

URINGA ORIENTEERS INCORPORATED

CONSTITUTION

1. NAME

The name of the Club shall be URINGA ORIENTEERS INCORPORATED.

2. DEFINITIONS

In this Constitution:-

Commissioner means:

- (a) *the Commissioner for Fair Trading, Department of Finance, Services and Innovation, or*
- (b) *if there is no such position in the Department, the Secretary of the Department;*

Act means *the Associations Incorporation Act 2009;*

Regulation means *the Associations Incorporation Regulation 2016;*

Club means Uringa Orienteers Incorporated;

ONSW means *Orienteering NSW Incorporated.*

3. OBJECTS

The objects for which the Club is established are:-

- (a) To foster, promote and organise the sport of orienteering throughout the geographic area of the Club or any area deemed applicable by the Club and approved by ONSW.
- (b) To foster and promote the sport of orienteering in any activity deemed appropriate by the Club.
- (c) To affiliate with ONSW and to abide by the Rules and Regulations of that organisation.
- (d) To have regard to the public interest in all the Club's operations.
- (e) To operate as a not-for-profit organisation. The assets and income of the Club shall be applied solely in furtherance of its above-mentioned Objects, and no portion shall be distributed directly or indirectly to the members of the Club except as *bona fide* compensation for services rendered or expenses incurred on behalf of the Club.

4. POWERS

The powers of the Club are:-

- (a) To raise money by subscription or otherwise from the members thereof, by sponsorship, grants, bequests and donations from any source as approved by the Club, and by conducting orienteering activities.

(b) To hear and determine upon and settle all questions or disputes on any matters relating to orienteering within the Club.

(c) To hear and determine upon any allegation, complaint or charge which may be made or laid against any member thereof involving a breach of the Constitution.

(d) To inflict penalties by way of expulsion, suspension or otherwise for any breach of the Constitution. A decision of the Club in respect thereof shall be final, conclusive and binding.

(e) To invest and utilise the money of the Club in such a manner as may from time to time be considered appropriate by the Board.

(f) To print and publish any newsletters, periodicals, books, audio-visual material or leaflets in hard copy or electronic form that the Club may consider desirable for the promotion of its objectives.

(g) To enter into any arrangements with governments, municipalities, government departments, statutory authorities, corporations, organisations or individuals that may appear conducive to the Club's Objects and interests; to obtain any rights or privileges which the Club may consider desirable; to obtain and carry out, exercise and comply with any such arrangements, rights, privileges and concessions.

(h) To appoint delegates to represent the Club at any meetings or discussions about orienteering.

(i) To collaborate with other clubs or organisations in the interests of members of the Club.

(j) To pay membership fees to ONSW and waive any Club membership fees for the Club's Life Members.

5. MEMBERSHIP

(a) Membership of the Club shall comprise all fully paid-up financial members of ONSW who have nominated the Club in their membership registration or renewal.

(b) The Club membership categories are identical to ONSW categories.

(c) Life Membership may be granted to a Club member for long and outstanding service to the Club. Life Membership may be granted to a Club member by a vote of seventy-five per cent (75%) of members present at an Annual General Meeting provided that notice of the Meeting shall contain notice of the proposed granting of Life Membership. Life Members are not required to pay any membership fees to the Club or to ONSW. Life Membership shall be for the member's life-time.

(d) A person is taken to be a member of the Club when the Club has been notified by ONSW that a membership registration has been accepted.

(e) The Secretary must ensure that details of all members are entered into a register of members.

(f) A person ceases to be a member of the Club if the person:

1. dies;
2. resigns that membership;
3. is expelled from the Club;
4. is no longer a member of ONSW; or
5. transfers to another Club affiliated to ONSW.

When a person ceases to hold membership, the Club must ensure an appropriate entry is made in the register of members to record the date membership ceased.

(g) A member of the Club may resign at any time by giving notice in writing to the Secretary. Any such resignation will take effect immediately it is received by the Secretary.

(h) A right, privilege or obligation which a person has by reason of being a member of the Club:

1. is not capable of being transferred to another person, and
2. terminates on cessation of the person's membership.

(i) The Club shall establish and maintain a register of members of the Club. The following information for each member should be recorded:

- a. member's name,
- b. postal or residential address,
- c. email address,
- d. phone number,
- e. date of birth,
- f. date on which the person became a member.

