

ABN 31 366 220 205 (GST does not apply)  
**NILLUMBIK EMUS ORIENTEERING CLUB Inc**  
(Incorporated) reg no. A0030358L

The purposes for which the Club is established are:

1. To promote the advancement of the sport of Orienteering;
2. To educate train coach and encourage Members of the Club and individuals interested in that sport;
3. To conduct events, instruction sessions, and other activities related to that sport;
4. To educate, and to promote and maintain good relations with, public and private organisations;
5. To co-operate with and conduct ourselves in accordance with the rules and by-laws of the Victorian Orienteering Association, Inc., the Orienteering Federation of Australia, Inc., and the International Orienteering Federation provided that they do not contravene this Club's Statement of Purposes and Rules;
6. To respect, conserve and maintain by whatever means are practicable and expedient the forests, parks, and other outdoor areas where Orienteering may be conducted;
7. To enter into any lawful fund-raising activities that the Committee deems necessary to the furtherance of its purposes;
8. To engage and pay any persons, firms, companies, or association for services rendered such monies as shall be determined by the Committee;
9. To promote good fellowship amongst those interested in Orienteering.

## **RULES**

### **1. NAME**

The name of the incorporated association is **NILLUMBIK EMUS ORIENTEERING CLUB (INCORPORATED)** (in these Rules called "the Club").

### **2. INTERPRETATION**

(1) In these Rules, unless the contrary intention appears:

"**Committee**" means the Committee of Management of the Club;

"**Financial Year**" means the year ending on 30 September;

"**General Meeting**" means general meetings of members convened in accordance with Rules 12 and 13;

"**Member**" means a member of the Club;

"**Ordinary Member**" of the Committee" means a member of the Committee who is not an officer of the Club under Rule 22;

"**The Act**" means the Associations Incorporation Act 1981;

"**The Regulations**" means regulations under the Act.

- (2) In these Rules, a reference to **the Secretary** of the club is a reference to the person who holds office as Secretary of the club or if that position is vacant for any reason to the public officer of the Club.
- (3) Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the *Acts Interpretations Act 1958* and the Regulations in force from time to time.

### **3. MEMBERSHIP**

- (1) Any natural person who is interested in Orienteering shall be eligible for membership.
- (2) The membership of the Club shall consist of Ordinary members, Family members, Junior members, Honorary members and Life members.
- (3) Applications for membership may be made in such manner as the Committee may from time to time approve.
- (4) The number of members shall be unlimited.
- (5) Applications shall, if the Committee from time to time so determines, be subject to the approval of the Committee.
- (6) Application for membership shall be made in writing to the Committee in the form prescribed by the Committee and which must be tabled for approval by the Committee at the next Committee meeting. A decision on the application must be made by the next succeeding Committee meeting. The Committee must notify the applicant of its decision at the earliest reasonable time following the making of the decision. The Committee may request further information from an applicant prior to making a decision.

### **4. Ordinary Member**

Shall be a natural person aged 12 or more who has completed the application form prescribed by the Committee from time to time and has paid the annual subscription. An Ordinary member shall be eligible for election to the Committee and shall be entitled to one vote at all meetings of the Club.

### **5. Family Members**

Shall be any natural persons who give the same address for recording in the register of members under Rule 10 and have completed the application form prescribed by the Committee from time to time and have paid the annual subscription. Each family member not being a Junior member shall be eligible for election to the Committee and shall be entitled to one vote at all meetings of the Club.

### **6. Junior Member**

Shall be a natural person under the age of 12 years who has either satisfied the requirements of Family membership or has separately completed the application form prescribed by the

Committee from time to time and has paid the annual subscription. A Junior member shall not be eligible for election to the Committee and shall not be entitled to vote at meetings of the Club.

#### **7. Honorary Member**

- (1) Shall be a natural person who has agreed to become such at the invitation of the Club at an Annual General Meeting or Special General Meeting in recognition of services rendered in promoting the interests and objects of the Club. Such membership shall extend for a period to be agreed upon at that meeting but shall not exceed five years.
- (2) An Honorary Member shall not be required to pay any subscription to the Club.
- (3) An Honorary Member shall be entitled to all the privileges of a member under these Rules including the right to vote and stand for election.

