

Resolved by special resolution on [26 March 2015]



**Rowing Australia Limited
Constitution**

ABN: 49 126 080 519

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ROWING AUSTRALIA LIMITED

CONSTITUTION

1. PRELIMINARY

1.1. Name

The name of the company shall be Rowing Australia Limited (“**Rowing Australia**”).

1.2. Company limited by guarantee

Rowing Australia is a public company limited by guarantee.

1.3. Limitation of liability

The liability of the Members of Rowing Australia is limited.

1.4. Exclusion of replaceable rules

To the extent permitted by law, the replaceable rules in the Act do not apply to Rowing Australia.

2. OBJECTS AND POWERS

2.1. Objects

The objects of Rowing Australia shall be:

- (a) to be the sole competent national authority in rowing in Australia;
- (b) to set the course of action for the future conduct of rowing at a national level through the establishment, implementation and ongoing review of a Strategic Plan;
- (c) to authorise and take responsibility for the selection, preparation, management, participation and touring arrangements of Australian representative teams;
- (d) subject to the Reserved Rights of Member Associations, to govern the conduct and control of RA Events, and, as appropriate, to authorise and delegate to Member Associations on terms the organisation and conduct of RA Events;
- (e) to govern and control any International Rowing Events conducted in Australia and, as appropriate, to authorise and delegate to Member Associations on terms the organisation and conduct of such events;
- (f) to regulate the selection, conduct and behaviour of athletes and officials in relation to RA Events and International Rowing Events;
- (g) to affiliate and/or maintain affiliation with FISA, Australian Olympic Committee Inc. and other appropriate sporting bodies and to represent the interests of Australian rowing thereon;
- (h) to maintain liaison with Federal Government Departments and Commissions on behalf of rowing in Australia;
- (i) to determine questions relating to rowing submitted to it by its Members with regard to international and interstate competition;
- (j) to protect and control all the Intellectual Property of Rowing Australia;

- (k) to pursue through itself or others such commercial arrangements including sponsorship and marketing opportunities for RA Events and International Rowing Events conducted in Australia as are appropriate to further these objects;
- (l) to preserve and protect all the sponsorship, marketing, promotional, ceremonial, merchandising and supplier rights of Rowing Australia;
- (m) to establish such corporate entities as are required for the purposes of implementing the objects herein;
- (n) to create, update, administer, promote and implement Whole of Sport Policies;
- (o) to maintain ownership of and protect the names of the Australian Amateur Rowing Council and the Australian Rowing Council Inc;
- (p) to make such Rules not inconsistent with this Constitution as Rowing Australia may from time to time consider necessary to further any one or more of the above objects;
- (q) in conjunction with and in support of the Member Associations to promote and encourage the development and growth of rowing in Australia;
- (r) at all times to operate with and promote mutual trust and confidence between Rowing Australia and the Member Associations in pursuit of these objects;
- (s) to recognise the role of the Member Associations in the operation and development of the sport in their regions and together;
- (t) to convene conferences of Member Associations for them to discuss matters of mutual interest within their responsibilities and to determine whether certain outcomes would be best achieved by a national approach and to lead areas of joint activity that can be delivered more effectively by Rowing Australia leading the sport nationally under shared service arrangements and agreements;
- (u) through or in association with Member Associations, Clubs, Participants, to promote health and safety of Participants;
- (v) to promote the economic and sporting success, strength and stability of Rowing Australia and each Member Association; and
- (w) in conjunction with and in support of the Member Associations to pursue through itself or others such commercial arrangements including sponsorship and marketing opportunities for Member Association Events as are appropriate to further these objects.

2.2. Powers

Rowing Australia shall have all the rights, powers and privileges of a natural person to do all such things as are incidental or conducive to the attainment of the objects of Rowing Australia set out in clause 2.1, together with the powers in subsection 124(1) of the Act, and will at all times exercise the powers in a manner which is in the best interests of rowing in Australia.

3. INCOME AND PROPERTY

3.1. Limited application

The income and property of Rowing Australia shall only be applied towards the promotion of the objects of Rowing Australia set out in clause 2.1.

3.2. Payment or transfer to Members

No income or property will be paid or transferred directly or indirectly to any Member, except for payments to a Member:

- (a) in return for any service rendered or goods supplied in the ordinary and usual course of business to Rowing Australia; or
- (b) of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent.

4. MEMBERSHIP

4.1. The Members

The Members of Rowing Australia shall consist of:

- (a) the Member Associations, being:
 - (i) as at the date of adoption of this Constitution, the following organisations:
 - (A) Rowing Tasmania Inc;
 - (B) Rowing Victoria Inc;
 - (C) Rowing New South Wales Inc;
 - (D) Rowing South Australia Inc;
 - (E) Rowing Association of Western Australia Inc;
 - (F) Rowing Queensland Ltd; and
 - (G) Australian Capital Territory Rowing Association Inc; and
 - (ii) any other organisation admitted to membership of Rowing Australia as a Member Association in accordance with this Constitution; and
- (b) the Life Members, being any person who is admitted to membership of Rowing Australia as a Life Member in accordance with this Constitution.

4.2. Operation of constitution

The Members agree that they are bound by this Constitution and agree to abide by the Constitution, the Rules and the Whole of Sport Policies. The rights and privileges of every Member shall be personal to each Member and will not be transferable by the Member's own act or by operation of law.

5. MEMBER ASSOCIATIONS

5.1. Admission

- (a) Applications for admission to membership of Rowing Australia as a Member Association must be:
 - (i) in writing;
 - (ii) in a form approved by the Council;

- (iii) signed by the applicant; and
 - (iv) supported by such material as is required by the Council from time to time in its absolute discretion.
- (b) After receipt of an application for membership of Rowing Australia as a Member Association, the Council will, in accordance with its own timetable:
- (i) determine whether it will admit or reject the applicant; or
 - (ii) decide to call on the applicant to supply any additional evidence of eligibility that it considers reasonably necessary.
- (c) An applicant will be admitted to membership of Rowing Australia as a Member Association if the Member Associations pass a Special Resolution admitting the applicant.

5.2. Delegation and retention of power

- (a) The Member Associations delegate to Rowing Australia power and control over the matters contained in the objects of Rowing Australia set out in clause 2.1(a) to (p) inclusive.
- (b) Subject to clause 5.2(a), each Member Association shall retain power of the administration and control of rowing within its particular State or Territory.

5.3. Duties

The Member Associations agree:

- (a) to contribute constructively to the formulation of the Strategic Plan in accordance with the process set out in clause 11.3 and to deliver the Strategic Plan consistently and effectively;
- (b) to promote and develop the sport of rowing in its region and to be responsible and accountable to the other Member Associations for fulfilling those obligations under the Strategic Plan;
- (c) to cooperate with Rowing Australia in promoting the interests of rowing;
- (d) to adopt, implement, comply with and enforce all Rules and Whole of Sport Policies; and
- (e) to provide Rowing Australia with all information reasonably necessary for the management and affairs of Rowing Australia and the sport of rowing in Australia as a whole.

5.4. Appointment of Councillors

- (a) Each Member Association, by letter to the Secretary signed by the secretary or other responsible officer of the Member Association:
 - (i) shall appoint a natural person to act as its Councillor in all matters connected with Rowing Australia as permitted by this Constitution or the Act;
 - (ii) may replace its Councillor at any time; and
 - (iii) shall promptly fill any vacancy in the position of its Councillor.
- (b) A Councillor must:
 - (i) not also be a Director of Rowing Australia; and

- (ii) be appropriately empowered by his or her Member Association to make decisions at the Council and, subject to this Constitution, hold office as corporate representative of the Member Association until a successor is appointed; and
- (iii) before participating in the affairs of Rowing Australia produce or cause to be produced to the Chief Executive Officer a letter signed by the secretary or other responsible officer of the Member Association confirming that the Councillor has been duly appointed to represent the Member Association.

5.5. Councillors' entitlements

A Councillor is entitled to:

- (a) exercise at meetings of Council all the powers which the Member Association which appointed him or her could exercise if it were a natural person;
- (b) stand for election (if nominated by a Member Association) or appointment as a Director of Rowing Australia, provided that upon election or appointment as a Director of Rowing Australia, the Councillor shall resign from his or her position as a Councillor of the Member Association;
- (c) be counted towards a quorum on the basis that the Member Association is to be considered personally present at a meeting of Council by its Councillor; and
- (d) act in the capacity of a Member Association's proxy.

