



# Newcastle Orienteering Club Inc

## CONSTITUTION

### PART 1 PRELIMINARY

#### NAME

##### RULE 1.

The association shall be known as:- **NEWCASTLE ORIENTEERING CLUB 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 Newcastle Area
2. To maintain affiliation with the Orienteering Association of N.S.W. (OANSW) and abide by the regulations of that body.
3. To organise at least one orienteering event per year which is sanctioned by the OANSW as an open event, as directed by the OANSW
4. To produce at least one orienteering map of an area approved by OANSW not less frequently than each three years.

#### POWERS OF THE CLUB

##### RULE 3.

The powers of the Club shall be:-

1. To organise and control the conduct of orienteering competition 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, or to borrow or raise money with or without security for the carrying out of this Constitution or for matters connected therewith.
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 in a form as determined by the Committee.  
b) Such application will be lodged with the Secretary of the Club accompanied by a subscription as determined by the Committee.  
c) The Secretary shall arrange for the Public Officer to enter the applicant's name in the register of members and, upon the name being so entered, the applicant becomes a member of the Club.

### CESSATION OF MEMBERSHIP

#### RULE 5.

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

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

### RESIGNATION OF MEMBERSHIP

#### RULE 6.

1. A member of the Club may resign at any time by giving notice in writing to the Secretary.

2. Any such resignation will take effect immediately on receipt, by the Secretary, of the written notice of intent to resign. The date of resignation shall be recorded in the register of members by the Public Officer.

## REGISTER OF MEMBERS

### RULE 7.

1. The Public Officer of the Club shall establish and maintain a register of voting and non-voting members of the Club specifying the name and address of each such person together with the date on which the person became a member.
2. The register of members shall be kept 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(b).

## DISCIPLINING OF MEMBERS

### RULE 9.

1. Where the Committee is of the opinion that a member of the Club:
  - (a) has persistently refused or neglected to comply with a provision or provisions of these rules, or
  - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Club,the Committee may, by resolution,-
  - (c) expel the member from the Club; or
  - (d) suspend the member from membership of the Club for a specified period.
2. A resolution of the Committee under Clause (1) is of no effect unless the Committee, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under Clause (3), confirms the resolution in accordance with this rule.
3. Where the Committee passes a resolution under Clause (1), the Secretary shall, as soon as practicable, cause a notice in writing to be served on the member -
  - (a) setting out the resolution of the Committee and the grounds on which it is based;
  - (b) stating that the member may address the Committee at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;
  - (c) stating the date, place and time of the meeting; and
  - (d) informing the member that the member may do either or both of the following -
    - i) attend and speak at the meeting;
    - ii) submit to the Committee at or prior to the date of the meeting written representations relating to the resolution.

4. At a meeting of the Committee held as referred to in Clause (3), the Committee shall -
  - (a) give the members an opportunity to make oral representations;
  - (b) give due considerations to any written representations submitted to the Committee by the member at or prior to the meeting; and
  - (c) by resolution determine whether to confirm or to revoke the resolution.
5. Where the Committee confirms a resolution under Clause (4), the Secretary shall, within 7 days after that confirmation, by notice in writing inform the member of the fact and the member's right of appeal under Rule 10.
6. A resolution confirmed by the Committee under Clause (4) does not take effect -
  - (a) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or
  - (b) where within that period the member exercises the right of appeal, unless and until the Club confirms the resolution pursuant to Rule 10 (4).

#### RIGHT OF APPEAL OF DISCIPLINED MEMBER

##### RULE 10.

1. A member may appeal to the Club in general meeting against a resolution of the Committee which is confirmed under Rule 9(4), within 7 days after the notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
2. Upon receipt of a notice from a member under Clause (1), the Secretary shall notify the Committee which shall convene a general meeting of the Club to be held within 21 days after the date on which the Secretary received the notice.
3. At a general meeting of the Club convened under Clause (2),
  - (a) no business other than the question of the appeal shall be transacted;
  - (b) the Committee and the member shall be given the opportunity to state their respective cases orally or in writing, or both; and
  - (c) the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
4. If, at the general meeting, the Club passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

## PART III THE COMMITTEE

### POWERS, ETC., OF THE COMMITTEE

#### RULE 11

The Committee shall be called the Management Committee of the Club and, subject to the Act, the Regulation and these rules and to any resolution passed by the Club in a general meeting -

- (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.

### CONSTITUTION AND MEMBERSHIP

#### RULE 12.

1. Subject in the case of the first members of the committee to Section 21 of the Act, the Committee shall consist of the office bearers of the Club each of whom shall be elected at the Annual General Meeting of the Club pursuant to Rule 13.
2. The office bearers of the Club shall be:
  - (a) President
  - (b) Two (2) Vice Presidents
  - (c) Secretary
  - (d) Treasurerand such others as deemed appropriate.
3. Each member of the Committee shall, subject to these rules, hold office until the conclusion of the Annual General Meeting following the date of the member's election, but is eligible for re-election.
4. 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.

