

Explanatory Statement – Adoption of Replacement Constitution for Rowing South Australia Incorporated

At a general meeting to be held in February 2022, the Board will call for Members entitled to vote to pass a resolution to adopt the Proposed Replacement Constitution (as set out in Annexure B to this Explanatory Statement and tabled by the Chairperson at the general meeting) in replacement of the Current Constitution of Rowing SA.

The Board recommends the Members entitled to vote pass the resolution to adopt the Proposed Replacement Constitution for the following reasons:

- The Proposed Replacement Constitution fixes the numerous and significant errors, ambiguities and inconsistencies contained in the Current Constitution.
- The Proposed Replacement Constitution is written in clearer language and does not contain out-dated provisions or provisions that are unlikely to have application.
- The Proposed Replacement Constitution alters the membership and voting structure of Rowing SA to better reflect active participation with the sport of Rowing – it is democratic.
- To deal with proposed amendments to legislation governing Rowing SA.
- For the other reasons as explained in more detail in this Explanatory Statement.

Annexure A to this Explanatory Statement sets out the key differences between the Current Constitution and the Proposed Replacement Constitution.

Annexure A is not a complete list of all differences between the Current Constitution and the Proposed Replacement Constitution as there are numerous differences that reflect provisions of the *Incorporations Associations Act 1985 (SA) (Associations Act)* (which is the main governing legislation in respect of the operations of Rowing SA) or are minor or stylistic in nature.

Unless otherwise stated, capitalised terms used in Annexure A have the same meaning as given in the Current Constitution and Proposed Replacement Constitution (as applicable).

Annexure A – Key differences between the Current Constitution and Proposed Replacement Constitution

1. Key Differences

The table below sets out the key differences between the Current Constitution and the Proposed Replacement Constitution.

Current Constitution	Proposed Replacement Constitution
<p>Clause 2.1 – Definitions and interpretation</p> <p>This clause provides definitions for how certain words are to be interpreted in the Constitution.</p>	<p>Clause 2.1 – Definitions and interpretation</p> <p>Definitions have been inserted, updated or deleted to reflect the changes in the Proposed Replacement Constitution, particularly the proposed amendments to the membership and voting structures.</p> <p>The proposed changes to the Definitions are as follows:</p> <ul style="list-style-type: none"> • Updated definition of "Affiliate Member, "Club" and "School" to clearly set out the difference. • Updated definition of "By-law" to also cover any code of conduct or policy forming the By-laws for consistency of use in the Proposed Replacement Constitution. • Updated definition of "Elected Director" to make clear that they are a Director elected by Voting Members and identifies the sections they are elected under. • Definition of "Foundation Life Member" inserted to define the Membership category. • Definition of "Full Participant" inserted and definition of "Participant" updated to cover those that are registered with a Club or School to compete as an athlete in competitions undertaken by Rowing SA and

	<p>also anyone connected with Rowing SA competitions or events.</p> <ul style="list-style-type: none">• Updated definition of "Member" to specify that a Member is one who holds a category of membership.• Updated definitions of "General Meeting", "Ordinary Resolution", "Special General Meeting", "Special Resolution" and "Ordinary Resolution" to clarify that they comprise of Voting Members entitled to vote.• Definition of "Voting Members" is also inserted to mean a Foundation Life Member or an Affiliate Member.• Definition of "Public Offer" inserted as the role is required by the Associations Act.• Deletion of "Secretary" definition as there is no longer a Secretary role.• Updated definition of "Sport" to cover all rowing forms approved by the Board. <p>The proposed changes to the interpretation:</p> <ul style="list-style-type: none">• Clause 2.2(b) is removed as the Proposed Replacement Constitution utilises gender neutral language.• Insertion of clause 2.2(e) that a decision of the Board as to interpreting the Constitution, By-laws and the Regulations or to any matter not in those documents will be final unless an Ordinary Resolution of the Board overturns that interpretation.
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<p>Clause 3 – Objects of the Association</p> <p>This clause sets out in the objects of the Rowing SA.</p>	<p>Clause 3 – Objects of the Association</p> <p>The Proposed Replacement Constitution retains all the original objects and adds in new objects regarding the regulation of conduct and behaviour of Participants and regulation of the selection, conduct and behaviour of athletes and officials.</p> <p>This will ensure overall fairness for the selection of athletes as well as the appropriate conduct and behaviour of Participants representing Rowing SA which is already in line with the current operations of Rowing SA.</p>
<p>Clause 4 – Powers of the Association</p> <p>This clause sets out the powers of Rowing SA.</p>	<p>Clause 4 – Powers of the Association</p> <p>The Proposed Replacement Constitution retains all the original powers except simply amends clause 4(b) to clarify Rowing SA has power to assist in the mediation of disputes between Members and Participants (not just between Members).</p>
<p>Clause 5.1 – Members and registration</p> <p>This clause outlines the membership types which include:</p> <ul style="list-style-type: none"> • Honorary Life Members; • The Patron, Vice Patrons, President and Vice Presidents; • Foundation Life Members; • Financial Life Members; • Honorary Members; • Limited Members; 	<p>Clause 5.1 – Members and registration</p> <p>The Proposed Replacement Constitution refines and simplifies the membership structure to include three types of members:</p> <ul style="list-style-type: none"> • Honorary Life Members, • Foundation Life Members, and • Affiliate Members. <p>A number of the existing membership categories are either not utilised, repetitive or not reflective of the current participation in the sport of Rowing. More specifically:</p>

