

ACT ROGAINING ASSOCIATION INCORPORATED

CONSTITUTION

As amended 05 March 2006

Name:

1. The name of this body shall be the ACT Rogaining Association Incorporated, and it shall hereafter be referred to as the "Association".

Objects:

2. The objects of the Association are:
 - (a) To promote interest in the sport of rogaining in the Australian Capital Territory and surrounding areas.
 - (b) To conduct events for those interested in rogaining.
 - (c) To educate, train, coach and encourage members in the sport of rogaining.

Power:

3. The power of the Association shall be to do all such things and acts conducive to the furtherance of the objects and interests of the Association.

Membership:

4. Any person who is interested in rogaining shall be eligible for membership.
5. A person shall become a member upon acceptance by the Committee or its authorised officer of their application and payment of the annual membership fee.
6. The Committee shall determine by resolution the classes of membership and the annual fees for each class.
7. The Committee shall determine by resolution the applicable period for annual membership – either strictly by calendar year (the membership fee for all members falling due on 01 Jan), or rolling (the membership fee for each member falling due 12 months after originally paid).
8. A properly constituted Annual General Meeting or Special General Meeting may appoint any person as an honorary member or honorary life member of the Association in recognition of services rendered in promoting the interests and objects of the Association. An honorary member or honorary life member shall be entitled to all the privileges of a member under this Constitution including the right to vote and stand for election.
9. A person shall cease to be a member of the Association if their membership fee is overdue by more than six months.
10. Notwithstanding the above, competition in any Association event is subject to the person being currently financial (i.e. not be in arrears of payment of the annual membership fee), either in this Association, or in any other State or Territory Rogaining Association affiliated with the Australian Rogaining Association.
11. The liability of the member 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 to membership of the Association as required by clause 6.
12. Upon any person ceasing to be a member of the Association for any reason whatsoever they

shall not be entitled to the refund of their membership fee or any portion thereof.

13. The Committee may expel from the Association, or otherwise punish or penalise any member whose conduct, in the opinion of the Committee, is discreditable or injurious to the character or interests of the Association.
14. (a) Before any member is expelled or otherwise punished or penalised their conduct shall be inquired into by the Committee and the member shall be given the opportunity to defend themselves and to justify or explain their conduct. Provided that a quorum is established and the majority of the Committee present when the matter is inquired into is of the opinion that the member has been guilty of such conduct or action as aforesaid, then the Committee may expel or suspend them from membership or otherwise punish or penalise them.
- (b) Should any member fail to appear at any enquiry conducted under clause 14(a) hereof, or any adjournment thereof, the Committee may proceed in that member's absence to conduct the said enquiry and to make its findings as herein before empowered.

General Meetings:

15. The Annual General Meeting of the members shall be held within five months after the end of the financial year, and members shall be given notice in writing at least fourteen days before such meeting.
16. The annual report and balance sheet or financial statement shall be submitted to members at the Annual General Meeting.
17. The Annual General Meeting may make rules for the proper administration of the Association. Any rule so made shall not be repealed, added to or amended unless and until:
 - (a) Notice of intention to propose such repeal, addition or amendment is first given in writing by a member of the Association to the Secretary of the Association not later than thirty days prior to the date of such Annual General Meeting and included in the agenda for such meeting.
 - (b) Such repeal, addition or amendment is proposed at such Annual General Meeting and is approved by not less than two-thirds of the members of the Association present at such meeting and voting thereon.
18. The election of Officers and Ordinary Committee Members for the ensuing year shall take place at the Annual General Meeting together with any other business mentioned in the notice paper convening the meeting.
19. A Special General Meeting of members shall be called at the request of the President or Secretary or any ten members of the Association. Such meetings shall be held within thirty days of such request and all members shall be notified in writing not less than fourteen days before such meeting.
20. The President of the Association shall be the chairman at all General Meetings. Should the President or Vice President not be present, then a Committee member shall be elected to the chair, and if there be no Committee member present, the members shall elect a member to take the chair.
21. (a) At all meetings the chairman's decision on points of order shall be final.
- (b) The chairman shall have a casting vote (if required) in addition to their deliberative vote on all motions.
22. The quorum for a General Meeting shall be twenty members present.
23. If, at any General Meeting other than the Annual General Meeting, there be no quorum within 30 minutes of the time appointed for the meeting then the meeting shall lapse unless a majority of the members present decide to adjourn the meeting for a period not exceeding fourteen

days. If at the Annual General Meeting there be no quorum within 30 minutes of the time appointed for the meeting, then the meeting may proceed despite the absence of a quorum.