#### **8. Life Member**

- (1) Shall be a natural person who has consented to be such and who upon the recommendation of the Committee is declared a Life Member by the Club at a General Meeting.
- (2) A Life Member shall remain a member until death or earlier resignation and shall not be required to pay any subscription to the Club.
- (3) A Life Member shall be entitled to all privileges of a member of the Club under these Rules including the right to vote and stand for election.

#### **9. [Subscriptions]**

- (1) The annual subscription for the ensuing club year shall be determined at the annual general meeting.
- (2) A member becomes unfinancial by not renewing by March 31 and thereafter will not have any Club privileges. Membership will cease after twelve months lapse of dues. The club year starts on January 1.
- (3) Excepting Honorary and Life Members, membership shall last from the payment of subscriptions until the close of the club year, unless terminated by letter of resignation to the Committee.

#### **10. REGISTER OF MEMBERS**

- (1) The Secretary shall keep and maintain a register of members in which shall be entered the full name and address of each member and the register shall be available for inspection by members on application to the Secretary
- (2) A member of the club may resign from the Club by giving one month's notice in writing to the Secretary of such intention to resign and upon the expiration of that period of notice, the member shall cease to be a member.
- (3) Upon the expiration of a notice given under sub-clause (2), the Secretary shall make in the register of members an entry recording the date on which the member by whom the notice was given, ceased to be a member.

## **11. EXPULSION OF MEMBER**

- (1) Subject to these Rules, the Committee may hear a complaint against any member whose conduct is alleged to be discreditable or injurious to the character or interests of the Club.
- (2) The Committee shall, as soon as possible after the complaint is made, cause to be served on the member a notice in writing:
  - (a) setting out the grounds on which the complaint is based;
  - (b) stating that the member may address the Committee at a meeting to be held not earlier than 14 and not later than 28 days after the service of the notice;
  - (c) stating the date, place and time of that meeting;(d)informing the member that he may do one or both of the following:
    - (i) attend the meeting;
    - (ii) give to the Committee before the date of the meeting a written statement addressing the complaint;
- (3) At a meeting of the Committee held in accordance with sub-clause (2) the Committee:
  - (a) shall give to the member an opportunity to be heard;
  - (b) shall give due consideration to any written statement submitted by the member; and
  - (c) shall by resolution determine whether to expel the member.
- (4) A resolution of the Committee under sub-clause 3 (c) does not take effect where the member exercises a right of appeal to the Club under this Clause unless the Club confirms the resolution in accordance with this Clause.

A member in respect of whom the Committee resolves that the member is expelled may require the Committee to convene a Special General Meeting at which the member and Committee shall have the right to address the meeting but otherwise the Special General Meeting will be conducted in accordance with the Rules.

## **12. ANNUAL GENERAL MEETING**

- (1) An annual general meeting shall be held in the last quarter of each calendar year on a date to be determined by the Committee.
- (2) To constitute an annual general meeting, a quorum of fifty per cent of voting members, or ten voting members whichever is less must be present.
- (3) The order of business of the annual general meeting shall include the following:
  - (a) ascertaining of a quorum and call to order;
  - (b) reading of minutes of last annual general meeting, business arising from these, and adoption by the meeting;
  - (c) President's report and business arising;

- (d) Treasurer's report, together with the auditor's report, business arising from these and adoption by the meeting;
  - (e) any annual reports of sub-committees;
  - (f) dealing with any motions on notice;
  - (g) fixing of the entrance fee and annual subscription for the club year;
  - (h) election of the Committee for the following year;
  - (i) election of an auditor, who shall not be a member of the Committee, who shall carry out an independent audit of the club's accounts and finances annually and prepare a report that shall be presented with the Treasurer's report;
  - (j) to receive and consider the statement submitted by the Club in accordance with Section 30 (3) of the Act.
- (4) Nominations for the positions on the Committee may be given at any time until the Chairperson of the annual general meeting directs that a vote be taken.