6. LIFE MEMBERS

6.1. Appointment of Life Members

- (a) Rowing Australia may admit Life Members at an annual general meeting upon a nomination submitted by the Board in the manner provided by this clause.
- (b) A person shall not become a Life Member unless and until they have agreed in writing to become a Life Member and to be bound by this Constitution.

6.2. Nominations

Nominations for Life Membership shall be submitted by the Board after having sought advice from the current and previous elected Presidents/Chairs of Rowing Australia that the nominee for life membership is suitable to receive such an honour. For the purpose of this clause, such advice shall be deemed to have been given if not less than two thirds ($\frac{2}{3}$) of the number of present and past elected Presidents/Chairs of Rowing Australia advise the Board that the proposed nominee for election is suitable to receive such an honour.

6.3. Qualifications

Life Membership shall be restricted to those persons whose association with Rowing Australia extends for at least ten (10) years and whose service to rowing at a national level and Rowing Australia is worthy of this highest honour.

6.4. Rights in respect of meetings of Council

Life Members are entitled to receive notice of, attend and speak at meetings of Council and any other meetings of the Members of Rowing Australia, but are not entitled to vote at meetings of Council or any meetings of the Members of Rowing Australia.

6.5. Privileges

- (a) Privileges of a Life Member shall include free admission to all functions held by Rowing Australia including free admission to all RA Events.
- (b) Life Members shall be awarded a badge or certificate of appropriate design approved by the Council.

7. GRIEVANCES AND DISCIPLINE OF MEMBERS

7.1. Jurisdiction

All Members will be subject to, and submit unreservedly to, the jurisdiction, procedures, penalties and appeal mechanisms of Rowing Australia whether under the Rules or under this Constitution.

7.2. Rules

- (a) The Board may make a Rule or Rules:
 - (i) for the hearing and determination of:
 - (A) grievances by any Member who feels aggrieved by a decision or action of Rowing Australia (or a Member Association); and
 - (B) disputes between Member Associations relating to the conduct or administration of rowing;
 - (ii) for the discipline of Members;
 - (iii) for the formation and administration of an Appeals Tribunal which must be independent of any party before it on the matter which is the subject of the appeal in question; and
 - (iv) for the termination of Members (except in respect of Member Associations).
- (b) The Board in its sole discretion may refer an allegation (which in the opinion of the Directors is not vexatious, trifling or frivolous) by a complainant (including a Director or a Member) that a Member has:
 - (i) breached, failed, refused or neglected to comply with a provision of this Constitution, the Rules or any other resolution or determination of the Board; or
 - (ii) acted in a manner unbecoming of a Member or prejudicial to the objects and interests of Rowing Australia or rowing, or both; or
 - (iii) prejudiced Rowing Australia or rowing or brought Rowing Australia or rowing or themselves into disrepute;

for investigation or determination either under the procedures set down in the Rules or by such other procedure and/or persons as the Directors consider appropriate.
- (c) In exceptional circumstances or cases, the Board may determine that during investigatory or disciplinary proceedings under this clause 7, a respondent may not participate in rowing, pending the determination of such proceedings (including any available appeal) unless the Directors decide continued participation is appropriate having regard to the matter at hand.

- (d) The Board may include in any Rule or Rules a final right of appeal to an independent body outside the control of the rowing.

8. SANCTIONS OF MEMBERSHIP OF MEMBER ASSOCIATIONS

8.1. Sanctions for Discipline of Member Associations

Without limiting matters that may be referred to in the Rules, any Member Association that is determined by the Board to have acted in a manner set out in clause 7.2(b)(i), (ii) or (iii) shall be liable for the sanctions set out in that Rule, including suspension or termination of membership (which shall only take place in accordance with the procedure set out in this clause 8).

8.2. Suspension of Membership of Member Associations

- (a) Subject to this clause, the Board may resolve to suspend any Member Association from membership of Rowing Australia for a specified period being no longer than three (3) months on and from the expiration of the notice period, if all of the following requirements are satisfied:
 - (i) in the opinion of the Board, the Member Association has acted in a manner set out in clause 7.2(b)(i), (ii) or (iii);
 - (ii) the Board has given the Member Association written notice setting out the proposed resolution and the grounds upon which it is based and stating that the Member Association has 1 month from the date of the notice to give written submissions to the Board in response to the proposed resolution;
 - (iii) the Board having considered any submission provided by the Member Association is still not satisfied that the Member Association has or will adequately address the issue.
- (b) Either the Board in its discretion or Rowing Australia in General Meeting may resolve to reinstate the membership of a suspended Member Association at any time.
- (c) While a Member Association is suspended from membership, that Member Association shall to the extent permitted by law lose all rights under this Constitution to receive notice of, attend, vote and be represented at meetings but shall remain subject to all obligations under this Constitution. For the avoidance of doubt, a suspended Member Association and Participants affiliated with such a Member Association are not excluded from being represented at or competing at or attending an RA Event or International Rowing Event while such Member Association is suspended from membership.

8.3. Termination of Membership of Member Associations

- (a) No recommendation can be made by the Board under this clause 8.3 unless all avenues of appeal available to the relevant Member Association under the Rules have been exhausted.
- (b) Subject to compliance with clause 8.3(a) (and the Rules), the Board may recommend to a General Meeting to terminate the membership of a Member Association.
- (c) Upon recommendation from the Board under clause 8.3(b), a General Meeting may, by Special Resolution, terminate the membership of a Member Association.
- (d) Where the membership of a Member Association is terminated in accordance with this clause 8.3:

- (i) the Board may recommend to the General Meeting that Rowing Australia admit another body, which meets the requirements of this Constitution, as the Member Association to represent the relevant State or Territory; and
- (ii) the General Meeting may, by Special Resolution, admit the recommended body as the Member Association to represent the relevant State or Territory, subject to clause 5.3.

9. SUBSCRIPTIONS AND FEES

9.1. Affiliation fees

Member Associations shall pay to Rowing Australia an affiliation fee as follows:

- (a) each Member Association shall pay to Rowing Australia an affiliation fee in each rowing season, the calculation of which shall be based upon the number of Full Participants registered with the Member Association;
- (b) the amount, manner and timing of payment of the affiliation fee shall be determined by the Board from time to time;
- (c) the Board may at its discretion exclude a Member Association, and Participants affiliated with the Member Association, from being represented at or competing at or attending an RA Event and International Rowing Event while any amount due and payable by such Member Association under or pursuant to this Constitution shall remain unpaid;
- (d) this clause shall not limit Rowing Australia's power to charge and collect fees and payments directly from or to discipline any Participant nominating for or selected into an Australian representative squad or team who fails to pay any fee or charge properly due and payable by that athlete to Rowing Australia.

9.2. Reporting of Participants

- (a) Each Member Association will make all reasonable endeavours to access all records in the possession or under the control of the Member Association for the purpose of providing a report to Rowing Australia listing all Participants with the Member Association at the time of payment of affiliation fees.
- (b) The Council retains the power to determine the category of Full Participants, but the Board may determine other categories of Participants to assist with the representation of the sport in accordance with the objects.

10. COUNCIL

- 10.1. Council shall mean a meeting of the Member Associations represented by their Councillors in accordance with this Constitution and the Act.
- 10.2. The Member Associations shall each appoint a Councillor in the manner prescribed by clause 5.4.
- 10.3. Without limiting the rights of Members under the Act, the Council shall have the following powers:
 - (a) to elect six (6) Directors in accordance with clause 13.1(a);
 - (b) by resolution, to remove any Director from office;
 - (c) to receive and consider at the annual general meeting each year the financial report, the Directors' report and the auditor's report of Rowing Australia submitted by the Board;

- (d) to receive and consider Rowing Australia's forthcoming year's Annual Budget submitted by the Board; and
- (e) to receive and consider following the Strategic Forum each year Rowing Australia's Strategic Plan as prepared by the Board.

