

# **ORIENTEERING SA Incorporated**

*Date of incorporation: 21 March 1974*

*Constitution adopted May 1988*

*Amended March 2008(14.1, 14.3 ) to make provision for electronic banking.*

*Amended June 2008 (13) to include powers of the association*

*Amended June 2010 Change of name from Orienteering Association of South Australia Incorporated to Orienteering SA Incorporated.*

*Reviewed February 2014*

*Reviewed Feb 2015*

## **CONSTITUTION**

### **NAME:**

The name of the Association shall be Orienteering SA Incorporated (Hereinafter called 'the Association').

### **2. OBJECTS:**

The objects of the Association shall be to:

- a. Promote facilitate extend and foster orienteering as a sport and as a form of recreation;
- b. Encourage the conservation of the natural environment;
- c. Maintain facilities for the conduct of orienteering;
- d. Promote friendly and cordial relations among orienteers;
- e. Affiliate with the Orienteering Federation of Australia (hereinafter called 'the Federation') and with other orienteering associations or organisations;
- f. Co-ordinate and control orienteering in South Australia in accordance with the Rules and Regulations of the Federation and the Association.

### **FUNCTIONS:**

The Association may.

- a. Conduct or co-ordinate the conduct of orienteering events in South Australia;
- b. Set rules for the conduct of competition;
- c. Co-ordinate dates for competitions conducted by the affiliated clubs;
- d. Arrange and/or assist the participation of South Australian representatives in interstate and international orienteering competitions;
- e. Conduct or assign to affiliated clubs the conduct of State Championships or National or International competitions;
- f. Publish a newsletter;
- g. Take out and maintain insurance including public risk insurance;
- h. Do such other things as are incidental or subsidiary to any of the above objects or functions

### **4. AFFILIATION AND MEMBERSHIP:**

- 4.1 The Association shall consist of affiliated orienteering clubs, which have been elected by a majority of the Council.
- 4.2 Any orienteering club having at least ten financial members and desirous of affiliating with the Association may make application in writing to the Association and shall forward with the application a copy of its constitution and a list of its members.
- 4.3 Any club whose membership falls below seven financial members is liable to be disaffiliated.
- 4.4 Any club, which commits any act, which is inconsistent with the objects or contrary to the rules of the Association, is liable to be expelled from or censured by the Association.
- 4.5 Any resolution for disaffiliation expulsion or censure of any club shall require- a three-fourths majority of those present and voting at a general meeting to be carried.
- 4.6 Any club may by notice in writing to the Association resign from the Association but unless the Council otherwise resolves the club shall be liable to pay all affiliation fees up to the date of resignation.
- 4.7 The Association may confer: a. Life Membership on any member of an affiliated club who has rendered outstanding service to the Association for a period of not less than ten years; b. Honorary Membership on any person who has rendered outstanding service to the Association.

4.8 For the purpose of this rule all persons not less than twelve years of age on the commencement of any financial year who are included in the family membership subscription of any club may be counted as separate members of that club.

**5. AFFILIATION FEES:**

- 5.1 The annual affiliation rate shall be fixed by the Council by the 31st day of December in each year and shall be related to the membership of an affiliated club as at the 30st day of September in the following calendar year.
- 5.2 Any club which has not paid its affiliation fee by the 31st day of October in the relevant year shall not until the fee is paid be entitled to vote at any General Meeting or Council Meeting of the Association but shall be entitled to be represented and be heard at those meetings.
- 5.3 The financial year of the Association shall end on the 31st day of December in each year.
- 5.4 In calculating membership for the purpose of affiliation fees no life or honorary member shall be counted as a member of the club.

