

# **CONSTITUTION**

## **INTRODUCTION**

Orienteering Tasmania (OT) is an incorporated association and is specifically bound by the Associations Incorporation Act 1964, the Associations Incorporation Regulations 1997 and the Associations Incorporation (Model Rules) Regulations 1997.

For any matter not dealt with in the OT Constitution, the Model Rules (found in the Associations Incorporation (Model Rules) Regulations 1997) apply to OT.

No change to the OT Constitution comes into effect until the procedures set down in the OT Constitution, and in the Act and Regulations, have been completed.

The current Constitution was adopted at a general meeting of members of OT held at St Helens on 12 March 2006, with amendments (all of Section 3 - Membership) on 23 November 2008 and (part Section 3 - Membership) on 12 March 2011. Subsequently an amendment re membership [4.1.2 (h)] as passed at the AGM in March 2015, and voting (7.6.1), income and property (8.9), structure of the board (4.2), term of appointment (6.1) and terminology change to office-bearers (various) in March 2021.

## **CONTENTS**

- 1.0 NAME AND INTERPRETATION
- 2.0 PURPOSES OF OT
- 3.0 MEMBERSHIP
- 4.0 BOARD OF MANAGEMENT
- 5.0 OFFICERS OF OT
- 6.0 ELECTIONS
- 7.0 MEETINGS
- 8.0 FINANCE
- 9.0 ALTERATION OF THE CONSTITUTION
- 10.0 INDEMNITY FOR MEMBERS OF THE BOARD
- 11.0 WINDING UP

**1.0 NAME AND INTERPRETATION**

1.1 The name of the Association is Orienteering Tasmania (Incorporated).

1.2 In these rules, unless a contrary intention appears —

- (a) "OT" means Orienteering Tasmania (Inc.);
- (b) "the Board" means the Board of Management of OT
- (c) "Office-bearers" means the designated Office-bearers of the Board;
- (d) "general meeting" means a general meeting of members convened in accordance with rule 7.3;
- (e) "OA" means Orienteering Australia, an association incorporated in the Australian Capital Territory and comprising the Orienteering Associations of Australian States and Territories; and
- (f) "IOF" means the International Orienteering Federation.

1.3 In the event of a dispute occurring over the interpretation of these rules, this constitution shall be read in conjunction with the Model Rules as specified in the *Associations Incorporation (Model Rules) Regulations 1997*.

**2.0 PURPOSES OF OT**

2.1 The purposes of OT shall be to —

- (a) promote, facilitate, foster and extend the sport of orienteering;
- (b) coordinate and control the sport of orienteering in Tasmania;
- (c) maintain and develop facilities for both the competitive and recreational aspects of the sport;
- (d) promote friendly and cordial relations among orienteers;
- (e) maintain affiliation with and, unless expressly stated otherwise, be subject to the rules and regulations of OA;
- (f) encourage the appreciation of the natural environment.

**3.0 MEMBERSHIP**

**3.1 MEMBERSHIP REQUIRED FOR PARTICIPATION IN ORIENTEERING EVENTS**

3.1.1 Every person who participates in an orienteering event sanctioned by OT must be a member of OT whether they are participating competitively, recreationally, individually or as part of a pair or group even if such pair or group includes a current OT member.

3.1.2 Notwithstanding rule 3.1.1 a person can participate without OT membership if:

- (a) the person is a member of an orienteering club elsewhere in Australia that is recognised by Orienteering Australia;
  - (b) the person is a member of an orienteering club in a country which is a member nation of the International Orienteering Federation and the Board is satisfied this requirement has been met;
- or
- (c) the Board has waived the requirement for membership.

3.1.3 For the purposes of rule 3.1.1 an orienteering event means all orienteering events sanctioned by OT including all events included as part of the annual calendar of events as amended from time to time but unless otherwise directed by the Board excludes coaching, training, workshops and social activities.

**3.2 CLASSES OF MEMBERSHIP**

3.2.1 There shall be five classes of membership of OT —

- (a) ordinary membership;
- (b) casual membership;
- (c) club membership;
- (d) volunteers membership; and
- (e) life membership.

