meetings, keeping records and carrying out such duties as the Council may from time to time direct.

52. The Treasurer shall keep proper books of account of all monies received and disbursed and generally perform all such duties as are directed by the Council from time to time.

Finance

53. The financial year shall be from 1 January to 31 December.

54. All moneys of the Association shall be paid into an account of the Association as the Board may from time to time direct.

55. All withdrawals from an account of the Association shall be authorised by two of the bank signatories authorised by the Board.

56. The books and accounts of the Association shall be audited annually by an auditor appointed by the Annual General Meeting.

57. The records, books and other documents of the Association are open to inspection at a place in the ACT, free of charge, by a member of the Association at any reasonable hour.

By-Laws

58. The Council or Board may make by-laws necessary for the proper administration of the Association.

Trustees

59. Unless otherwise determined the members of the Board for the time being shall be deemed to be Trustees of the Association, to hold any property, real or personal belonging to the Association.

Amendments to the Constitution

60. This shall be the only Constitution of the ACT Orienteering Association Incorporated. The Constitution may only be amended if three-quarters of the members of the Association present at an Annual General Meeting or at a Special General Meeting convened for that purpose are in favour of such amendment.

61. Notice of an amendment to the Constitution must be given in writing to the Secretary of the Association thirty (30) days before the Annual General Meeting or Special General Meeting.

Property, Assets and Income

62. The property, assets and income of the Association, wherever derived, shall be solely applied towards the promotion of the objects of the Association, no portion thereof shall be paid or transferred either directly or indirectly by way of dividend, bonus, profit or otherwise to members of the Association. Nothing herein contained shall prevent the payment in good faith of remuneration to any officers of the Association in return for services actually rendered, nor prevent the payment of interest on money borrowed from any member of the Association. Should the Association for any reason whatsoever cease to function, any member or person holding any Association money or property shall forthwith pay same to the Council.

Dissolution of the Association

63. In the event of the Association being dissolved, the assets which remain after such dissolution and the settlement of all debts and liabilities shall be paid and applied by the Council in accordance with their powers to any fund, institution or authority which is a non-profit organisation.

Notice

64. Any notice required by this Constitution to be given to any member shall be sufficiently given if personally conveyed to the member or posted or delivered to the last address of the member notified in writing by the member to the Secretary. In the case of notice by post the notice shall be deemed to have been received on the first day on which mail is delivered after the day of posting.