### ELECTION OF 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.

#### 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 Companies (New South Wales) Code;
- (d) resigns office by notice in writing given to the Secretary;
- (e) is removed from office under Rule 17;
- (f) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; 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 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.

## MEETINGS AND QUORUM

### RULE 18

1. The Committee shall meet at least three times in each period of 12 months at such place and time as the Committee may determine.
2. Additional meetings of the Committee may be convened by the President or by any member of the Committee.
3. Oral 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.

## DELEGATION BY COMMITTEE TO SUB-COMMITTEE

### RULE 19.

1. The Committee may delegate to one or more sub-committees (consisting of such member or members of the Club as the Committee sees fit) the exercise of such of the functions of the Committee as are specified, other than -
  - (a) this power of delegation; and
  - (b) a function which is a duty imposed on the Committee by the Act or by any other law.
2. A function, the exercise of which has been delegated to a sub-committee under this Rule, may be exercised from time to time by the sub-committee in accordance with the terms of the delegation, unless the delegation has been revoked.
3. Notwithstanding any delegation under this Rule, the Committee may continue to exercise any function delegated.
4. Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this Rule has the same force and effect as it would have if it had been done or suffered by the Committee.
5. The Committee may revoke wholly or in part any delegation under this Rule.
6. A sub-committee may meet and adjourn as it thinks proper.

## VOTING AND DECISIONS

### RULE 20

1. Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee shall be determined by a majority of the votes of the members of the Committee or sub-committee present at the meeting.



2. Each member present at a meeting of the Committee or of any sub-committee appointed by 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 or by a sub-committee appointed 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 or sub-committee.

#### **PART IV GENERAL MEETINGS**

##### **ANNUAL GENERAL MEETINGS - HOLDING OF RULE 21**

1. With the exception of the first Annual General Meeting of the Club, 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. The Club shall hold its first Annual General Meeting -
  - (a) within the period of 18 months after its incorporation under the Act; and
  - (b) within the period of 2 months after the expiration of the first financial year of the Club.
3. Clauses (1) and (2) have effect subject to any extension or permission granted by the Commission under Section 26(3) of the Act.

##### **ANNUAL GENERAL MEETINGS ... CALLING OF AND BUSINESS AT RULE 22**

1. The Annual General Meeting of the Club shall, subject to the Act and to Rule 21, be convened on such date and at such 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 preceding 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,
  - (d) to receive and consider the statement which is required to be submitted to members pursuant to Section 26(6) of the Act.

3. An Annual General Meeting shall be specified as such in the notice convening it.

## SPECIAL GENERAL MEETINGS - CALLING OF

### RULE 23

1. The Committee may, whenever it thinks fit, convene a special 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 general 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 are convened by the Committee.

## NOTICE

### RULE 24

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, cause to be sent by pre-paid post to each member at the member's address appearing in the register of members, notice 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 Centre, the Secretary, at least 21 days before the date fixed for the holding of the general meeting, cause a notice to be sent to each member in the manner provided in Clause (1) specifying, in addition to the manner required under 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 22 (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 RULE 25

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 in person (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.

#### PRESIDING MEMBER RULE 26.

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 RULE 27.

1. The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of the members present at the meeting, 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 oral 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

### RULE 28

1. A question arising at a general meeting of the Club shall be determined on a show of hands and, unless before or on the 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 matter shall be deemed to be the resolution of the meeting on that matter.

## SPECIAL RESOLUTIONS

### RULE 29

- 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 these Rules 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 Commission 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 Commission.

## VOTING

### RULE 30

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 then current year.

## APPOINTMENT OF PROXIES

### RULE 31

1. Each member shall be entitled to appoint another member as proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
2. The notice appointing the proxy shall be in the form set out in the Appendix to these Rules.

## PART V MISCELLANEOUS

### INSURANCE

#### RULE 32

1. The club shall effect and maintain insurance pursuant to section 44 of the Act.
2. In addition to the insurance required under 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 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 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 cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two members of the Committee of the Club being authorised to do so by the Committee.

## ALTERATION OF OBJECTS AND RULES

### RULE 35

The statement of the objects and these Rules may be altered, rescinded or added to only by a special resolution of the Club.

## COMMON SEAL

### RULE 36

1. The common seal of the Club shall be kept in the custody of the Public Officer.
2. The common seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal shall be attested by the signatures either of two members of the Committee or one member of the Committee and of the Public Officer or Secretary.

## CUSTODY OF BOOKS, ETC

### RULE 37

Except as otherwise provided by these Rules, 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

1. For the purpose of these Rules, a notice may be served by or on behalf of the Club upon any member either personally or by sending it by post to the member at the member's address shown in the register of members.
2. Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purpose of these Rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

## DISSOLUTION

### RULE 40

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 29.

2. In the event of dissolution the assets of the Club shall be transferred to the Orienteering Association of N.S.W., 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 these rules, 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, 1984;  
  
" the Regulation" means the Associations Incorporation Regulation, 1985;
2. In these rules -  
(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, 1897, apply to and in respect of these Rules in the same manner as those provisions would so apply if these Rules were an instrument made under the Act.