

**1 NAME**

The name of the Association shall be ORIENTEERING NSW INCORPORATED (“ONSW”).

**2 DEFINITIONS AND INTERPRETATION**

2.1 In this Constitution unless the contrary intention appears:

**Act** means the *Associations Incorporation Act (NSW)*.

**Annual General Meeting (AGM)** means the annual general meeting of the Association held in accordance with clause 15.

**Association** means ORIENTEERING NSW Incorporated (ONSW).

**Board** means the governing body of ONSW. The Board performs the functions of “the committee” under the Act.

**Board Member** means a person elected or appointed to a position on the Board in accordance with clauses 7 to 10.

**Club** means an Orienteering sporting club which is a member of the Association, whether incorporated or not.

**Constitution** means this Constitution of the Association.

**Delegate** means the person(s) appointed from time to time to act for and on behalf of a club and to represent the club at General Meetings.

**Executive** means the President, Secretary and Finance Director.

**General Meeting** means any formal meeting of the Association, held in accordance with clause 16.

**Junior Member** means an individual who turns 20 years or less during the current membership year.

**Member** means a member for the time being of the Association under clause 4.

**OA** means Orienteering Australia, the national body for the sport of Orienteering.

**Objects** means the objects of ONSW in clause 3.

**Public Officer** means the person appointed to be the public officer of ONSW in accordance with the Act.

**Regulation** means the *Associations Incorporation Regulation (NSW)*.

**Senior Member** means an individual who turns 21 years of age or more during the current membership year.

**Special General Meeting (SGM)** means a general meeting of the Association convened to consider a Special Resolution, in accordance with clause 17.

**Special Resolution** means a special resolution defined in the Act.

**Voting Junior Member** means a Junior Member who has reached the age of 18 years and is therefore entitled to vote.

2.2 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, if the function is a duty, a reference to the performance of the duty.

2.3 The provisions of the *Interpretation Act 1987* apply to and in respect of this Constitution in the same manner as those provisions would so apply if this Constitution were an instrument made under the Act.

### **3 OBJECTS AND POWERS**

The objects for which ONSW is established and powers of ONSW are:

- (a) To promote the benefits of Orienteering in NSW to individuals and families as both a community and an elite sport.
- (b) To co-operate with organisations administering the sport in other States of Australia and other countries. This includes allowing other State and Territory Associations or clubs to produce maps and/or run events within the geographic boundaries of NSW, subject to conditions approved by the Board.
- (c) To affiliate with OA.
- (d) To participate as a member of OA so the sport of Orienteering can be conducted, encouraged, promoted, advanced and administered in New South Wales,
- (e) To act at all times on behalf of, and in the interest of, the members and the sport in New South Wales, having regard to the public interest in its operations.
- (f) To determine which orienteering clubs based within New South Wales shall be granted affiliation to ONSW, and to regulate the operation of the affiliated clubs.
- (g) To regulate the relationships between affiliated clubs and the members thereof and to provide facilities for settlement of disputes, punishment of misconduct and for breaches of the Constitution of ONSW or any Rules or Regulations made by ONSW.
- (h) To raise revenue to support ONSW's activities.
- (i) To make grants by way of gift and to render other financial assistance to affiliated clubs and other persons and bodies connected with the conduct of the sport.
- (j) To hear and determine upon and settle all questions or disputes on any matter relating to orienteering in NSW.
- (k) To hear and determine upon any allegation, complaint or charge which may be made or laid against any club or member thereof involving a breach of Constitution or the Rules and Regulations of ONSW or the laws relating to orienteering.

(l) To apply appropriate penalties for any breach of the Constitution or the Rules and Regulations of ONSW or laws relating to Orienteering by any club member.

(m) To delegate such of its powers as are appropriate to any committee or committees appointed by ONSW.

(n) To employ staff for the purpose of carrying out its objects.

(o) To adopt and implement such policies as may be developed by OA, including (as relevant and applicable) member protection, anti-doping, health and safety, junior sport, infectious diseases and such other matters as may arise as issues to be addressed in the sport.

(p) To enter into any arrangements with governments, municipalities, government departments, statutory authorities, corporations, organisations or individuals that may appear conducive to ONSW's objects or ONSW's interests, to obtain any rights and privileges which ONSW may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.

(q) To invest and utilise the funds of ONSW in such manner as may from time to time be considered appropriate.

