

1 NAME

The name of the Association shall be ORIENTEERING NSW INCORPORATED (hereinafter called "ONSW").

2 OBJECTS AND POWERS

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

(a) To foster and control the sport of Orienteering throughout the State of New South Wales and generally to take such action as may be considered conducive to its best interests.

(b) To co-operate with organisations controlling the sport in other States of Australia and other countries in the fostering and control of the sport.

(c) To affiliate with Orienteering Australia (hereinafter called OA) .

(d) To determine which orienteering clubs based within New South Wales shall be granted affiliation to ONSW.

(e) To regulate the operation of all affiliated clubs.

(f) 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.

(g) To define the territories allocated to affiliated clubs and from time to time to alter such territories.

(h) To raise money by subscription or otherwise from affiliated clubs or other members thereof.

(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 on any club member.

(m) To delegate all or any of its powers to any committee or committees appointed by ONSW.

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

(o) Generally to do all things necessary for or incidental to the pursuit of the objects of ONSW.

(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 money 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 the organisation 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.

3 MEMBERSHIP

(a) Any person may apply for membership of ONSW by agreeing to abide by ONSW's Rules and regulations, and paying the appropriate fee. The membership types are Senior Member, Junior Member, Family Member or Associate Member.

(b) In applying for membership of ONSW the person shall nominate to be a member of an affiliated club. Affiliated clubs are those not-for-profit orienteering clubs in NSW

that are recognised by ONSW as affiliated clubs and agree to abide by ONSW's rules and regulations. ONSW will maintain a register of affiliated clubs.

(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.

(d) Register of Members

The ONSW Public Officer must ensure that a register of members is established and maintained. The following information for each member should be recorded:

- i. name
- ii. postal or residential address
- iii. email address
- iv. date of birth
- v. gender
- vi. year that the person became a member.

(e) Special Interest Groups

- i. ONSW may from time to time recognise that some of its members may form special interest groups, which deserve separate representation and voting rights at ONSW Meetings.
- ii. ONSW will maintain a list of such special interest groups as are recognised by it.
- iii. Each special interest group recognised by ONSW will be entitled to nominate one (1) Delegate to represent it and vote at ONSW Meetings.

4 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 OA.

(c) Only authorised representatives of affiliated clubs and recognised Special Interest Groups (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 20 Memberships (not including Associate memberships) or part thereof as at 31 December of the previous year, provided that no club may have more than five (5) Delegates.

(e) Clubs and recognised Special Interest Groups 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 will be chaired by the President or, if the President is not present, by a Board Member 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.

5 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 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
7. Motions on Notice
8. Board Recommendations
9. General Business

6 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. General Business

7 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 fourteen (14) days notice in writing of the date, venue and time of a Special General Meeting together with statement of business proposed to be transacted thereat.

8 VOTING AT ONSW MEETINGS

(a) Delegates may vote in person or by proxy and shall be entitled to 1 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 in a deliberate vote and, in the event of an equality of votes, a casting vote by the Chairperson.

(d) Postal ballots shall not be used to determine any issue or proposal which is put to an ONSW meeting.

9 COMPOSITION AND MEMBERSHIP OF THE BOARD

(a).The day to day affairs of ONSW shall be administered by a Board comprising

1. The President
2. The Secretary
3. The Finance Director
4. Six (6) other Directors,

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

(c) Each Board member may have responsibility for a particular role.

(d) Each Board member 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.

(e) A register of Board members must 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. position held and date of appointment and ceasing to hold that position.

(f) A register must be maintained of any disclosure of interest of any Board member. This will include any direct or indirect interests which appear to raise a conflict between that member and the proper performance of Board duties.

10 ELECTION OF BOARD MEMBERS

(a) The Board Members shall be elected at the Annual General Meeting each year and shall hold office until their successors are elected or until they are removed from office in accordance with this Constitution or they resign.

(b) A nomination for office, indicating the role sought by the nominee and bearing signatures of the proposer, nominator and nominee 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) A Returning Officer shall be appointed to conduct any elections of Board Members.

(d) In the conduct of any election for the positions of President, Secretary and Finance Director the Returning Officer shall act in accordance with the following procedures:

(i) A candidate who receives the number of first preference votes greater than half the total numbers of formal ballot papers shall thereupon be elected.

(ii) Where no candidate has received an absolute majority of first-preference votes, the Returning Officer shall proceed with scrutiny as follows:

(1) The candidate who received the fewest first-preference votes shall be excluded, and each ballot paper counted to him/her shall be counted to the candidates next in order of the voter's preference.

