



# ORIENTEERING — ACT —

## PROPOSED AMENDED CONSTITUTION

**Text highlighted in yellow is being amended**

**Clauses highlighted in blue are new**

See Q&A Guide for explanation of changes and relocation of clauses

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## I INTERPRETATION

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1. The name of this body shall be Orienteering ACT Incorporated and it shall hereafter be referred to as “the Association”.
2. For this Constitution notes and examples are not substantive provisions but are for guidance only, and the following terms have the corresponding meanings:

**the Act** means the *Associations Incorporation Act 1991 (ACT)*

**the Board** means the Board of management of the Association described in clause 22

**IOF** means the International Orienteering Federation

**OA** means Orienteering Australia, the national federation for orienteering in Australia, however described.

*Note: If OA becomes incorporated as a company limited by guarantee, it may be known as Orienteering Australia Limited.*

## II OBJECTS

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3. 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.
4. Without limiting its autonomy, the Association shall also:
  - promulgate and enforce the Constitution and Policies of OA and the Statutes and Regulations of IOF
  - act for and on behalf of the interests of OA and the sport of orienteering, and
  - be responsible and accountable to OA for fulfilling its obligations under OA’s strategic plan as revised from time to time.

## III AFFILIATIONS

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5. The Association shall be affiliated with OA.

*Example: The Association may be a Member Organisation for the purposes of OA’s constitution.*
6. The Association may recognise orienteering clubs as affiliates of the Association.

## IV MEMBERSHIP AND CLUBS

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7. The Association may 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
  - family membership – which is available to any couple or person and their dependent children
  - associate membership – which is available to an individual or group with an interest in orienteering
  - honorary membership – which may be conferred on an individual by decision of the Board
  - honorary life membership – which may only be conferred on an individual by decision of the Association in general meeting in recognition of services rendered in promoting the interests and objects of the Association, and
  - such other class of membership as the Board considers appropriate.
8. The Association may recognise as an orienteering club any group whose members share the objects of the Association.
9. Each orienteering club may be governed by its own constitution. In the event of a conflict between this Constitution and the constitution of an orienteering club, this Constitution shall take precedence.
10. Any person who wishes to become a member of the Association must nominate the orienteering club affiliated with the Association, of which they wish to become a member. Such person shall become a member of the Association upon payment of the applicable 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 with the Association.
11. The Board may reject a person's membership of the Association within one month of the person paying the applicable fee, not being a renewal fee, to join the Association. If this occurs the Secretary of the Association must notify the person of the rejection and arrange for the fee paid to be refunded to the person.
12. 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.

## V FEES

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13. The Board shall determine the annual membership fee for all classes of membership not less than one (1) month before the commencement of the year in which the fees are due to apply. For the avoidance of doubt, a fee may be set at zero.
14. Membership fees shall be due on 1 January each year, or if a person becomes a member after 1 January in any calendar year—at the time of becoming a member.
- Note: see also clause 55 concerning a financial year.*
15. Subject to clause 11, a person who ceases to be a member of the Association for any reason whatsoever shall not be entitled to the return of their membership fees or any portion thereof.
16. 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 14.

## VI MISCONDUCT AND DISCIPLINE

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17. If the Board receives information suggesting that the conduct of a member of the Association may have been discreditable or injurious to the character or interests of the Association and/or the sport of orienteering, the Board may arrange for the alleged conduct to be subject to an enquiry by a sub-committee appointed by the Board. The member shall be given the opportunity to justify or explain any such conduct to the sub-committee. Should the member fail to respond to such an enquiry, the enquiry may proceed and be finalised in the member's absence.
18. Upon completion of the enquiry the sub-committee shall report its conclusion about the member's conduct to the Board, and may make a recommendation to the Board about any penalty to be applied in connection with the conduct. If the Board is reasonably satisfied that the member's conduct is discreditable or injurious to the character or interests of the Association and/or the sport of orienteering, the Board may decide to record a finding of misconduct and may decide to impose a penalty on the member.
19. Without limiting the nature of possible penalties, the Board may decide to do one or more of the following:
- give the member a warning or reprimand
  - restrict the member's entry to one or more events
  - deduct, or limit the member's eligibility for, points in one or more competitions
  - impose a financial penalty
  - impose a condition on the member's membership
  - suspend the member's membership
  - expel the member from the Association.
20. Within seven (7) days of deciding to record a finding of misconduct or impose a penalty on a member, the Board must notify the member of the decision and the date from which the decision is to take effect, provided that the decision may not take effect prior to giving the notice. A member may, by notice given to the Secretary within thirty (30) days of receiving the Board's notice, appeal to the Association in Special General Meeting against a decision of the Board about the member's conduct, including a decision to impose a penalty. The decision of the Board may not then take effect until after a decision is made on the appeal.