24. Only members present in person shall be entitled to vote.

Committee:

25. The business and affairs of the Association shall be under the management and control of a Committee, provided always, that except in the case of extreme urgency the Committee shall not take any actions contrary to decisions made at a General Meeting.
26. The Committee may, subject to the decisions made at General Meetings, exercise all the powers of the Association and do all such acts and things as may be done by the Association or which it considers necessary or expedient to carry out the aims of the Association.
27. The Committee shall consist of the President, a Vice President, a Secretary, a Treasurer (hereinafter called the office-bearers), six other elected members of the Association, plus the Immediate Past President if available.
28. The Immediate Past President shall not be included in the Committee if he/she resigns the President's position during their elected term, or is removed from office as a consequence of expulsion from the Association.
29. The Committee shall meet as often as may be required to conduct the business of the Association. The President or the Secretary or any three members of the Committee shall have the power to call a meeting of the Committee. The President of the Association shall take the chair at all Committee meetings. Should the President or Vice President not be present, the Committee shall elect one of its number to take the chair.
30. The chairman at all Committee meetings shall have a casting vote in addition to their deliberative vote.
31. The quorum for Committee Meetings shall be five members present in person.
32. Unless a majority of the Committee considers that it is necessary to meet on less than seven days notice, notification of Committee meetings shall be conveyed to members of the Committee at least seven days before the date of the meeting.
33. All members of the Committee shall be entitled to notice of meeting but the accidental omission to give any member, or the non-receipt by any member of any notice required by this Constitution, shall not invalidate or affect any proceedings at such meetings.
34. The Committee shall also be able to exercise its powers and conduct its business, including voting on issues and motions, by e-mail correspondence, such correspondence being controlled by the President or Vice President. All business conducted by e-mail correspondence are deemed to be part of a Committee meeting and, except as follows, are governed by the rules set out for 'normal' Committee meetings. For matter being determined by e-mail vote, all Committee members shall be allowed a period of at least seven days to participate in such e-mail correspondence and voting unless the President (or Vice President) determines that the matter is urgent, in which case he/she may set a lesser period for deliberation and response (which must, however, be at least 24 hours).
35. The Committee shall have the power to delegate any of its powers to a sub-committee to deal with any particular matter or matters and upon such terms as the Committee may think fit. The President shall be an ex-officio member of all sub-committees.
36. All acts or decisions done or made by any meeting of the Committee or any member thereof shall, notwithstanding that it may afterwards be discovered that there was some defect in the appointment of such member or all or any members of the Committee, be as valid and effective as if they had been properly appointed, unless it is proved that the appointment was made in fraud or bad faith.

Election of Committee:

37. All office-bearers and ordinary members of the Committee (i.e. all except the Immediate Past President) shall be elected at the Annual General Meeting, or as otherwise provided herein.
38. Nomination for each candidate for election as office-bearer or ordinary member of the Committee shall be proposed and seconded respectively by two members at the Annual General Meeting.
39. The election for the office-bearers and the other ordinary members of the Committee for contested offices shall be by ballot of the members present at the Annual General Meeting and voting thereon. No ballot shall be required when the number of candidates nominated for each office does not exceed the number of vacancies, and they shall be declared duly elected.
40. Should any vacancy occur in the Committee of the Association other than in the normal course of elections, the Committee may act to fill such vacancy with another financial member of the Association, subject to the following conditions:
 - (a) A vacancy of the Presidency shall automatically be filled by the Vice President.
 - (b) A vacancy of any of the other three office bearers (caused either directly, or as a consequence of the elevation of the Vice President to the Presidency) shall be filled, if possible, from within the already elected Committee, or otherwise by any current financial member of the Association.
 - (c) A vacancy of any of the other (non office-bearer) elected Committee positions may be filled, subject to Committee agreement, by any current financial member of the Association.