<ul style="list-style-type: none"> • Affiliate Members; and • Competitive Members. 	<ul style="list-style-type: none"> • The original Foundation Life Member category is retained in recognition of their contribution to Rowing SA and their rights remain unaffected by the changes. • There is only one Financial Life Member and so this category has been combined with the category of Foundation Life Member. • Competitive Members ceased to be members of Rowing SA as they will be represented via the affiliate Members
<p>Clause 5.2 – Admission of Members</p> <p>This clause outlines how an application to the Board is to be made to become a Member.</p>	<p>The Proposed Replacement Constitution does not contain this clause.</p> <p>Rather the specific application process or eligibility for each membership category is outlined under the particular membership clause.</p>
<p>Clause 5.3 – Discretion to accept or reject application</p> <p>This clause sets out that the Board can accept or reject an application to become a Member and is not required or be compelled to provide reasons for rejections.</p> <p>The clause also sets out that Membership begins the later of acceptance of the application by the Board or payment of payable fees by the new Member.</p>	<p>The Proposed Replacement Constitution does not contain this clause.</p> <p>As an application to the Board is only required for Affiliate Members in the Proposed Replacement Constitution, the Board accepting or rejecting an application and when a membership begins for Affiliate Members is instead outlined in the Affiliate Members clause (see below clause 5.4).</p>
<p>Clause 5.4 - Honorary Life Members</p> <p>Under this clause certain people can be Honorary Life Members of Rowing SA.</p>	<p>Clause 5.2 - Honorary Life Members</p> <p>The Proposed Replacement Constitution retains Honorary Life Members and further clarifies that:</p> <ul style="list-style-type: none"> • An Honorary Life Member may be terminated by a Special Majority vote of the Board if there is a valid reason for termination.

	<ul style="list-style-type: none"> • An Honorary Life Membership may be appointed posthumously. • Honorary Life Members will not be entitled to vote on any issue, will be entitled to receive any notice required to be given to Foundation Life Members and will not be liable to pay any subscriptions.
<p>Clause 5.5 - Patrons, Vice Patrons, President and Vice Presidents</p> <p>Under this clause Patrons, Vice Patrons, Presidents and Vice Presidents can be elected by the Members.</p>	<p>While Patrons, Vice Patrons, Presidents and Vice Presidents are no longer considered a membership category in the Proposed Replacement Constitution, these positions are still retained and people can still be elected to these positions.</p> <p>To clarify that Patrons, Vice Patrons, President and Vice Presidents are no longer a membership category the clause has been placed after clause 5. Further, Patrons (including Vice Patrons) and Presents and Vice Presidents have been separated into different clauses to provide a clearer framework as to how these positions are to be appointed.</p> <p>Clause 6 – Patrons</p> <p>This proposed clause includes:</p> <ul style="list-style-type: none"> • The Board and not the Members may appoint one or more Patrons or Vice-Patrons. • The appointment is valid until such time the Board, revoke such appointment or they resign their position. <p>Clause 7 – Presidents and Vice Presidents</p> <p>This proposed clause includes:</p> <ul style="list-style-type: none"> • The Voting Members may appoint a President and one or more Vice-Presidents in a General meeting if the relevant person nomination is

	<p>made by the Board;</p> <ul style="list-style-type: none"> • Appointment of a President or Vice-Presidents shall be valid until such time as the Voting Members (or the Board, if in the reasonable opinion of the Board the person is no longer a fit and proper person to hold the position) revoke such appointment or the person resigns the position. <p>Under the Proposed Replacement Constitution, both Patrons, Vice Patrons and Presidents and Vice Presidents will not be considered a Member or an officer of Rowing SA and will not have no rights or other obligations of a Member or officer.</p> <p>This approach is more consistent with the manner in which Rowing SA actually operates in addition to be more consistent with modern governance structures and provide protection for those individuals from any obligations or legal duties of the offices of Rowing SA.</p>
<p>Clause 5.6 - Foundation Life Members</p> <p>Under this clause certain people are Foundation Life Members.</p>	<p>Clause 5.3 - Foundation Life Members</p> <p>The Proposed Replacement Constitution retains Foundation Life Members and notes that it includes any person(s) previously admitted as a financial life member of Rowing SA.</p> <p>This clause further clarifies that:</p> <ul style="list-style-type: none"> • they have right to receive notice and be present, debate and vote at General Meetings; • entitled to submit postal vote in respect to election officers and any relevant resolutions at any General Meeting and sets out the process of the postal vote; and

