

# **ORIENTEERING AUSTRALIA**

## **2016 ANNUAL GENERAL MEETING**

4pm, Meeting room 2, Maitland House, 100 Maitland St, Hackett ACT.  
Sunday 5 April, 2016.

### **AGENDA**

Apologies

President's opening remarks

#### **1 MINUTES**

1.1 Appointment of verifiers

1.2 Confirmation of minutes of 2015 Annual Conference and General Meeting and matters arising

#### **2 ANNUAL REPORT (to be tabled)**

#### **3 ANNUAL FINANCIAL REPORT**

3.1 Presentation of the financial report by the Director, Finance

3.2 Budget projections

3.3 Fees, levies and charges for 2017

3.4 Funding of Eventor for 2017

#### **4 CHANGES TO CONSTITUTION AND OPERATIONAL MANUAL**

The following amendments to the Constitution are proposed for the 2016 AGM. These are minor amendments to remove redundant wording or duplication, meet ASC guidelines, and bring the Constitution into line with current practice.

1. Removal of redundant reference to Council (clause 6.1)
2. Extension of period when Executive Officer cannot be Board member post-departure from 12 months to 3 years, to meet ASC governance principles (6.2)
3. Removal of redundant transitional provisions from 2014 Board restructuring (11.3)
4. Redefinition of committees as 'standing committees' (the traditional one-person per state committees) or 'select committees' (other groups, often with more specialist roles such as selection or the Eventor Working Group). (6.3, 11.2).
5. Removal of detailed provisions for the Misconduct Appeals Committee, which duplicates material already in the appeals policy (21.8, 21.9, 22). (Retention of the misconduct procedure itself in the Constitution is, I believe, a requirement of the Associations Incorporation Act).

The amended Constitution is in Attachment A.

Blair Trewin, President, 24 January 2016

## 5 DEVELOPMENT OF DRAFT PROPOSAL FOR A NATIONAL MEMBERSHIP MODEL

There was agreement at the 2015 Annual Conference to develop a draft proposal for a National Membership Model for consideration at the 2016 Conference. A report on preliminary work on this will be provided to the AGM.

## 6 OA STRATEGIC PLAN

## 7 ELECTIONS and APPOINTMENTS

Board positions due for election at this AGM for 2-year term:

President; Director, Finance; Director, Technical; 1 Director with unspecified portfolio.

Committee appointments: (2015 appointees listed)

Chairperson (Mapping Committee): Adrian Uppill

Chairperson (Technical Committee): Eric Andrews

Chairperson (Events Committee): Greg Hawthorne

Chairperson (MTBO Committee): Craig Steffens

Chairperson (IT Committee): Vacant

Chairperson (Development & Participation Committee): Bert Elson

Tribunals and Appeals Committee (up to two to be appointed)

Misconduct Tribunal. The Constitution requires that 2 persons be appointed by the AGM each year.

Selection Appeals Committee.

### OTHER APPOINTMENTS (to be confirmed)

Patron	Vacant
Public Officer	Currently Robert Allison
Badge Scheme Secretary	Currently John Oliver
Schools Liaison Officer	Vacant
Rankings - Elite	Currently Bruce Arthur
Rankings - Non-elite	Currently Darryl Erbacher
Auditor	Christine Reid and Associates Pty Ltd

## 8 GENERAL BUSINESS

## ATTACHMENT A

# CONSTITUTION

## 1.1

### 1. Definitions

In this Constitution, unless the contrary intention appears:

“the Act” refers to the ACT Associations Incorporation Act (1991) and its successors;

“the Federation” refers to Orienteering Australia;

“Constituent Association” refers to an orienteering association of a state or territory which is part of Orienteering Australia under clause 2;

“Member” refers to an individual who is a member of a Constituent Association.

