

*A Motion to replace the IRF constitution, with the constitution as described below.*

- *For clarity, the amendments agreed during voting in 2008 are shown as implemented.*

## **Constitution of the International Rogaining Federation Inc.**

(A0040409P)

### **1. Preamble**

Rogaining is the sport of long distance cross-country navigation. Rogaining involves both route planning and navigation between checkpoints. The championship rogaine is of 24 hours duration. Teamwork, endurance, strategy and a respect for the natural environment are features of the sport.

The sport of rogaining was created by the drafting of the rules in 1968, followed by the first official Intervarsity 24 hour score orienteering competition in 1969. The name 'rogaining' was formalised with the founding of the Victorian Rogaining Association in Australia. The International Rogaining Federation is the peak international body for the sport of rogaining.

### **2. Name**

The name of the Federation is the 'International Rogaining Federation', which may be abbreviated as IRF.

### **3. Definitions**

In this Constitution, unless the contrary intention appears -

'Member' means a Member of the IRF in accordance with Clause 5.

'Council Member' refers to a Member of the IRF Council, who is eligible to vote.

'Voting Member' refers to a specific resolution and means a Council Member who elects to vote on that resolution.

'Council' means the Council of the IRF in accordance with Clause 6.

'Council Meeting' includes both a meeting in person and a meeting where communication is by electronic means.

'Council Vote' refers to the process by which resolutions can be voted on by Council both at and between meetings.

'Executive' means the committee of management in accordance with Clause 7.

'Officer' means an Officer of the IRF in accordance with Clause 7.

'National Peak Rogaining Body' is a formal rogaining entity recognized by the IRF as responsible for rogaining in a country.

'In writing' includes electronic transmission such as email or file attachments.

### **4. Aims**

The aims of the International Rogaining Federation are to:

- a) promote and develop the sport of rogaining internationally
- b) maintain the fundamental principles and culture of rogaining
- c) maintain international rules and technical standards of rogaining
- d) promote, award and monitor the World Rogaining Championships
- e) provide an international focus of communication for participants and organizers of rogaining events.

### **5. Membership of the IRF**

Members of the IRF shall be from one or more of the following classes.

### **A. Members representing National Peak Rogaining Bodies.**

National Peak Rogaining Bodies may apply to join the IRF at any time. There shall be no more than one body with membership of the IRF per country. A National Peak Rogaining Body shall not be accepted unless it is representative of rogainers in that country and is considered acceptable by IRF Council.

A National Peak Rogaining Body shall have two Council Members. A National Peak Rogaining Body's first Member of the IRF shall be the President of that body, or his or her representative. The further Member of the IRF from a National Peak Rogaining Body needs to be nominated by the National Peak Rogaining Body in writing at least each two years. A National Peak Rogaining Body may change its representatives at any time by notifying the IRF of such a change in writing. A resolution to accept a National Peak Rogaining Body as an IRF Member must be approved by at least two thirds of Voting Members.

### **B. Individual Observers representing Countries without a National Rogaining Body.**

Countries not represented by a recognized National Peak Rogaining Body may be represented by Individual Observers. The number of Individual Observers from a country is determined by the Council and shall be one or two. The Individual Observers from a country shall be chosen by rogainers from that country using a process acceptable to the IRF.

A resolution to increase or decrease the number of Individual Observers from a country, or permit a new country to nominate Individual Observers must be approved by at least two thirds of Voting Members. Individual Observers have no voting rights within Council.

### **C. Individuals elected to the IRF Executive (committee of management).**

See Clause 7.

### **D. Ex-officio Members**

A President who has held office for more than three years shall, after ceasing to be President, continue to be a Member ex-officio for a period of one term of office as defined by the four year schedule for elections (see Clause 7 (iv)).

### **E. Individuals co-opted by the Council as Members of the IRF**

Council may co-opt individuals onto the IRF for a specified period of no more than two years. The number of co-opted Members at any one time will not exceed two. The co-opting of an individual onto the IRF and removal of co-opted Members from the IRF can be done at any time by a resolution approved by a simple majority of Voting Members. Co-opted Members have no voting rights within Council.