3.3 ORDINARY MEMBERSHIP

- 3.3.1 Any person can apply for ordinary membership of OT.
- 3.3.2 Ordinary membership will be granted provided the applicant:
  - a) has paid the membership fees and charges as laid down by OT; and
  - b) is a member of a club that is a member of OT.
- 3.3.3 Ordinary members are eligible to vote at general meetings.
- 3.3.4 Any ordinary member of a club which is expelled from OT in accordance with the provisions of rule 3.8 shall cease to be an ordinary member of OT from the moment the member club is expelled.
- 3.3.5 Any ordinary member who ceases to be a member of a member club ceases at that time to be a member of OT.
- 3.3.6 Any ordinary member whose membership falls more than 3 months in arrears shall, subject to a contrary decision of the Board, cease to be a member of OT.

3.4 CASUAL MEMBERSHIP

- 3.4.1 Any person can apply for casual membership of OT.
- 3.4.2 Casual membership will be granted provided the applicant has paid the membership fees and charges as laid down by OT.
- 3.4.3 Casual members are ineligible to vote at general meetings of OT.
- 3.4.4 Casual membership begins on the date membership is accepted by OT and ends 31 December in the year in which membership was granted.
- 3.4.5 Casual members are ineligible for selection in any Tasmanian representative teams including Tasmanian Schools Teams and cannot compete officially in any Tasmanian Championship events including the Long, Middle and Sprint Distance Championships.

3.5 VOLUNTEERS MEMBERSHIP

- 3.5.1 Any person who is not otherwise a member of OT and who wishes to provide voluntary services for OT must become a volunteers member of OT before providing such services.
- 3.5.2 The Board may award the status of volunteers membership for the current financial year, without payment of any membership fees or charges, to any person who applies to become a volunteers member in recognition of the anticipated voluntary services.
- 3.5.3 Volunteers membership does not confer any voting rights and is subject to any other conditions set by the Board.
- 3.5.4 Except as provided in rules 3.5.5 and 3.5.6 volunteers members are ineligible to participate in any orienteering events.
- 3.5.5 Volunteers members can at any time apply for casual or ordinary membership status.
- 3.5.6 A person appointed as patron of OT will be awarded the status of volunteers member for the period that the person remains in the position of patron and during their term as patron the person may participate in any orienteering events without the need to become a casual or ordinary member.

3.6 LIFE MEMBERSHIP

- 3.6.1 Life membership may be conferred on any person provided that person has:
  - (a) been a full member of OT for at least ten years; and,
  - (b) provided outstanding service to OT for at least ten years.
- 3.6.2 Election of a person to the status of life member shall take place at a general meeting of OT and shall be by a three fourths majority vote of ordinary members assembled.
- 3.6.3 Subject to rule 3.8.3 a life member:

- (a) has the right to remain a member of OT for life without payment of any membership fees or other charges; and
- (b) does not need to be a member of a member club to become or remain a life member but otherwise has all the rights and responsibilities of an ordinary member.

3.7 CLUB MEMBERSHIP

- 3.7.1 Any orienteering club eligible for incorporation under Tasmanian law may apply for club membership of OT.
- 3.7.2 An application for club membership —
  - (a) is to be made to the Secretary, and accompanied by —
    - (i) a copy of the club's constitution; and
    - (ii) the names of the executive officers of the club; and
    - (iii) a list of the members of the club; and
    - (iv) payment of any annual club membership fee set from time to time by the Board; and
  - (b) is to be determined by the Board.
- 3.7.3 Before approving an application for club membership the Board must be satisfied that there is no significant inconsistency between the constitution of the club and the constitution of OT.
- 3.7.4 In approving an application for club membership the Board may impose any charges or fees and impose such conditions as it sees fit.
- 3.7.5 If the Board approves an application for club membership, the Secretary is to —
  - (a) enter the name of the club in the register of member clubs of OT, at which time the membership of the club commences; and
  - (b) notify the club in writing of the approval, and of the time that the membership of the club commenced.
- 3.7.6 A club that is a member of OT is ineligible to vote at general meetings.