11. MEETINGS OF COUNCIL

11.1. Number and venue of meetings

Council shall meet in person at least twice per year at such venue or venues as decided by the Council.

11.2. Annual General Meeting

- (a) The annual general meeting of Rowing Australia shall be held no later than the date required by the Act.
- (b) The business of the annual general meeting shall include without limiting any of the rights of the Member Associations under this Constitution or the Act:
 - (i) receipt and consideration of the financial report, the Directors' report and the auditor's report submitted by the Board;
 - (ii) election of six (6) Directors in accordance with clause 13.1(a); and
 - (iii) transaction of any other business of which notice in writing has been given to the Chief Executive Officer in accordance with this Constitution or as otherwise required by the Act.

11.3. Strategic Forum

- (a) A meeting known as the Strategic Forum shall be held annually.
- (b) The business of the Strategic Forum shall include:
 - (i) raising issues and contributing to the Strategic Plan;
 - (ii) discussion of issues, including those identified in advance by Member Associations and Directors, plus new issues that are identified during the forum itself; and
 - (iii) development of national priorities from the perspective of Member Associations.
- (c) The Board shall invite the following to attend the Strategic Forum:
 - (i) the Councillors;
 - (ii) the Board, including the President and the Chief Executive Officer of Rowing Australia;
 - (iii) the chief executive officers (or equivalents) of each Member Association;
 - (iv) informed stakeholders nominated in writing by the Member Associations; and
 - (v) informed stakeholders nominated by the Board.
- (d) The Directors will attend the Strategic Forum in order to:

- (i) provide information to Member Association representatives on current activities, priorities, strategies, financial situation and planning context (including internal and external issues affecting Rowing Australia); and
 - (ii) provide the Directors the opportunity to understand the context and relative importance of Member Associations' issues and priorities.
- (e) The Board may engage an independent facilitator to facilitate discussion at the Strategic Forum.
- (f) In addition to the payment of Councillors' costs pursuant to clause 11.20, transport and overnight accommodation costs (but not including meals etc) of one (1) further representative of each Member Association attending the Strategic Forum shall be shared equally amongst all Member Associations.
- (g) The Board shall take into account deliberations from the Strategic Forum when developing the Strategic Plan, and in particular the deliberations of the Member Associations, however any decisions and determinations made at the Strategic Forum shall not be resolutions of Members that bind Rowing Australia pursuant to the Act or this Constitution.

11.4. General Meeting

- (a) In addition to the annual general meeting, a general meeting of Rowing Australia shall be held annually.
- (b) The business of the general meeting shall include:
- (i) receipt and consideration of the Annual Budget;
 - (ii) receipt and consideration of the Strategic Plan;
 - (iii) receipt and consideration of an interim report from the Board for the preceding six (6) months; and
 - (iv) transaction of any other business of which notice in writing has been given to the Chief Executive Officer in accordance with this Constitution or as otherwise required by the Act.

11.5. Special meetings of Council

Any further or special meetings of the Council shall be convened at the request of:

- (a) the Board;
- (b) Member Associations in accordance with section 249D, section 249E or section 249F of the Act; or
- (c) a written request to the Secretary signed by no fewer than four Councillors. Such request shall state the purpose for which the meeting is desired and in all cases such meeting shall be called within seven (7) days of the date of such request and shall be held within twenty-five (25) days of the date of such request.

11.6. Notice of Annual General Meeting and General Meeting

Each Member and Councillor shall be given at least three (3) calendar months notice in writing of the date and place of general meetings and the Strategic Forum.

11.7. Notice of motions

- (a) Notices of motion and also nominations for election to positions governed by clause 14 may only be submitted for consideration by a meeting of Council from the Member Associations and the Board in accordance with this Constitution
- (b) Notice in writing of all motions for consideration at a meeting of Council shall be in the hands of the Secretary not less than sixty (60) days prior to the date of the meeting and such notice shall be placed upon the agenda for the said meeting PROVIDED THAT upon leave being granted by the chair with the approval by resolution of the Councillors a matter may be raised at a meeting without notice and (except notice intended to vary this Constitution) such matter may be the subject of a motion.
- (c) A copy of notices of all motions received by the Secretary shall be mailed to each Member Association secretary and Councillor not fewer than forty (40) days prior to the meeting concerned.

11.8. Notice of a meeting of Council

- (a) Subject to the provisions of the Act and clause 11.5 allowing general meetings to be held with shorter notice, at least twenty-one (21) days written notice (exclusive of the day on which the notice is served or deemed to be served and of the day for which notice is given) of any meeting of Council must be given to every Member, every Councillor, every Director, the Chief Executive Officer, Member Associations and any auditor.
- (b) A notice calling a meeting of Council:
 - (i) must subject to clause 11.1 specify the place, date and time of the meeting and if the meeting is to be held in two (2) or more places, the technology that will be used to facilitate this;
 - (ii) must state the general nature of the business to be transacted at the meeting;
 - (iii) if a Special Resolution is to be proposed at the meeting, must set out an intention to propose the Special Resolution and state the resolution;
 - (iv) may specify a place, facsimile number and electronic address for the purposes of proxy appointment; and
 - (v) must include a copy of all agenda papers including notices of motion previously distributed.
- (c) A notice of an annual general meeting need not state that the business to be transacted at the meeting includes:
 - (i) the consideration of the annual financial report, Directors' report and the auditor's report;
 - (ii) the election of Directors; or
 - (iii) the appointment and fixing of the remuneration of the auditor.
- (d) The failure or accidental omission to send a notice of a meeting of Council (including a proxy appointment form) to any Member Association or the non-receipt of a notice (or form) by any Member Association does not invalidate the proceedings at or any resolution passed at a meeting of Council.

11.9. Quorum

- (a) No business may be transacted at a meeting of Council unless a quorum of Member Associations is present when the meeting proceeds to business.
- (b) A quorum for meetings of Council shall consist of five (5) Member Associations represented by their notified Councillors or proxies.
- (c) If a quorum is not present within two (2) hours after the time appointed for a meeting of Council:
 - (i) if the meeting of Council was called on the requisition of Member Associations, it is automatically dissolved;
 - (ii) in any other case:
 - (A) it will stand adjourned to the same time and place seven (7) days after the meeting, or to another day, time and place determined by the Directors; and
 - (B) if at the adjourned meeting a quorum is not present within thirty (30) minutes after the time appointed for the general meeting, the general meeting is automatically dissolved.

11.10. Chair

- (a) The President shall occupy the chair at the meetings of Council and the Strategic Forum. If there is no President, or the President is not present within fifteen (15) minutes after the time appointed for the meeting of Council or the Strategic Forum, or the President is unwilling to occupy the chair at the meeting, the meeting shall be chaired by the deputy chair of the Board, or if there is no deputy chair, or the deputy chair is not present within fifteen (15) minutes after the time appointed for the Council or the Strategic Forum, or the deputy chair is unwilling to occupy the chair at the meeting, the meeting shall be chaired by a person appointed by the Councillors.
- (b) If the chair of a meeting of Council is a Councillor attending the meeting, then the chair shall be entitled to a deliberative vote but shall not have a casting vote in the case of an equality of votes.
- (c) If the chair of a meeting of Council is not a Councillor attending the meeting, then the chair shall not be entitled to a deliberative vote or a casting vote.
- (d) If there is a dispute at a general meeting about a question of procedure, the chair may determine the question.

11.11. Adjournment of a meeting of Council

- (a) The chair of a general meeting of Council at which a quorum is present:
 - (i) in his or her discretion may adjourn the general meeting with the meeting's consent; and
 - (ii) must adjourn the general meeting if the meeting directs him or her to do so.
- (b) An adjourned general meeting may take place at a different venue to the initial general meeting.
- (c) The only business that can be transacted at an adjourned general meeting is the unfinished business of the initial general meeting.

- (d) Notice of an adjourned meeting must only be given in accordance with clause 11.8 if a general meeting has been adjourned for more than twenty-one (21) days.

