



CONSTITUTION

1. Title

The Club shall be called SOUTHAMPTON ORIENTEERING CLUB and the Club initials shall be SOC.

2. Objectives

- a. The purpose of the Club shall be to promote the sport of orienteering in the South Hampshire area.
- b. The Club shall be affiliated to (or a member of) British Orienteering and the South Central Orienteering Association (SCOA) and shall abide by their rules and regulations and shall help further their objectives.

3. Membership

- a. Southampton Orienteering Club is an open orienteering club.
- b. The Membership categories are those adopted by British Orienteering plus 'Honorary'.
- c. Individuals are encouraged (but not required) to join British Orienteering.
- d. Honorary membership is in the gift of the Committee.
- e. The Committee shall determine the benefits available to each membership category.
- f. The Committee shall have the right to decline an application for membership and to terminate membership where it is deemed to be in the best interests of the club.

4. Committee

- a. The Club shall be managed by a Committee consisting of the Chair, Secretary and Treasurer (the Officers) and a minimum of three to a maximum of eight other members. All the foregoing shall be elected at the AGM and remain in office until the conclusion of the AGM the following year.
- b. All Committee members shall be Individual members of both SOC and British Orienteering and active orienteers, having either competed in or been involved in the running of at least three events in the previous two years. Honorary members are eligible for membership of the Committee and may be elected as Officers.

- c. No member may serve as an Officer of the Club for more than three consecutive years without standing down from service as an Officer for at least one year.
- d. A quorum of the Committee shall be five Committee members including at least one of the Officers.
- e. The Committee shall have the power to co-opt additional members to the Committee, who may exceed the maximum given in 4a, provided that at least two thirds of the whole Committee agree. Co-option shall be for a specific purpose and period expiring no later than the next AGM.
- f. If an Officer shall resign or die the Committee shall as soon as possible fill the vacancy from among the Committee members (whether elected or co-opted) to act until the next AGM or EGM and advise the membership accordingly.
- g. The Committee shall nominate a suitable person as auditor for election at the AGM. If the auditor resigns or dies the Committee shall nominate a replacement for approval at the next AGM.
- h. The Committee shall meet at least 3 times each year and shall manage the Club within the framework of this Constitution and such policies and procedures as the Committee may from time to time adopt. Meetings can be held conventionally, virtually or hybrid as the Committee agrees.
- i. Minutes of all Committee meetings shall be kept by the Secretary and shall record those present and the business conducted.
- j. The Committee may appoint such sub-committees as it considers desirable to implement specific tasks. Any sub-committee shall have written terms of reference and report to the Committee.
- k. The Committee may delegate specific tasks provided it retains adequate control and remains responsible for what is done under such delegated authority. This includes designation of administrative posts and appointment of Club members to fill those posts. It also includes appointment of officials to run events.
- l. All Committee members shall declare at the earliest possible stage any potential financial or other beneficial interest they, or any member of their immediate family, or any organisation they represent, may have in any transaction or proposed transaction between the Club and a third party. The declaration of such an interest shall be made to the Chair. All such declarations shall be recorded in the minutes of any meeting at which the transaction or proposed transaction is discussed. Any final decisions shall be made without the person concerned being present.
- m. The Committee may purchase insurance to indemnify the personal liability of the Officers and other Committee members in relation to the affairs of the Club.
- n. Provided a majority of Committee members agree, any matter requiring urgent attention may be decided by the Committee by written correspondence. Any decision must be recorded in the minutes of the next Committee meeting.

5. AGM

- a. The Committee shall arrange for the Club to hold an Annual General Meeting (AGM) between 1st February and 31st May each year.
- b. At least 28 days' notice shall be given to members of the time, date and venue for the AGM. The agenda, together with copies of items that the meeting will be asked to vote on, including a copy of the audited accounts, names of members seeking (re) election to the committee and any proposed changes to the constitution, shall be given to members at least 14 days before the meeting.