3.8 TERMINATION OF MEMBERSHIP

- 3.8.1 Subject to the requirements of procedural fairness, the Board may terminate the membership of a member club if the membership of the member club falls below 7 members.
- 3.8.2 The Board may terminate the membership of a member club if the Board is satisfied that there is a significant inconsistency between the constitution of the club and the constitution of OT and if the club, having been notified of the inconsistency and the intention to terminate its membership, fails to rectify the inconsistency within a reasonable time to the satisfaction of the Board
- 3.8.3 Subject to the requirements of procedural fairness and rules 3.8.4 to 3.8.6, the Board may expel a member club, an ordinary member, a casual member, a volunteers member or a life member from OT if the Board is satisfied that the party has:
  - (a) been guilty of conduct which contravenes any of the objectives of OT, or which brings or may bring OT or the sport of orienteering into disrepute; or
  - (b) conducted any orienteering event, orienteering coaching session or other coaching session to benefit orienteers whatsoever without the prior written approval of OT.
- 3.8.4 The expulsion of a party from OT pursuant to 3.8.3 of this rule shall take effect immediately following the service on the party of a notice in writing —
  - (a) stating that the Board has expelled the party;
  - (b) specifying the grounds for such expulsion; and
  - (c) informing the party that an appeal against the expulsion may be lodged with the Secretary within 7 days.

- 3.8.5 In the case of an appeal being received from a party expelled under this rule, the Secretary shall forthwith notify the Board of its receipt and the Board shall thereupon cause a special general meeting to be convened within 21 days of the receipt of such appeal.
- 3.8.6 At a special general meeting convened pursuant to rule 3.8.5 —
  - (a) no business other than the question of expulsion shall be transacted;
  - (b) the Board may place before the meeting details of the grounds for expulsion and the Board's reasons for the expulsion;
  - (c) the expelled party shall be given the opportunity to be heard; and
  - (d) the members present shall vote by secret ballot and by simple majority either to confirm the expulsion or to lift the expulsion forthwith.

#### **4.0 BOARD OF MANAGEMENT**

##### **4.1 THE ROLE OF THE BOARD**

- 4.1.1 The affairs of OT shall be managed by a Board of Management, constituted as provided for in rule 4.2. The Board shall have three primary roles :—
  - (a) to provide leadership in establishing plans and priorities and setting the general directions for OT; and
  - (b) to represent the interests of OT to outside organisations, government agencies and the general public; and
  - (c) to coordinate the work of the directors and committees of OT and of the various individuals who are from time to time appointed as officers or agents of OT.
- 4.1.2 More specifically, the role of the Board shall be to —
  - (a) ensure that the general directions adopted by OT are consistent with the purposes specified in rule 2;
  - (b) co-ordinate the roles of the directors of OT;
  - (c) develop long, medium and short-term plans that further the purposes of OT;
  - (d) develop budgets that enable the purposes of OT to be achieved;
  - (e) maximise promotion of the sport and co-ordinate the eliciting of sponsorship and support from government and non-government agencies;
  - (f) promote and maintain contact with OA and its officers, and with the IOF;
  - (g) keep full and detailed records of the affairs of the Association;
  - (h) determine the annual subscriptions payable to OT for club membership, associate club membership and ordinary membership;
  - (i) determine the fees payable for participation in events conducted for and on behalf of OT; and
  - (j) appoint any patron of OT, subject to any direction that may be given to the Board for that purpose by a general meeting.
- 4.1.3 The Board —
  - (a) may, subject to these rules, exercise all such powers and functions as may be exercised by OT, other than those powers and functions that are required by these rules to be exercised by general meetings; and
  - (b) subject to these rules, has power to perform all such acts and things as appear to the Board to be necessary or desirable for the proper management of the business and affairs of OT.

##### **4.2 COMPOSITION OF THE BOARD**

- 4.2.1 Subject to rules 4.2.5 and 5.1.1, the Board shall consist of 3 members known as office-bearers and 5 members known as directors.
- 4.2.2 Any life member or financial ordinary member of OT shall be eligible for election to the Board.
- 4.2.3 The office-bearers shall be

- (a) a President;
- (b) a Secretary, who shall be the public officer; and
- (c) a Treasurer.

4.2.4 Subject to this Constitution, the members of the Board shall be elected at the annual general meeting of OT.

4.2.5 If after the ballot for membership of the Board has been completed it is found that a member club is not represented on the Board, then that club shall have the right to appoint a representative who shall become a member of the Board with full voting rights.