11.12. Decision on questions

- (a) Subject to this Constitution and the Act in relation to special resolutions, a resolution is carried if a majority of the votes cast on the resolution are in favour of the resolution.
- (b) A resolution put to the vote of a meeting is decided on a show of hands unless a poll is demanded by any Councillor or otherwise in accordance with the Act.
- (c) Unless a poll is demanded:
 - (i) a declaration by the chair that a resolution has been carried, carried by a specified majority, or lost; and
 - (ii) an entry to that effect in the minutes of the meeting,are conclusive evidence of the fact without proof of the number or proportion of the votes in favour of or against the resolution.
- (d) The demand for a poll may be withdrawn.
- (e) A decision of a general meeting may not be impeached or invalidated on the ground that a person voting at the general meeting was not entitled to do so.

11.13. Taking a poll

- (a) A poll will be taken when and in the manner that the chair directs.
- (b) The result of the poll will be the resolution of the meeting at which the poll was demanded.
- (c) The chair may determine any dispute about the admission or rejection of a vote.
- (d) The chair's determination, if made in good faith, will be final and conclusive.
- (e) A poll demanded on the election of the chair or the adjournment of a general meeting must be taken immediately.
- (f) After a poll has been demanded at a general meeting, the general meeting may continue for the transaction of business other than the question on which the poll was demanded.

11.14. Entitlement to vote

At any meeting of members of Rowing Australia:

- (a) on a show of hands, each Member Association has one (1) vote; and
- (b) on a poll, each Member Association that has less than or equal to one thousand (1000) Full Participants has six (6) votes and each Member Association that has more than one thousand (1000) Full Participants has eight (8) votes.

11.15. Objections

- (a) An objection to the qualification of a voter may only be raised at the general meeting or adjourned general meeting at which the voter tendered its vote.
- (b) An objection must be referred to the chair of the general meeting, whose decision is final.

- (c) A vote which the chair does not disallow because of an objection is valid for all purposes.

11.16. Votes by proxy

- (a) If a Member Association appoints a proxy, proxies or an attorney, the proxy, proxies or attorney may not vote on a show of hands.
- (b) A proxy need not be a Member Association.
- (c) A proxy of a Member Association may demand or join in demanding a poll.
- (d) A proxy or attorney of a Member Association may vote on a poll.
- (e) A proxy of a Member Association may vote or abstain as he or she chooses except where the appointment of the proxy directs the way the proxy is to vote on a particular resolution. If a proxy of a Member Association votes at all, the proxy will be deemed to have voted all directed proxies in the manner directed.
- (f) For so long as a Member Association is represented at a meeting of Council by its Councillor, any proxy of the Member Association shall have no right to vote.

11.17. Proxy appointing and attendance

- (a) An appointment of a proxy is valid if it is signed by the Member Association making the appointment and contains the information required by subsection 250A(1) of the Act. The Board may determine that an appointment of proxy is valid even if it only contains some of the information required by subsection 250A(1) of the Act.
- (b) For the purposes of clause 11.17(a), an appointment received at an electronic address will be taken to be signed by the Member Association if:
 - (i) a personal identification code allocated by the Board to the Member Association has been input into the appointment; or
 - (ii) the appointment has been verified in another manner approved by the Board.
- (c) A proxy's appointment is valid at an adjourned general meeting.
- (d) A proxy or attorney of a Member Association may be appointed for all general meetings or for any number of general meetings or for a particular purpose.
- (e) Unless otherwise provided for in the proxy's appointment or in any instrument appointing an attorney, the appointment of the proxy or the attorney will be taken to confer authority:
 - (i) to vote on:
 - (A) any amendment moved to the proposed resolutions and on any motion that the proposed resolution not be put or any similar motion; and
 - (B) any procedural motion, including any motion to elect the chair, to vacate the chair or to adjourn the general meeting,even though the appointment may specify the way the proxy or attorney is to vote on a particular resolution; and
 - (ii) to vote on any motion before the general meeting whether or not the motion is referred to in the appointment.

- (f) If a proxy appointment is signed by the Member but does not name the proxy or proxies in whose favour it is given, the chair may either cast as proxy or complete the appointment by inserting the name or names of one or more Directors or the Secretary.
- (g) For so long as a Member Association is represented at a meeting of Council by its Councillor, any proxy of the Member Association shall have no right to attend or speak.

11.18. Lodgement of proxy

- (a) The written appointment of a proxy or attorney must be received by Rowing Australia, at least forty-eight (48) hours (unless otherwise specified in the notice of meeting to which the proxy relates) before:
 - (i) the time for holding the general meeting or adjourned general meeting at which the appointee proposes to vote; or
 - (ii) the taking of a poll on which the appointee proposes to vote.
- (b) Rowing Australia receives an appointment of a proxy and any power of attorney or other authority under which it was executed when they are received at:
 - (i) the registered office of Rowing Australia;
 - (ii) a facsimile number at the registered office of Rowing Australia; or
 - (iii) a place, facsimile number or electronic address specified for that purpose in the notice of meeting.

11.19. Validity

A vote cast in accordance with an appointment of proxy or power of attorney is valid even if before the vote was cast the appointer revoked the proxy or power, unless any written notification of the revocation was received by Rowing Australia before the relevant general meeting or adjourned general meeting.

11.20. Payment of Councillors' costs

Transport and overnight accommodation costs (but not including meals etc) of Councillors attending meetings of Council shall be shared equally amongst all Member Associations.

11.21. Attendance at Council by Directors and the Chief Executive Officer

The Directors, including without limitation the President and the Chief Executive Officer shall receive notices and accompanying papers of all meetings of Council, and may attend and speak at a meeting of Council, but they shall not have any right to vote at a meeting of Council, other than the President's casting vote in accordance with clause 11.10(b).

12. PROCEDURES AT MEETINGS OF COUNCIL

- 12.1. The mover of any motion shall have the right of reply and each Councillor shall have the right to speak once on each motion, except with the consent of the chair of the meeting.
- 12.2. Any motion not seconded will lapse.
- 12.3. Any motion may be amended or withdrawn by the mover with the consent of the seconder.
- 12.4. A declaration by the chair of a meeting that a resolution has been carried or carried unanimously or by a particular majority or lost together with an entry to that effect in the minute book shall be conclusive evidence of the fact that such resolution was so carried or lost.

- 12.5. To facilitate the conduct of its business the Council may by resolution adjourn, vary procedure or otherwise regulate any of its meetings or proceedings as it so determines provided such variations are not inconsistent with this Constitution.
- 12.6. Minutes of all meeting shall be taken and recorded in a minute book in which all resolutions and motions shall be recorded. A copy of the minutes of each meeting shall be forwarded to all Councillors, Board members, and Member Association secretaries within ten (10) working days of closure of the meeting. The minutes of each meeting produced in writing shall be ratified at the Council.

13. THE BOARD

13.1. Composition

The Board shall, subject to this Constitution, comprise no more than nine (9) Directors, including:

- (a) six (6) Directors elected under clause 14 (“**Elected Directors**”);
- (b) two (2) Directors appointed by the Board under clause 15 (“**Appointed Directors**”); and
- (c) one (1) Director elected by the Athletes’ Committee under clause 16 (“**Athletes’ Director**”).

13.2. Qualification of Directors

- (a) Upon election or appointment of any person as a Director of Rowing Australia, the person shall resign from his or her position (if any) as an Officer of a Member Association.
- (b) For the purpose of clause 13, “**Officer of a Member Association**” means any of the following:
 - (i) a Councillor of the Member Association;
 - (ii) a secretary or a voting member of the executive board or committee of management or equivalent of the Member Association;
 - (iii) an employee of a Member Association; or
 - (iv) the Chief Executive Officer, Program Director, High Performance Manager or equivalent of any State or National institute of sport or any employee of any State or National institute of sport whose role, in the determination of the Board, involves or has direct influence over the rowing program.
- (c) The Board may from time to time and at any time request a Director (or nominee for the position of Director) to provide a declaration that his or her roles or activities do not include any role or activity that falls within the meaning of the expression “Officer of a Member Association” and the determination by the Board in respect of the roles or activities of any Director in this regard shall be final.
- (d) The Chief Executive Officer of Rowing Australia shall not be a Director of Rowing Australia and will not be eligible to be appointed as a Director of Rowing Australia until the expiration of three (3) years after the date that the person ceases to be the Chief Executive Officer of Rowing Australia.