(r) To publish any newspapers, periodicals, books or leaflets in hard copy or electronic form that ONSW may think desirable for the promotion of its objects.

(s) To operate as a not-for-profit organisation. The assets and income of ONSW shall be applied solely in furtherance of its above-mentioned objects and no portion shall be distributed directly or indirectly to the members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.

(t) To undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these objects.

#### **4 MEMBERS**

(a) Any person may apply for membership of ONSW by agreeing to abide by ONSW's Rules and Regulations, nominating an affiliated club and paying the appropriate fee.

(b) The members of ONSW shall consist of:

(i) Clubs, which subject to this Constitution, shall be represented by one or more Delegates, who shall have the right to receive notice of General Meetings and to be present, debate and vote on behalf of the club at General Meetings.

(ii) Individual members who shall have the right to be present and speak at General Meetings but shall have no rights to vote at General Meetings.

(iii) Such new or other categories of members as may be established by the Board. Any new category of member established by the Board cannot be granted voting rights without the approval of ONSW at a General Meeting.

(c) A right, privilege or obligation which a person has by reason of being a member of ONSW:

- i. is not capable of being transferred to another person.
- ii. terminates on cessation of the person's membership.

## **5 REGISTER OF MEMBERS**

- (a) The ONSW Public Officer shall ensure that a register of members is established and maintained. The register may be electronic. The following information for each Individual Member should be recorded (as a minimum):
  - i. name
  - ii. postal or residential address
  - iii. category of member (Senior, Junior, Voting Junior or Life)
  - iv. email address
  - v. year that the person became a member.
- (b) The register of members shall be kept in New South Wales:
  - (i) at the main premises of the Association, or
  - (ii) if the Association has no premises, at the Association's official address.
- (c) Having regard to the Act, confidentiality considerations and privacy laws, inspection of the register shall only be available as required by the Act and under clause 29. If permitted, only an extract of the register shall be made available for inspection (but not copying) by members, upon reasonable request.
- (d) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information shall not be made available for inspection.
- (e) A member shall not use information about a person obtained from the register to contact or send material to the person, other than for:
  - (i) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Association or other material relating to the Association, or
  - (ii) any other purpose necessary to comply with a requirement of the Act or the Regulation.
- (f) If the register of members is kept in electronic form:
  - (i) it shall be convertible into hard copy, and
  - (ii) the requirements in subclauses (b) and (c) apply as if a reference to the register of members is a reference to a current hard copy of the register of members.

## **6 POWERS OF THE BOARD**

Subject to the Act and this Constitution, the business of ONSW shall be managed, and the powers of ONSW shall be exercised, by the Board. In particular, the Board as the governing body for the sport of Orienteering in New South Wales shall be responsible for acting on State and local issues in accordance with the Objects and shall operate for the benefit of the members and the community throughout New South Wales and shall govern

the sport in New South Wales in accordance with this Constitution and in particular the objects.

## **7 COMPOSITION OF THE BOARD AND EXECUTIVE**

(a) The affairs of ONSW shall be administered by a Board comprising:

1. The President
2. The Vice-President
3. The Secretary
4. The Finance Director
5. Up to five (5) other Board Members

(b) All Board members shall be members of ONSW.

(c) The Board may allocate portfolios and/or titles to Board Members. Subject to this Constitution and any properly passed resolution of the Board, the allocation of portfolios or titles does not affect the powers and duties of Board Members.

(d) A register of Board Members shall be maintained, containing the following details of each Board Member:

- i. name
- ii. date of birth
- iii. residential address
- iv. email address
- v. date of becoming a Board Member and the date of ceasing to be on the Board.
- vi. any other particulars as may be prescribed by the Regulations.

(e) A register shall be maintained of any disclosure of interest of any Board Member. This shall include any direct or indirect interests which appear to raise a conflict between that member and the proper performance of Board duties. To avoid conflicts of interest Board Members shall not also act as Delegates.

(f) The President, Secretary and Finance Director shall comprise the Executive of ONSW. If the President is not available the Vice President may, by agreement, act in his or her place. If the need arises the Executive may make urgent decisions on behalf of the Board; such decisions shall be subject to ratification by the Board.

(g) The Executive may in consultation with the Board, as appropriate, employ such personnel as are deemed necessary or appropriate from time to time and such appointments shall be for such period and on such conditions as the Executive determines.

(h) Subject to clauses 9 and 10, a Board Member shall hold office for a term of two years.

