

# **THE EAST MIDLANDS ORIENTEERING ASSOCIATION – CONSTITUTION**

## **1. TITLE**

The Association shall be called the East Midlands Orienteering Association (EMOA), to encompass a geographical area as defined by the British Orienteering Federation.

## **2. OBJECTIVE**

2.1 The objectives of the EMOA shall be to:

- co-ordinate and develop the sport of orienteering within the East Midlands;
- further the development of and participation in the sport of orienteering generally; and
- to represent the interests of members on representative bodies and to support their activities within the sport.

2.2 The Association will pursue these objectives through a three-year Development Strategy and one-year Development Plan.

2.3 The Association will also adhere to and support current policies of the British Orienteering Federation.

## **3. MEMBERSHIP**

3.1 Both open and closed clubs recognised as such by BOF are expected to affiliate to EMOA and an affiliation fee may be agreed at a General Meeting.

3.2 Members of the Association are defined as individual members of an affiliated club who have paid any required membership fee to the Association or Honorary Life Members. Honorary Life Members will be approved by the membership at the Annual General Meeting (AGM), following recommendation by the Association Executive Committee (AEC) and need not pay any membership fee. Any other category/class of membership as shall, from time to time, be admitted as a Member by BOF and being based within the EMOA area or having members within the area, may elect to join EMOA provided that they are not members of any other such Association.

3.3 Any member behaving in a manner contrary to the rules of BOF or in a way likely to bring the sport, their club or the Association into disrepute may be summoned to appear before a sub-committee of three, convened for that purpose, and may be suspended either for a limited period or indefinitely from taking part in any or all Association activities. In such circumstances the member in question has the right of appeal to an Appeals Sub-Committee, again of three, which shall be chaired by the Association Chair and shall not include any of the members of the initial sub-committee.

## **4. THE ASSOCIATION EXECUTIVE COMMITTEE**

4.1 The Association shall comply with the arrangements detailed in the Articles of Association of BOF and its affairs shall be administered by an Association Executive Committee composed of the following voting members:

- a) the four Principal Officers: Chair, Vice-Chair, Financial Secretary and Development Co-ordinator.
- b) members' representatives: all members of the British Orienteering Federation being members of an affiliated BOF recognised open club within the EMOA area will be considered members of the EMOA upon payment of any agreed subscription. They will be represented on the AEC by one representative nominated by each affiliated open club. This does not include members of the British Schools Orienteering Association or any closed orienteering clubs but officers or representatives of these bodies are welcome at AEC meetings but may not exercise any voting rights.

4.2 There may also be non-voting members as confirmed by an AGM who hold specific portfolios of responsibility.

4.3 The AEC shall meet as necessary but at least three times each calendar year. All AEC members shall be advised of such meetings at least fourteen days in advance. Notice must include an agenda and will be deemed to have been given, unless a member has specifically asked to receive it in writing, when circulated in electronic form to the email address as recorded on the British Orienteering Federation's membership register. All EMOA members are entitled to attend the meeting.

4.4 A record shall be kept of all meetings with the minutes circulated to all members of the AEC and the minutes shall be approved at the next meeting. Before being published on the Association web site items of a personal, private, commercial or other sensitive nature will be removed by the agreement of the AEC. Such records must be retained for seven years.

4.5 A quorum shall consist of at least four voting members of the AEC with at least one being a Principal Officer.

## **5. ASSOCIATION EXECUTIVE COMMITTEE FUNCTIONS:**

The AEC may carry out the following:

- 5.1 At the first committee meeting after the AGM, to nominate persons to fill any positions or roles or to act as custodians of its various assets, unless previously decided at the AGM. If any post becomes vacant during the year they may fill it until the next AGM.
- 5.2 Implement, review and monitor the rolling three-year Development Strategy and one-year Development Plan.
- 5.3 Constitute sub-committees or working parties as necessary. The AEC may delegate its powers to subcommittees formed to agree fixtures, organise specific events or any other aspect of the Association's affairs, as appropriate.
- 5.4 Purchase, hire, lease and/or insure any property or equipment for the benefit of the Association or its members and their clubs
- 5.5 Nominate delegates to other bodies who shall, ideally after having consulted with the Association's clubs, exercise any voting rights on those bodies on behalf of the Association and shall report back to the Association.
- 5.6 Suggest to BOF acceptance or rejection of clubs or groups based in the Association Region wishing to become Associates.

5.7 Approve, or otherwise, qualifications of members as required by BOF.

5.8 Approve the events to be promoted within the Association's Competitions, such events being shared among the clubs.

5.9 Ensure co-ordination of Level A, B and C fixtures within the EMOA area.

## **6 GENERAL MEETINGS**

6.1 The Association shall hold an AGM within 120 days of the end of the financial year.

6.2 The Chair shall call an Extraordinary General Meeting if requested to do so by the AEC or upon receipt of a written application from 5% of the voting membership of the Association. The Chair must call the meeting within 14 days of receipt of the application or request, with the meeting then to be held between 14 and 28 days later. When convening the meeting the Chair must advise the membership of the number of voting members of the Association at that time.