13.3. Removal of Directors

The office of a Director becomes vacant if the person holding that office:

- (a) is prohibited by the Act from holding office or continuing as a Director;
- (b) dies;
- (c) becomes bankrupt, applies to take the benefits of a loan for the relief of bankrupt or insolvent debtors or compounds with that Board member's creditors;
- (d) becomes of unsound mind;
- (e) resigns from office by writing to the Chief Executive Officer;
- (f) is absent without the consent of the Council from meetings of the Board held during the period of three (3) months;
- (g) is removed by a resolution of Council; or
- (h) becomes or is appointed an Officer of a Member Association; or
- (i) is prohibited by reason of operation of any of the provisions of this Constitution from holding office or continuing as a Director.

14. ELECTED DIRECTORS

14.1. Election of Elected Directors

Subject to clause 34, six (6) Elected Directors will be elected by the Council in accordance with this Constitution.

14.2. Nominations

Where elections to any office provided for by this Constitution are to be held the Chief Executive Officer shall call for nominations for the office/s to be filled in the year in which such offices fall due for election and shall receive such nominations no less than one (1) calendar month prior to the date of the meeting at which the elections shall be held and shall advise the Councillors, Member Associations and Directors of the details of the nominees together with any background information provided (if any) within five (5) working days of the closing date for nominations.

14.3. Casual vacancies

- (a) The Directors may at any time appoint a person to fill a casual vacancy in the rank of Elected Directors.
- (b) A person appointed under clause 14.3(a) holds office until the next Annual General Meeting at which time they can offer themselves for re-election. The successful nominee shall be deemed to have filled the vacancy from the close of the Annual General Meeting and shall hold office for the balance of the term of office of such person's predecessor.

14.4. Manner of election

- (a) Elections shall be conducted by preferential ballot in accordance with this clause 14.4.
- (b) In any election conducted at a meeting of Council where there are more than one (1) more than the number of candidates for the position or positions for which the election is to be held such election shall be conducted by exhaustive secret ballot in accordance with the following rules:

- (i) each Councillor will be given one ballot paper for each vote that he or she is entitled to cast, and each will write on the ballot paper the name of the candidate most preferred. Such votes will then be counted on the basis that the vote was a poll, and if any candidate receives an absolute majority of formal votes cast, such candidate will be elected to office;
- (ii) if no candidate receives an absolute majority of formal votes cast as aforesaid the candidate who receives the least number will be eliminated provided that if a candidate receives no votes he or she together with the candidate who receives the least number of votes will be eliminated;
- (iii) a further ballot or ballots will then be conducted between the remaining candidates in accordance with the rules herein set out until one (1) candidate receives an absolute majority of formal votes cast and upon a candidate receiving an absolute majority of formal votes cast as aforesaid such candidate will be elected to office;
- (iv) if after a ballot has been conducted any two (2) or more candidates receive an equal number of votes and it is necessary for one (1) of them to be eliminated then a special ballot will be held in accordance with the rules herein set out to decide which of such candidate will be eliminated;
- (v) if after a special ballot as aforesaid has been conducted between three (3) or more candidates no candidate has received a greater number of votes than the other candidates then the chair will nominate one (1) candidate who will not be eliminated and a further special ballot will be held between the candidates not so nominated to determine which of them will be eliminated;
- (vi) if on any ballot between two (2) candidates such candidates receive an equal number of votes then the chair will have a casting vote to decide the issue between such candidates;
- (vii) at any time when it is necessary for a candidate to be eliminated the chair will only declare the name of the candidate or candidates to be eliminated and will not disclose the number of votes received by any candidate;
- (viii) at the conclusion of the voting the chair will declare the result of each ballot in the following manner, namely a statement of the number of ballot papers issued with respect to each ballot, the number of formal votes cast in each ballot and the number of votes received by each candidate;
- (ix) notwithstanding anything in this rule to the contrary, those voting persons present at any meeting at which an election is to be held in accordance with this rule may by unanimous resolution waive the application of the foregoing provisions and substitute therefore, for that election only, such other method of voting that may unanimously be agreed upon.

14.5. Term

- (a) Subject to clause 34, and the provisions of this Constitution relating to a vacancy in the office of Directors, each Elected Director shall hold office until the conclusion of the third annual general meeting following his or her appointment.
- (b) The terms of office of Elected Directors shall rotate in accordance with the initial terms determined under clause 14.6.
- (c) Subject to clause 34, an Elected Director may not serve more than three (3) consecutive terms as a Director, including where one of the terms is as an Appointed Director. For the

purpose of this clause, service by a person filling a casual vacancy in an Elected Director position for any period will be treated as a term as will service by a person in an Appointed Director position for any period.

- (d) A Director who has served a maximum term in accordance with clause 14.5(c) shall not be eligible to be a Director for three (3) years following the completion of their maximum term.

14.6. Rotational terms

Subject to clause 34, to ensure rotational terms, at least two (2) Elected Directors shall retire each year. Any adjustment to the term of Elected Directors to ensure rotational terms in accordance with this Constitution shall be determined by the Board, and in the event of the Board failing to agree, by lot. Elections to, and filling of vacancies on, subsequent Boards shall then proceed in accordance with the procedures in this Constitution.

15. APPOINTED DIRECTORS

15.1. Appointment

Subject to clause 34, the Board may appoint up to two (2) additional persons as Appointed Directors and replace any vacancy or vacancies occurring in the office of Appointed Director.

15.2. Term

- (a) Subject to clause 34 and the provisions of this Constitution relating to the earlier retirement or removal of Directors, Appointed Directors shall be appointed for a term not exceeding three (3) years.
- (b) Subject to clause 34, an Appointed Director may not serve more than three (3) consecutive terms as a Director, including where one or more of the terms is as an Elected Director. For the purpose of this clause, service by a person filling a casual vacancy in an Appointed Director position for any period will be treated as a term as will service by a person in an Elected Director position for any period.
- (c) A Director who has served a maximum term in accordance with clause 15.2(b) shall not be eligible to be a Director for three (3) years following the completion of their maximum term.

16. ATHLETES' DIRECTOR

16.1. Appointment

- (a) Subject to clause 34, the Athletes' Commission will as soon as practicable of a vacancy occurring in the office of Athletes' Director, nominate one (1) person for appointment to the Board as the Athletes' Director.
- (b) Subject to clause 16.2, the Athletes' Commission may appoint and remove the Athletes' Director by written notice served on Rowing Australia and signed by the secretary of the Athletes' Commission.

16.2. Qualification

- (a) The Athletes' Director must not be a nominee for, or an active member of, an Australian rowing team.

- (b) The Athletes' Commission must give at least fourteen (14) days prior written notice of nomination of the proposed nominee (or such lesser period determined by the Board from time to time) and the Board may on reasonable grounds during that period reject the proposed nominee for appointment as Athletes' Director. If the Board does not so reject the proposed nominee, that nominee shall be appointed to the Board as the Athletes' Director on and from the expiration of the notice period. The written notice of nomination must contain without limitation a consent to act as a Director and a declaration signed by the nominee in relation to such matters as determined from time to time by the Board.
- (c) Upon nomination for an Australian rowing team, the Athletes' Director will be removed and cease to be a Director.

16.3. Term

- (a) Subject to clause 34 and the provisions of this Constitution relating to the earlier retirement or removal of Directors, the Athletes' Director shall be appointed for a term of two (2) years.
- (b) Subject to clause 34, an Athletes' Director may not serve more than two (2) consecutive terms as a Director. For the purpose of this clause, service by a person filling a casual vacancy in an Athletes' Director position for any period will be treated as a term.
- (c) An Athletes' Director who has served a maximum term in accordance with clause 16.3(b) shall not be eligible to be a Director for two (2) years following the completion of their maximum term.