- c. At the AGM the meeting shall:
 - i. Receive a report from the Chair.
 - ii. Receive a report from the Secretary.
 - iii. Receive a report from the Treasurer.
 - iv. Vote on adoption of the audited accounts for the previous financial year.
 - v. Elect the Officers and Committee members for the ensuing year.
 - vi. Elect an auditor for the current financial year. Such person may not be a member of the Committee but may be a member of the Club.
 - vii. Consider any change to this Constitution of which due notice has been given. Any proposed change must be given to the Secretary at least 21 days before the meeting and to members at least 14 days before the meeting.
 - viii. Agree the membership fees to be applied from 1st January in the following calendar year.
 - ix. Transact any other business which has been notified to the Secretary at least 21 days before the meeting or which the Chair, in his their absolute discretion, considers appropriate.
- d. All members of the Club are entitled to attend an AGM. Each Individual member who will be 18 years of age by the end of the year and each Honorary member is entitled to one vote. In order to vote members must be present in person. Voting shall be by a show of hands unless any voting member calls for a formal vote in which case voting shall be by secret ballot. In the case of a virtual meeting any secret ballot shall be postponed and held at soon as possible after the meeting in a manner to be determined by the Committee.
- e. A quorum shall consist of any 20 voting members including at least one of the Officers.
- f. Changes to the Constitution may only be made by a resolution passed by two thirds of those present and entitled to vote. All other matters shall be decided on a simple majority.
- g. The Secretary shall keep minutes of the meeting.
- h. The AGM shall be held at a venue to be agreed by the Committee which should be within the geographical area covered by the club. In exceptional circumstances only, the Committee may determine that the AGM be held as a virtual meeting.

6. EGM

- a. An Extraordinary General Meeting (EGM) may be called by the Committee to discuss changes to the Constitution or any other Club business too urgent to wait for an AGM.
- b. The Secretary must call for an EGM to be held within 28 days of receipt of an application in writing made by any 20 members who are entitled to vote or from the date of notification if called by the Committee. At least 14 days' notice must be given to all Club members in writing together with the motions to be discussed. No other business shall be conducted.
- c. Procedures for giving notice, voting, keeping of minutes and venue shall be as for an AGM.

7. Finance

- a. A current account in the name of the Club shall be opened at a UK clearing bank. Additional accounts may be opened for deposits and to cover special activities.

- b. Each Officer is authorised to transfer funds between the Club accounts (any one Officer may authorise the transfer).
- c. The Treasurer is authorised to use electronic banking to view account balances and make authorised payments by electronic transfer (BACS) or debit card.
- d. All payments must be authorised by two Officers.
- e. Any payment to any Officer shall be approved by the other two Officers.
- f. The Chair and Secretary will review account balances and transactions on a regular basis.
- g. The Club financial year shall be from 1st January to 31st December. Accounts for each year shall be audited and presented to the following AGM for approval.
- h. Annual subscriptions, as determined at the previous AGM or subsequent EGM, shall be due on 1st January of each year and membership is conditional on payment of any subscription due.

8. Property and Funds

- a. The property and funds of the Club cannot be used for the direct or indirect private benefit of members, unless reasonably allowed from time to time by the Committee. All surplus income or profits arising from Club activities shall be retained and used by the Club to further its activities in the future.
- b. The Committee may employ members and remunerate them for providing goods and services. The Committee will set fair terms without the person being present.
- c. The Committee may take such steps as it deems expedient to identify and preserve assets belonging to the Club.
- d. In the event that the Club is wound up its assets shall be transferred to British Orienteering to use in connection with the sport of orienteering in the SCOA region.

9. Notices

Formal notices shall be sent to members via their email address last notified to the Club. In the event that a member has failed to supply a valid email address the Secretary shall use first class Royal Mail post instead. If the Club is notified that an email has not been delivered the Secretary shall reissue the notice using first class Royal Mail post (but this shall not invalidate the original notice in terms of any time period).

10. British Orienteering Governance

- a. Southampton Orienteering Club agrees to adopt the up-to-date British Orienteering Policies, Procedures, Rules and Regulations as published on the British Orienteering website.
- b. All individuals involved in orienteering through SOC, in any capacity, are deemed to have assented to and abide by and adhere to the British Orienteering Policies, Procedures, Rules and Regulations as published on the British Orienteering website.
- c. Both SOC and its members agree to abide by the final outcome of any disciplinary and appeal proceedings.

11. Date of this Constitution

This Constitution shall come into effect, and replace the existing constitution, from 15th March 2024.