

## PROPOSAL FOR AMENDMENT TO THE OACT CONSTITUTION

### Summary

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In 2020 Orienteering Australia (OA) and other National Sporting Organisations are being encouraged at the national level to change their governance structures to corporations in order to continue to be eligible to receive Commonwealth funding. Orienteering ACT (OACT) has taken the opportunity of OA reviewing its constitution to review ours. In fact it looks like State associations will not need to adopt a company structure to continue to be affiliated with OA, but the local review remains timely.

By way of very condensed summary, the current Council/Board governance structure for OACT was born out of an experience when the former single ACTOA Committee had tended to be so large that meetings became prolonged and decisions were hard to agree. The current arrangement was promulgated in 2002.

The current larger overarching Council was intended to act along the lines of a Senate or 'house of review' – to give clubs a voice and keep the Board 'on track'. The smaller Board was designed to have President, Treasurer, Secretary plus 3 directors respectively responsible for coaching, technical (incl rules, mapping and timing) and promotion/development, in addition to an executive director. It soon emerged that no one was willing to take on the specific roles.

Over time both OACT's governing entities have become bodies of generalists, and it is still the case that it is difficult to find members willing to take on specific roles. It is also relevant, however, that improvements in technology have meant many functions that were once required to be performed by teams of people can now be done quite quickly and easily by fewer people.

A working group was convened to give preliminary consideration to our governance, including issues such as the appropriate number and size of our management committees, mechanisms for representation, administrative roles and compliance with existing laws and rules. The working group has reported to the Board, which in turn agrees, that we should be tending towards a simpler, smaller structure largely in line with model rules adopted by other incorporated associations.

### Q&A

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#### ***What will the new governance structure be?***

The proposed structure is for the business of the association to be managed by a single Board elected at the AGM. The Board will consist of a President, Secretary, Treasurer and up to 6 ordinary members. The Board may appoint a non-voting executive officer. The existing Board members would stay in post until the 2021 AGM.

#### ***How will clubs be represented?***

The Board is not intended to be just a forum for representatives of clubs, but rather all Board members are expected to pursue the best interests of the association as a whole. However, it is also recognised that all the association's members belong to clubs, and the clubs' volunteers are responsible for organising the events that are the main reason for the association's existence, so naturally the clubs have an interest in the running of the association. Notwithstanding that Board members may already be from different clubs, the amendments enshrine a requirement for the principal officer of each club to be given notice of all Board meetings. The Board may invite non-Board members to attend Board meetings if they wish, but in a non-voting capacity.

***How will the annual event calendar be planned?***

Currently the main focus of the Council has boiled down to setting, or at least affirming, the proposed annual calendar of events, which is usually assembled by the executive officer in consultation with a loose coalition of representatives from the clubs. It is proposed that the single Board would establish a formal sub-committee structure for progressing various functions, one of which would be the annual programming of events.

***Will there be a mix of age, gender and experience on the Board?***

While the constitution will continue to make no specific reference to age, gender or experience of Board members, it is always good for the health and future of the association if a broad range of candidates seeks election to the Board at the AGM.

***How will a single governing body be able to do everything?***

While the Council and Board currently have the power to establish formal sub-committees, which would arguably be appropriate vehicles for such things as devising an annual program, monitoring updates to mapping and rules, developing coaching etc., in practice this mechanism has fallen into abeyance. A single Board cannot possibly perform all tasks required to administer an association. Conversely, some association members are happy to be involved in some functions of the association, but do not want to serve on the governing body generally. Recognising both factors, the Board will make more regular and formal use of sub-committees to focus on different areas of the association's business.

***How will sub-committees be accountable?***

Sub-committees could be made up entirely of Board members, but they might (preferably) also include one or many other members of the association. If not chaired by a Board member, each sub-committee must include at least one Board member. This will both provide a conduit from the sub-committee back to the Board, and ensure that any relevant views or context from the Board are provided to the sub-committee in a timely way.

***Are there changes to membership structures or fees?***

No. The Board will retain the power to change these things from time to time, but the constitution will not change the existing arrangements.

***Do new members still need to nominate a club when they join OACT?***

Yes. Membership of a club helps with the efficient organisation of events and provides a focal point for members in the life of the association.

***Why is the whole constitution being amended instead of just a few clauses?***

Many of the proposed amendments are relatively minor, but occur throughout the document (for example to change references from the Council and Board structure to just a Board); others are to group like provisions together, or related provisions in a more logical order (eg member classes, Board functions, or rules pertaining to general meetings); some are made to mirror refinements that have been made to the Model Rules under the *Associations Incorporation Act 1991* (eg about notice provisions or disqualifications). A further group are intended to deal with apparent ambiguities in the administration of the association (for example concerning procedural fairness in disciplinary processes). In the circumstances it is more straightforward to propose a single consolidated exchange of old for new.

***How can we tell where old provisions are located now?***

A table comparing the numbers and descriptions of current clauses with the new clause numbers and the reason for any change is attached to this document.

