

Constitution of the International Rogaining Federation Inc.

(A0040409P)

1. Preamble

Rogaining is the sport of long distance cross-country navigation. The championship rogaine is of 24 hours duration, but there are many variants. Teamwork, endurance, competition, and a respect for the natural environment are features of the sport. Rogaining involves both route planning and navigation between checkpoints and may use a variety of map types.

Rogaining began in April, 1976, with the formation of the Victorian Rogaining Association in Melbourne, Australia. Related events had been organized over the preceding thirty years. The International Rogaining Federation was formed on June 16th, 1989, and is the peak international body for the sport of rogaining. The Constitution was adopted on June 30th, 2000.

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

'Delegate' means a councillor representing a Member of the IRF in accordance with Clause 6.

'Observer' means a non-voting councillor 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.

'Votes cast' does not include any abstentions or blank votes that do not indicate a preference on a motion.

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

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

'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

Membership of the IRF is restricted to National Rogaining Associations. National Rogaining Associations shall not be accepted as members unless they meet the requirements specified in Appendix One. Each member shall be entitled to select two delegates to the IRF Council. A National Rogaining Association may change its delegates at any time by notifying the IRF Council in writing.

6. Council

The Council of the International Rogaining Federation consists of the following people:

- i) Delegates representing the Members of the IRF (see Clause 5).
Each delegate has one vote.
- ii) Officers of the IRF (see Clause 7).
Each officer has one vote.
- iii) Non-voting Observers, namely:
 - a) Elected or appointed administrative managers (see Clause 7).
 - b) Observers co-opted by Council. Council may co-opt individuals for a three year period. Observers may be co-opted to represent specific countries or for other reasons as determined by Council.
 - c) Ex-officio observer - on ceasing office, a past president will automatically continue as an Observer for a three year period unless otherwise determined by Council.
Council can renew or remove an observer at any time.

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 Officer or Delegate and seconded by any other Officer or Delegate;
- f) annual budgets;
- g) other matters as determined by the Council from time to time.

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:
 - a) President
 - b) Vice President
 - c) Secretary
 - d) Treasurer

and the Administrative Managers of the IRF, namely:

- e) Promotion/Development Manager
- f) World Championships Manager
- g) Technical Manager
- h) VRA International Liaison Manager

- (iii) The Council shall elect the Executive of the IRF.
- (iv) The term of office shall be three years. Elections of the various positions shall occur in different calendar years in the three year cycle so that the Executive undergoes gradual change rather than all positions becoming vacant together. Elections in the three year cycle shall be held as follows.
President, Vice President and Promotion/Development Manager– 2013 and every third calendar year thereafter.
Secretary and World Championships Manager - 2014 and every third calendar year thereafter.
Treasurer, Technical Manager and VRA International Liaison Manager– 2015 and every third calendar year thereafter.
- (v) No Officer shall serve more than two consecutive terms in the same executive position.
- (vi) Nominations for Executive positions shall be in writing to the Secretary. The Secretary shall call for nominations at least six weeks before the close of nominations which shall be at least three weeks before the last date of voting. If no nominations are received, the Executive can extend or reopen the nomination period.
- (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 vote by non-secret ballot. If no candidate receives an absolute majority of votes cast, a second ballot will be held to choose between the two candidates who polled most in the first ballot.
- (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 a Meeting in conjunction with a World Rogaining Championships, the newly elected members of the Executive will take office on the day following the finish of those Championships.
- (x) An Executive position becomes vacant if the Executive member:
 - (a) is removed from office at any time by a Council resolution; 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.
- (xi) 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 three 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) Executive members shall be notified at least two days before the date of any meeting.
- (iv) The quorum for an Executive meeting shall be four of which at least two shall be Officers.
- (v) Any business raised by any IRF Councillor may be conducted at an Executive meeting. (This clause does not alter the requirement for specific decisions to be made by Council as specified elsewhere in this constitution).
- (vi) Decisions made by the Executive shall be determined by a simple majority of all Executive members who vote on that matter, 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 Vice-President shall:
- a) provide support to other Executive members as required,
 - b) undertake special projects as determined by the Executive and/or Council, and
 - c) in the absence of the President preside over meetings of the Executive and the Council
- (iv) The Secretary shall:
- a) keep minutes of all meetings of the Council and the Executive,
 - b) keep the non-financial records of the Council and IRF,
 - c) copy to the Executive all official electronic messages to and from the Secretary
 - d) In the absence of the President and Vice-President, preside over meetings of the Executive and the Council,
- (v) The Treasurer shall:
- a) be responsible for budgeting and financial management of the IRF,
 - b) ensure all required financial records are maintained,
 - c) keep the Executive and, as required, Council fully informed with respect to IRF financial matters,
 - d) present an annual report to the Council of transactions, assets and liabilities, and the financial position of the IRF.
- (vi) The VRA International Liaison Manager shall:
- a) act for the Secretary as the IRF contact person for the Registrar of Incorporated Associations under the State of Victoria Associations Incorporation Reform Act 2012,
 - b) ensure that the IRF is compliant with the State of Victoria Associations Incorporation Reform Act 2012 with respect to reporting and other requirements,
 - c) be responsible for the day-to-day banking of the IRF, and
 - d) support the Treasurer as required with record keeping and financial management of the IRF.
- (vii) The Promotion/Development Manager 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.
- (viii) 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.
- (ix) The Technical Manager 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 Council determines.
- (ii) Subscriptions fees for members will be set from time to time by Council. The Council may reduce or waive the subscription for any association where this is 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 will be different for different groups of participants at a World Rogaining Championships, e.g. domestic vs international entrants or entrants from IRF member countries vs non-member countries.
- (iv) All payments made from the general funds of the IRF shall require the approval of two Executive members, one of whom shall be the Treasurer or President.
- (v) The income and property of the IRF shall be applied solely towards its aims as set forth in this Constitution.
- (vi) All positions on the IRF shall be honorary.
- (vii) The 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 must keep and maintain a register of the name and contact details of each Member and Councillor, and the date on which each Member and Councillor was entered in the register. The register is available for inspection free of charge by any Member or Councillor upon request. A Member or Councillor may make a copy of entries in the register. It is the responsibility of Members to notify the Secretary of any change to these details.
- (ii) Where this Constitution requires Councillors to be notified about a resolution or other matter, Councillors 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 Councillors.