Any such member(s) so appointed shall hold office until the next Annual General Meeting or until any other Special General Meeting held prior to that date (i.e. unless a Special General meeting intervenes, for the unexpired portion of their predecessor's term).

Duties:

41. The Secretary shall carry out their duties under the direction of the Committee and keep a true record of all minutes of all meetings, attend to correspondence, issue notices for meetings, keep records and carry out such duties as the Committee may from time to time direct.
42. The Treasurer shall receive all moneys payable to the Association. All moneys so received shall be paid into the banking account of the Association. The Treasurer shall present at each Annual General Meeting a balance of the finances of the Association, and shall keep proper books of account of all moneys received and disbursed and generally perform all such duties as are directed by the Committee from time to time.
43. Subject to these Rules the Secretary shall keep in his or her custody or under his or her control all records, books and other documents relating to the Association. The records, books and other documents shall be open to inspection at a place in the ACT, free of charge, by a member of the Association at any reasonable hour.
44.
 - (a) The common seal of the Association shall be kept in the custody of the Secretary.
 - (b) The common seal shall not be affixed to any instrument except by authority of the Committee and the affixing of the common seal shall be attested by the signatures of two members of the Committee.

Finance:

45. The financial year of the Association shall be from 1 January to 31 December.
46. The funds of the Association shall be derived from entry fees, annual fees from members, donations, and other such sources as the Committee determines.
47. All monies of the Association shall be paid into the account of the Association at such bank as the Committee may from time to time direct.

48. All cheques and other negotiable instruments shall be signed by two members of the Committee.
49. The books and accounts of the Association shall be audited annually by an auditor appointed by the Annual General Meeting.

Trustees:

50. Unless otherwise determined the members of the Committee of the Association for the time being shall be deemed to be the Trustees of the Association, to hold any property real and personal belonging to the Association.

Amendments to the Constitution:

51. This shall be the only Constitution of the ACT Rogaining Association and shall come into force forthwith and shall not be altered, varied or added to unless two-thirds of the members present at an Annual General Meeting or at a meeting specially convened for that purpose, are in favour of such alteration, variation or addition. Notice of intention to propose such alteration, variation or addition shall be advertised to all members of the Association not less than fourteen days prior to the date of such General Meeting, and included in the agenda for such meeting.

Assets of the Association:

52. The property assets and income of the Association, wherever derived, shall be applied towards the promotion of the objects of the Association, and no portion thereof shall be paid or transferred either directly or indirectly by way of dividend, bonus or otherwise by way of profit to members generally of the Association. Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Association or any member in return for services actually rendered, nor prevent the payment of interest on money borrowed from any member of the Association. Should the Association for any reason whatsoever cease to function, any member or person holding any Association moneys or property shall forthwith pay the same to the Committee.
53. In the event of the Association being dissolved, the amount which remains after such dissolution and the satisfaction of all debts and liabilities, shall be paid and applied by the Committee on accordance with their powers to any fund, institution or authority which is a non-profit organisation.

Notifications:

54. Any notice required by this Constitution to be given to any members shall be sufficiently given if posted or delivered to the home or mailing address of the member, sent by e-mail to the e-mail address of the member, or personally given to the member in writing. In each case, the address shall be the last and most current address notified by the member, either in writing or by e-mail, to the member of the Committee responsible for maintaining the membership data base. In the case of notice by post the notice shall be deemed to have been received on the first scheduled day on which mail is delivered after the day of posting. In cases where either an incorrect address or no address details have been provided by any member, the Association's obligation in conveying such notice to that member shall be deemed to have been discharged.