**6. STATE COUNCIL:**

- 6.1 The management of the Association and the administrative affairs and property of the Association shall be controlled by a State Council (hereinafter called 'the Council').
- 6.2 The Council shall consist of
  - a. The members of the Management Committee as detailed below, and
  - b. Two (2) delegates representing and appointed by each of the affiliated clubs
- 6.3 Subject to clause 5.2 each member of the Council shall have the right to speak and vote at a Council meeting. In the event that a club is represented by only one delegate, that delegate shall be entitled to two (2) votes on any motion.
- 6.4 Any meeting of the Council may accept a proxy delegate from a club in lieu of a usual delegate if the proxy delegate produces a written approval of the club represented.

**7. CONDUCT OF COUNCIL MEETINGS:**

- 7.1
  - a. The Council shall meet not less than bi-monthly at such times and places as the President shall direct.
  - b. Except in cases of emergency councillors shall receive not less than seven (7) days notice in writing of a Council meeting.
  - c. At each Council meeting the Executive Officers either jointly or separately shall submit a report.
- 7.2
  - a. The quorum for a Council meeting shall be seven (7) councillors (counting proxies) which shall include at least two (2) Executive Officers.
  - b. If a quorum is not present within thirty (30) minutes of the time specified for the meeting the meeting shall lapse and the Secretary shall call a further meeting to be held within fourteen (14) days of the proposed meeting.
  - c. If no quorum is present at the second meeting within thirty (30) minutes of the time specified for the meeting the Secretary shall call a Special General Meeting to be held within one (1) month of the proposed second meeting.
- 7.3 The Chairman shall, in the event of an equality of votes, have a casting vote.

**8. MANAGEMENT COMMITTEE:**

- 8.1 There shall be a Management Committee (hereinafter called 'the Committee') which shall be responsible for such management and administrative matters as are delegated to it by the Council.
- 8.2 The Committee shall consist of.
  - a. The Executive Officers as detailed below;
  - b.
    - i. Newsletter Editor/Co-ordinator
    - ii. Technical Officer
    - iii. Publicity and Promotions Co-ordinator
    - iv. Schools Co-ordinator
    - v. Coaching Co-ordinator
    - vi. Assistant Secretary; and

Such other officers being co-ordinators of **sub-committees as may be appointed by a** meeting of the Committee and who shall hold office only until the next annual general meeting.

- 8.3 Subject to clause 8.2c the Committee shall be elected at the annual general meeting by the club delegates and the term of the appointment shall expire at the conclusion of the annual general meeting next held after the appointment.
- 8.4 Each member of the committee shall have the right to speak and vote at a Committee meeting.
- 8.5 The Committee shall meet not less than bi-monthly at such times and places as the President shall direct and shall report its proceedings to the Council.
- 8.6 Except in cases of emergency committee members shall receive not less than seven (7) days notice in writing of a Committee meeting.
- 8.7
  - a. The quorum for each Committee meeting shall be at least one half of the number of members on the Committee.
  - b. If a quorum is not present within fifteen (15) minutes of the time specified for the meeting the meeting shall lapse and the President or Secretary shall call a further meeting to be held within fourteen (14) days of the proposed meeting.
  - c. The President shall be Chairman of all Committee meetings but if the President is absent or unwilling to act the Committee may elect any Committee member present as Chairman.
  - d. In the event of an equality of votes the Chairman shall have a casting vote.