1. The register of members shall be kept at the official address of the Club and shall be open for inspection, free of charge, by any member of the Club at any reasonable hour.
2. If a member requests that any personal information in the register, other than the person's name, not be made available for inspection, then that information must be withheld.
3. A member must not use information from the register to contact or send material to a person, other than for:
 - a. the purposes of sending the person a newsletter, a notice in respect of a meeting or other event or material relating to the Club,
 - b. any purpose necessary to comply with a requirement of the Act or Regulation.

(j) The liability of a member of the Club to contribute towards the payment of debts and liabilities of the Club or the costs, charges and expenses of the winding-up of the Club is limited to the amount, if any, unpaid by the member in respect of membership of the Club.

6. RESOLUTION OF DISPUTES BETWEEN MEMBERS

(a) A dispute between a member and another member (in their capacity as members) or a dispute between a member or members and the Club shall firstly be referred to the Board.

(b) If the Board is unable to resolve the dispute it is to be referred to a Community Justice Centre for mediation under the *Community Justice Centres Act 1983*.

(c). If a dispute is not resolved by mediation within three (3) months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration by a person or persons appointed by ONSW.

7. MEETINGS

The meetings of the Club shall be:

(a) ANNUAL GENERAL MEETING

The Annual General Meeting of the Club shall be held no later than three (3) months after the end of the Club's financial year.

Notice, in writing, of the date, venue and time of the Annual General Meeting shall be despatched, in accordance with the requirements of Clause 32, to all members at least fourteen (14) days prior to such meeting.

Business to be transacted at the Annual General Meeting shall be:

1. Minutes of the previous Annual General Meeting and any Special General Meeting held since that Meeting.
2. Annual Report.
3. Financial Statements.
4. Election of Executive.
5. Election of Board members.
6. Appointment of Public Officer.
7. Other Elections.
8. Motions on Notice.
9. General Business.

(b) GENERAL MEETINGS

General Meetings of the Club shall be held on a regular basis throughout the year, on such a day and at such a place as the Club shall decide. Notice, in writing, of the date, venue and time of the General Meeting shall be despatched, in accordance with the requirements of Clause 32, to all members at least fourteen (14) days prior to such meeting.

General Meetings are to be held a minimum of once in each twelve (12) month period. General Meetings are open to all members of the Club.

Business to be transacted at a General Meeting shall be:

1. Minutes of the previous General Meeting.
2. Correspondence.
3. Reports.
4. General Business.

(c) SPECIAL GENERAL MEETINGS

A Special General Meeting may be convened, through the Secretary by the Executive at any time or requested by at least ten per cent (10%) of members.

A requisition of members for a Special General Meeting

1. must state the purpose of the meeting, and
2. must be lodged with the Secretary, and
3. must be signed by the members making the requisition, and
4. may consist of several documents in a similar form each signed by one or more of the members making the request.

Members shall be given at least fourteen (14) days notice in hard copy or electronic form of the date, venue and time of a Special General Meeting, in accordance with the requirements of Clause 32, together with a statement of the business proposed to be transacted thereat.

If the Executive fails to convene a Special General Meeting within one (1) month after the date on which the members lodged their request with the Secretary, any one or more of the members who made the request may convene a Special General Meeting to be held within three (3) months after that date.

A Special General Meeting convened by a member or members as referred to in the Clause above, shall be convened as nearly as is practicable to the manner in which General Meetings are convened by the Board.

8. VOTING AT MEETINGS

(a) Members shall vote in person or by proxy.

(b) Each member shall be entitled to appoint another member as proxy by notice given to the Secretary in writing before the commencement of the meeting in respect of which the proxy is appointed.

(c) The notice appointing the proxy shall be in the form set out in Appendix A to this Constitution.

(d) All motions shall be decided by the voices or by a show of hands unless a secret ballot shall be requested by a member before the question is put to the vote.

(e) On all questions the Chairperson of the meeting shall have a deliberate vote and, in the event of an equality of votes, a casting vote.

(f) A member shall vote by voting right which consists of one (1) per senior or junior membership and two (2) per family membership.

(g) Any member may participate at a General Meeting from another venue through the use of technology. Any member attending the meeting in this manner is entitled to vote as if the member were present in person.

(h) At a General Meeting, a poll may be demanded by the Chairperson or by not less than three (3) members present.

(i) At a General Meeting, a poll is to be taken immediately if the poll is related to electing the Chairperson of the meeting or an adjournment.