### **13. SPECIAL GENERAL MEETING**

- (1) All general meetings other than the annual general meeting shall be called special general meetings.
- (2) The Committee may, whenever it thinks fit, convene a special general meeting of the Club.
- (3) The Committee shall, on the requisition in writing of members representing not less than fifteen per cent of the total number of members convene a special general meeting of the Club.
- (4) The requisition for a special general meeting shall state the objects of the meeting and shall be signed by the members making the requisition and be sent to the Secretary at the postal address of the Club.
- (5) If the Committee does not cause a special general meeting to be held within one month after the date on which the requisition is sent to the address of the Secretary, the members making the requisition, or any of them, may convene a special general meeting to be held not later than three months after that date.
- (6) Ten members personally present (being members entitled under these Rules to vote at a special general meeting) constitute a quorum for the transaction of the business of a special general meeting.

### **14. NOTICE OF MEETING**

- (1) The Secretary of the Club shall, at least fourteen days before the date fixed for holding a special general meeting of the Club and at least twenty-eight days before the date fixed for holding an annual general meeting of the Club, cause to be sent to each member of the Club at his address appearing in the register of members, a notice by pre-paid post stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

- (2) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- (3) A member desiring to bring any business before a meeting may give notice of that business in writing to the Secretary, who shall include that business in the notice calling the next general meeting after receipt of the notice.

## **15. PROCEEDINGS AT GENERAL MEETINGS**

- (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 when the meeting is considering that item.
- (2) If within thirty 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 the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place and if at the adjourned meeting the quorum is not present within thirty minutes after the time appointed for the commencement of the meeting, the members present (being not less than five) shall be a quorum.

## **16. [Chair]**

- (1) The President or the Vice-President shall preside as Chairperson at each general meeting of the Club.
- (2) If the President and Vice-President are absent from a general meeting, the members present shall elect one of their number to preside as Chairperson at the meeting.

## **17. [Adjournments]**

- (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of 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 more than fourteen days or more, a like notice of the adjourned meeting shall be given to all members as in the case of the general meeting.
- (3) Except as provided in sub-clauses (1) and (2), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

## **18. [Voting]**

A question arising at a general meeting of the Club 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 of the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minute Book of the Club is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

## **19. [Vote counting]**

- (1) Upon any question arising at a general meeting of the Club, a member has one vote only.
- (2) All votes shall be given personally.
- (3) In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.

## **20. [Request for poll]**

- (1) If at a meeting a poll on any question is demanded by not less than three members, it shall be taken at that meeting in such a manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- (2) A poll that is demanded on the election of a Chairperson or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairperson may direct.

## **21. [Voting eligibility]**

- (1) A member is not entitled to vote at any general meeting unless all monies due and payable by him to the Club have been paid.

## **22. COMMITTEE**

- (1) The management and running of the Club shall be entrusted to the Committee elected at the annual general meeting, which shall have full power to act in any way for the purposes or objectives of this Club notwithstanding that no special grant of a particular power has been given by these Rules. Committee members shall be members of the Club. The Committee may co-opt additional club members to the Committee.
- (2) The Committee shall consist of the following positions:
  - (a) the **President**, who shall preside as Chairperson at Committee meetings and general meetings, present an annual report of the Club's affairs to the Annual General Meeting, and perform all other usual functions of a President;
  - (b) the **Vice President** who shall depute for the President and who shall, unless the next Annual Meeting shall otherwise resolve, be President in the ensuing year;
  - (c) the **Secretary**, who shall keep minutes of the resolutions and proceedings of each general meeting and each Committee meeting (or appoint another member of the Committee in his place) in books provided for that purpose together with a record of the names of persons present at Committee meetings, deal with the Club's correspondence, and perform all the usual functions of a Secretary;
  - (d) the **Treasurer**, who shall collect and receive all monies due to the Club and make all payments authorised by the Club, and affairs of the Club, and shall keep correct accounts and books showing the financial affairs of the Club with full details of all receipts and expenditure connected with the activities of the Club. The accounts and books shall be available for inspection by members;
  - (e) the **Editor** who shall publish the Club newsletter; and

- (f) a minimum of **two Ordinary Committee Members**.
- (3) No member may hold more than one committee position.
- (4) At the first meeting of the Committee after the annual general meeting, an ordinary member of the Committee will be elected from the Committee as **VOA Delegate** and for the purposes of Clause 3 VOA Delegate is not a committee position.
- (5) [**Resignations and vacancies:**]
  - (a) a member of the Committee may resign by letter of notice of resignation given to the Secretary and presented to the Committee;
  - (b) in the event of a vacancy on the Committee for any reason, the Committee may appoint a member of the Club to fill that vacancy until the next annual general meeting.