## **6. Council**

The Council of the International Rogaining Federation consists of the following Members, who shall exercise one vote each:

- (a) Members representing National Peak Rogaining Bodies (see Clause 5(A));
- (b) the President and Secretary/Treasurer;
- (c) the immediate outgoing President of the Federation (see Clause 5(D));

Responsibility for the IRF is vested in the Council. The Council shall decide on:

- a) all matters involving changes in the policy of the IRF,

- b) changes to the IRF Technical Standards and Rules,
- c) all matters involving changes to the membership of the IRF,
- d) applications to hold the World Rogaining Championships,
- e) motions put to it by any Member and seconded by any other Member,
- f) other matters as determined by the Council from time to time.

Members of the IRF are deemed to have vacated their position if they tender their resignation to the Council, and it is accepted by the Council.

## **7. Executive (committee of management)**

(i) The business and affairs of the IRF shall be managed by the Executive (committee of management). The Executive may, subject to this Constitution, exercise all such powers and functions as may be exercised by the IRF other than those that are required to be exercised by the Council (see Clause 6) and perform all such acts and things as appear to the Executive to be essential for the proper management of the IRF.

(ii) The Executive of the IRF shall comprise the Officers of the IRF, namely:

- President,
- Secretary/Treasurer,
- Promotion/Development Officer,
- World Championships Manager, and
- Technical Convenor.

(iii) The Council shall elect the Officers of the IRF.

(iv) The term of office shall be four years. Elections of the various positions shall occur in different calendar years in the four year cycle so that the Executive undergoes gradual change rather than all positions becoming vacant together.

Elections in the four year cycle shall be held as follows.

- President – 2002 and every fourth calendar year thereafter.
- Secretary/Treasurer – 2001 and every fourth calendar year thereafter.
- Promotion/Development Officer – 2002 and every fourth calendar year thereafter.
- World Championships Manager – 2004 and every fourth calendar year thereafter.
- Technical Convenor – 2003 and every fourth calendar year thereafter.

(v) Except as needed to fill a vacancy, elections shall be held at the Annual General Meeting of the appropriate year.

(vi) The Secretary shall call for nominations for Executive positions not less than two months before the date of voting and shall specify the closing date for nominations which shall be at least four weeks after the call for nominations and at least four weeks before the date of voting. Nominations for Executive positions shall be in writing to the Secretary. If, and only if, no nomination for a position is received before the closing date, then later nominations for that position shall be accepted including nominations at the meeting.

(vii) Any person may nominate themselves or another person (with that person's consent) for an Executive position. For each Executive position, if only one nomination is received, that person will be declared elected. If more than one nomination is received, Council will hold one or more ballots as required, each to be by non-secret ballot. At each ballot, the nomination receiving the least number of votes shall be removed from subsequent ballots except that if there are four or more nominations, only the three receiving the highest votes shall go through to the second ballot. In any ballot, if two or more candidates are tied on the least number of votes in a ballot, the President may exercise his or her casting vote to decide who to remove from the ballot or may ask Council to decide by simple majority which nomination to remove from the ballot and, if still needed, may then exercise his or her casting vote. When only one nomination remains, that person will be declared elected to that Executive position.

(viii) In the event of a deadlock in voting that cannot be resolved by this Constitution, the President is empowered to take whatever actions the President deems necessary to resolve that deadlock.

(ix) Officers elected at a meeting shall take office at the close of that meeting except that if elections are held at an Annual General Meeting in conjunction with a World Rogaining Championships, the newly elected Officers will take office on the day following the finish of those Championships.

(x) Officers need not be Members of the IRF prior to their appointment. Except where otherwise specified in this Constitution, Officers cease to be a Member when they cease to hold office unless they are a Member in another capacity.