17. THE PRESIDENT

- 17.1. The Directors shall elect one of their number to be the President by a majority vote. The President shall assume the office at the conclusion of the meeting at which he or she was elected.
- 17.2. With Board approval, the President has the power to authorise expenditure on behalf of Rowing Australia and to sign contracts on behalf of Rowing Australia in conjunction with the Chief Executive Officer.
- 17.3. The President will ensure the proper conduct of the affairs of Rowing Australia and for the efficient and effective management of the organisation. In particular, the President shall:
 - (a) ensure the proper functioning of the Council, Board, Commissions, Committees and the staff of Rowing Australia;
 - (b) provide the necessary leadership to maintain clarity, national vision and future priorities and direction for the sport;
 - (c) chair meetings of Council and the Board;
 - (d) ensure the proper liaison with the Federal Government, FISA, AOC, ASC, Institutes of Sport and Academies of Sport and any other organisation with which Rowing Australia may from time to time have formal relation; and
 - (e) represent Rowing Australia in an official capacity.

18. PROCEEDINGS OF DIRECTORS

18.1. Chair

- (a) The Board may elect one of their members other than the Chief Executive Officer to be the deputy chair of the Board who shall assume the responsibilities and duties of the President, as chair, should he or she, whilst holding office, be unable to perform his or her duties.
- (b) In meetings of the Board, the President shall occupy the chair and if he or she is absent the deputy chair of the Board shall be chair in his or her absence.

18.2. Directors' meetings

- (a) The Board shall meet together for the dispatch of business, adjourn and regulate their meeting as they think fit, provided that the meeting is convened in accordance with this Constitution.
- (b) Board meetings shall be convened by the Chief Executive Officer on a regular basis of no fewer than six (6) times per year and thereafter upon the request of the President or upon receiving a written requisition signed by no fewer than two (2) Directors. Such meetings shall be called within seven (7) days of the receipt of such requisition and shall be held within twenty-eight (28) days of the date of the calling of the meeting. Minutes of all meetings shall be distributed to Directors, Councillors and Member Associations as soon as the minutes have been approved by the Board and signed by the chair as a true record of the meeting, which shall be within fifteen (15) business days of the meeting.
- (c) A quorum for a meeting of the Board shall be one (1) more than half the number of Directors.
- (d) Subject to the Act, a Directors' meeting may be held by the Directors communicating with each other by any technological means by which they are able to simultaneously hear each other and participate in discussion.
- (e) At least forty-eight (48) hours written notice shall be given to each of the Directors of any Board meeting, save that the President may in relation to any urgent matter specify a shorter period of notice (including without limitation verbal notice) to be given by the Chief Executive Officer to the Directors.

18.3. Decision on questions

- (a) Subject to this Constitution, all resolutions of the Board shall be voted on by Directors each of whom shall have a single vote. Resolutions shall be determined by a simple majority. The chair shall have a casting vote in addition to his deliberative vote.
- (b) The Chief Executive Officer is entitled, subject to a determination otherwise by the Directors, to attend all meetings of Rowing Australia, all meetings of the Directors and any Committees and may speak on any matter, but does not have a vote.

18.4. Written resolutions

- (a) The Directors may pass a resolution without a Directors' meeting being held if all the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. The resolution is passed when the last Director signs.
- (b) For the purposes of clause 18.4(a), separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy.

- (c) Any document referred to in this clause may be in the form of a facsimile or electronic transmission.
- (d) The minutes of Directors' meetings must record that a meeting was held in accordance with this clause 18.4.
- (e) This clause applies to meetings of Directors' committees as if all members of the committee were Directors.

18.5. Validity of acts of Directors

If it is discovered that:

- (a) there was a defect in the appointment of a person as a Director or member of a Directors' committee; or
- (b) a person appointed to one of those positions was disqualified,

all acts of the Directors or the Directors' committee before the discovery was made are as valid as if the person had been duly appointed and was not disqualified.

19. DIRECTORS' INTERESTS

19.1. Subject to the Act and the provisions of any policy forming part of the Rules, a Director may:

- (a) enter into any agreement or arrangement with Rowing Australia; and
- (b) act in a professional capacity other than as auditor for Rowing Australia,

but the Director cannot receive or keep beneficially any remuneration, profits or benefits under any agreement or arrangement with Rowing Australia or from acting in a professional capacity for Rowing Australia.

19.2. No contract made by a Director with Rowing Australia and no contract or arrangement entered into by or on behalf of Rowing Australia in which any Director may be in any way interested is voided or rendered voidable merely because of the Director holding office as a Director or because of the fiduciary obligations arising out of that office.

19.3. A Director is not disqualified merely because of being a Director from contracting with Rowing Australia in any respect.

19.4. A Director who has a material personal interest in a matter that is being considered at a Directors' meeting must not:

- (a) be present while the matter is being considered at the meeting; or
- (b) vote on the matter,

unless permitted by the Act to do so, in which case the Director may:

- (c) be counted in determining whether or not a quorum is present at any meeting of Directors considering that contract or arrangement or proposed contract or arrangement;
- (d) sign or countersign any document relating to that contract or arrangement or proposed contract or arrangement; and
- (e) vote in respect of, or in respect of any matter arising out of, the contract or arrangement or proposed contract or arrangement.

- 19.5. A Director may be or become a director or other officer of any related body corporate promoted by Rowing Australia.
- 19.6. Without limiting clause 28, the Board may from time to time make, alter and rescind a policy or policies relating to conflicts of interest, which policy or policies will form part of the Rules.

20. POWERS AND DUTIES OF DIRECTORS

- 20.1. The business of Rowing Australia is managed by the Directors who may exercise all powers of Rowing Australia granted by this Constitution and the Act and not required to be exercised by the Council.
- 20.2. Without limiting the generality of clause 20.1, the Directors shall have the following powers:
- (a) overseeing the day-to-day management and administration of the activities of Rowing Australia;
 - (b) defining the role and function and reviewing the operations of Commissions and Committees created under this Constitution;
 - (c) allocating clear functional duties to Directors who shall be responsible to the Board, and ultimately to the Members, with respect to their allocated responsibilities;
 - (d) planning and implementing initiatives designed to improve the profile and promotion of the sport at the national level;
 - (e) managing and controlling all aspects of the selection, preparation, management, touring arrangements and participation of Australian rowing teams;
 - (f) selecting and appointing employees of Rowing Australia in line with the approved budget, and the review and appraisal of their performance;
 - (g) delegating sufficient duties to the employees to enable them to undertake the tasks assigned to them;
 - (h) controlling the endorsement of goods and services directly connected with Australian rowing teams;
 - (i) appointing members of the Commissions and Committees, delegates to the Australian Olympic Committee, delegates to the FISA Congress, Principal Medical Officer, Managers of Australian teams and any other position which may be created from time to time by the Board;
 - (j) approving nominees (as recommended to the Board by those persons charged with the responsibility of selection) of persons selected for Australian rowing teams;
 - (k) receiving and approving the RA annual report and annual budget and approving its four year plans;
 - (l) receiving and approving all agreements and contracts;
 - (m) requesting and receiving of such reports as it deems necessary from all the Commissions, Committees or any other volunteer or employee of Rowing Australia who has been appointed by the Board to complete a particular task;
 - (n) preparing and adopting the national selection policy, team members agreements and codes of conduct as required; and
 - (o) implementing decisions of the Council.

- 20.3. Where not inconsistent with the Act or this Constitution, the Directors shall have the following duties:
- (a) after consultation with Member Associations preparing and implementing the Strategic Plan at the national level and promoting its adoption by the Members;
 - (b) preparation of all aspects of financial management including preparing annual budgets, statutory financial statements required under the Act and related financial reports;
 - (c) liaising with the Federal Government, ASC, AOC, FISA, Institutes of Sport/Academies of Sport and all other relevant national and international bodies, and to appoint representatives to such bodies as may be appropriate;
 - (d) preparing reports, submissions and recommendations to the Council from time to time on matters that impact on the Members or the Strategic Plan;
 - (e) ensuring that copies of Board minutes are provided to the Member Associations and Councillors as soon as the minutes have been approved by the Board and signed by the chair as a true record of the meeting, which shall be within fifteen (15) business days of the meeting;
 - (f) providing quarterly reports to the Members incorporating financial statements and a report on the activities of the Board;
 - (g) providing access to the records of Rowing Australia at the request of the Members or their duly appointed representative in accordance with this Constitution; and
 - (h) preparing and presenting all submissions, applications for grants and reports including acquittals to the Australian Sports Commission, the Australian Olympic Committee or any other organisation that financially supports rowing.