#### 4.3 THE ROLE OF THE OFFICE-BEARERS OF THE BOARD

The office-bearers shall provide leadership and guidance to the Board and shall be responsible for ensuring that the purposes of OT are met. In the period between successive meetings of the Board, the office-bearers —

(a) may, subject to these rules and any decision of the Board, exercise all such powers and functions as may be exercised by OT, other than those powers and functions that are required by these rules to be exercised by a general meeting; and

(b) subject to these rules, have power to perform all such acts and things as appear to the office-bearers to be necessary or desirable for the proper management of the business and affairs of OT, and shall give a full account of such activities to each meeting of the Board.

##### 4.3.1 **The President**

The President shall provide leadership within OT. Together with the Secretary, the President shall be responsible for the smooth running of the Association on a daily basis, including coordination, dealing with correspondence according to the directions of, or subject to the ratification of, the Board, preparing meeting agendas and convening meetings of the Board and of OT. The President, or in their absence the Secretary, shall preside at every general meeting of OT and at every meeting of the Board, except when he or she is unable or unwilling to act.

##### 4.3.2 **The Secretary**

The Secretary shall be the public officer of OT. The Secretary shall keep true and complete records of the business transacted at all meetings of the Board and at all general meetings of OT. Together with the President, the Secretary shall be responsible for the smooth running of OT on a daily basis, including co-ordination, dealing with correspondence according to the directions of, or subject to the ratification of, the Board, preparing meeting agendas, keeping records and convening meetings of the Board or general meetings of OT. The Secretary shall be responsible for liaison with Orienteering Australia and, where appropriate, the International Orienteering Federation.

##### 4.3.3 **The Treasurer**

The Treasurer shall —

(a) be responsible for keeping true accounts of all sums of money received and expended by OT and of the matter in respect of which the receipt or expenditure takes place; and of the assets and liabilities of OT;

(b) provide advice to the Board about the formulation of annual budgets and shall assist the Board in its financial planning;

(c) faithfully keep all general records, accounting books, and records of receipts and expenditure connected with the operation of OT in such form and manner as the Board may direct;

(d) as soon as practicable after the end of the financial year and also whenever requested by the President, present the accounts, books and records of OT to the auditor for examination;

(e) receive, and record, on behalf of OT all monies paid to OT and issue official receipts where required;

(f) manage expenditure by OT, including the payment of accounts, in accordance with the requirements of the Board.

**4.4 THE ROLE OF DIRECTORS**

- 4.4.1 The directors shall participate fully in the management of the affairs of OT.
- 4.4.2 Each director shall be responsible for the duties set out in the position description for that director.
- 4.4.3 In undertaking their duties, directors shall ensure that, before making and implementing decisions, clubs are fully consulted on all significant matters. Consultation may be through a club representative if one is appointed by the member club, or directed through the club secretary.
- 4.4.4 In undertaking their duties, each director shall ensure that their activities are co-ordinated with those of other directors.
- 4.4.5 Directors shall ensure that the Board is kept informed of their significant decisions.

**5.0 OFFICERS OF OT**

**5.1 OA COUNCILLOR AND DELEGATE**

- 5.1.1 After the annual general meeting, the Board is to appoint a member of the Board as Councillor to OA. If no member of the Board is able or willing to act, the Board is to appoint an ordinary member of OT. If the latter is the case, the Councillor is to become a member of the Board.
- 5.1.2 The Board may appoint a member of the Board to represent OT at any meeting of OA as a delegate of OT. If no member of the Board is able or willing to act, the Board may appoint an ordinary member of OT.

**5.2 OTHER OFFICERS APPOINTED BY THE BOARD**

- 5.2.1 The Board may from time to time appoint officers to carry out duties on behalf of OT. These officers shall normally be appointed to official positions established on the recommendation or request of a director or committee. The officer may also act as the nominated representative of one of the affiliated clubs.