(xi) An Office of the Executive of the IRF becomes vacant if the Officer:

(a) is removed from office at any time by a Council resolution approved by two thirds of Voting Members; or

(b) becomes an insolvent within the meaning of the Corporations law; or

(c) resigns from office by notice in writing given to the Secretary or President.

(xii) Should a vacancy in an Executive position need to be filled before the due date for election for that position, Council may appoint a person to that position by a simple majority vote.

Alternatively, Council may choose to call for nominations as defined above. In every case, the appointment is for the remainder of the term of office as defined by the four year schedule and a new election will be held at the scheduled time.

## **8. Executive Meetings**

(i) The Executive must meet at least twice a year.

(ii) Meetings may be held in person or by other means as determined by the Executive.

(iii) Officers shall be notified at least 2 days before the date of any meeting.

(iv) Any three Officers constitute a quorum.

(v) Any business raised by a Member may be conducted at an Executive meeting.

(vi) Decisions made by the Executive shall be determined by a simple majority of all Officers, with the vote being taken in such manner as the person presiding at that meeting may determine.

## **9. Duties of Executives**

(i) Day-to-day management of the IRF is vested in the Executive who must act according to the policy of the IRF and the decisions of the Council in the management of the IRF.

(ii) The President shall:

a) ensure that activities of the Executive and Council are consistent with the Rules and policy of the IRF, and consistent with decisions of the Council,

b) manage the day-to-day affairs of the Executive and Council, and the IRF,

c) preside over meetings of the Executive and the Council, and

d) present an annual report to the Council.

(iii) The Secretary/Treasurer shall

a) keep minutes of all meetings of the Council and the Executive,

b) keep records of the Council and IRF,

c) copy to the President all official electronic messages to and from the Secretary/Treasurer.

d) In the absence of the President, preside over meetings of the Executive and the Council,

e) be responsible for the day-to-day financial affairs of the IRF.

f) receive all monies belonging to the IRF and make payments directed by the Council,

g) keep an account book showing full details of all such receipts and payments, and

h) present an annual report to the Council of receipts and expenditure, of assets and liabilities, and the financial position of the IRF.

(iv) The Promotion/Development Officer shall

- a) develop and implement strategies for the promotion of rogaining internationally,
- b) develop and maintain an Internet presence for the IRF,
- c) act as a central point of contact for information about the sport of rogaining, and
- d) maintain a calendar of international rogaining events.
- (v) The World Championships Manager shall:
  - a) coordinate bids for the World Rogaining Championships,
  - b) coordinate assistance to the organizers of the World Rogaining Championships, and
  - c) ensure that the World Rogaining Championships meet the standards set by the Council.
- (vi) The Technical Convenor shall:
  - a) facilitate international discussion towards improving the IRF Technical Standards and Rules,
  - b) make recommendations to the Council regarding maintenance of the IRF Technical Standards and Rules, and
  - c) review the operations of each World Rogaining Championship and make recommendations to the Council accordingly.

## **10. Finances**

- (i) The funds of the IRF shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Executive determines.
- (ii) National Peak Rogaining Bodies being represented on the IRF by Council Members are liable for an annual membership subscription per rogaier registered with the National Peak Rogaining Body or component state or regional Rogaining Associations. Changes in subscription can be made at any time by a simple majority Council Vote. The IRF may waive or reduce the subscription for any body where it is deemed that such a change would be consistent with the aims of the IRF.
- (iii) The IRF will be paid a levy on all competitors at the World Rogaining Championships. The Council may determine that the levy be different for different groups of participants at a World Rogaining Championships, e.g. domestic versus international entrants or entrants from IRF member countries versus non-member countries.
- (iv) There is no specific fee for Individual Observers, co-opted Members, IRF Executive, or Ex-officio Members.
- (v) All cheques written against the general funds of the IRF shall require the signature of two Council Members, one of whom shall be the Secretary/Treasurer or President.
- (vi) The income and property of the IRF shall be applied solely towards its aims as set forth in this Constitution.
- (vii) All positions on the IRF shall be honorary.
- (viii) The Secretary/Treasurer will arrange to have the financial records from 1st January to 31st of December each year audited on an annual basis.