## **9. EXECUTIVE OFFICERS:**

- 9.1 The Executive Officers of the Association (hereinafter called 'the Executive') shall be the:
  - a. President
  - b. Secretary
  - c. Treasurer.
- 9.2 The Executive shall be elected at the Annual General Meeting by the club delegates.
- 9.3 The Executive shall assume office at the completion of the Annual General Meeting at which it is elected and shall hold office until the completion of the next Annual General Meeting but shall be eligible for re-election.
- 9.4 An Executive Officer shall be a financial member of an affiliated club. If any club delegate shall be elected as an Executive Officer the club shall appoint another delegate.
- 9.5 Any casual vacancy occurring 'm the Management Committee and Executive between Annual General Meetings may be filled by the Council.
- 9.6 In the event of a tied vote for the election of an Executive Officer there shall be a further ballot between the tied candidates and in the event of a further tie the position shall be decided by drawing lots between the tied candidates.
- 9.7 The President shall be the Chairman of all meetings but if the President is absent or unwilling to act the persons present entitled to vote shall elect one of their number as chairman.
- 9.8 The Secretary shall attend to all correspondence in accordance with directions of the Council or subject to ratification of Council at the next meeting. The Secretary shall convene all Council and General Meetings and shall perform such other duties as the Council may prescribe.
- 9.9 The Assistant Secretary who shall not be a member of the Executive shall assist the Secretary in the performance of the duties as directed by the Council and shall act as Minutes Secretary keeping full and correct Minutes of the proceedings of all Council and General Meetings.
- 9.10 The Treasurer shall receive and collect all monies due to the Association and make payments authorised by the Council. The Treasurer shall also annually prepare the accounts of the Association and present them to the Auditor with all other documents required by the Auditor.

## **10. SUB-COMMITTEES:**

- 10.1 The Council or the Committee may from time to time appoint such sub-committees as the Council or the Committee may deem necessary or expedient for specific purposes.
- 10.2 A sub-committee shall exercise such powers and perform such duties as are deputed to it by the body which appointed it but the sub-committee shall report its proceedings to the body which appointed it which may review alter or revoke any decision of the sub-committee.

- 10.3 The President and the Secretary shall be ex officio members of all sub-committees and the body which appointed it may appoint to the sub-committee any financial member of any affiliated club. A sub-committee may co-opt the services of any interested person.

#### **11. ANNUAL GENERAL MEETING:**

- 11.1 The Association shall hold an Annual General Meeting during the month of March each year on a date and at a time and place to be fixed by the Council.
- 11.2 The Annual General Meeting shall be open to financial members of affiliated clubs and their guests.
- 11.3 The business of the Annual General Meeting shall be:
- a. To confirm the Minutes of the previous Annual General Meeting and of any Special General Meeting held since the previous Annual General Meeting;
  - b. To receive the Annual Report of the President;
  - c. To receive a balance sheet and statement of income and expenditure for the financial year together with the Auditor's report thereon;
  - d. To elect the Executive Officers and the Management Committee for the ensuing year;
  - e. To appoint an Auditor who shall not be a member of the Council;
  - f. To transact any other business included in the notice of meeting.
- 11.4 Any affiliated club wishing to bring forward any business at the Annual General Meeting shall give notice in writing of such business to the Secretary not later than 31<sup>st</sup> December in each year.
- 11.5 Nominations in writing for Executive Officers and the Management Committee shall be proposed and seconded by financial members of affiliated clubs and signed by the nominee and be received by the Secretary not less than fourteen (14) days prior to the Annual General Meeting.
- 11.6 In the event of no written nomination being received for a position on the Executive or Management Committee, nominations may be taken at the meeting.
- 11.7 Any member of any affiliated club at the Annual General Meeting shall be entitled to ask questions and to speak on any motion.

#### **12. SPECIAL GENERAL MEETING:**

- 12.1 A Special General Meeting may be convened at any time by the President and shall be convened by the Council within six (6) weeks of receipt of a requisition in writing signed by at least five (5) councillors.
- 12.2 The requisition shall state the objects of the meeting and shall be deposited with the Secretary.
- 12.3 If the Council does not within twenty-one (21) days after the deposit of the requisition proceed to convene a meeting, the requisitionists may convene a meeting but any meeting so convened shall be held within three (3) months of the date of deposit of the requisition.