**6.0 ELECTIONS**

**6.1 ELECTION OF BOARD MEMBERS**

- 6.1.1 Subject to this Constitution members of the Board shall be elected for a term of 3 years, which shall commence from the conclusion of the General Meeting at which the election occurred until the conclusion of the third Annual General Meeting following.
- 6.1.2 Three Board members shall retire after the first year after election. Three Board members shall retire after the second year after election and the remaining two Board members shall retire after the third year after election, until the eight Board members have retired, after which those Board members elected to the vacancies after the first year shall retire and so on. The Board members to retire and the year in which they retire will be determined by the Board but the intent is for one office-bearer and two directors to retire each year. If the Board cannot agree, retirements will be determined by lot.
- 6.1.3 Notwithstanding any other clause, should any adjustment to the term of Board members elected under this Constitution be necessary to ensure rotational terms in accordance with this Constitution, this shall be determined by the Board. If the Board cannot agree, retirements will be determined by lot. For the avoidance of doubt any part of a term shall be deemed a full term for the purposes of this clause.
- 6.1.4 Following the adoption of this Constitution, no person who has served as an elected Board member for a period of 3 consecutive full terms (9 years) shall be eligible for re-election as a

Board member until the third Annual General Meeting following the date of conclusion of their last term.

**6.2 NOMINATIONS**

- 6.2.1 Nominations of candidates for election as members of the Board —
  - (a) shall be made in writing signed by 2 members of OT and accompanied by the written consent of the candidate; and
  - (b) shall be delivered to the public officer of OT at least 10 days before the date fixed for the annual general meeting.
- 6.2.2 If no nominations have been received for a position then nominations shall be received at the annual general meeting.
- 6.2.3 If one nomination is received for a position, the person nominated shall be deemed to be elected.
- 6.2.4 If more than one nomination is received for a position, a ballot shall be held.
- 6.2.5 The ballot for the election of officers or Board members shall be conducted at the annual general meeting in such usual and proper manner as the Board may direct.
- 6.2.6 Any ordinary member of OT, present at the annual general meeting, shall be entitled to one vote, and the decision shall be by simple majority of votes cast.
- 6.2.7 In the event of a tied vote in the election for a position on the Board there shall be re-balloting until the tie is broken.

**6.3 CASUAL VACANCIES**

- 6.3.1 In the event of any casual vacancy occurring either on the Board, or among the other officers of OT, the Board may appoint one of its members, or another financial ordinary member or life member of OT to the vacant office, and the member so appointed may continue in office until the end of the annual general meeting next following the date of appointment.

**7.0 MEETINGS**

**7.1 ANNUAL GENERAL MEETING**

- 7.1.1 OT shall, in each year, hold an annual general meeting, which shall be held on such day (being not later than 3 months after the close of the financial year of OT) as the Board may determine.
- 7.1.2 The annual general meeting shall be in addition to any other general meetings that may be held in the same year.
- 7.1.3 The annual general meeting shall be specified as such in the notice convening it.
- 7.1.4 The ordinary business of the annual general meeting shall be —
  - (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
  - (b) to receive from the office-bearers, auditor, directors, committees and officers of OT reports upon the transactions of OT during the last preceding financial year;
  - (c) to elect the office-bearers and directors of OT;
  - (d) to appoint the auditor;
  - (e) to determine the remuneration of any other servant of OT.
- 7.1.5 The annual general meeting may transact special business of which notice is given in accordance with these rules.
- 7.1.6 All general meetings other than the annual general meeting shall be called special general meetings.

**7.2 SPECIAL GENERAL MEETINGS**

- 7.2.1 The Board may, whenever it thinks fit, convene a special general meeting of OT.



- 7.2.2 The Board shall, on a requisition in writing of not less than ten ordinary members, signed by those members and stating the purposes of the meeting, convene a special general meeting of OT.

7.3 NOTICE OF GENERAL MEETINGS

- 7.3.1 Subject to rule 7.3.3, the public officer of OT shall, at least 21 days prior to the date fixed for the holding of the general meeting, cause to be inserted in the Newsletter of OT, and forwarded to the secretary of each member club, a notice specifying the place, day and time for the holding of the meeting and the nature of the business to be transacted.
- 7.3.2 In the case of the annual general meeting, the notice in the Newsletter and to clubs shall include a call for nominations for the positions of office-bearers and directors of the Board of OT.
- 7.3.3 In the case of a general meeting convened to hear an appeal under rule 3.8.5, it is sufficient for written notice of the meeting to be forwarded to the secretary of each member club no later than 21 days before the meeting.