*Note: See also clause 47 concerning Special General Meetings.*

21. The Board and the member must be given the opportunity to make representations in relation to the appeal orally or in writing, or both. If at least three-quarters of the members of the Association participating are in favour of confirmation of the decision, that decision is confirmed, but otherwise the appeal is upheld. Within seven (7) days of finalising the appeal, the Secretary must notify the appellant of the decision and the new date from which the decision is to take effect, provided again that the decision may not take effect prior to giving the notice.

## VII BOARD

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22. The Board, subject to the Act, this Constitution and any resolution passed by the Association in general meeting, controls and manages the affairs of the Association, may exercise all functions that may be exercised by the Association other than those functions required to be exercised by the Association in general meeting, and has power to perform all acts and do all things that

appear to the Board to be necessary or desirable for the proper management of the affairs of the Association.

23. Without limiting the foregoing the Board may:

(a) make such decisions, or make or adopt such policies procedures and practices – including by adopting those of OA, or those of the Council of the Association that were in place immediately before the commencement of this clause – as it considers necessary or appropriate for:

- conducting meetings of the Board
- conducting orienteering coaching or promotion
- holding orienteering events
- recognising affiliates of the Association
- appointing honorary members, and
- penalising member misconduct.

*Example: The Board may decide to permit participation (including voting) at Board meetings by telephone, videoconference or another form of remote attendance.*

(b) engage (whether on a paid basis or otherwise) an executive officer and such other personnel as it considers appropriate.

24. Subject to clause 26 the Board shall consist of three office-bearers – the President, the Secretary, the Treasurer – and up to six (6) ordinary Board members elected at the Annual General Meeting. The Board may invite any person to attend a Board meeting in a non-voting capacity.

25. At the time that Board members are provided with notice of a meeting of the Board, the Board must also arrange to give the principal officer, however described, of each orienteering club affiliated with the Association a copy of the proposed agenda for the meeting.

*Note: See also clause 38 concerning notice of Board meetings.*

#### Election of the Board

26. Members of the Association who were office-bearers and ordinary members of the Board of the Association immediately prior to the commencement of this clause shall be taken to have been elected to those roles on the Board under this Constitution.

27. Thereafter 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.

28. The election for Board positions shall be by vote of members of the Association participating at the Annual General Meeting. Contested offices shall be subject to ballot, but no ballot shall be required when the number of candidates nominated as an office-bearer or as ordinary Board members does not exceed the number of vacancies and they shall be declared duly elected. If an office-bearer position is not filled at the meeting, the Board shall elect one of its members to fill the position at its first meeting after the Annual General Meeting.

*Note: See also Part IX concerning General Meetings.*

### Term

29. The term of elected Board members shall be until the succeeding Annual General Meeting.
30. For the purposes of this Constitution a vacancy on the Board occurs if the member:
- dies
  - ceases to be a member of the Association
  - resigns from the Board or as an office-bearer
  - suffers from a mental or physical incapacity which makes them incapable of fulfilling the duties of a Board member, or
  - is disqualified from office under **Division 4.1** of the Act.
31. Should any such vacancy occur other than in the normal course of elections, the Board may fill the vacancy from the members of the Association and the member duly appointed shall hold office until the next Annual General Meeting.
32. A person may serve in more than one Board position with the exception that the positions of President, Secretary and Treasurer shall be filled by different persons.
33. The President shall not serve as such for more than three (3) years consecutively.

### Meetings

34. The Board shall meet as often as required to conduct the business of the Association but not less than **four (4) times per** year.
35. The President or the Secretary or any two (2) Board members shall have the power to call a meeting of the Board.
36. The President **shall** take the chair at all Board meetings. Should the President not take the chair then the Board shall elect one of its number to take the chair.
37. Each Board member shall be entitled to one vote, irrespective of the number of positions held. **If the votes on a question at a meeting are equal, the chairperson is entitled to exercise a second or casting vote.**
- 38. Oral or written notice of a meeting of the Board must be given by the Secretary to each Board member at least 48 hours (or any other period that may be unanimously agreed upon by the Board members) before the time appointed for the meeting.**
39. All Board members 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.
40. In the event of a defect being discovered in the appointment of all or any of the Board members, any acts or decisions of any meeting of the Board 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.
41. The quorum for Board meetings shall be **half the voting members of the Board.**

## VIII POWERS AND DUTIES

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42. The Board shall have the power to delegate any of its functions – except this power to delegate and the power to impose a penalty on a member of the Association for misconduct – to a sub-committee to deal with any particular matter or matters and upon such terms and conditions as the Board may think fit. A sub-committee must include at least one Board member, but may also include members of the Association who are not Board members.
43. 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 Board may from time to time direct.
44. The duties of the Treasurer shall include the keeping of proper books of account of all monies received and disbursed and carrying out such duties as the Board may from time to time direct.