9. ADJOURNMENT OF GENERAL MEETINGS

(a) The Chairperson of a General Meeting at which a Quorum is present may, with the consent of the majority of members present at the Meeting, adjourn the Meeting from time to time and place to place, but no business is to be transacted at an adjourned Meeting other than the business left unfinished at the Meeting at which the adjournment took place.

(b) Where a General Meeting is adjourned for fourteen (14) days or more, the Secretary shall give written or verbal notice of the adjourned Meeting to each member of the Club stating the place, date and time of the Meeting and the nature of the business to be transacted at the Meeting.

(c) Except as provided in Clause (a) and (b), 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.

10. THE EXECUTIVE

(a) The Executive of the Club shall comprise the following officers: President, Vice-President, Secretary and Treasurer.

(b) The President and Vice-President must be two separate persons.

(c) The Executive shall attend to any matters requiring immediate attention that may arise between Meetings. A full report shall be submitted to the next General Meeting.

(d) The Executive may recommend to an Annual General Meeting the conferral of Life Membership on any Member who has a minimum of fifteen (15) years' membership of the Club.

11. ELECTION OF THE EXECUTIVE

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

(b) A Public Officer must be appointed. Any vacancy in the Public Officer position must be filled within twenty-eight (28) days and the Commissioner notified.

(c) A nomination for office shall not be accepted unless it is seconded and the nominee is present at the Meeting or their written authority is in the hands of the Secretary at the close of nominations.

(d) A Returning Officer shall be appointed to conduct elections for all positions within the Club.

(e) Elections for all positions shall be by a single ballot with the candidate or candidates receiving the highest total of votes being declared elected.

12. COMPOSITION AND MEMBERSHIP OF THE BOARD

(a) The Board shall consist of the Executive and three (3) other persons elected at the Annual General Meeting.

- (b) Each member of the Board shall hold office until the conclusion of the Annual General Meeting following the date of the member's election, but is eligible for re-election.
- (c) A register of Board members must be maintained and updated within one (1) month of any change in the Board's membership. It must contain the following details for each Board member:
 - 1. name,
 - 2. date of birth,
 - 3. residential address,
 - 4. email address,
 - 5. the date of becoming a Board member and of ceasing to be on the Board,
 - 6. position held and date of appointment and ceasing to hold that position.
- (d) A register must be maintained of any disclosure of interest of any Board member. This will include any direct or indirect interests which appear to raise a conflict between that member and the proper performance of Club duties.
- (e) There shall be no limit placed on the numbers of consecutive terms served by any Board member of the Club.

13. POWERS OF THE BOARD

The Board shall act as the management committee of the Club, and subject to the Act, the Regulation, this Constitution and to any resolution passed by the Club in a General Meeting, the Board:

- (a) shall control and manage the affairs of the Club;
- (b) may exercise all such functions as may be exercised by the Club other than those functions that are required by this Constitution to be exercised by a General Meeting of Club members, and
- (c) has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Club.

14. ELECTION OF MEMBERS OF THE BOARD

- (a) Nominations of candidates for election as Board members
 - 1. may be made in writing, signed by two (2) members of the Club and accompanied by the written consent of the candidate (which may be endorsed on a nomination form), and
 - 2. may be delivered to the Secretary of the Club at least seven (7) days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.
- (b) Oral nominations for Board positions may be made at the Annual General Meeting.
- (c) If nominations are still not received, such vacant positions remaining on the Board shall be deemed to be casual vacancies.
- (d) If only one nomination is received for a vacancy, the person nominated shall be deemed to be elected.
- (e) If more than one nomination is received for a vacancy, a ballot shall be held.

- (f) A person nominated to become a Board member must be a member of the Club.

15. CASUAL VACANCIES ON THE BOARD

(a) In the event of a casual vacancy occurring in the membership of the Board, the Board may appoint a member of the Club to fill the vacancy and the member so appointed shall hold office according to this Constitution until the conclusion of the Annual General Meeting following the date of the appointment.

(b) For the purpose of this Constitution, a casual vacancy in the Board occurs if a Board member:

1. dies,
2. ceases to be a member of the Club,
3. becomes an insolvent under administration within the meaning of the *Corporations Act 2001*,
4. resigns office by notice in writing given to the Secretary,
5. is removed from office under Clause 18,
6. becomes a mentally incapacitated person,
7. is convicted of an offence involving fraud or dishonesty,
8. is prohibited from being a director of a company under the *Corporations Act 2001*,
9. is absent without the consent of the Board from all meetings of the Board held during a period of six (6) months.

