

Garingal Orienteers Inc

Association Rules

PART 1 PRELIMINARY

RULE 1 NAME

The association shall be known as: GARINGAL ORIENTEERS INC hereinafter called the Association.

RULE 2 OBJECTS OF THE ASSOCIATION

The objects of the Association shall be:-

1. To encourage, promote and organise the sport of orienteering and related activities particularly in the northern suburbs of Sydney
2. To maintain affiliation with the Orienteering Association of N.S.W. (OANSW).

PART II MEMBERSHIP

RULE 3 MEMBERSHIP QUALIFICATIONS

- 1) The membership of the Association 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 Association shall be made in a form as determined by the Committee.
 - a) Such application will be lodged with the Secretary of the Association accompanied by a subscription as determined at the Annual Meeting of the Association.
 - b) 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 Association.
- 4) Honorary Life Membership. Honorary Life Membership may be granted to an Association member for long and outstanding service to the Association. Honorary Life Membership may be granted to an Association member by a vote of two-thirds of members present at an Annual Meeting provided that notice of the meeting shall contain notice of the proposed granting of Honorary Life Membership. Honorary Life Members are not required to pay any membership fees to the Association but may be required to pay affiliation fees to the

Orienteering Association of New South Wales. Honorary Life Membership shall be for life

RULE 4 CESSATION OF MEMBERSHIP

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

1. dies;
2. resigns that membership;
3. is expelled from the Association; or.
4. fails to pay the annual subscription within 120 days of the due date.

RULE 5 RESIGNATION OF MEMBERSHIP

1. A member of the Association 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.

RULE 6 REGISTER OF MEMBERS

1. The Public Officer of the Association shall establish and maintain a register of voting and non-voting members of the Association 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 Association and shall be open for inspection, free of charge, by any member of the Association at any reasonable hour.

RULE 7 MEMBERSHIP LIABILITIES

The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by Rule 3.3(b).

RULE 8 DISCIPLINING OF MEMBERS

1. Where the Committee is of the opinion that a member of the Association:
 - (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 Association, the Committee may, by resolution:
 - i) expel the member from the Association; or
 - ii) suspend the member from membership of the Association 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 9.
- 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 Association confirms the resolution pursuant to Rule 9 (4).

RULE 9 RIGHT OF APPEAL OF DISCIPLINED MEMBER

1. A member may appeal to the Association 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 Association to be held within 21 days after the date on which the Secretary received the notice.
3. At a general meeting of the Association 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 Association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

PART III THE COMMITTEE

RULE 10 POWERS, ETC., OF THE COMMITTEE

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

- (a) shall control and manage the affairs of the Association;
- (b) may exercise all such functions as may be exercised by the Association other than those functions that are required by these rules to be exercised by a general meeting of the members of the Association; 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 Association.

RULE 11 CONSTITUTION AND MEMBERSHIP

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 Association and up to nine (9) ordinary members each of whom shall be elected at the Annual General Meeting of the Association pursuant to Rule 13.
2. The office bearers of the Association shall be-
 - (a) President
 - (b) Secretary
 - (c) Treasurer.
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 Association 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.

RULE 12. ELECTION OF MEMBERS

1. Nominations of candidates for election as members of the Committee:
 - (a) shall be made in writing, signed by two members of the Association 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 Association 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, verbal 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.

RULE 13 PRESIDENT

1. The duties of the President shall be to take the Chair at all meetings of the Committee and to lead the Committee in its general function of running the Association.
2. In the absence of the President, the members present at the meeting shall elect a chairman for that meeting.

RULE 14 SECRETARY

1. The Secretary of the association shall, as soon as practicable after being appointed as Secretary, lodge notice with the association 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.

RULE 15 TREASURER

It is the duty of the Treasurer of the Association to ensure that

- (a) all money due to the Association is collected and received and that all payments authorised by the Association are made ; and
- (b) correct books and accounts are kept showing the financial affairs of the Association including full details of all receipts and expenditure connected with activities of the Association.

RULE 16 CASUAL VACANCIES

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 Association;
- (c) becomes an insolvent under administration within the meaning of the Corporations Act of the Commonwealth;
- (d) resigns office by notice in writing given to the Secretary;
- (e) is removed from office under Rule 17;
- (f) becomes a mentally incapacitated person; or
- (g) is absent without the consent of the Committee from all meetings of the Committee held during a period of 6 months.

RULE 17 REMOVAL OF A MEMBER

1. The Association, 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 Association, the Secretary or President may send a copy of the representations to each member of the Association 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.

RULE 18 MEETINGS AND QUORUM

1. The Committee shall meet at least four 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 four (4) 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 the President or, in the President's absence such one of the remaining members of the Committee as may be chosen by the members present at the meeting, shall preside.
8. The office bearers are empowered to act on behalf of the Association between Committee meetings provided two of the three agree on each issue. Any decision of the executive shall be ratified at the next Committee meeting.

RULE 19 DELEGATION BY COMMITTEE TO SUB-COMMITTEE

1. The Committee may delegate to one or more sub-committees (consisting of such member or members of the Association 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.