### 2. Name and Structure.

The Orienteering Associations of Australian States and Territories that have accepted this Constitution, together form Orienteering Australia (hereinafter referred to as "the Federation"). The Federation shall be the supreme authority in all matters affecting the sport of orienteering at the national level. The Federation shall be a member of the International Orienteering Federation.

### 3. Objects.

The objects of the Federation shall be to encourage, promote and co-ordinate the sport of Orienteering in Australia.

### 4. Obligations of Constituent Associations.

Constituent Associations of the Federation shall:

- (a) Together be responsible for the Federation's decisions and finances as agreed at a meeting of the Federation; and

(b) Undertake to abide by this Constitution, the Rules and Regulations of the Federation and the decisions of the Federation.

5. Liability.

The members or Constituent Associations of the Federation shall not be liable to contribute towards the payment of the debts and liabilities of the Federation or to the costs, charges and expenses of a winding up of the Federation.

6. Management.

6.1. Board. Outside of General Meetings the affairs of the Federation shall be conducted by a Board, who shall exercise full powers of management of the Federation except for those powers which are reserved to General Meetings by this Constitution. The President, Director (Finance), Director (High Performance) and Director (Technical) shall be members of the Board, along with three additional elected Board members, and any additional Board members appointed under clause 11.7. In addition, if a member of the Federation is an IOF Councillor then he/she shall be an ex officio member of the Board. All Board members shall be members of a Constituent Association.

6.2. Executive Officer. The Board may appoint an Executive Officer to administer the affairs of the Federation. The Executive Officer shall be a paid position. The Executive Officer may attend and speak at General Meetings and meetings of the Board but has no vote. The Executive Officer may not be a member of the Board during the term of their appointment or for 3 years following the cessation of their term of appointment.

6.3. Committees. The Board shall have the power to appoint Committees to carry out specific duties. These may be either Standing Committees or Select Committees. Unless otherwise agreed by the Board, each Standing Committee shall consist of a Chairperson and one member representing each Constituent Association. The Chairperson may represent his/her Constituent Association. In addition, the relevant Director shall be a member of a Standing Committee. The composition of a Select Committee, and the manner in which its Chairperson is appointed, shall be determined by the Board.

6.4. Other salaried positions. The Board may appoint, or delegate another person or persons to appoint, a person or persons to salaried positions to perform duties on behalf of the Federation. The Board may request the attendance of any such person at a Board or General Meeting but they shall not exercise a vote at such a meeting, unless they are otherwise entitled to vote under clause 12 and are not ruled to be ineligible to vote on the grounds of a conflict of interest.

## 7. General meetings.

7.1. Annual General Meeting. The Federation shall hold an Annual General Meeting between the first day of March and last day of April of each year.

7.2. Ordinary General Meetings. An Ordinary General Meeting to consider a specific matter may be called by the Board or on application in writing by a Constituent Association to the Federation, which is supported by at least one half of all Constituent Associations.

7.3. Attendance. Any member of a Constituent Association is eligible to attend any general meeting of the Federation. Each Committee Chairperson shall have the right to speak at general meetings to matters concerning his/her Committee.

7.4. Quorum. A Quorum at a General Meeting shall consist of attendees representing at least one half of all Constituent Associations plus at least two Board members.

7.5. Notification. The agenda for any General Meetings shall be sent to all Constituent Associations, Board members and Committee chairpersons of the Federation not less than four weeks before the meeting. The agenda shall include notice of any motions or other business received in writing by the Federation before the agenda is compiled.

7.6. Minutes. The Minutes of each General Meeting of the Federation, including the names of those persons present and voting, shall be certified as correct by two witnesses appointed by the meeting and sent to all Constituent Associations, Board members, Auditor and Committee Chairpersons of the Federation within six weeks after the meeting.

## 8. Meetings of the Board

8.1. Requirements. Meetings of the Board shall take place as determined by the Board. There shall be a minimum of five Board meetings in each calendar year.