***What will happen to outstanding Council action items?***

If the constitution is changed, the Board will be able (but not required) to adopt any policies procedures or practices, including current action items, of the Council that were on foot immediately before the change.

***How will our new constitution link to OA's structure?***

The proposed new OA company structure anticipates recognising as 'member organisations' the State and Territory associations that were part of the national federation immediately before its new structure commences. While the change to the OACT constitution is expected to take effect before the OA change, the OACT document has been couched in terms that are sufficiently flexible to recognise and reflect the new OA structure if and when it occurs.

***Do Board members have to attend meetings in person?***

The current constitution gives the Council and Board power to do "all such acts and things...it considers necessary or expedient to carry out the objects of the Association." Arguably this enables it to convene meetings by teleconference etc, but some provisions refer to only members "present" at meetings being able to vote. For many associations the COVID-19 pandemic has highlighted how difficult or inappropriate physical/group attendance can be in some situations. The amendments include express provision for participation at meetings and conducting business to be achieved by telephone, video-conference or other remote attendance. There is also provision to make it permissible for members at general meetings to hold up to five proxies to vote on behalf of other members.

**Stephen Goggs**  
**OACT Secretary**

**3 November 2020**

**ATTACHMENT – Comparison table of old and new provisions**

CURRENT CLAUSES			CLAUSES AS AMENDED	
Clause no.	Description	To be amended? Y/N/#/*/^	New no.	Nature of change
		#		Changes previous reference to Council
		*		Minor change only - to fix grammar or cross-reference
		^		Change 'present' at meetings to 'participating'
1	Name	N	1	
			2	Added definitions
2	Objects	N	3	
			4	Added linkages to OA
3	Affiliation	Y	5	Change name of OA
4	Membership	Y	7	Add 'associate', 'honorary' and 'other' classes
5	Application	N	10	Remove reference to acceptance of application
			11	Board may reject membership
6	Associates	Y	6	Affiliates
7	Honorary and life members	Y	7, 12, 23(a)	Appointment and entitlement provisions split
8	Member fees	#	13	Also add reference re zero fee and cross-reference cl.55
9	Payment date	N	14	
10	Cessation of membership	*	15	Grammatical and cross-reference cl.11
11	Liability	*	16	Cross-reference only
12	Discipline	Y	19	Range of penalties expanded
13	Enquiry	Y	17,18	Process expanded
			20,21	Right of appeal added
14	Recognition of Clubs	#	8	
15	Conflict	N	9	
16	AGM	Y	45	Hold within 4 months of end of FY
17	Annual report	N	46	
18	Special GM	Y	47	Add disciplinary appeal as a trigger for SGM
			48	Add remote and proxy voting
19	Chair	# ^	49	
20	Points of order	N	50	
21	Casting vote	Y	51	Clarify members have one vote only
22	Quorum	^	52	
23	Adjournment	^	53	
24	Voting	Y	54	Provision for proxy voting
25	Board	Y	22	Recast as a Board only
			23	Add indicative functions incl adoption of OA policies and practices
26	Board members	Y	24	Limit additional members to 6; Board may invite others to meetings

27	Council	Y	25	Add mechanism for notifying clubs of Board meetings
			26	Grandfather existing Board members
28	Vacancies	*	30	Grammatical and cross-reference
29	Casual vacancies	#	31	
30	Multiple roles	N	32	
31	President's term	N	33	
32	Council powers	Y	22	Board powers recast as per Model Rules
33	Board functions	Y	23	Indicative Board powers including engaging personnel
34	Frequency of meetings	Y	34	Board to meet at least 4 times per year
35	Open meetings	Y		Omitted; but see new 23 - Board can regulate own procedures
36	Calling Council meetings	Y		Omitted
37	Calling Board meetings	N	35	
38	Council chair	#	36	
39	Council voting	#	37	
40	Notice of meetings	Y	38	48 hours notice of meetings required - as per Model Rules
41	Notice slip rule	# *	39	Grammatical only
42	Delegation to sub-committees	Y	42	Cannot delegate delegation power; Sub-committees to include Board member
43	Defective appointments	#	40	
44	Application of Council provisions to Board	Y		Omitted
45	Council quorum	Y		Omitted
46	Board quorum	Y	41	Quorum is half the Board members
47	Board nominees	N	27	
48	Contested offices	Y	28	Consolidated with next
49	Board election	Y	28	Board may choose an office-bearer if not elected at AGM
50	Term of Board members	N	29	
51	Secretary duties	#	43	
52	Treasurer duties	# *	44	Grammatical only
53	Financial year	N	55	
54	Accounts	N	56	
55	Withdrawals	N	57	
56	Audit	N	58	
57	Inspection of records	N	59	
58	By-laws	Y		Omitted, but see new 23
59	Trustees	Y		Omitted
60	Amendments	Y	60	Content split with next
61	Notice of amendments	Y	61	Add requirement for notice to members
62	Property assets and income	#	62	
63	Dissolution	#	63	
64	Notices	Y	64	Add references to electronic service