21. CHIEF EXECUTIVE OFFICER

- 21.1. The Board shall appoint a person to be Chief Executive Officer of Rowing Australia who shall be responsible to the Board for the:
- (a) planning, coordination and implementation of the activities and policies of Rowing Australia;
 - (b) day to day administration and operation of the secretariat of Rowing Australia;
 - (c) supervision and performance of staff as designated by the Board;
- 21.2. The duties of the Chief Executive Officer shall be to act as the principal administrative officer of Rowing Australia and shall accord with the duties stipulated in writing from time to time by the Board.
- 21.3. The Chief Executive Officer, the chair of the Audit and Risk Committee and the President or any two (2) thereof shall be empowered pursuant to this Constitution to counter sign contracts and enter into agreements on behalf of Rowing Australia, so long as same have been approved by the Board.
- 21.4. All payments of Rowing Australia shall be approved by such persons as approved by the Board.
- 21.5. The Chief Executive Officer shall be an ex officio member on all Commissions and Committees established pursuant to this Constitution or any Rules but shall have no vote.

22. AUDIT AND RISK COMMITTEE

- 22.1. An Audit and Risk Committee of the Board shall be formed to oversee the overall financial management and reporting of Rowing Australia including the establishment of appropriate prudential systems for the efficient and effective operation of financial management.
- 22.2. The bank accounts and accounting records referred to in clause 22.1 shall be available for inspection by Councillors at any time.
- 22.3. The Audit and Risk Committee shall constitute at least three (3) people which may be a combination of Directors and an external appointment, provided that:
- (a) the chair of the Committee must be a Director who has significant finance expertise (other than the President); and
 - (b) any external appointee must be independent and have significant finance expertise.

23. NOMINATIONS COMMITTEE

- 23.1. A Nominations Committee shall be formed, the role of which shall be to identify candidates to fill Board vacancies (including casual vacancies) and assess all nominees for Board vacancies.
- 23.2. The Nominations Committee shall constitute at least three (3) people which may be a combination of Directors (excluding the President) and external appointments. Any external appointees must be independent and have significant business and governance expertise.
- 23.3. The Nominations Committee should only comprise persons who are not directly involved in the management of Rowing Australia; however, the Chief Executive Officer shall be invited to provide clarification where necessary.

24. SECRETARY

24.1. Requirements

If required by the Act, there must be at least one Secretary of Rowing Australia appointed by the Directors for a term and at remuneration and on conditions determined by them.

24.2. Entitlement

The Secretary is entitled to attend and be heard on any matter at all Directors' and general meetings.

24.3. Suspension, removal and dismissal

The Directors may, subject to the terms of the Secretary's employment contract, suspend, remove or dismiss the Secretary.

24.4. Chief Executive Officer as Secretary

Unless otherwise determined by the Board, the Chief Executive Officer shall be appointed as a Secretary of Rowing Australia.

25. MINUTES AND REGISTERS

25.1. Requirement to keep minutes

The Directors must cause minutes to be made of:

- (a) the names of the Directors present at all Directors' meetings and meetings of Directors' committees;
- (b) all proceedings and resolutions of general meetings, Directors' meetings and meetings of Directors' committees;
- (c) all resolutions passed by Directors in accordance with clause 18.4;
- (d) all appointments of officers;
- (e) all orders made by the Directors and Directors' committees; and
- (f) all disclosures of interest made under clause 19.

25.2. Minutes must be signed

Minutes must be signed by the chair of the meeting or by the chair of the next meeting of the relevant body.

25.3. Requirement to keep registers

Rowing Australia must keep all registers required by this Constitution and the Act.

26. COMMISSIONS/COMMITTEES

- 26.1. The Board may create, define and dissolve Commissions and Committees from time to time for the better administration of the sport and the attainment of outcomes listed in the Strategic Plan.
- 26.2. Each Commission and Committee shall be responsible for fulfilling its charter.
- 26.3. Each Commission and Committee is responsible to the Board.
- 26.4. The chair of each Commission and Committee (or his/her nominee) may attend meetings, or parts of meetings, of the Council or Board at the invitation of the Council or Board, as the case may be, where he or she shall be entitled to speak on the matters directly related to the charter of his or her Commission or Committee.

27. RULES AND WHOLE OF SPORT POLICIES

- 27.1. Without limiting clause 2.1(p), the Board shall have the power to make, alter and rescind Rules and Whole of Sport Policies as are necessary in the view of the Board to further or give effect to any one or more of the objects of Rowing Australia, provided that Board shall notify the Member Associations before making, altering or rescinding Rules and Whole of Sport Policies and shall allow a reasonable period for the Member Associations to comment, unless in the view of the Board this is impracticable or unnecessary in the circumstances.
- 27.2. The decision of the chair of the meeting for the time being as to the interpretation of this Constitution, Rules and Whole of Sport Policies and as to any matter not provided for therein shall be final unless a motion of dissent be proposed at the same meeting and carried by a majority of Councillors or Directors present (as relevant). Such motion of dissent shall not be discussed.
- 27.3. Notwithstanding the provision of clause 27.1, no Rule or Whole of Sport Policy shall be made, altered or rescinded that affects the Reserved Rights without the prior agreement of the Council in a General or Special Meeting.

28. EFFECT OF RULES AND WHOLE OF SPORT POLICIES

Each Rule and Whole of Sport Policy:

- (a) is subject to this Constitution;
- (b) must be consistent with this Constitution; and
- (c) when in force, is binding on all Members and Participants and has the same effect as a provision in this Constitution.

29. INSPECTION OF RECORDS

29.1. Time and place for inspection

Except as otherwise required by the Act or permitted under this Constitution, the Directors may determine whether and to what extent, and at what times and places and under what conditions, the financial records and other documents of Rowing Australia or any of them will be open for inspection by any person other than Directors.

29.2. No right to inspect

A person other than a Director, a Member Association or a Councillor does not have the right to inspect any financial records or other documents of Rowing Australia unless the person is authorised to do so by a court order or a resolution of the Directors.

30. NOTICES

30.1. Service of notices

- (a) Notice may be given by Rowing Australia to any person who is entitled to notice under this Constitution:
 - (i) by serving it on the person; or
 - (ii) by sending it by post, facsimile transmission or electronic notification to the person at the person's address shown in the Register or the address supplied by the person to Rowing Australia for sending notices to the person.
- (b) A notice sent by post is taken to be served:
 - (i) by properly addressing, prepaying and posting a letter containing the notice; and
 - (ii) on the day after the day on which it was posted.
- (c) A notice sent by facsimile transmission or electronic notification is taken to be served:
 - (i) by properly addressing the facsimile transmission or electronic notification and transmitting it; and
 - (ii) on the day after its despatch.
- (d) A certificate in writing signed by a Director, Secretary or other officer of Rowing Australia that a document or its envelope or wrapper was addressed and stamped and was posted is conclusive evidence of posting.
- (e) Subject to the Act the signature to a written notice given by Rowing Australia may be written or printed.

- (f) All notices sent by post outside Australia must be sent by prepaid airmail post.

30.2. Persons entitled to notice

- (a) Notice of every Council meeting must be given to:
- (i) every Member;
 - (ii) every Councillor;
 - (iii) every Director;
 - (iv) the Chief Executive Officer; and
 - (v) any auditor.
- (b) Subject to clause 11.3, no other person is entitled to receive notice of meetings of Council.

31. AUDITS AND ACCOUNTS

- 31.1. The Board must cause Rowing Australia to keep written financial records in relation to the business of Rowing Australia in accordance with the requirements of the Act.
- 31.2. The Board must cause the financial records of Rowing Australia to be audited in accordance with the requirements of the Act.

32. DISSOLUTION

32.1. General

Except as provide for in clause 32.2 or in relation to any subscription or membership fees, the Members will have no obligation or liability to fund Rowing Australia.

32.2. Member contribution

If Rowing Australia is wound up:

- (a) each Member; and
- (b) each person who has ceased to be a Member in the preceding year,

undertakes to contribute to the property of Rowing Australia for the:

- (c) payment of debts and liabilities of Rowing Australia (in relating to clause 32.2(b)), contracted before the person ceased to be a Member) and payment of costs, charges and expenses of winding up; and
- (d) adjustment of the rights of the contributories amongst themselves,

such amount as may be required, not exceeding one hundred dollars (\$100).