RULE 20 VOTING AND DECISIONS

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

RULE 21 ANNUAL GENERAL MEETINGS - HOLDING OF

1. With the exception of the first Annual General Meeting of the Association, the Association shall, at least once in each calendar year and within a period of 6 months after the expiration of each financial year of the Association, convene an Annual General Meeting of its members.
2. The Association 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 3 months after the expiration of the first financial year of the Association.
3. Clauses (1) and (2) have effect subject to any extension or permission granted by the Commissioner under Section 26(3) of the Act.

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

1. The Annual General Meeting of the Association shall, subject to the Act and to Rule 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 Association during the last preceding financial year;
 - (c) to elect office bearers and ordinary members of the committee,
 - (d) to receive and consider the financial statement which is required to be submitted to members pursuant to Section 26(6) of the Act.
 - (e) appointment for the ensuing year of an auditor
 - (f) adoption of the subscription for the ensuing year.
3. An Annual General Meeting shall be specified as such in the notice convening it.

RULE 23 SPECIAL GENERAL MEETINGS - CALLING OF

1. The Committee may, whenever it thinks fit, convene a special meeting of the Association.
2. The Committee shall, on the requisition in writing of not less than 5 members, convene a special general meeting of the Association.
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.

RULE 24 NOTICE

1. Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary shall, at least seven (7) days before the date fixed for the holding of the general meeting, cause to be sent by post or electronic mail 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 Association, 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.

RULE 25 PROCEDURE

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. Ten (10) 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.

RULE 26 PRESIDING MEMBER

1. The President or, in the Presidents absence, Vice-President, shall preside as chairperson at each general meeting of the Association.
2. If the President and Vice-President 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.

RULE 27 ADJOURNMENT

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 Association 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.

RULE 28 MAKING DECISIONS

1. A question arising at a general meeting of the Association 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 Association, 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 Association, 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.

RULE 29 SPECIAL RESOLUTIONS

A resolution of the Association is a special resolution if-

- (a) it is passed by a majority which comprises not less than three-quarters of such members of the Association 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 Commissioner 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 Commissioner.

RULE 30 VOTING

1. Upon any question arising at a general meeting of the Association 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 Association unless all money due and payable by the member or proxy to the Association has been paid, other than the amount of the annual subscription payable in respect of the then current year.

RULE 31 APPOINTMENT OF PROXIES

1. Each member shall be entitled to appoint another member as proxy by notice given to the Secretary before the commencement 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

RULE 32 FUNDS - SOURCE

1. The funds of the Association shall be derived from competition fees and annual subscriptions of members where applicable, donations and, subject to any resolution passed by the Association in general meeting, such other sources as the Committee determines.
2. All monies received by the Association shall be deposited as soon as practicable and without deduction to the credit of the Association financial institution account.

RULE 33 FUNDS - MANAGEMENT

1. Subject to any resolution passed by the Association in general meeting, the funds of the Association shall be used in pursuance of the objectives of the Association in such manner as the Committee determines.
2. All cheques, drafts, bills of exchange and other negotiable instruments shall be signed by any two office bearers of the Association being authorised to do so by the Committee.

RULE 34 ALTERATION OF OBJECTS AND RULES

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

RULE 35 COMMON SEAL

1. The common seal of the Association 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.

RULE 36 CUSTODY OF BOOKS, ETC

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 Association.

RULE 37 INSPECTION OF BOOKS, ETC

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

RULE 38 SERVICE OF NOTICES

For the purpose of these Rules, a notice may be served by or on behalf of the Association upon any member either personally or by sending it by post or electronic mail to the member at the member's address shown in the register of members.

RULE 39 DISSOLUTION

1. The Association shall be dissolved if:
 - (a) two successive years pass without an Annual General meeting being conducted or;
 - (b) a special resolution to dissolve the Association is passed in accordance with Rule 29.
2. In the event of dissolution the assets of the Association shall be transferred to the Orienteering Association of N.S.W., or if such cannot be effected, be given over to another orienteering club.

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 Association other than the Annual General Meeting;
 "the Act" means the Associations Incorporation Act, 1984;
 the Regulation" means the Associations Incorporation Regulation, 1985;
- 2. the "Commissioner" means the NSW Commissioner for Fair Trading as stipulated in relevant Acts
- 3. 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.
- 4. The provisions of the Interpretation Act, 1987, 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.

APPENDIX

(Rule 31(2))

FORM OF APPOINTMENT OF PROXY

I (full name)

Of (address)

being a member of GARINGAL ORIENTEERS INC hereby appoint

(full name of proxy)

of (address).....

being a member of GARINGAL ORIENTEERS INC as my proxy to vote for me on my behalf at the general meeting of the GARINGAL ORIENTEERS INC (annual general meeting or special general meeting, as the case may be) to be

held on the day of , 20... and at any adjournment of that meeting.

(Signature of member appointed proxy)

.....

Date.....

NOTE: A proxy vote may not be given to a person who is not a member of GARINGAL ORIENTEERS INC.