6.3 Formal notice of the AGM or any EGM must reach voting members 14 days before the meeting. Included with the notice must be an agenda and details of any proposed amendments to the constitution, which should have been notified to the Chair 28 days before the date of the meeting. A quorum at an AGM or EGM shall be 15 voting members or 10% of the total membership whichever is the lower number. Notice will have been given when circulated in electronic form to the email address as recorded on the British Orienteering Federation's membership register, unless a member has specifically asked to receive it in writing.

6.4 The existing or retiring Chair will normally preside at any general meeting. If unable or unwilling to do so the members present shall elect one of their number to fulfil this role.

## **7 VOTING**

7.1 At all meetings the intention shall be to arrive at decisions by consensus. If this is not possible a vote may be taken. In the event of a tied vote, the Chair of any meeting shall be allowed an additional casting vote.

7.2 All members of the Association present at an AGM or EGM have the right to vote at the meeting provided that they have been a member for at least 28 days. No proxy votes will be allowed.

## **8 FINANCE**

8.1 The financial year of the Association shall run from 1st July to 30th June.

8.2 The finances of the Association shall be conducted as set out in the appended Financial Procedures, which shall be determined by the AEC and ratified at the subsequent AGM.

8.3 An Independent Financial Examiner (IFE) shall be appointed to examine the accounts and report on their accuracy to the AGM. The accounts shall then be presented to the AGM for adoption.

8.4 Members may be charged an annual membership fee, as agreed at the AGM.

8.5 The Association may set levies for events, as agreed at the AGM.

## **9 MATTERS NOT COVERED BY THE CONSTITUTION**

It shall be the responsibility of the AEC to decide upon matters not covered by the Constitution. In doing so they may establish Standing Orders and Financial Procedures to cover the day to day operation of the Association. The AEC may amend, delete or add to these as it sees fit but any changes must be advised to members at the AGM each year.

## **10 DISSOLUTION**

In the event of the possible dissolution of the Association, an EGM shall be properly convened to agree this course of action, or otherwise, and to decide the disposal of the assets. If possible dissolution is an agenda item, a quorum for that item shall be one representative from every surviving club. The assets may only be disposed of to one or more non profit-making organisation(s) whose objectives are similar to those in this constitution or to BOF or their successors. Any resolution to dissolve the Association must achieve a 75 % majority of those present.

## **STANDING ORDERS**

These standing orders cover the day to day activities of the Association and the AEC may amend, delete or add to these as it sees fit but any changes must be advised to members at the AGM each year.

## **Policies and Procedures**

- 1) In furtherance of the Association's objectives:
  - a) The Association will endeavour to ensure that children and vulnerable adults will find the sport of orienteering a safe environment in which to have fun, learn and develop.
  - b) The Association will actively support the policy of BOF in committing to treating all people fairly and providing equality of opportunity, aiming to ensure that all people irrespective of age, gender, ability, race, religion, ethnic origin, creed, colour, social status or sexual orientation have a genuine and equal opportunity to participate in orienteering at all levels and in all roles.
  - c) The Association will also work to the environmental policies of both BOF and the International Orienteering Federation.

## **Conduct of Meetings**

- 2) The Chair is responsible for the coordination of all aspects of the Association activities and shall report to each AGM on the state of the Association. His report will be offered to the membership for acceptance. At any AEC meeting any AEC member may deputise for the Chair at the Chair's request or at the request of a majority of the AEC. The members at an AGM may elect a President in recognition of services rendered. The President shall not have any voting rights on the AEC but may attend the meetings.

## **Association Roles**

- 3) Election of Principal Officers: To be eligible for election, members, other than Club Representatives, must have expressed a willingness to serve and to have been nominated by not less than two other members. All members shall be eligible to stand for office provided they are at least 18 years of age. Each Principal Officer will be elected to office each year but shall not be entitled to hold the same office for more than three consecutive years, unless no other member was nominated for that office at the AGM and an extension to the term of office has been agreed by all Principal Officers. A Principal Officer shall not be eligible for election to a different one of these offices until the expiry of one year from the date when they last held one of these offices. The Principal Officers of the AEC may be replaced at a properly constituted EGM. No more than two Principal Officers shall be from the same club.
- 4) A Vice-Chair may be elected by the AGM, with the possible intention of them becoming the subsequent Chair. Notwithstanding 3 above, any Vice Chair may be elected to the role of Chair.
- 5) Each BOF recognised club, affiliated to the Association, may nominate one member to the AEC with full voting rights. These representatives may be altered during the year provided that the Secretary of the club whose members are being represented advises the Chair of the Association. Deputies may attend with full voting rights provided that the Association has been so advised by either the Secretary of that club or by their normal representative.
- 6) Associates, being organisations or groups registered with BOF as having paid an appropriate fee for the current year, may also send a representative to the meetings but shall not have voting rights unless otherwise empowered within the Constitution.
- 7) Roles currently identified as being required in addition to elected officers and Club nominees are a Minutes Secretary, Coaching Coordinator, Fixtures Secretary, League Results Secretary, Regional Mapping Adviser, Newsletter Editor, Webmaster, Junior Squad Manager and National Forest Representative. Members holding these roles may attend AEC meetings and particularly when agenda items are in the area of their involvement. Those holding these portfolios would not be voting members of the AEC.
- 8) Informal groupings of Club Mapping Advisors, Development Officers, Fixtures Secretaries, Coaching Coordinators and Training Coordinators etc will be facilitated by the AEC. It is envisaged that these groups will keep in touch by electronic means but the AEC will get involved when workshops or seminars are required.
- 9) The AEC shall encourage suitably experienced persons to qualify as Controllers, etc., and the AEC shall approve all Level C new Controllers and make recommendations to BOF in respect of potential level B Controllers.