16. BOARD MEETINGS AND QUORUM

(a) The Board shall meet at least three (3) times in each twelve (12) month period at such place and time as the Board determines.

(b) Additional Board meetings may be convened by the President or by any member of the Board.

(c) Verbal or written notice of a Board meeting shall be given by the Secretary to each Board member at least forty-eight (48) hours (or other period as may be unanimously agreed by the Board) before the time appointed for the holding of the meeting.

(d) No business shall be transacted by the Board unless a Quorum is present or action has been taken pursuant to Clause 17 and if, within thirty (30) minutes of the time appointed for the meeting, a Quorum is still not present, the meeting stands adjourned to a place and date to be determined by those present.

(e) If, at the adjourned meeting, a Quorum is not present within thirty (30) minutes of the time appointed for the meeting, the meeting shall be dissolved.

(f) At a meeting of the Board:

1. the President or, in the President's absence, the Vice-President shall preside, or
2. if the President and Vice-President are absent or unwilling to act, one of the remaining Board members may be chosen by the members present to preside at that meeting.

17. APPOINTMENT OF CLUB MEMBERS AS BOARD MEMBERS TO CONSTITUTE QUORUM

(a) If at any time the number of Board members is less than the number required to constitute a Quorum for a Board Meeting, the existing Board members may appoint a sufficient number of members of the club as Board members to enable a Quorum to be constituted.

(b) A member of the Board so appointed is to hold office, subject to this Constitution until the Annual General Meeting next following the date of the appointment.

(c) This clause does not apply to the filling of a casual vacancy to which Clause 15 (a) applies.

18. REMOVAL OF A BOARD MEMBER

(a) The Club, at a General Meeting, may by resolution remove any Board member from office before the expiration of the member's term of office and may by resolution appoint another person to hold that office until the removed member's term of office expires.

(b) Where a Board member to whom a resolution referred to in Clause (a) relates, makes representations in writing to the Secretary or President requesting those representations be notified to Club members, the Secretary or President may send a copy of the representations to each Club member. If the representations are not sent to Club members, the member is entitled to require that the representations be read out at the General Meeting at which the resolution is considered.

19. SPECIAL COMMITTEES

(a) The Board may appoint Special Committees or co-opt members of the Club for specific purposes.

(b) The President, Secretary and Treasurer shall be ex-officio members of all such Committees.

(c) Committees and members co-opted for specific purposes shall report to the Board as directed by the Board.

20. DELEGATION BY BOARD TO A SPECIAL COMMITTEE

(a) The Board may delegate to one or more Special Committees (consisting of such member or members of the Club as the Board deems appropriate) the exercise of such of the functions of the Board as are specified, other than:

1. this power of delegation, and
2. a function which is a duty imposed on the Board by the Act or by any other law.

(b) A function of a Special Committee may be exercised from time to time in accordance with the terms of the delegation in Clause (a), until that delegation has been revoked or the function completed.

(c) Notwithstanding any delegation under this Constitution, the Board may continue to exercise any delegated function.

- (d) Any act or thing done or suffered by a Special Committee acting in the exercise of a delegation under this Constitution has the same force and effect as it would have if it had been done or suffered by the Board.
- (e) The Board may revoke wholly or in part any delegation under this Constitution.
- (f) A Special Committee may meet and adjourn as it considers proper and appropriate.

21. VOTING AND DECISIONS AT BOARD AND SPECIAL COMMITTEE MEETINGS

- (a) Questions arising at a meeting of the Board or of any appointed Special Committee shall be determined by a majority of the votes of the members of the Board or Special Committee present at the meeting.
- (b) Each member present at a meeting of the Board or of any Special Committee (including the member presiding at the meeting) is entitled to one (1) vote but, in the event of equal votes on any question, the person presiding may exercise a casting vote.
- (c) Any member may participate at a Board or Special Committee Meeting from another venue through the use of technology. Any member attending the Meeting in this manner is entitled to vote as if the member were present in person.
- (d) Subject to the Quorum requirements in Clause 22, the Board may operate despite any vacancy on the Board.
- (e) Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a Special Committee appointed by the Board, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or Special Committee.

22. QUORUMS

Quorums for Meetings of the Club shall be:

1. Annual General Meetings – twenty per cent (20%) of members or ten (10) members, whichever is lower.
2. General Meetings – five (5) members.
3. Special General Meetings – twenty per cent (20%) of members or ten (10) members, whichever is lower.
4. Executive Meetings – three (3) Executives.
5. Board Meetings – four (4) Board members.
6. Special Committees – as determined by the Board at the time of creation of the Special Committee.