12. Custody and inspection of books and records

- (i) Except as otherwise provided in this Constitution, the Secretary and Treasurer must keep in their custody or 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 for inspection free of charge by any Member or Councillor upon request.
- (iii) A Member or Councillor may, at their own cost, make a copy of any accounts, books, securities and any other relevant documents of the IRF.

13. Decisions by Council

- (i) Council decisions can only be made at a general meeting or by Council Vote.
- (ii) Unless otherwise specified in this Constitution, Council decisions require 50% of Delegates and Officers to have voted or indicated an intention to abstain from voting.

- (iii) Voting will be by simple majority of votes cast unless otherwise provided for in this Constitution. The President will have a deliberative and, if required, a casting vote.
- (iv) Proxy votes are accepted for all items upon which Delegates and Officers are asked to vote. Proxy votes must reach the Secretary in writing before the start of any vote.
- (v) Unless determined otherwise by Council, Councillors will have the right to see how other Councillors voted.

14. General Meetings

- (i) All general meetings may be held in person or by other means as determined by the Council.
- (ii) The Secretary 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 Delegates or Officers.
- (iii) 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.
- (iv) Where possible, a general meeting will be held in conjunction with the World Rogaining Championships.
- (v) Notification of general meetings and of matters requiring consideration at the meeting shall be provided in writing to all Delegates and Officers a minimum of two weeks before the date of the meeting.
- (vi) 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.
- (vii) The quorum for any general meeting is five 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 .
- (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 Vice-President or Secretary shall chair the meeting, or failing that, a chairman shall be elected from amongst those Delegates and Officers that are present.

15. Council Vote

- (i) A Council Vote requires a resolution to be sent to all Councillors for consideration and voting.
- (ii) For any resolution determined by Council Vote, at least one week's notice must be given to all Councillors prior to the commencement date of voting. By notifying the Secretary, any Councillor can extend the period of notice by up to two further weeks.
- (iii) For any resolution determined by Council Vote, the voting period will be a minimum of one week. By notifying the Secretary, any Councillor can extend the voting period by up to one further week.

16. 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.

17. 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. The Secretary must record in the register of Members the date on which the Member ceased to be a Member.

18. 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 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.

19. 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 Councillor 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.

20. 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 Councillors, and to be passed requires that at least 75% of votes cast are in favour.

21. Common Seal

A common seal of the IRF must be kept in the custody of the Secretary. 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 members of the executive, one of whom shall be the Secretary or President.

22. 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 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 rogaining association, or failing that a charity, as determined by the President.

23. Address of IRF

For legal and registration purposes, the IRF is based in Melbourne, Australia.

Copies of the Constitution are available from the IRF, PO Box 3, Central Park, 3145, Australia.

Appendix One – definition of National Rogaining Association

A national rogaining association shall, in that country, be representative of rogainers and take responsibility for the development of rogaining. It must have a constitution, a financial system and a representative committee. It must oversee an active rogaining program and contribute to international rogaining.

This Constitution was adopted on 30/6/00 and amended on 9/4/01, 20/12/03 and 31/12/08 and 31/3/10 and 28/10/12 (to take effect on 1st January, 2013).