(i) A retiring Board Member holds office until the end of the meeting at which that Board Member retires but, subject to the requirement of this Constitution, including clause 7(j) and clause 10, is eligible for re-election.

(j) A Board Member shall not serve more than six consecutive years as a Board Member, including where one or more of the years is as a Board Member appointed to a casual vacancy in accordance with Clause 10.

- (k) For the purpose of clauses 7(j) and 10, where service:
  - a. by a person as a Board Member under this Constitution is for a period less than two years:
    - i. if the service is less than one year, it shall be treated as one full year;
    - ii. if the service is between one year and two years, it shall be treated as two full years;
  - b. by a person as a Board Member takes place immediately before the adoption of this Constitution, the number of consecutive years of service by that person before the adoption of this Constitution shall be treated as service towards clause 7(j), rounded up to the nearest full year. Such a Board Member may complete the term which they were serving at the time of the adoption of this Constitution.

(l) A Board Member who has served the maximum number of years in accordance with clause 7(j) shall not be eligible to be a Board Member for two years following the completion of their maximum term.

## **8 NOMINATION AND ELECTION OF BOARD MEMBERS**

(a) The requisite number of Board Members shall be elected at the Annual General Meeting each year.

(b) A nomination for office, indicating the role sought by the nominee and bearing signatures of the nominee, proposer, and seconder shall be in the hands of the Secretary at least three (3) weeks prior to the Annual General Meeting. Details of such nominations shall be sent to all Delegates at least fourteen (14) days prior to such a meeting. Proposer, nominator and nominee shall all be ONSW members.

(c) One or more Returning Officers shall be appointed by the Board to conduct any elections of Board Members. The Returning Officer(s) shall not be a candidate for any elected position.

(d) The Returning Officer in conjunction with the Board shall determine whether an election is to be conducted by electronic voting, postal ballot, written votes or other means. Voting shall be conducted in such manner and by such method as approved by the Board with the proviso that only endorsed Delegates are eligible to vote.

(e) Elections for all positions shall be by a single ballot with the candidate or candidates receiving the highest total of votes being declared elected to the position.

(f) Where there is only one nomination for a particular role, then the person who has nominated in writing for that role shall be declared elected.

(g) If there are an insufficient number of nominations to fill the Board positions, then nominations shall be invited at the meeting for the unfilled position(s). A nomination at the meeting shall not be accepted unless it is seconded and the nominee is present at the meeting. Any necessary election shall be conducted in the manner required for the office.

## **9 TRANSITIONAL PROVISIONS**

(a) The Board Members at the time this Constitution is adopted shall remain as Board Members until the first AGM following the adoption of this Constitution.

- (b) At the first AGM following the adoption of this Constitution five Board Members shall be elected for two years and four Board Members shall be elected for one year.
- c) At the second AGM following the adoption of this Constitution, four Board Members shall be elected for two years.
- (d) The elected cycle shall then proceed based on terms of election.

## **10 VACANCIES ON THE BOARD**

- (a) A casual vacancy in the membership of the Board is deemed to occur if the member:
- (i) dies,
  - (ii) ceases to be a member of ONSW,
  - (iii) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* (Cth) as amended,
  - (iv) resigns office by notice in writing given to the Secretary,
  - (v) becomes a mentally incapacitated person,
  - (vi) is absent from three (3) consecutive meetings of the Board without the consent of the Board; or
  - (vii) is removed from office under Clause 12.

(b) In the event of a casual vacancy occurring in the membership of the Board, the Board may appoint a member of ONSW to fill the vacancy and the member appointed shall hold the office for the remainder of the previous Board Member's term under this Constitution.

(c) If a casual vacancy arises in the office of a Board Member, the remaining Board Members may act but, if the number of remaining Board Members is not sufficient to constitute a quorum at a meeting of the Board, they may act only for the purpose of increasing the number of Board Members to a number sufficient to constitute such a quorum.

## **11 FUNCTIONS OF THE BOARD**

The Board, subject to any resolution passed by ONSW at meetings:

- (a) shall control and manage the affairs of ONSW.
- (b) may exercise all such functions as may be exercised by ONSW other than those functions that are required by the Constitution to be exercised by a meeting of ONSW.
- (c) has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of ONSW.
- (d) The Board shall cause a record to be maintained of attendance at its meetings.
- (e) The Board shall meet at least six (6) times per year or more often at the direction of a General Meeting or the President or Secretary.
- (f) The Board shall determine the order of business of a Board meeting.
- (g) A member of the Board who is engaged on business on behalf of ONSW at a time when a meeting of the Board is being held shall be deemed to be in attendance at such meeting of the Board.