32.3. Surplus on dissolution

If any surplus remains following the winding up of Rowing Australia, the surplus will not be paid to or distributed amongst the Members, but will be given or transferred to another corporation which, by its constitution:

- (a) has the same or similar objects to those of Rowing Australia;
- (b) is required to apply its profits (if any) or other income in promoting its objects; and

(c) is prohibited from making any distribution to its members or paying fees to its directors, such corporation to be determined by the Members at or before the winding up, and in default by application to a Supreme Court for determination.

33. INDEMNITY

- 33.1. To the extent permitted by law and subject to the restrictions in section 199A of the Act, Rowing Australia indemnifies every person who is or has been an officer of Rowing Australia against any liability (other than for legal costs) incurred by that person as such an officer of Rowing Australia (including liabilities incurred by the officer as an officer of a subsidiary of Rowing Australia where Rowing Australia requested the officer to accept that appointment).
- 33.2. To the extent permitted by law and subject to the restrictions in section 199A of the Act, Rowing Australia indemnifies every person who is or has been an officer of Rowing Australia against reasonable legal costs incurred in defending an action for a liability incurred by that person as such an officer of Rowing Australia (including such legal costs incurred by the officer as an officer of a subsidiary of Rowing Australia where Rowing Australia requested the officer to accept that appointment).
- 33.3. The amount of any indemnity payable under clauses 33.1 or 33.2 will include an additional amount (GST Amount) equal to any GST payable by the officer being indemnified (Indemnified Officer) in connection with the indemnity (less the amount of input tax credit claimable by the indemnified officer in connection with the indemnity). Payment of any indemnity which includes a GST Amount is conditional upon the Indemnified Officer providing Rowing Australia with a GST tax invoice for the GST Amount.
- 33.4. For the purposes of this clause 33, officer means;
- (a) a Director;
 - (b) Secretary; or
 - (c) Chief Executive Officer.

34. TRANSITIONAL BOARD

34.1. Nature of clause

This clause is a transitional clause.

34.2. Composition of Transitional Board

- (a) At the 2013 Annual General Meeting, Gavin Rezos (Elected Director) shall retire from office and the remaining directors will continue to hold office.
- (b) At the conclusion of the 2013 Annual General Meeting the Directors will be:
 - (i) Andrew Rowley (Elected Director), whose term of office shall expire at the conclusion of the 2014 Annual General Meeting;
 - (ii) Carmen Wearne (Elected Director), whose term of office shall expire at the conclusion of the 2014 Annual General Meeting;
 - (iii) Colin Smith (Elected Director), whose term of office shall expire at the conclusion of the 2015 Annual General Meeting;
 - (iv) John Boulton (Elected Director), whose term of office shall expire at the conclusion of the 2015 Annual General Meeting;

- (v) two other Elected Directors elected at the 2013 Annual General Meeting, whose terms of office shall expire at the 2016 Annual General Meeting;
 - (vi) Flavia Gobbo (Appointed Director), whose term of office shall expire on 19 December 2013;
 - (vii) Sally Capp (Appointed Director), whose term of office shall expire on 20 May 2014; and
 - (viii) Cameron McKenzie McHarg (Athletes' Director), whose term of office shall expire on 29 September 2014.
- (c) A retiring director is eligible for re-election.
 - (d) For the purposes of the provisions in clauses 14.5, 15.2, 16.3 regarding consecutive terms, no period served by a director prior to the 2013 Annual General Meeting shall be counted.

35. DEFINITIONS

35.1. In this Constitution the following words and phrases shall have the following meanings:

“**Act**” shall mean the Corporations Act 2001 (Cth) as modified or amended from time to time;

“**Annual Budget**” shall mean the statement of budgeted income and expenditure of financial transactions of Rowing Australia for a financial year;

“**Board**” shall mean the Board of Rowing Australia as provided in this Constitution;

“**Chief Executive Officer**” shall mean the person appointed by Rowing Australia pursuant to this Constitution as the principal executive officer of Rowing Australia and shall include where the context so admits persons acting as the delegate or substitute for the Chief Executive Officer as the principal executive officer of Rowing Australia whether described as Chief Executive Officer or by some other name or title;

“**Club**” shall mean a club or school affiliated with a Member Association;

“**Constitution**” shall mean the constitution of Rowing Australia as amended from time to time;

“**Council**” shall mean a meeting of the Member Associations represented by their Councillors in accordance with this Constitution or the Act;

“**Councillor**” shall mean the person elected or appointed from time to time by a Member Association to act for and on behalf of that Member Association and represent the Member Association at a meeting of Council;

“**Director**” includes any person occupying the position of director of Rowing Australia;

“**Facsimile**” shall mean facsimile or other means of electronic transmission of data;

“**FISA**” shall mean Federation Internationale des Societes d’Aviron - the international rowing federation;

“**Full Participant**” shall mean, in respect of a Member Association, a Participant at Member Association Events with full member status with the Member Association, as determined by the Council from time to time;

“**Intellectual Property**” Intellectual Property means all rights subsisting or arising in copyright, business names, names, patent, trade marks (or signs) logos, designs, know-how, technology and

equipment including computer software, images (including photographs, videos or films) or service marks relating to Rowing Australia or to its predecessors or any event, competitions or rowing or other activity of or conducted, promoted or administered by Rowing Australia”.

“International Rowing Event” shall mean all international championships, regattas, races, trials, tests and events sanctioned by or conducted under the auspices of FISA or the International Olympic Committee.

“Life Member” shall mean a person admitted to and remaining a Member of Rowing Australia pursuant to clause 6 as a Life Member;

“Members” shall mean the Member Associations and Life Members and **“Member”** shall mean any one of them;

“Member Association” shall mean any organisation admitted to and remaining a Member of Rowing Australia pursuant to clause 5.1 as a Member Association;

“Member Association Event” shall mean any event, regatta, championship, selection trial and any other race, trial, test, or function carried out or conducted under the auspices of a Member Association, or a body affiliated with the Member Association other than an RA Event or an International Rowing Event conducted in Australia;

“Participant” shall mean any athlete, coach, official, support or other personnel whether as an employee or contractor and whether on a full or part time basis who participates in any event or activity which requires an approval, consent or sanction from Rowing Australia or any Member Association;

“RA Event” shall mean any event conducted under the auspices of Rowing Australia including the Australian Rowing Championships, national selection trials and regattas, any other race, trial, test, event or function carried out or conducted under the auspices of Rowing Australia for National and International Competitions.

“Reserved Rights” shall mean the rights reserved to Member Associations in relation to any event or competition that is not an RA event notwithstanding that it may involve one or more Member Association.

“Rowing Australia” shall mean Rowing Australia Limited;

“Rules” shall include rules, regulations, by-laws, codes and policies determined from time to time by the Board;

“Secretary” shall mean any person appointed by the Board to perform any of the duties of a secretary of Rowing Australia and if there are joint secretaries, any one or more of the joint secretaries;

“Special Resolution” shall mean a resolution of which notice as set out in clause 11.8 been given and that has been passed by at least seventy-five percent (75%) of the votes cast by Member Associations entitled to vote on the resolution;

“Strategic Plan” shall mean the course of action for future conduct of rowing nationally;

“Whole of Sport Policy” shall mean whole of sport policies which are mandated for use by sports funded by the Australian Federal Government and also other policies which are deemed to be appropriate for adoption by the whole of the sport for reasons of good governance. Examples of the nature of Whole of Sport Policies are anti-doping, supplement usage, member protection, bullying and harassment, discrimination, code of conduct, match fixing and privacy.

- 35.2. Words importing the singular number shall include the plural and words importing the masculine gender shall include the feminine and neuter genders and vice versa and words importing persons shall include corporations, incorporated associations and unincorporated associations.
- 35.3. Headings have been inserted for convenience only and shall not be taken into account in interpreting the provisions of this Constitution.
- 35.4. Words and expressions defined in the Act have the same meaning in this Constitution.
- 35.5. Unless the contrary intention appears in this Constitution, an expression in a clause of this Constitution has the same meaning as in a provision of the Act that deals with the same matter as the clause.