8.2. Quorum. The quorum for a meeting of the Board shall consist of at least one half of the members of the Board.

8.3. Notification and minutes. Notification of any Board meetings shall be sent to all Board members not less than one week before the date of the meeting. Minutes of all Board meetings shall be sent to all Board members and Constituent Associations within four weeks after the meeting.

8.4. Alternate communication methods. In addition to meetings held in person, Board meetings may take place by teleconference or other equivalent communication methods.

## 9. Meetings of Committees.

9.1. Requirements. Meetings of Committees shall be held as determined by each Committee or by the Board.

9.2. Quorum. Unless otherwise agreed by the Board when the Committee is constituted, a quorum for each Committee shall consist of at least one half of the members of the Committee.

9.3. Attendance, Notification and Minutes. Each Committee shall determine its own procedures for notification of meetings, recording and distribution of minutes and provisions for attendance at its meetings by persons who are not members of that Committee.

## 10. Common Seal.

10.1. Seal. The Federation shall have a Common Seal, which shall be in the form of a rubber stamp inscribed with the name of the Federation encircling the word "Seal".

10.2. Affixing of Seal. The seal of the Federation shall not be affixed to any instrument except by the authority of the Board and the affixing thereof shall be attested by the signatures, either of two Board members or of one Board member and the Public Officer of the Federation, or such other person as the Board may appoint for that purpose and that attestation is sufficient proof for all purposes, that the seal was affixed by authority of the Board.

10.3. Custody. The seal shall remain in the custody of the Public Officer of the Federation.

## 11. Elections and Appointments.

11.1. Election of Board. The President, Director (Finance), Director (High Performance) Director (Technical) and three additional (non-portfolio) positions shall be elected at the Annual General Meeting in a staggered rotation over two Annual

General Meetings in accordance with Standing Orders. Nominations for these positions shall be advised with the agenda of the Annual General Meeting, with a closing date four weeks before the Annual General Meeting, and shall be called for not less than four weeks before the agenda is compiled. If there are no nominations for a position, nominations for that position will be received from the floor at the Annual General Meeting.

11.2. Election of Standing Committee Chairpersons. Standing Committee Chairpersons shall be elected at the Annual General Meeting in accordance with Standing Orders. Nominations for these positions shall be advised with the agenda of the Annual General Meeting and shall be called for not less than four weeks before the agenda is compiled. If there are no nominations for a position, nominations for that position will be received from the floor at the Annual General Meeting.

11.3. Term of office. The term of office for positions elected under clauses 11.1 and 11.2 shall be two years,. For the purposes of this clause a 'year' is considered to be the interval between one Annual General Meeting and the next, irrespective of the actual date on which those meetings are held.

11.4 Power to nominate. Nominations for positions elected under clauses 11.1 and 11.2 may be made by any Constituent Association, any two members of the Board, or, for nominations made from the floor of an Annual General Meeting, any two people entitled to vote at that meeting.

11.5. Patron. The Federation may use its discretion to appoint a patron.

11.6. Vacancies. If any vacancies shall occur amongst the Board or the Committee Chairpersons of the Federation, the Board may appoint a suitable person to fill such a vacancy, with a term to continue until that position is next due for re-election.

11.7. Public Officer. The Federation shall appoint a Public Officer who shall be resident within the Australian Capital Territory and meet any other qualifications of the Act, and who shall ensure that the Federation's business is carried out within the requirements of the Act. The Public Officer may hold other Offices. Upon the position of Public Officer becoming vacant, a new Public Officer shall be appointed within 14 days.

11.8. Appointments and Co-option. The Board may at any time appoint additional Board members, who shall have all the rights and responsibilities of Board members

elected under clause 11.1. The term of such appointed Board members shall expire at the first Board meeting following the Annual General Meeting. There shall be no more than two members of the Board at any one time who have been appointed under this clause. The Board or any of its Committees may also co-opt additional members for specific purposes, but such members shall not have the right to vote.

11.9. Other Appointments. The Board may appoint persons to newly established Committees or to other positions within the Federation.