23. ALTERATION OF THE CONSTITUTION

- (a) This Constitution may be altered only by a resolution of the Club at the Annual General Meeting or at a meeting specially convened for that purpose.
- (b) Notice of any motion to amend, add to, or repeal any provision of this Constitution shall be given in writing to the Secretary of the Club signed by its proposer and

seconded and shall specify the particular clause of the Constitution which it is proposed to change and the precise nature of the proposed alteration.

(c) Any such motion shall not be put to a meeting of the Club unless a copy of the Notice of Motion bearing the names of the proposer and seconder has been despatched to all members at least fourteen (14) days prior to such meeting.

24. MISCONDUCT

(a) Upon any complaint being made of conduct contrary to the policy or prejudicial to the interests or welfare or image of the Club, the Club shall have the power to deal with such complaint and, in the exercise of the power hereby conferred, may expel, suspend, disqualify, or otherwise deal with any members it finds, after due inquiry, to have been guilty of such conduct.

(b) If the Board decides to deal with the complaint and passes a resolution under Clause (a), the Secretary shall, as soon as practicable, in writing, serve a notice on the member:

1. stating the resolution of the Board and the grounds on which it is based, and
2. stating that the member has twenty-one (21) days after service of the notice to make submissions to the Board in connection to the complaint, and
3. advising that submissions to the Board may be made in writing and/or by attending a meeting with the Board at a notified date, time and place.

(c) The Board shall:

1. give due consideration to any submissions made by the member in connection with the complaint, and
2. give the member an opportunity to make verbal representations, and
3. determine whether to confirm or to revoke the resolution.

(d) Where the Board upholds a resolution under Clause (c), the Secretary shall, within seven (7) days after that confirmation,

1. notify the member in writing of the action taken, and
2. give the reasons the Board has taken that action, and
3. indicate the member's right of appeal under Clause 25 of this Constitution.

(e) A resolution upheld by the Board under Clause (c) does not take effect:

1. until the expiration of the period within which the member is entitled to appeal against the resolution, or
2. if within that period the member exercises the right of appeal, until the Club confirms the resolution under Clause 25.
3. if the appeal by the member is upheld at a General Meeting of the Club.

25. RIGHT OF APPEAL OF DISCIPLINED MEMBER

(a) A member may appeal to the Club in a General Meeting against a resolution of the Board under Clause 24. The member has seven (7) days from when the resolution was served on the member to notify the Secretary to that effect.

(b) The notice may, but not need, be accompanied by a statement of the grounds on which the member intends to rely for the appeal.

(c) Upon receipt of a notice from a member under Clause (a), the Secretary shall notify the Board to convene a General Meeting of the Club within twenty-eight (28) days after the date on which the Secretary received the notice.

(d) At a General Meeting of the Club convened under Clause (c),

1. no business other than the question of the appeal shall be transacted;
2. the Board and the member shall be given the opportunity to state their respective cases orally or in writing, or both; and
3. the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

(e) The appeal is to be determined by a simple majority of votes cast by members of the Club.

26. REPRESENTATIVES TO ONSW

(a) The Club shall appoint representatives to ONSW as prescribed by ONSW Rules and Regulations.

(b) The Representatives shall attend General Meetings of ONSW and report in writing to the Secretary, for circulation to Club members, all matters relevant to the Club which were discussed at the ONSW meeting.

27. FUNDS

(a) The Financial Year of the Club shall begin on 1st January of each year.

(b) The funds of the Club shall be banked in the name of the Club at one or more recognised financial institutions.

(c) All payments from Club funds shall be authorised by any two (2) members of the Board being authorised to do so by the Board.

(d) The funds of the Club shall be derived from subscription or otherwise from the members thereof, by sponsorship, grants, bequests and donations from any source as approved by the Club in General Meeting, and by conducting orienteering activities.

(e) Subject to any resolution passed by the Club at a General Meeting, the funds of the Club shall be used in pursuance of the Objects of the Club in such manner as the Board determines.

(f) Cheques drawn on the funds of the Club shall be signed by any two (2) of the Executive.

28. MEMBERSHIP FEES

The Annual Membership Fees for a particular year shall be determined by ONSW. Any additional fees will be decided at a General Meeting of the Club prior to 30th October of the previous year.