## **11. Register of Members**

- (i) The Secretary/Treasurer must keep and maintain a register of Members containing the name, address (including electronic address) and phone number of each Member, and the date on which each Member's name was entered in the register. The register is available for inspection free of charge by any Member upon request. A Member may make a copy of entries in the register. It is the responsibility of Members to notify the Secretary/Treasurer of any change to these details.
- (ii) Where this Constitution requires Members to be notified about a resolution or other matter, Members will be deemed to have received notice seven days (after posting a letter) or one day (after electronic transmission) to the current address as recorded in the Register of Members.

## **12. Custody and inspection of books and records**

- (i) Except as otherwise provided in this Constitution, the Secretary/Treasurer must keep in his or her custody or under his or her control all books, documents and securities of the IRF.
- (ii) All accounts, books, securities and any other relevant documents of the IRF must be available by inspection free of charge by any Member upon request.
- (iii) A Member may make a copy of any accounts, books, securities and any other relevant documents of the IRF.

## **13. Meetings and Council Vote**

- (i) Council decisions can only be made at a general meeting or by Council Vote. A Council Vote requires a resolution to be sent to all Council Members for consideration and voting.
- (ii) Unless otherwise specified in this Constitution, Council decisions require 60% of Council Members to have voted or indicated an intention to abstain from voting.
- (iii) All Council Members may exercise one deliberative vote, and voting will be by simple majority of Voting Members unless otherwise provided for in this Constitution. The President will have a deliberative and a casting vote. National Peak Rogaining Bodies do not exercise a vote except insofar as they are represented by Council Members.
- (iv) All general meetings may be held in person or by other means as determined by the Council.
- (v) At least one general meeting will be held in every calendar year and designated the Annual General Meeting for the purpose of receiving annual reports, to elect the Executive as necessary, and to receive and consider the financial report. The timing of the Annual General Meeting should be designed to facilitate face-to face gatherings of representatives from several nations if this is possible.
- (vi) The quorum for any general meeting is three persons. To take effect, decisions made at general meetings need to meet the requirements of Clause 13 (ii) or must be subsequently ratified by a Council Vote meeting the requirements of Clause 13 (ii).
- (vii) The Secretary/Treasurer shall call a general meeting of the Council when so directed by the President or within four weeks of the receipt of a request for a meeting from two or more Council Members.
- (viii) The President is entitled to take the chair at any meeting of the Council. In the event that the President is not present, or declines to take the chair, the Secretary/Treasurer shall chair the meeting, or failing that, a chairman shall be elected from amongst those Council Members that are present.
- (ix) Notification of general meetings and of matters requiring consideration by the Council shall be provided in writing to all Council Members a minimum of 21 days before the date of the meeting of the Council at which that matter is to be considered or before the due date for voting at a Council Vote.
- (x) Each general meeting can also involve general business sessions, but decisions from such a session do not become official until ratified by a future Council Vote pursuant to clause 13(ii).
- (xi) Proxy votes are accepted for all items upon which Council Members are asked to vote. Proxy votes must reach the Secretary in writing by the start of any general meeting, or by the date specified for a Council Vote.
- (xii) Where possible, a general meeting will be held in conjunction with the World Rogaining Championships.

## **14. World Rogaining Championships**

- (i) The World Rogaining Championships shall be a Rogaine of scheduled 24 hours duration, held no more frequently than once in any calendar year.
- (ii) The World Rogaining Championships remain the championships of the IRF and shall only be held under the technical direction, and with the approval, of the IRF.

- (iii) The Council shall call for expressions of interest to host the World Rogaining Championships at least two years prior to the year of the event.
- (iv) The World Championships Manager shall have prime responsibility for ensuring that the World Rogaining Championships meet all the requirements set by this Constitution and by the Council. Any dispute or other matter raised by any party concerning the World Rogaining Championships will be resolved by the Council.