23. *[this number omitted – perhaps in error or due to deletion]*

## **24. COMMITTEE PROCEEDINGS**

- (1) The Committee shall meet at least six times every year, and at any other time which it or the annual general meeting provides.
- (2) To constitute a Committee meeting, a quorum consisting of the President (or Vice-President) and three other members of the Committee must be present.
- (3) Resolutions or motions of the Committee shall not have any effect unless passed by a majority vote of the members of the Committee present.
- (4) Notice shall be given to members of the Committee of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.

## **25. SUB-COMMITTEES**

The Committee may appoint or dissolve sub-committees from amongst the members, to report to the Committee or the annual general meeting on any other matter connected with the Club's purpose or objectives.

## **26. FINANCE**

- (1) The funds of the Club shall be derived from donations, event fee, map sales, subscriptions, by mortgage served upon the property of the Club and in any other way in which the Committee thinks fit from time to time. Funds so raised shall be expended in carrying out any one or more of the objects of the Club.
- (2) The funds of the Club shall be lodged in a bank or at interest with any other lending institution or otherwise invested as may from time to time be authorised by the



Committee but all such funds shall be treated as a trustee investment to be made pursuant to the *Trustees Act (1958)*.

- (3) Cheques, bank accounts and any other instruments requiring to be signed on behalf of or so as to bind the Club shall be signed by at least two members of the Committee. No cheque shall be signed or money withdrawn unless such withdrawal has been approved by the Committee or in the case of urgency, by the President and Secretary.
- (4) The property assets and income of the Club, wherever derived, shall be applied towards the promotion of the objects of the Club and subject to Section 35 of the Act, no portion thereof shall be given or transferred in any way to any member provided that the Committee may make payment by way of remuneration to any member or other person for services rendered or goods supplied or expenses incurred in performance of any act authorised by the Committee or pay interest on money borrowed from any member of the Club.
- (5) The Committee shall cause to be submitted to the Annual General Meeting the statement required by Section 30 (3) of the Act.

## **27. SEAL**

- (1) The Common Seal of the Club shall be kept in the custody of the Secretary.
- (2) The Common Seal 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 of one member of the Committee and of the Public Officer of the Club.

## **28. CUSTODY OF RECORDS**

- (1) Except as otherwise provided in these Rules, the Secretary shall keep in his custody or under his control all books, documents and securities of the Club.
- (2) The Secretary shall make the Minutes of the Committee and annual general meetings available for the inspection at any reasonable time and place to any member wishing to view them.

## **29. ALTERATION OF RULES**

These Rules and the Statement of Purposes of the Club shall not be altered except in accordance with the Act.

## **30. NOTICES**

- (1) A Notice may be served by or on behalf of the Club upon any member either personally or by sending it by post to the member at his address shown in the Register of Members.
- (2) Where a document is properly addressed, pre-paid, and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the

person at the time at which the letter would have been delivered in the ordinary course of post.

### **31. WINDING UP**

In the event of the winding up, dissolution, or the cancellation of the incorporation of the Club, the assets of the Club shall be disposed of in accordance with the provisions of the Act.

*Notes:*

This document has been recreated in Microsoft Word from a scan of an original hard copy. Its reference was rfh 9310066m.10/14

Titles in square brackets [ ] have been added to untitled clauses because Microsoft Word's formatting system for numbers is easier to operate this way.

A obvious typing error in clause 4 [viz. double typing of the clause "and shall be eligible for election to the Committee"] has also been fixed.

*Laurie Niven  
1 December 2007*