	<ul style="list-style-type: none"> they are entitled to receive any notice required to be given to other Members and will not be liable to pay any subscriptions.
<p>Clause 5.7 – Financial Life Members</p> <p>Under this clause certain people can be Financial Life Members.</p>	<p>Proposed Replacement Constitution does not contain this membership category to simplify membership structure. As mentioned above, those previously admitted as financial life members are now considered Foundation Life Members.</p>
<p>Clause 5.8 – Ordinary Members</p> <p>Under this clause certain people can be Ordinary Members.</p>	<p>Proposed Replacement Constitution does not contain this membership category to simplify membership structure and as it is not currently utilised.</p>
<p>Clause 5.9 – Honorary Members</p> <p>Under this clause certain people can be Honorary Members</p>	<p>Proposed Replacement Constitution does not contain this membership category to simplify membership structure and as it is not currently utilised. There are other appropriate categories of membership for such worth individuals.</p>
<p>Clause 5.10 – Limited Members</p> <p>Under this clause certain people can be Limited Members.</p>	<p>Proposed Replacement Constitution does not contain this membership category to simplify membership structure and as it is not currently utilised. .</p>
<p>Clause 5.11 – Affiliate Members</p> <p>Under this clause certain people can be Affiliate Members.</p>	<p>Clause 5.4 – Affiliate Members</p> <p>The Proposed Replacement Constitution provides a clearer and more detailed description of the application process, expectations and requirements for Clubs and Schools to be Affiliate Members.</p> <p>Key additions to the Affiliate Members clause include:</p> <ul style="list-style-type: none"> The Board may accept or reject an application and is not required to or be compelled to provide any reason for rejection and the Membership begins the later of acceptance of the application by the

	<p>Board or payment of fees by the new Member.</p> <ul style="list-style-type: none">• The clause also specifies that the Affiliate Member must (not may as in the Current Constitution) appoint a natural person to act as a Delegate at General Meetings. Affiliate Members will be able to revoke a Delegate appointment and appoint a replacement by notice signed by the president or chairperson of a Club or principal or head or sport of a School. A temporary alternate delegate will also be permitted to be appointed for a period not exceeding 1 month. The Delegate must not be a Director.• Any Associate of an Affiliate Member (i.e. officer, life member, employee or Participant of a Club or employee, governor or Participant of a School) will have the right to attend and be heard at any General Meeting but only the Delegate may cast any votes. Rowing SA will not be required to provide notice of that General Meeting to any such Associate.• Affiliate Members will not have any rights to vote under this Proposed Replacement Constitution until the date that is 12 months after their admission as a Member.• Affiliate Members may have their membership suspended or terminated by written notice from the Board within 12 months of its date of admission (or if a notice of suspension is issued by this date a notice of termination may be issued at any time thereafter whilst the suspension remains in the effect), if the Board determines that the Affiliated Association has not demonstrated that they will be an active participant in the Sport. Further, the Affiliate Member will provide the Board with any information or evidence reasonably requested by the Board to make the determination for suspension or termination.
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	It is the Board's view that these amendments better reflect the composition of the rowing community and will lead to more efficient governance.
<p>Clause 5.12 – Competitive Members</p> <p>Under this clause every Affiliate Member must register all members of such Affiliate Member wishing to compete in regattas for Rowing SA's registration database. Further, each Affiliate Member will be liable for the stipulated fee per Competitive Member as determined by the Board.</p>	<p>Clause 5.5 – Full Participants</p> <p>These requirements are retained in the Proposed Replacement Constitution, except for that "Competitive Member" is changed to "Full Participant" and that the stipulated fee may be different for different classes or categories of Participants.</p>
<p>Clause 5.13 – Membership Privileges</p> <p>This clause outlines that Patrons, Vice Patrons, Presidents and Vice Presidents will be accorded the rights and privileges of Honorary Life Members. Further, Honorary Life Members, Foundation Life Members, Financial Life Members and Vice Presidents will be entitled to free admission to all regattas and entitled to use the licensed amenities.</p>	<p>The Proposed Replacement Constitution does not contain this clause as Patrons, Vice Patrons, Presidents and Vice Presidents is not considered a membership category.</p> <p>Presidents, Vice Presidents, Patrons and Vice Patrons remain entitled to admission free of charge to all regattas conducted by the Association and will be entitled to use the licensed amenities of the Association.</p>
<p>Clause 5.14 – Voting Rights</p> <p>This clause specifies that all Members of Rowing SA except the Patrons, Vice Patrons, Honorary Members, Limited Members and Competitive Members under the age of 18 years will be entitled to attend General Meetings of Rowing SA and to vote.</p>	<p>The Proposed Replacement Constitution does not contain this clause as the General Meeting information and rights of voting for each membership category are outlined in the specific membership clause (as explained above).</p>
<p>Clause 5.16 – Effect of Membership</p> <p>This clause outlines that the Members are bound by:</p> <ul style="list-style-type: none"> • The Current Constitution and the Regulations. • The NSO constitution and regulations. 	<p>Clause 5.7 – Effect of Membership</p> <p>The Proposed Replacement Constitution retains the Effect of Membership clause and adds that Members are also bound by the By-laws. Reference to Members being bound by the Rowing SA Code of Conduct is also deleted.</p> <p>The Proposed Replacement Constitution also specifies that by accepting membership to Rowing SA the Affiliate Members acknowledge and accept</p>