## 12. Termination of Appointments.

12.1. Expiry of term. All elected or appointed positions shall be declared vacant at the expiry of their term as defined in clause 11 in accordance with Standing Orders. Such declaration shall be without prejudice to a person's right to re-election or re-appointment.

12.2. Voluntary. Any person elected, appointed or co-opted to a position may resign from that position at any time by notification in writing.

12.3. Involuntary. Any person elected, appointed or co-opted to a position shall be considered to have vacated their position if they die, cease to be a member of a Constituent Association, or are disqualified from office under the Act or any other legislation.

12.4. By Vote of General Meeting. A person elected or appointed to a position may be dismissed from that position for:

- (a) Failing to perform his/her duties to the satisfaction of the Federation;
- (b) Knowingly failing to comply with the requirements of the Constitution or Regulations applicable to his/her position;
- (c) Using his/her position for personal gain without approval of the Federation;
- (d) Otherwise using his/her position to act in a manner contrary to the interests of the Federation.

A motion to dismiss a person elected or appointed to a position must be proposed in writing at least four weeks before the meeting and requires a majority of at least two-thirds of the votes cast at that meeting. A person so dismissed shall have no right of appeal.

## 13. Voting.

13.1. Voting entitlement at General Meetings shall be as follows:



(a) Each Constituent Association shall have two votes. These votes may be exercised by a single individual on behalf of the Constituent Association or by two individuals separately on that Association's behalf.

(b) Representatives of such associated groups as may be designated by General Meetings from time to time shall have one vote each.

The President, or in the absence of the President, the chair of the meeting, shall have a casting vote only.

13.2. At Board meetings all Board members shall have a vote, with the exception of the President who shall have only a casting vote.

13.3. Proxy Voting at Meetings. Proxy voting shall not be permitted at meetings. Voting by mail shall not be permitted at General Meetings.

13.4. Preferential Voting. Where the result of a ballot may be determined in more than two ways, voting shall be preferential.

13.5. Election of Board and Committee Chairpersons. Voting for the election of the Board and Committee Chairpersons shall be by secret ballot unless the meeting unanimously decides to the contrary.

13.6. Declaration of Ballots. All ballots conducted by the Federation shall be declared as to the overall results, the number of votes recorded and the vote distribution.

#### 14. Matters Arising Between Meetings

14.1. General Meetings. The Board may conduct postal ballots on matters requiring decisions between meetings which do not fall within the powers of the Board. Such postal ballots shall have the force of a resolution of a General Meeting and voting powers shall be as provided in clause 13.1. Two members of the Board shall scrutinise the votes cast, and the ballots shall be declared as in clause 13.6.

14.2. Board Decisions. The Board may conduct a postal ballot of its members with respect to a decision at any time. The outcome of such a ballot shall be considered equivalent to the decision of a Board meeting.

14.3. Notice and methods. The closing date for a postal ballot shall be determined by the Board but shall be not less than one week after notice of the ballot has been sent to all eligible voters. Votes may be returned by mail, fax, electronic mail or similar communication methods.

#### 15. Finance.

15.1. Expenditure. The income and property of the Federation, however derived, shall be applied solely towards the promotion of the objects and purposes of the Federation and no portion thereof shall be paid or transferred, directly or indirectly, by dividend, bonus or otherwise to any Member of the Federation. Nothing in the foregoing provision shall prevent the payment in good faith to a servant or Member of the Federation of remuneration in return for services actually rendered to the Federation by the servant or member or for goods supplied to the Federation by the servant or Member in the ordinary course of business.

15.2. Financial Year. The Financial Year of the Federation shall run from the first day of January to the last day of December each year. The accounts of the Federation shall be balanced at the last day of December each year and submitted after independent audit to the Annual General Meeting.

15.3. Authorisation of Payments. All payments made from Federation funds, other than funds held in Special Accounts, shall be authorised by two members of the Board or other persons as determined by the Board.