7.4 BUSINESS AND QUORUM AT GENERAL MEETINGS

- 7.4.1 All business that is transacted at special general meetings and all business that is transacted at the annual general meeting, with the exception of that specifically referred to in these rules as being the ordinary business of the annual general meeting, shall be deemed to be special business.
- 7.4.2 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.
- 7.4.3 Fifteen ordinary members personally present (being ordinary members entitled under these rules to vote thereat) constitute a quorum for the transaction of business at a general meeting.
- 7.4.4 If within one hour of 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 it shall stand adjourned to a time (within 21 days of the adjournment) and place specified by the chairman at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned, and if at the adjourned meeting a quorum is not present within one hour of the time appointed for the commencement of the meeting, the meeting shall be dissolved.
- 7.4.5 The chairman 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 the adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 7.4.6 Where a meeting is adjourned for 21 days or more, the like notice of the adjourned meeting shall be given as in the case of the original meeting, otherwise it is not necessary to give notice of an adjourned meeting or of the business to be transacted at the meeting.

7.5 BOARD MEETINGS

- 7.5.1 Meetings of the Board will be held at least four times a year at such time and place as the Board may determine, and shall be presided over by the President, except as provided for in rule 4.3.1.
- 7.5.2 Written notice of each Board meeting shall be served on each member of the Board by delivering it to the member at a reasonable time before the meeting or by sending it by post, email or other agreed means to the member's usual or last-known address in time to reach the member before the date of the meeting.

- 7.5.3 The quorum for a meeting of the Board shall be one more than half the number of those who are, whether by election or appointment, qualified under these rules to be members of the Board, and no business shall be transacted at a Board meeting unless a quorum is present.
- 7.5.4 If within one hour of the appointed time for the commencement of a Board meeting a quorum is not present, the meeting shall stand adjourned to a time (within 14 days of the adjournment) and place specified by the chairman at the time of the adjournment, and if at the adjourned meeting a quorum is not present within one hour of the time appointed for the commencement of the meeting, the Board shall convene a special general meeting at which the lack of a quorum shall be considered.
- 7.5.5 The chairman of a Board 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 the adjourned meeting other than the business left unfinished at the meeting at which the adjournment was made.

**7.6 VOTING**

- 7.6.1 Upon a question arising at a general meeting, Board meeting or committee meeting, each eligible member present, including the person presiding, shall have one vote only, and, subject to the provisions of rules 3.5.3, 3.6.2, 9.2 and 11.1, the question shall be decided by a simple majority of votes, except that (other than as provided for in rule 6.2.7) in the event of an equality of votes on any question the resolution is not carried. The person presiding shall not have a casting vote.
- 7.6.2 Questions arising at all general, Board or committee meetings of OT shall be determined by a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may direct and the result of the poll shall be deemed to be the resolution of the meeting on that question.
- 7.6.3 A poll that is demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith, and a poll that is demanded on any other question shall be taken at such time before the end of the meeting as the chairman may direct.

**8.0 FINANCE**

- 8.1 The financial year of OT is the period beginning on the first day of January each year and ending on the last day of December next following.
- 8.2 The annual subscription of a member is due and payable on or before the first day of the financial year of OT.
- 8.3 The Board shall cause to be opened with such bank as the Board may direct a banking account in the name of OT into which all moneys received shall be paid by the Treasurer as soon as possible after receipt thereof.
- 8.4 The Board may open special trust accounts for specific purposes from time to time and such accounts shall be operated only for the set purposes for which they were opened.
- 8.5 The Board shall have the power to invest any moneys not immediately required for achieving its purposes specified in rule 2 and such investments shall be made in such manner as the Board may direct.
- 8.6 All accounts for payment shall be paid by the Treasurer with due regard for good timeliness, and made by cheque, cash or direct credit transfer according to the method most suited to the transaction.