## **15. Ceasing Membership**

A Member of the IRF who has paid all moneys due and payable to the IRF may resign by giving notice in writing to the Secretary/Treasurer. The Secretary/Treasurer must record in the register of Members the date on which the Member ceased to be a Member.

## **16. Discipline, Suspension and Expulsion of Members**

- (i) If the Council is of the opinion that a Member has refused or neglected to comply with this Constitution, or has been guilty of conduct unbecoming a Member or prejudicial to the interests of the IRF, the Council may by resolution,
  - (a) suspend that Member for a specified period, or
  - (b) expel that Member from the IRF.
- (ii) A resolution of the Council under (i) does not take effect unless at a meeting or Council Vote held in accordance with sub rule (iii), the Council confirms the resolution.
- (iii) A meeting or Council Vote of the Council to confirm or revoke a resolution passed under sub rule (i) must be held not earlier than 21 days, and not later than 45 days, after notice has been given to the Member in accordance with sub rule (iv).
- (iv) For the purposes of giving notice in accordance with sub rule (iii), the Secretary/Treasurer must, as soon as practicable, cause to be given to the Member in writing notice -
  - (a) setting out the resolution of the Council and the grounds on which it is based, and
  - (b) stating that the Member, or their representative, may address the Council at a meeting to be held not earlier than 21 days and not later than 45 days after the notice has been given to that Member, and
  - (c) stating the date, place and time of that meeting, and
  - (d) informing the Member that they do one or both of the following
    - attend that meeting,
    - give to the Council before the date of the meeting a written statement seeking revocation of the resolution.
- (v) At a meeting of the Council to confirm or revoke a resolution passed under sub rule (i), the Council must-
  - (a) give the Member, or their representative, an opportunity to be heard, and
  - (b) give consideration to any written statement from the Member, and
  - (c) determine by resolution whether to confirm or revoke the resolution.
- (vi) A resolution is confirmed, if at a Council meeting, not less than two thirds of the Members who elect to vote in person or by proxy vote in favour of the resolution. In any other case the resolution is revoked.

## **17. Disputes and Mediation**

- (i) The grievance procedure set out in this rule applies to disputes under the Rules between-
  - (a) a Member and another Member, or
  - (b) a Member and the IRF.
- (ii) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to attention of all of the parties.

- (iii) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must within 10 days, hold a meeting in the presence of a mediator.
- (iv) The mediator must be-
  - (a) a person chosen by agreement between the parties, or
  - (b) in the absence of agreement in the case of a dispute between a Member and another Member, a person appointed by the Council, or in the case of a dispute between a Member and the IRF, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (v) A Member of the IRF can be a mediator.
- (vi) The mediator cannot be a Member who is a party to the dispute.
- (vii) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (viii) The mediator, in conducting the mediation must-
  - (a) give the parties to the mediation every opportunity to be heard, and
  - (b) allow due consideration by all parties of any written statement submitted by any party, and
  - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (ix) The mediator must not determine the dispute.
- (x) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute otherwise at law.

## **18. Alteration of the Constitution**

A special resolution is required to change the name of the Federation, the Constitution, or the aims. A special resolution requires 28 days notice in writing to all Council Members, and to be passed requires that at least two thirds of Voting Members be in favour.

## **19. Common Seal**

A common seal of the IRF must be kept in the custody of the Secretary/Treasurer. The common seal must not be affixed to any instrument except by the authority of the Council and the affixing of the common seal must be attested by the signatures of two Council Members, one of whom shall be the Secretary/Treasurer or President.

## **20. Winding Up of the IRF**

The International Rogaining Federation can be dissolved at a Council meeting or by Council Vote by a resolution agreed to by all Council Members. Upon dissolution of the IRF, all funds and assets will be vested in a non-profit organization which will be the Australian Rogaining Association, or failing that another National Peak Rogaining Body, or failing that a charity, as determined by the President.

## **21. Registration of IRF**

The IRF is registered in Victoria, Australia. Copies of the Constitution are available from the IRF Secretary/Treasurer.

This Constitution was last amended on *<insert date>*.