15.4. Auditor. The Board shall, at least once in each period of 12 months:

(a) Cause the financial affairs of the Federation to be audited by a person who is not a Board member, or the Public Officer of the Federation; and

(b) Prepare, or cause to be prepared, a balance sheet setting out the assets and liabilities of the Federation.

The Public Officer shall, within one month after the preparation of a balance sheet, file with the appropriate authorities in the Australian Capital Territory a copy of the balance sheet certified to be correct by the person who audited the financial affairs of the Federation.

15.5. Special Accounts. The Board may establish Special Accounts for specific purposes. All payments made from a Special Account shall be authorised by two members of the Board or other persons as determined by the Board. The Accounts shall be duly audited and the balance transferred to the general funds of the Federation when determined by the Board.

16. Associated Organisations.

16.1. Membership. National Organisations involved in orienteering, which have been accepted by a three-quarters majority vote at a Annual or Special General Meeting of the Federation may become Associated Organisations of the Federation.

16.2. Deletion. An Associated Organisation may subsequently be deleted from the Federation by a simple majority at an Annual or Special General Meeting of the Federation.

16.3. Voting Rights. An Associated Organisation shall have no voting rights at Annual or Special General Meetings of the Federation, unless otherwise determined under clause 13.1(c), but shall have the right to have a representative present and may speak on any matters of concern to the Organisation.

## 17. Membership Fees.

17.1. Membership Year. The Membership Year shall run from the first day of January to the last day of December each year.

17.2. Fees Payable by Constituent Associations. Each Constituent Association shall pay a Registration Fee annually, and such other fees as the Federation may determine. The method by which the Registration Fee is set shall be determined not later than the first day of July of the year prior for the membership year commencing on the first day of January.

17.3. Payment of Fees. The due date for the payment of fees levied under Clause 15.2 shall be set by the Federation.

17.4. Associated Organisations. Associated Organisations shall pay an annual fee as determined by the Federation. The Federation shall set the fee not later than the first day of July of the year prior for the membership year commencing on the first day of January. The fee shall be payable by the first day of February of each year.

## 18. Financial Interests and other conflicts of interest.

18.1. Salaried Positions. Members of the Board may be appointed to a Salaried Position or office of profit within the Federation, other than that of Executive Officer, provided such appointment is not as a direct consequence of their holding a Board position.

18.2. Other Interests. Any Member having a direct or indirect financial interest, or any other material conflict of interest, in any matter determined by a Board or General Meeting shall declare such interest to the chair of that meeting before discussing or voting on such matter. The meeting shall then determine the eligibility of that Member to vote on the matter under consideration.

## 19. Rules, Regulations and Standing Orders.

The Federation shall be empowered to approve, publish and enforce such Rules, Regulations and Standing Orders as it feels will be beneficial to the interests of the Federation. A motion to create, amend or delete any Rule, Regulation or Standing Order must be proposed in writing to the meeting at which it is to be considered.

## 20. Anti-Doping Policy.

The Federation shall formulate an Anti-Doping Policy in accordance with clause 19. Such Policy shall include the procedures for any member of a Constituent Association or member of a club affiliated with a Constituent Association in relation to a doping offence. Clauses 21 (Misconduct) and 24 (Conflict Resolution policy) shall not apply in the case of a doping offence.

## 21. Misconduct

21.1 Power. The Board shall have the power to cite or cause to appear before a Misconduct Tribunal of the Federation any member of a Constituent Association or member of a club affiliated with a Constituent Association against whom a written complaint of conduct contrary to the policy or prejudicial to the interests, welfare or image of the Federation or the sport of orienteering has been made.

