

A Motion to amend the IRF constitution, as described below.

- *For clarity, the amendments agreed during voting in 2008 are shown as implemented.*
- *Words to be removed are shown as ~~strikethrough~~ text; words to be added are shown in red.*

Constitution of the International Rogaining Federation Inc.

(A0040409P)

<Preamble and clauses 1,2 – no change>

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 of the IRF 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.

~~‘Rogaining Association’ means an association whose aims and activities are consistent with the principles and culture of rogaining and recognized as such by the IRF.~~

~~Wherever this Constitution refers to a ‘country’, this will be taken to allow larger geographic areas such as a group of countries to be considered as one unit.~~

‘**National Peak Rogaining Body** Association’ is a **formal** Rogaining **entity** Association recognized by the IRF as responsible for rogaining in a country.

~~‘National Group’ is a group of rogainers in a country for which no National Rogaining Association exists, the group to be defined by the IRF and composed of rogainers who play a major role in rogaining in that country.~~

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

< clause 4 – no change>

5. Membership of the IRF

~~If and only if there is no National Rogaining Association representing a region on the IRF, a regional Rogaining Association covering part of a country may be accepted as a Member provided that it is constituted and representative of rogainers in that region.~~

~~Individual Members of the IRF shall be from one or more of the classes listed below.~~

~~The classes of Individual Membership are designed to ensure firstly, that at any given time, the majority of individual Members of the IRF are likely to be those filling leadership roles in the sport locally, nationally and internationally, and secondly, that the IRF has continuing access to the experience and tradition of previous leaders. Individual Members shall have attended at least two 24 hour rogaines as a participant or organizer unless exempted from this requirement by Council. Individual~~

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

A. Members ~~Individuals~~ representing National **Peak Rogaining Bodies** Associations.

Membership of the IRF is restricted to **National Peak Rogaining Bodies** Rogaining Associations may apply to join the IRF at any time. **There shall be no more than one body with membership of the IRF per country.** ~~Associations and to individuals.~~ A National **Peak Rogaining Body** Associations shall not be accepted unless it is ~~they are~~ representative of rogainers in that country and have a constitution that makes it clear the association is run for the benefit of rogainers **and is considered acceptable by IRF Council.** The level of representation on the IRF Council for a National Rogaining Association shall be determined by the IRF Council (see Clause 5A), taking into account the number of rogainers in that country and the number of 24 hour rogaines organized.

~~The number of Members from a~~ A National **Peak Rogaining Body** Association is determined by ~~the~~ **shall have two** Council and shall be zero, one, two or three Members. A National **Peak Rogaining Body's** Association's first Member of the IRF shall be the President of that ~~body~~ association, or his or her representative. **The** further Members of the IRF from a National **Peak Rogaining Body** Association (if any) needs to be nominated by the National **Peak Rogaining Body** Association in writing at least each two years. A National **Peak Rogaining Body** Association may change its representatives at any time by notifying the IRF of such a change in writing. A resolution to ~~increase or decrease the number of Individual Members from~~ **accept** a National **Peak Rogaining Body** Association ~~as an IRF Member~~ must be approved by at least two thirds of Voting Members.

B. Individual Observers ~~Individuals~~ representing national groups in countries without a National Rogaining **Body** Association.

Countries not represented by a recognized National **Peak Rogaining Body** Association may be represented by Individual **Observers**. ~~Members chosen by a National Group.~~ This National Group of key rogainers who play a significant role in rogaining shall be defined by the Council in consultation with senior rogainers from that country. The National Group shall have the purpose of fostering the sport of rogaining, have experience in the organization of Rogaines, and be recognized by the Council as representative of rogaining in their particular country or area.

National Groups may apply to, or be invited by, the Council to have Individual Members representing them. For an invitation to be made, or an application approved, there must be a resolution of the Council gaining the support of at least two thirds of Voting Members.

The number of Individual Observers ~~Members~~ from a **Country** National Group is determined by the Council and shall be zero, one or two. **The Individual Observers from a country shall be chosen by rogainers from that country using a process acceptable to the IRF.** As a guide, National Groups organizing regular 24 hour rogaines each year can expect up to two Members, and National Groups that have organized a 24 hour rogaine in the previous 12 months might expect one Member.

The Council can agree to award observer status without voting rights to an individual representing a National Group that does not qualify to be represented by a Individual Member. A National Group may change its representatives at any time by notifying the IRF of such a change in writing.

Selection of Individual Members representing a National Group shall be by the National Group via a mechanism approved by the Council. Individual Members representing National Groups need to have, in the opinion of the Council, the support of senior rogaining leaders in their

country, and their position will be reviewed at least each two years. A resolution to increase or decrease the number of Individual ~~Observers~~ **Members** from a **Country**, or **permit a new Country to nominate Individual Observers** ~~National Group~~ 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 Council** 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 Council** and removal of co-opted Members from **the IRF Council** 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 ~~all the Individual Members of the IRF (see Clause 5).~~ **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.

<clauses 7, 8 9 – no change>

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 Associations** being represented on the IRF by **Individual Council Members** are liable for an annual membership subscription ~~initially set at US\$0.25~~ per roganier registered with the National **Peak Rogaining Body Association** or component state or regional Rogaining Associations ~~(see Appendix One).~~

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 association or group** 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. ~~This levy is initially set at US\$3 for the fifth World Rogaining Championships (see Appendix Two).~~ The Council may determine that the levy 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) The membership fee for commercial operators being represented on the IRF shall be set from time to time by the Council.~~
- (v) There is no specific fee for Individual **Observers, Members co-opted Members, of the IRF Executive, or Ex-officio Members.**
- (vi) 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.
- (vii) The income and property of the IRF shall be applied solely towards its aims as set forth in this Constitution.
- (viii) All positions on the IRF shall be honorary.
- (ix) The Secretary/Treasurer will arrange to have the financial records from 1st January to 31st of December each year audited on an annual basis.

<clauses 11, 12 - no change>

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 ~~Individual~~ **Council** Members ~~of the Council~~ 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 Associations** do not exercise a vote except insofar as they are represented by ~~Individual~~ **Council** Members ~~of Council~~.
- (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.

<clauses 14, 15, 16, 17 – no change>

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

<clause 21 – no change>