## **FINANCIAL PROCEDURES**

### **Role of the Treasurer**

- 1 The Treasurer shall maintain a register of members to enable the quorum at a general meeting to be established and also a register of Associates (Clubs and Groups) accepted by BOF and based within the Association Region.

- 2 The funds of the Association shall be held in a bank, building society or other financial institution and used in accordance with the objectives of the Association. Funds not immediately required for its purposes may be invested as thought fit, subject to the agreement of the AEC.
- 3 All cheques or payment instructions given against the Association funds shall be authorised by Officers nominated by, and in such combinations as agreed by, the AEC. All agreements with external Agencies (Sports Council etc.) may be signed by Officers as required by that Agency after approval by a majority of the AEC. Where the urgency of a situation requires it, the AEC may approve financial transactions and contracts through an email exchange or other conference facility with at least two nominated representatives from the four senior open clubs (DVO, LEI, LOG & NOC) and two of the Principal Officers agreeing to the proposed arrangements. Any such authorisation shall be ratified at the next meeting of the AEC.
- 4 All cheques or other payment instructions given against the Association funds shall be authorised by the Treasurer up to a maximum of £300 with sums above this limit having to be co-authorised by another Officer.
- 5 A brief financial monitoring report should be provided to each AEC meeting.
- 6 Reasonable expenses may be paid in line with current BOF rates, to any member of the AEC and other representatives of the Association when they are engaged on Association business.
- 7 The AEC shall ensure that an Income and Expenditure Account and Balance Sheet is prepared each financial year and that it fairly represents the financial transactions of the Association for the year and the balances held at the Balance Sheet date.
- 8 The Treasurer shall be responsible for retaining the accounting records for at least seven years and to meet statutory requirements and those of outside funding sources.
- 9 Any Treasurer will be deemed to have resigned if evidence is produced that they are no longer mentally capable of acting in that capacity, a bankruptcy order is made against that person or a composition is made with that person's creditors generally in satisfaction of that person's debts.

### **Independent Financial Examiner**

- 1 An Independent Financial Examiner (IFE) should, at the AGM each year, be appointed for the coming financial year. The IFE shall preferably be a person with experience in financial matters and shall not be a member of the AEC. The IFE shall not be involved in or associated with any significant financial transactions with the Association or any of the Principal Officers, and shall be from a different Club than the Treasurer. If no one is appointed at the AGM, then an IFE may be appointed during the year by the AEC. The IFE may only be removed from office by the members of the Association at an AGM or EGM. The accounts and financial records shall be seen by the IFE who should express an opinion in writing as to whether they are in accordance with the records maintained by the Treasurer and are representative of the affairs of the Association

- 2 The IFE's report shall be produced to the AGM and the accounts submitted to the AGM for approval. Should they be rejected then an Extraordinary General Meeting shall be convened as soon as possible within the rules laid out in this constitution.

### **Actions by the AEC**

- 1 The AEC may make cash loans to clubs free of interest or charge unless otherwise agreed. It may also make grants to clubs and individuals in furtherance of the Association's objectives.
- 2 The Association's draft costed Development Strategy and Action Plan for the coming year will be circulated to clubs in advance of the meeting to allow members to debate them before the AGM and to avoid clubs budgeting for items being dealt with centrally. At the AGM, the retiring Treasurer shall present, as guidance to the members of the Association, a projected budget covering the likely income and expenditure for the following year, strategic views on the projected balance sheet for the next three years and any proposals for the levels of membership fees, levies, and any other funding arrangements.
- 3 The AEC may raise money by means of sponsorship or otherwise for the Objectives of the Association on such terms thought fit. It may also accept any donation or gift of money, property or other assets whether subject to any special trust or not for any one or more of the Objectives of the Association, subject to any ethical considerations.

### **Event Levies and Membership Fees**

- 1 The Association may make a levy on events and clubs are expected to collect this on its behalf and make payment to the Association Treasurer within three months of the event. The AEC shall have the power to waive the levy on any event. If clubs fail to pay over the levy within three months the AEC may withdraw approval for events to be held as part of the Association's competitions. Any levy will not be chargeable where a BOF franchise arrangement is in place for a club or clubs promoting events.
- 2 The AEC has the power to the waive membership fees and currently does so for the first year fee for new members. Changes to membership fees shall apply from the first full year that the British Orienteering Federation is able to effect such a change.
- 3 These funding arrangements will be voted upon by the members present at the AGM who may offer amendments to any suggested figures. Changes to levies and charges shall apply from the first of the month following the AGM.