29. DUTIES

PRESIDENT

At all meetings the President (or Vice-President in their absence) shall be the Chairperson. The President is the spokesperson for the Club.

SECRETARY

The Secretary shall attend to the business of the Club. They shall receive and reply to all correspondence and shall carry out duties as required by the Club. They shall maintain a register of current members and be responsible for all items, however described, which are the property of the Club.

The Secretary shall keep Minutes (in written or electronic form) of:

- (a) members present at the Annual General Meeting and General Meetings, and
- (b) all appointments of office bearers and members of the Board, and
- (c) the names of Board members present at a Board meeting or a General Meeting, and
- (d) all proceedings at Board meetings and General Meetings.

Minutes of proceedings at a Meeting must be signed by the Chairperson of the Meeting or by the Chairperson of the next succeeding Meeting. The signature of the Chairperson may be transmitted by electronic means for this purpose.

The Secretary shall prepare, circulate and present the Club Annual Report which is to include the Financial Statements provided by the Treasurer.

TREASURER

It is the duty of the Treasurer of the Club to:

- (a) ensure that all moneys due to the Club are collected and received and that all payments authorised by the Club are made, and
- (b) ensure that correct books and accounts are maintained showing the financial affairs of the Club, including full details of all receipts and expenditure connected with the activities of the Club, and
- (c) submit a financial summary of all relevant income and expenditure to each Board Meeting, and
- (d) prepare a Financial Statement of income and expenditure for the financial year, for inclusion in the Club's Annual Report.

VICE-PRESIDENT

The Vice-President shall stand-in for the President if the President is unavailable.

PUBLIC OFFICER

The Public Officer may or may not be a member of the Executive or the Club. They must be over eighteen (18) years of age and reside in New South Wales.

The Public Officer is responsible for:

- (a) notifying the Commissioner of any change in the Club's official address within 28 days, and
- (b) acting as the official contact for the Club, including taking delivery of documents

served on the Club and bringing them to the attention of the Executive as soon as possible, and

(c) custody of any documents as required by the Act and Regulation, and

(d) collecting all Club documents from former Board members and delivering the documents to the new Board member, and

(e) returning all Board documents to a Board member within fourteen (14) days, upon vacating office.

30. AUTHORISED SIGNATORIES ON BEHALF OF CLUB

(a) Documents on behalf of the Club can be executed if signed by the Public Officer and one (1) other authorised signatory.

(b) The Executive shall appoint at least one (1) Board Member to act as an authorised signatory in addition to the Public Officer.

(c) A record of authorised signatories shall be maintained to include for each person

- (i) name
- (ii) position
- (iii) date of appointment and date ceased, with reason.

31. INSPECTION OF BOOKS

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

32. SERVICE OF NOTICES

(a) A Notice in writing may be served by or on behalf of the Club upon any member by:

- (i) delivering it personally, or
- (ii) sending it by post to the member's address in the register of members, or
- (iii) sending it by electronic transmission to an address specified by the person.

(b) For the purpose of this Constitution, the Notice is assumed as appropriately delivered unless contrary notification has been given.

33. ADDRESS OF CLUB

The official address of the Club is the Public Officer's residence, place of business or employment, but must be in New South Wales and registered with the Commissioner. It must be premises where documents can be received by post and cannot be a post office box.

34. DISSOLUTION

(a) The Club shall cease to exist if:

1. a period of not less than two (2) years elapses without an Annual General Meeting or a Special General Meeting being held; or
2. a motion to dissolve the Club is supported by a majority of at least two-thirds of the votes cast at an Annual General Meeting or a Special General Meeting convened for that purpose, provided that such a motion is proposed and seconded in writing by members to the Secretary at least eight (8) weeks prior to such meeting.

(b) If the Club ceases to exist, the net assets of the Club shall be transferred to ONSW.

35. GENDER

In this constitution, the use of words implying or inferring gender includes both the masculine and feminine gender.

Approved at Special General Meeting of Uringa Orienteers 22 February 2019

APPENDIX A

FORM OF APPOINTMENT OF PROXY

.....
(full name)

of

.....,
(address)

being a financial member of ONSW and a member of URINGA ORIENTEERS
INCORPORATED, hereby appoint

.....
(full name)

being a member of that Club, as my proxy to vote for me on my behalf at the
meeting of the Club to be held on the
.....day of 20.....

.....
(signature of member appointing proxy)

Date