(h) A member of the Board may participate at a Board 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.

## **12 REMOVAL OF BOARD MEMBER**

(a) A General Meeting of ONSW may suspend a Board Member from that position for:

- (i) failing to perform duties to the satisfaction of ONSW,
- (ii) knowingly failing to comply with the requirements of the Constitution or regulations applicable to the position,
- (iii) using the position for personal gain without approval of ONSW, or
- (iv) otherwise using the position to act in a manner contrary to the interests of ONSW.

(b) A motion to dismiss a Board Member from office shall be proposed and seconded in writing to the Secretary in sufficient time that notice of the motion may be despatched to all Delegates at least thirty (30) days prior to the General Meeting considering such motion.

(c) Any proposed suspension of a Board member from office (subclause b) shall be firstly reviewed by the Executive, who shall determine whether to recommend a Motion of Dismissal from his or her office to a General Meeting.

(d) If the decision is made to proceed with a Motion of Dismissal, the Board Member to whom a proposed resolution referred to in subclause (a) relates will be invited to make representations in writing to the Secretary or President (not exceeding a reasonable length) and request that the representations be notified to the members of ONSW either in writing or to be read out at the meeting at which the resolution is considered.

(e) The Motion of Dismissal is to be determined by a simple majority of votes cast by members of ONSW entitled to vote at General Meetings under clause 4(b)..

(f) A Board Member so dismissed shall have no right of appeal.

## **13 DELEGATION**

(a) The Board may by instrument in writing create or establish or appoint committees, individual officers and consultants to carry out specific duties and functions. The Board shall determine what powers these committees are given. In exercising its power under this clause the Board shall take into account broad stakeholder involvement and where possible gender diversity.

In the establishing instrument, the Board may delegate such functions as are specified in the instrument, other than:

- i. this power of delegation; and
- ii. a function imposed on the Board by the Act or any other law, or this Constitution.

A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function or at the time or circumstances as may be specified in the delegation.

(b) The President, Secretary, and the Finance Director shall be ex-officio members of all committees.

(c) Committees and members co-opted for specific purpose shall report to the Board as directed.



(d) 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.

(e) The Board may by resolution and/or instrument in writing, at any time revoke wholly or in part any delegation made under this clause. The Board may also amend or repeal any decision made by such body or person under this clause.

#### **14 ONSW MEETINGS**

(a) The meetings of ONSW shall be:

1. Annual General Meeting
2. General Meetings
3. Special General Meetings

(b) The procedures at meetings shall be governed, where applicable, by the standing orders of ONSW, which will be endorsed by the Meeting at the beginning of each General Meeting.

(c) Only authorised representatives of affiliated clubs (Delegates) shall be permitted to vote at ONSW meetings.

(d) Each affiliated club shall nominate Delegates on the basis of one (1) Delegate for each 25 Senior and Voting Junior Members or part thereof as of 31 December of the previous year, provided that no club may have more than five (5) Delegates.

(e) Clubs shall notify in writing to the ONSW Secretary the name(s) of its Delegate(s) and shall advise the Secretary in writing of any change in its representation.

(f) Meetings shall be open to members of the press except when that approval is revoked by majority of the Delegates present at the meeting.

(g) The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any Delegate shall not invalidate the proceedings of any meeting.

(h) The attendance of Delegates at all meetings of ONSW shall be recorded.

(i) Meetings shall be chaired by the President or, if the President is not present, by the Vice-President. If both are absent a Board Member shall be appointed by the Board to chair the meeting.

(j) Any Delegate may participate at a meeting from another venue through the use of technology. A Delegate attending a meeting in this way is entitled to vote as if the Delegate was present in person.

(k) Quorums for meetings of ONSW shall be:

1. Annual General Meetings - 50% of Delegates
2. General Meetings - 50% of Delegates
3. Special General Meetings - 50% of Delegates
4. Board Meetings - 5 Board members

(l) No business shall be transacted at a meeting unless a quorum is present, and if, within half an hour of the time appointed for the meeting, a quorum is not present, the Meeting stands adjourned to the same place and at the same hour of the same day in the following week.

(m) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall proceed.