- 8.7 (a) Payments shall only be made out of the bank account of OT for expenditure directly related to the legitimate conduct of OT.  
 (b) All cheques shall be signed and all direct credit transfers authorised by any two of the Treasurer, President or Secretary, or in the absence of any two of these officers, by such other members of the Board as the Board may nominate for that purpose.
- 8.8 The OT account shall be reconciled after the end of each calendar month, and a monthly financial statement presented by the Treasurer for ratification by the Board at its next meeting.
- 8.9 **USE OF INCOME AND PROPERTY**
- 8.9.1 The income and property of the Association will be applied only towards the promotion of the Purpose.
- 8.9.2 **Payments to Members**  
 No income or property will be paid or transferred directly or indirectly to any Member except for payments to a Member:  
 (a) in return for any services rendered or goods supplied in the ordinary and usual course of business to the Association; or  
 (b) of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent; or  
 (c) of reasonable rent for premises let by them to the Association
- 9.0 ALTERATION OF THE CONSTITUTION**
- 9.1 **PROPOSAL OF AN AMENDMENT**
- 9.1.1 The Board or any member club shall be entitled to propose an amendment to this constitution.
- 9.1.2 In the case of an amendment proposed by a member club, the club shall deliver to the Board a written statement specifying the amendment and outlining the reasons for the proposal and specifying whether the club wishes the amendment to be put to a special general meeting or the annual general meeting and in the event of the club demanding a special general meeting, the Board shall convene such a meeting as soon as is practicable under the provisions of these rules.
- 9.1.3 In the case of an amendment being proposed by the Board, the Board shall determine whether the amendment shall be put to a special general meeting or to the annual general meeting.
- 9.1.4 It shall be the Board's responsibility to ensure that the proposal and reasons are circulated to all member clubs no later than the notification of the general meeting at which the proposed amendment is to be considered.
- 9.2 **PASSING AN AMENDMENT**  
 An amendment to the constitution shall be deemed to take effect only if a three-fourths majority of ordinary members personally present at a general meeting, and entitled to vote at such a meeting, vote in favour of the amendment.
- 10.0 INDEMNITY FOR MEMBERS OF THE BOARD**
- 10.1 OT indemnifies each person who is or has been a member of the Board against any liability (other than a liability for legal costs) incurred by that person arising out of and in the course of the discharge or purported discharge of that person's functions as a member of the Board, including liability for negligence, but not including liability for fraud or criminal misconduct.

- 10.2 OT indemnifies each person who is or has been a member of the Board against any reasonable legal costs incurred in defending an action for liability alleged to have arisen out of and in the course of the discharge or purported discharge of that person's functions as a member of the Board, including liability for negligence, but not including liability for fraud or criminal misconduct.

#### **11.0 WINDING UP.**

##### **11.1 DISSOLUTION OF ORIENTEERING TASMANIA**

In the event of the Board considering at any time that OT should be wound up, it shall present its reasons to a special general meeting of OT. If a three-fourths majority of the ordinary members present votes in favour of a dissolution, the real and personal property of OT shall be sold and disposed of by the Board by private treaty or auction as the Board may determine. The Board shall have the power to give good and valid receipts for all purchase monies received and the monies received from such sale and disposition shall be used to defray all the debts and liabilities of OT. In the event that funds remain after the satisfaction of all debts and liabilities the Board shall donate such monies to a non-profit organisation (or to non-profit organisations) agreed by a two-thirds majority of the Board.

In the event that debts and liabilities remain, every ordinary member and member club, and every person or club that, within a period of twelve months immediately preceding the commencement of the winding up, was an ordinary member or member club, is liable to contribute to the assets of OT for payment of the costs, charges and expenses of the winding up and for the debts and liabilities of OT.

Any liability under this clause is not to exceed:

- a) in the case of a member club, the assets of that club;
- b) in the case of a person, \$1.

##### **11.2 DISSOLUTION OF A MEMBER CLUB**

In the event of a member club deciding, in accordance with its constitution, to dissolve, the club shall return to OT all equipment, materials and items which have been acquired and used specifically to further the purposes of OT, including, in particular, those which were from time to time provided by, or paid for from the funds of, OT. The club shall be liable to return to OT any outstanding loans made to the club by OT and that proportion of any grants made to the club from OT funds which has not yet been expended.