21.2 Investigation. Where the Board receives a written complaint concerning the behaviour of a member of a Constituent Association or member of a club affiliated with a Constituent Association, the Misconduct Tribunal shall immediately investigate the complaint. If, after investigation, the Misconduct Tribunal is satisfied that there is evidence that the behaviour complained of may constitute conduct contrary to the policy or prejudicial to the interest, welfare or image of the Federation or the sport of orienteering the Misconduct Tribunal shall call on the person concerned to appear before the Misconduct Tribunal to show cause why he/she should not be disqualified, suspended, fined or otherwise dealt with.

21.3 Misconduct Tribunal .The Misconduct Tribunal shall comprise the following three persons:

- (a) The Chairperson shall be a member of the Board, nominated by the Board
- (b) One (1) person nominated by the Constituent Association of which the person against whom the complaint has been laid.
- (c) One (1) other person selected by the Board from amongst two nominated at the Annual General Meeting.

21.4 Where both potential members of the Misconduct Tribunal nominated under clause 21.3(c) express a conflict of interest in relation to any complaint that comes before the Misconduct Tribunal, or are otherwise not available, the Board shall appoint a person temporarily to fill the vacancy.

21.5 The person against whom the complaint has been made has the right to appear before and be represented at the Misconduct Tribunal.

21.6 Any matter brought before the Misconduct Tribunal may also be further dealt with under other policies promulgated in this Constitution or elsewhere in the Operational Manual

21.7 Appeal. There shall be the right to appeal the decision of the Misconduct Tribunal. An appeal is to be submitted in writing within three weeks of the decision of the Misconduct Tribunal being made known to the person(s) affected by the decision. Where the Board receives a written appeal concerning the decision of the Misconduct Tribunal it shall appoint a Misconduct Appeals Committee in accordance with clause 22.

## 22. Appeals Policy.

The Federation shall formulate a Policy for Appeals, in accordance with clause 19. Such Policy shall include the procedures for any member of a Constituent Association or member of a club affiliated with a Constituent Association in relation to Appeals, including appeals on matters relating to decisions of a Misconduct or Member Protection Tribunal..

## 23. Member Protection Policy.

The Federation shall formulate a Member Protection Policy in accordance with clause 19. Such Policy shall include the procedures for any member of a Constituent Association or member of a club affiliated with a Constituent Association in relation to Member Protection.

## 24. Conflict Resolution Policy.

The Federation shall formulate a Conflict Resolution Policy in accordance with clause 19. Such Policy shall include the procedures for any member of a Constituent Association or member of a club affiliated with a Constituent Association in relation to Conflict Resolution.

## 25. Amendments to Constitution.

25.1. Amendments. Any amendment to the Constitution shall be proposed in writing by the Board or by a Constituent Association, at least 8 weeks before a General Meeting called previously, or subsequently for that purpose. Amendments to the Constitution require a majority of 75 per cent of the votes cast at that meeting.

25.2. Notice. Notice of the proposed amendment shall be included in the notice calling the Meeting.

25.3. Lodging of Alteration. An alteration to the objects, purposes or rules has no effect until a copy of the alteration is lodged with the appropriate authorities in the ACT.

## 26. Custody and inspection of books

The register of Constituent Associations, books and other documents of the Federation shall be kept at the registered office of the Federation or such other location(s) as the Board may determine from time to time. They shall be available for inspection by any Member upon appointment.

## 27. Dissolution.

27.1. Conditions for Dissolution. The Federation shall cease to exist if:

- (a) Not less than 24 months elapses without an Annual Meeting being held; or
- (b) A motion to dissolve the Federation is supported by a majority of at least two-thirds of the votes cast at a General Meeting provided that such motion is proposed in writing by a Constituent Association at least 8 weeks before such meeting.

27.2. Distribution of Assets. Should the Federation cease to exist, the assets of the Federation shall be distributed among its Constituent Associations in proportion to the size of their memberships at the close of the most recent past Membership Year, or shall otherwise pass to non-profit orienteering organisations as decided by the meeting that dissolves the Federation. Such assets shall be used to further the objects of the Federation.

Adopted

April 2016