

## HISTORY OF THE OACT CONSTITUTION

**Original Constitution.** The original Constitution of the Australian Capital Territory Orienteering Association was adopted at its inaugural meeting on 14 October 1971. That Constitution was drafted by David Hogg and was based on that of the Victorian Orienteering Association, which in turn was based on the Constitution of the English Orienteering Association. The Constitution provided for the ACTOA to be managed by a Committee consisting of a President, Secretary and Treasurer and one representative from each member club although, at that time, there were no separate clubs. The Committee had the power to co-opt extra members for specific duties. In 1972 and 1973, such extra members were appointed at the Annual General Meeting.

**1974 amendments.** At the 1974 AGM, the Constitution was amended to allow additional Committee members to be elected at the AGM or a Special General Meeting called for that purpose. It was also expanded to make specific provision for orienteering clubs within the Association, the first of those clubs being formed in 1975.

**1976 Incorporation.** In 1975, Don Burnett proposed that the ACTOA should become incorporated and undertook a review and restructure of the Constitution to provide for incorporation. The amended Constitution was adopted at the 1976 AGM. The name of the Association was changed from Australian Capital Territory Orienteering Association to ACT Orienteering Association Incorporated.

**1982 amendments to financial year and AGM date.** At the 1982 AGM, the Treasurer, Col McKinnon, proposed that the financial year, which until then ended on 31 March with the AGM conducted before the end of May, be amended to run from 1 January to 31 December, with the AGM conducted before the end of February. Those amendments were adopted.

**1991 quorum reduction.** At the 1991 AGM, the quorum for the AGM and Extraordinary General Meetings, which previously stood at 30 members or one third of the membership, was reduced to 15 members, because of the difficulty sometimes experienced in achieving a quorum.

**1992 major revision.** During 1990 and 1991, a Parawanga group led by Arthur Watson proposed a major revision to the Constitution. This involves a complete restructure, including new provisions relating to discipline, compulsory club membership, chairing of meetings (including use of the gender-neutral term, 'chairperson'), delegation to subcommittees, duties of office bearers (Secretary and Treasurer), provision for by-laws and dissolution, as well as minor changes to wording and terminology without altering their original intent. The revised Constitution was adopted with some amendments at the 1992 AGM.

**1993 governance changes.** At the 1993 AGM, a significant change to the governance of the ACTOA was passed, replacing the Committee with a Board of Management consisting of the President, Secretary and Treasurer and such other members as decided at the AGM, and a Council consisting of members of the Board, other office bearers with specific duties as determined at the AGM, and one representative of each orienteering club. Actions by the Board were subject to ratification at the next succeeding meeting of the Council. A series of clauses relating to the operation of the Board and Council were included. While not specifically stated in the Constitution, there was an understanding that the Council established policies and the Board was responsible for implementing those policies. There were some other minor amendments and renumbering.

**2002 name change.** At the instigation of Bob Mouatt, and following the trend in many other sporting (including orienteering) organisations around Australia, the name of the organisation was changed to Orienteering ACT Incorporated.

**2015 review proposal.** The 2015 AGM passed a motion for the Board to review the Constitution with an interim report to the August 2015 Council meeting. Issues raised included paid officers and day members. That review had not been undertaken by the 2016 AGM.

**Summary.** OACT/ACTOA has had eight different versions of its Constitution throughout its 49-year history. Since it adopted its original constitution in 1971, the most significant revisions have been in 1976, when the Association became incorporated, in 1992, when the Constitution was restructured and expanded, in 1993 when the Council/Board model of governance was introduced, and in 2002 when the organisation changed its name to Orienteering ACT Incorporated. Throughout its history, common features of the Constitution have included a governance body consisting of a President, Secretary and Treasurer, as well as a representative of each club, with other members varying from time to time.

**David Hogg**

November 2020

## **AMENDMENTS TO THE OACT CONSTITUTION IN 2020 AND 2022**

### Summary

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From 2020 Orienteering Australia (OA) and other National Sporting Organisations were encouraged at the national level to change their governance structures to corporations in order to continue to be eligible to receive Commonwealth funding. In 2021 OA agreed to sign up to the National Integrity Framework overseen by the new body known as Sports Integrity Australia.

In the context of these developments Orienteering ACT (OACT) reviewed its constitution in 2020 and 2022.

By way of very condensed summary, the 2002 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 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, but over time both governing entities became bodies of generalists. In the meantime improvements in technology meant many functions that were once required to be performed by teams of people could be done quite quickly and easily by fewer people.

In 2020 wide-ranging changes were made to OACT's constitution to adopt a single tier of administration. Ancillary amendments were also made to group like provisions together or in a more logical order and to deal with apparent ambiguities in administration (for example concerning procedural fairness in disciplinary processes).

As an integrity measure to guard against gambling, diversion, money-laundering or other corrupt conduct, OACT decided in 2022 to adopt provisions from the Model Rules under the *Associations Incorporation Act 1991* making express provision for linking the source and management of our funds to our objects.

***What is the new (2020) governance structure?***

Business of the association is managed by a single Board elected at the AGM. The Board consists of a President, Secretary, Treasurer and up to 6 ordinary members. The Board may appoint a non-voting executive officer.

***How are clubs 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 is the annual event calendar planned?***

Instead of the Council setting, or at least affirming, the proposed annual calendar of events, the single Board intends to maintain a formal sub-committee structure for progressing various functions, including the annual programming of events. Such 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 committee must include at least one Board member. This will ensure that any relevant views or context to and from the Board are shared in a timely way.

***How does our 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 took 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.

***Are virtual meetings permissible?***

While power to do "all such acts and things ... necessary or expedient to carry out the objects of the Association" arguably enables convening meetings by teleconference etc, some provisions previously referred to only members "present" at meetings being able to vote. For many associations the COVID-19 pandemic highlighted how difficult or inappropriate physical/group attendance can be in some situations. The amendments therefore 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.

***How are funds accrued and used?***

While an amendment in 2022 did not change day-to-day practice, it clarified that OACT funds must be **derived** from event entry fees, annual subscriptions of members, grants, sponsorship, donations, payment for goods and services and any other sources that the Board decides, and **used** for the objects of the Association in the way that the Board decides.

**Stephen Goggs**  
OACT Secretary

June 2022