## **15 ANNUAL GENERAL MEETING**

(a) The ONSW Annual General Meeting shall be held no later than six (6) months after the end of ONSW's financial year.

(b) Notice, in writing, of the date, venue and time of the Annual General Meeting together with any Notices of Motion or business papers shall be sent to all Delegates at least 14 days prior to such meeting.

(c) Business to be transacted at the Annual General Meeting shall be:

1. Minutes of the previous Annual General Meeting
2. Correspondence
3. Annual Report
4. Financial Statement and Auditor's Report
5. Election of Board Members
6. Other Elections, if required
7. Motions on Notice
8. General Business

## **16 GENERAL MEETINGS**

(a) ONSW General Meetings shall be held at a time on such a day and at a place as the Annual General Meeting or Board may decide.

(b) Notice, in writing, of the date, venue and time of a General Meeting shall be sent to all Delegates at least 14 days prior to such meeting.

(c) The order of business of a General Meeting shall be:

1. Minutes of previous General Meeting
2. Correspondence
3. Reports
4. Motions on Notice
5. General Business

(d) 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 given after receipt of the notice from the member.

## **17 SPECIAL GENERAL MEETINGS**

(a) The Board at any time, or the President on the requisition of not less than six (6) Delegates, may convene a Special General Meeting through the Secretary.

(b) Delegates shall be given at least twenty-one (21) days' notice in writing of the date, venue and time of a Special General Meeting together with a statement of the proposed Special Resolution and any other business proposed to be transacted thereat.

## **18 VOTING AT ONSW MEETINGS**

(a) Delegates may vote in person or by proxy and shall be entitled to one vote per Delegate.

(b) Each Delegate shall be entitled to appoint another member as proxy by notice given to the Secretary prior to the meeting in respect of which the proxy is appointed.

(c) All motions that are ordinary resolutions shall be decided by the voices or by a show of hands by Delegates or their proxies in a deliberate vote and, in the event of an equality of votes, a casting vote by the Chairperson.

(d) Notwithstanding Sections 38 and 39 of the Act, any proposed ordinary or Special Resolution shall be voted upon at a General Meeting, and the alternative of a separate electronic vote or postal ballot shall not be used.

## **19 ALTERATION TO CONSTITUTION**

(a) This Constitution may be altered only by Special Resolution of ONSW at a Special General Meeting of ONSW.

(b) Notice of any motion to amend, add to, or repeal any provision of this Constitution shall be given in writing to the Secretary of ONSW signed by its proposer and seconder and shall specify the particular clause of the Constitution which it is proposed to amend, add to or repeal, the precise nature of the proposed alteration, and the reasons for the proposed change.

(c) Any such motion shall not be put to a meeting of ONSW unless a copy of the Notice of Motion, bearing the names of the proposer and seconder, has been sent to all Delegates at least twenty-one (21) days prior to such meeting clearly stating that the motion is a Special Resolution.

(d) Any such motion shall be adopted as a Special Resolution if seventy-five percent (75%) or more of those Delegates or proxies eligible to vote, vote for this adoption.

## **20 RESOLUTION OF INTERNAL DISPUTES**

The Board shall initially try to resolve any disputes between members (in their capacity as members) of ONSW and disputes between members and ONSW. If the Board cannot resolve any such dispute the dispute shall be referred to a community justice centre for mediation in accordance with the *Community Justice Centres Act* 1983.

## **21 DISCIPLINING OF MEMBERS**

- (1) A complaint may be made to the Board by any person that a member of ONSW:
  - (a) has refused or neglected to comply with a provision or provisions of this Constitution, or
  - (b) has wilfully acted in a manner prejudicial to the interests of ONSW.
- (2) The Board may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the Board decides to deal with the complaint, the Board:
  - (a) shall cause notice of the complaint to be served on the member concerned, and
  - (b) shall give the member at least 14 days from the time the notice is served within which to make submissions to the Board in connection with the complaint, and
  - (c) shall take into consideration any submissions made by the member in connection with the complaint.

- (4) The Board may, by resolution, expel the member from ONSW or suspend the member from membership of ONSW if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- (5) If the Board expels or suspends a member, the Secretary shall, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Board for having taken that action and of the member's right of appeal under clause 22.
- (6) The expulsion or suspension does not take effect:
  - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
  - (b) if within that period the member exercises the right of appeal, unless and until ONSW confirms the resolution under clause 22,whichever is the later.