#### **13. NOTICE OF AND PROCEDURE AT GENERAL MEETINGS:**

- 13.1 Notice - Notice in writing of any General Meeting specifying the date time and place of the meeting and the business to be transacted shall be forwarded to all affiliated clubs at least twenty-one (21) days prior to the date of the meeting.
- 13.2 Entitlement to vote - Subject to clause 13.5 only the delegates of the affiliated clubs shall be entitled to vote at a general meeting.
- 13.3 Quorum - No business shall be transacted at any general meeting unless a quorum is present which shall be not less than half of those entitled to vote. If within thirty minutes of the time appointed for the meeting a quorum is not present the meeting if convened upon the requisition of counsellors shall be dissolved but in any other case shall stand adjourned to the same day in the next week at the same time and place. If at the adjourned meeting a quorum is not present within fifteen minutes of the time appointed for the meeting the persons then present (being not less than two) shall be a quorum.
- 13.4 Voting - A resolution put to the vote shall be decided on a show of hands unless a secret ballot is demanded before the resolution is put in which event a secret ballot shall be taken in such manner as the Chairman directs.
- 13.5 Casting Vote - Except in the case of elections of Executive Officers the Chairman shall have a casting vote in the event of equality of votes.

#### **14. FINANCE:**

- 14.1 All monies received on behalf of the Association shall be paid into a bank or other account opened by the Association and all payments made from Association funds be authorised by any two of the President, Secretary and Treasurer.
- 14.2 At each regular meeting of Council the Treasurer shall produce a statement of receipts and expenditures reconciled with the bank and other accounts.
- 14.3 Payment of accounts shall be approved by Council and paid from an account of the Association.
- 14.4 The Council may authorise the opening of separate accounts from time to time to be used for specific purposes. On completion of the purpose the surplus funds if any shall be transferred to the general funds of the Association.
- 14.5 The Council may invest any monies of the Association, which are surplus to immediate needs.

15. **AUDIT:**

As soon as practicable after the end of the financial year or upon request of the President or the Council the accounts of the Association shall be audited and the Auditor shall report thereon to the Association.

16. **ASSETS:**

None of the assets of the Association shall be given or transferred in any way to any affiliated club or any member of any affiliated club except payments made in good faith for services rendered or goods supplied for out-of-pocket expenses incurred with the authority of the Council.

17. **PUBLIC OFFICER:**

Unless otherwise determined by the Council the Secretary shall be the Public Officer.

18. **RULES:**

- 18.1 The Council may from time to time make repeal amend or alter such rules (not inconsistent with this Constitution) as it shall think fit for the management and well being of the Association.
- 18.2 A copy of any rule so made shall be: a. sent to all affiliated clubs; b. published in the Newsletter forthwith; c. made available for inspection by any member of an affiliated club on reasonable notice to the Secretary of the Association.
- 18.3 All rules shall be binding upon affiliated clubs and their members.
- 18.4 Any rule may be repealed by the Association at a General Meeting.

19. **LOTTERIES:**

In the event that the Association receives income from a lottery or other activity conducted under a licence issued pursuant to the Lottery Regulations 1971 as varied from time to time or any regulations in substitution therefore the income shall be applied to the general funds of the Association to be applied towards the promotion of its objects and no member of the Council shall be entitled to remuneration or benefit from such income.

20. **SEAL HOLDERS:**

The common seal of the Association shall only be affixed to any document with the authority of the Council and in the presence of the President who shall sign every document to which the seal is affixed and ever such document shall be countersigned by the Secretary or some other person appointed by the Council.

21. **ALTERATION OF THE CONSTITUTION:**

This Constitution may be added to repealed or amended at any annual or other general meeting by resolution carried by a majority of not less than three fourths of club delegates present and voting thereon.

22. **DISSOLUTION:**

If at any general meeting a resolution for the dissolution of the Association is carried by a majority of not less than three fourths of the persons present and voting thereon, the Council shall by such future date as specified in the resolution realise the property of the Association and after the discharge of all liabilities shall give or transfer the assets of the Association to such associations

clubs bodies or societies having similar objects to the Association or such charitable institutions as the Association at the time of passing the resolution for dissolution shall decide.

23. **POWERS:**

The association shall have all the powers conferred by section 25 of the Associations Incorporation Act 1985