(2) Then if no candidate has an absolute majority of the votes, the process shall be repeated by the excluding the next candidate who has the fewest votes, and counting each of his/her ballot papers to unexcluded candidates next in the order of the voter's preference, until one candidate has received an absolute majority of votes and is elected.

(e) Elections for all other 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 inadequate number of nominations to fill the Board positions, then nominations shall be invited at the meeting for the unfilled positions. 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.

11 THE BOARD

(a) The Board shall consist of the following members:

1. The President
2. The Secretary
3. The Finance Director
4. Six (6) other Directors,

each of whom shall be elected at the Annual General Meeting of ONSW.

(b) Each member of the Board 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.

(c) 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, subject to these Rules, until the conclusion of the Annual General Meeting next following the date of the appointment.

(d) 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 Rule 13.

(e) The Board shall cause a record to be maintained of attendance at its meetings.

(f) The Board shall meet at least four (4) times per year or more often at the direction of a General Meeting or the President or Secretary.

(g) The Board shall determine the order of business of a Board meeting.

(h) Minutes of each Board meeting shall be forwarded to each Delegate within twenty one (21) days of such meeting.

(i) 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.

(j) 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 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 these Rules 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.

13 REMOVAL OF BOARD MEMBER

(a) ONSW may dismiss 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 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 meeting considering such motion.

(c) Any such motion shall be declared lost unless sixty percent (60%) of those present and eligible to vote, vote for the motion.

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

14 COMMITTEES

(a) The Board may appoint Committees or co-opt members of ONSW or of affiliated clubs for specific purposes.

(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..

15 QUORUMS

(a) 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.

(b) 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.

(c) 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.

16 ALTERATION TO CONSTITUTION

(a) This Constitution may be altered only by Special Resolution of ONSW at a 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 and the precise nature of the proposed alteration.

(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 present and eligible to vote, vote for this adoption.

17 RESOLUTION OF INTERNAL DISPUTES

The Board will 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.

18 MISCONDUCT

(a) The President or Secretary shall have the power to cite or cause to appear before the Board of ONSW any of ONSW's members against whom a complaint of conduct contrary to policy or prejudicial to the interest or welfare or image of ONSW shall have been made.

(b) Upon any complaint being made of Conduct contrary to the policy or prejudicial to the interests or welfare of ONSW, the Board shall have the power to deal with such complaint and in the exercise of the power hereby conferred may disqualify, suspend or otherwise deal with any members it finds, after the due enquiry, to have been guilty of such conduct provided that at least seven (7) days before the meeting of the Board the member shall have had notice of such meeting and of what is alleged against him/her and that he/she shall at such meeting and before the Board reaches a decision on such complaint have had the opportunity of giving orally or in writing explanation or defence he/she may think appropriate.

(c) The decision of the Board in respect of such matters shall be final subject only to the right of appeal to the General Meeting.

(d) An ONSW member against whom action has been taken for misconduct in accordance with this Constitution may appeal to the General Meeting against the decision of the Board. Such appeal shall be made in writing and lodged with the ONSW Secretary within seven (7) days from the date of the decision which is subject of the appeal.

19 REPRESENTATIVE TO OA

(a) The Board shall appoint one Board member to be ONSW Delegate to OA and additional ONSW members to represent ONSW as required.

(b) The Delegate should attend all OA General Meetings and report to the next Board meeting all matters appertaining to ONSW discussed at the OA Meeting.

20 FUNDS

(a) ONSW funds shall be derived from registration fees, event sanctioning fees, grants 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 ONSW may from time to time deem appropriate.

21 REGISTRATION FEE

The Board shall determine the annual registration fee for the following year at a Board meeting prior to September 30 each year.

22 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.

23 DUTIES OF OFFICERS

The duties of the Officers of ONSW shall be as determined from time to time by a General Meeting of ONSW.

24 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 is limited to the amount, if any, due or owing by the member to ONSW.

25 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 will 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.

26 CUSTODY OF BOOKS

Except as otherwise provided by this Constitution, the Secretary must keep in his or her custody or under his or her control all records, books and other documents relating to ONSW.

27 INSPECTION OF BOOKS

The records, books and other documents of ONSW shall be open to inspection, free of charge, by a member of ONSW at any reasonable hour.

28 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 must be returned to the Grantor. Surplus property and other assets remaining after satisfaction of all debts, liabilities and costs must be disposed of in accordance with a Special Resolution passed at the General Meeting.

Adopted
April 2017

Reason for revision: Major update. Inclusion of requirements of the Associations Incorporations Regulation 2016