## **22 RIGHT OF APPEAL OF DISCIPLINED MEMBER**

- (1) A member may appeal to ONSW at a General Meeting against a resolution of the Board under clause 21, within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under subclause (1), the Secretary shall notify the Board, which is to convene a General Meeting of ONSW to be held within 28 days after the date on which the Secretary received the notice.
- (4) At a General Meeting of ONSW convened under subclause (3):
  - (a) no business other than the question of the appeal is to be transacted, and
  - (b) the Board and the member shall be given the opportunity to state their respective cases orally or in writing, or both, and
  - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by members of ONSW entitled to vote at General Meetings under clause 4(b).

## **23 RELATIONSHIP WITH OA**

- (a) ONSW is a member of Orienteering Australia Inc, (OA) and is recognised by OA as the controlling authority for the sport in New South Wales and subject to compliance with this Constitution and the OA Constitution shall continue to be so recognised and shall administer the sport in New South Wales in accordance with the objects.
- (b) The Board shall appoint one or more members to represent ONSW at OA meetings, as required to meet the applicable OA rules.

(c) The Representative(s) should attend all OA General Meetings and report to the next Board meeting all matters appertaining to ONSW.

(d) When voting takes place at an OA meeting the ONSW Voting Delegate or Delegates shall follow any instructions from the Board.

## **24 FUNDS**

(a) ONSW funds shall be derived from membership fees, event sanctioning fees, grants, sponsorships, donations and such other sources as the Board determines.

(b) The financial year of ONSW shall begin on 1 January and end on 31 December of each year.

(c) ONSW funds shall be banked in the name of ONSW in an authorised deposit taking institution.

(d) All payments from the funds of ONSW shall be authorised by any two (2) of the following Board Members: President, Secretary, Finance Director and one other Board Member appointed by the Board.

(e) Subject to (c) and (d) above, the Finance Director shall invest and utilise the funds of ONSW in such manner as the Board may from time to time deem appropriate.

(f) The Board shall determine the annual membership fees. Discounted fees may be set for members or groups of members who satisfy particular criteria.

## **25 VISITORS**

(a) ONSW may admit visitors to, or exclude them from, ONSW Meetings.

(b) The Board may admit visitors to, or exclude them from, Board Meetings.

(c) Any visitor may address the meeting upon the invitation of the Chairperson.

(d) Visitors shall not be entitled to vote.

## **26 MEMBERS' LIABILITIES**

The liabilities of a member of ONSW to contribute towards the payment of the debts and liabilities of ONSW or the cost, charges and expenses of the winding up of ONSW are limited to the amount, if any, due or owing by the member to ONSW.

## **27 AUTHORISED SIGNATORIES**

(a) Documents can be executed if signed by two (2) authorised signatories.

(b) The Board shall appoint at least three (3) Board Members to act as authorised signatories. The Public Officer shall be an authorised signatory by virtue of the office.

(c) A record of authorised signatories shall be maintained to include for each person

- (i) name
- (ii) position
- (iii) date of appointment and date ceased, with reason.

## **28 CUSTODY OF BOOKS**

(a) Except as otherwise provided by this constitution, all records, books and other documents (other than electronic records) relating to ONSW shall be kept in New South Wales.

(b) If the records and documents are kept in electronic form:

(i) they shall be convertible into hard copy, and

(ii) the requirements in subclause (a) apply as if a reference to the records is a reference to a current hard copy of the records.

## **29 INSPECTION OF BOOKS**

(1) The following documents (including electronic records) shall be open to inspection, free of charge, by a member of ONSW at any reasonable hour:

(a) records, books and other financial documents of ONSW,

(b) this Constitution,

(c) minutes of all Board meetings and General Meetings of ONSW.

(2) Despite subclause (1), the Board may refuse to permit a member of ONSW to inspect or obtain a copy of records of ONSW that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of ONSW.

## **30 WINDING UP**

The Association may be wound up voluntarily by passing a Special Resolution at a General Meeting. In the event of ONSW being wound up, any surplus moneys from grants shall be returned to the Grantor. Surplus property and other assets remaining after satisfaction of all debts, liabilities and costs shall be disposed of in accordance with a Special Resolution passed at the General Meeting.

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Adopted at the 16 August 2021 General Meeting of Orienteering NSW.

Reason for revision: Major update and editorial review, removal of redundant sections. Inclusion of NSW Office of Sport recommendations.

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