## IX GENERAL MEETINGS

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45. The Annual General Meeting of members shall be held within four (4) months of the end of the financial year, and members shall be given notice at least (14) days before such meeting.
46. The annual report, balance sheet and financial statement shall be submitted to members at least fourteen (14) days before the Annual General Meeting.
47. A Special General Meeting of members may be called by the Board at any time, or at the written request given to the Secretary by any ten (10) members of the Association or by any person appealing a disciplinary decision of the Board. In the latter two cases such meeting shall be held within thirty (30) days of such request. Subject to the Act and this Constitution notice of a Special General Meeting must be given to members not less than fourteen (14) days before the meeting.
48. The notice of a General Meeting shall specify whether members may participate by remote attendance, and whether voting by proxy is permissible.  
*Example: By telephone, videoconference or another form of remote attendance.*
49. The President of the Association shall be the chairperson at all General Meetings. Should the President not be participating then a Board member participating at the meeting shall be elected to the chair. If there be no Board member participating, the members of the Association participating at the meeting shall elect one of their number to take the chair.
50. At all meetings the decision of the chairperson on a point of order shall be final.
51. On any question arising at a General Meeting of the association a member has 1 vote only. If the votes on a question at a General Meeting are equal, the chairperson is entitled to exercise a second or casting vote.
52. The quorum for a General Meeting shall be fifteen (15) members of the Association participating.
53. 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 participating 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.

54. If voting by proxy is permissible, a member is entitled to appoint another member as proxy by written notice given to the Secretary no later than 24 hours before the time of the meeting for which the proxy is appointed. No member may hold more than five (5) proxies.

*Note: See the Appendix for an example of a proxy notice.*

## **X FINANCE**

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55. The financial year of the Association shall be from 1 January to 31 December.
56. All moneys of the Association shall be paid into an account of the Association as the Board may from time to time direct.
57. All withdrawals from an account of the Association shall be authorised by two of the bank signatories authorised by the Board.
58. The books and accounts of the Association shall be audited annually by an auditor appointed by the Annual General Meeting.
59. 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.

## **XI AMENDMENTS TO THE CONSTITUTION**

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60. This shall be the only Constitution of the Association.
61. The Association may resolve to amend this Constitution only at an Annual General Meeting or a Special General Meeting convened for the purpose. Notice of a proposed amendment to the Constitution must be given to the Secretary at least thirty (30) days before the meeting at which the proposed amendment is to be considered. Notice of intention to propose the amendment as a special resolution at the meeting must in turn be given by the Secretary to members of the Association at least twenty-one (21) days before the meeting.

## **XII PROPERTY, ASSETS AND INCOME**

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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 Board.

## **XIII DISSOLUTION OF THE ASSOCIATION**

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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 Board in accordance with their powers to any fund, institution or authority which is a non-profit organisation.

#### XIV NOTICE

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64. Any notice required by this Constitution to be given to any member shall be sufficiently given if personally conveyed to the member or sent posted or delivered to the last address (including email or other electronic address) provided by the member to the Association. 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. In the case of notice by electronic transmission the notice shall be deemed to have been received at 11.59pm AEST on the day the transmission is sent.

*Example: A person may provide their address to the Association by including or updating their contact details in an electronic database routinely used by the Association.*

**APPENDIX**

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**Form of appointment of proxy**

I, ..... (full name)

of ..... (address)

having paid the applicable fee to be a current member of Orienteering ACT

appoint .....

(full name of proxy)

of ..... (address)

who is also a current paid member of the Association, as my proxy to vote for me on my behalf

at the general meeting of the Association to be held on

..... and at any

adjournment of that meeting.

*\*The following may be completed/deleted if desired:*

My proxy is authorised to vote in favour of/against (delete as appropriate) any/the following

resolutions (delete as appropriate/insert details) at the meeting.

.....

.....

.....

(Signature of member

appointing proxy) .....

Date .....

**Notes:**

1 A proxy vote may not be given to a person who is not a member of the Association.

2 No member may hold more than five (5) proxies.