<ul style="list-style-type: none"> Rowing SA Code of Conduct. 	<p>the Proposed Replacement Constitution, the Regulations, the By-Laws and the NSO constitution and regulations will be applicable to all Participants associated with that Affiliate Member.</p>
<p>Clause 6.1 - Cessation of membership</p> <p>This clause outlines when a Member ceases to be a Member.</p> <p>This includes for Competitive Members when they cease to be a member of an Affiliate Member or cease to be a Participant representing an Affiliate Member or if the Affiliate Member ceases to be an Affiliate Member.</p>	<p>Clause 8.1 - Cessation of membership</p> <p>The Proposed Replacement Constitution retains the same clauses for Cessation of Membership except to remove when a Competitive Member (i.e. Full Participant in the Proposed Replacement Constitution) ceases to be a Member.</p> <p>This clause further adds that if an Honorary Life Member or a Foundation Member has died, Rowing SA will still recognise them having attained this position for the purposes of the records and history of Rowing SA but any rights or obligations will cease on death or expulsion.</p>
<p>Clause 6.3 - Expulsion or suspension for breach</p> <p>Under this clause a Member can be expelled or suspended from membership for a designated period if the Member owes any fee or other money to Rowing SA Membership which is more than one calendar month in arrears and has failed to pay despite a notice in writing requiring payment within a specified period.</p>	<p>Clause 8.3 - Expulsion or suspension for breach</p> <p>Under the Proposed Replacement Constitution a Member can still be expelled or suspended if they owe any fees which is more than one calendar month in arrears and has failed to pay despite the written notice however the Member will not be expelled until the money has been in arrears for at least three months.</p> <p>Moreover, a Member cannot be expelled or suspended unless the Member has been afforded natural justice which includes the right to be heard by the Board, but any expulsion or suspension may continue to apply until such time a Member exercises their right to be heard.</p> <p>Under section 40 of the Associations Act, Rowing SA must observe the rules of natural justice in respect of any dispute between Rowing SA and a Member. While there is already reference to natural justice in the Current Constitution, by explicitly providing a right to be heard by the Board adds</p>

	another layer of fairness which will mitigate the risk of any expelled or suspended Member claiming Rowing SA did not comply with its statutory requirement to observe the rules of natural justice.
<p>Clause 7 - Discipline</p> <p>Under this clause, the Board has power to make By-laws and Regulations which govern the hearing and determinations of disputes, protests or complaints by or against Members or Participants and any other matter involving the enforcement of the Current Constitution or the By-Laws or Regulations against Members or Participants.</p>	<p>Clause 9 - Discipline</p> <p>The Proposed Replacement Constitution retains the same Discipline clause but further specifies that all By-laws and Regulations made by the Board are:</p> <ul style="list-style-type: none"> • subjected to the Proposed Replacement Constitution; • must be consistent with the Proposed Replacement Constitution; and • are binding on all Members and Participants.
<p>Clause 8 – Subscription and fees</p> <p>Under this clause the Board will fix annual membership subscriptions.</p> <p>Further, this clause requires a new Member on admission to membership to pay the current full year’s subscription unless the Board agrees to accept payment in instalments.</p>	<p>Clause 10 - Subscription and fees</p> <p>The Proposed Replacement Constitution clarifies that the Board will fix annual membership subscriptions for Affiliate Members and fix any fees payable by Full Participants (payable by Affiliate Members).</p> <p>Requirement for a new Member to pay the current full year's subscription unless instalments are agreed by the Board is deleted as this is essentially covered by clause 10(c) of the Proposed Replacement Constitution which states the Board may also authorise payment of subscriptions, fees or levies by instalments for some or all of the categories of membership and it may prescribe different terms of instalments for different categories of membership or Full Participant.</p>
<p>Clause 10.1 - Composition of the Board</p> <p>Under this clause the Board will comprise of:</p>	<p>Clause 12.1 - Composition of the Board</p> <p>Under the Proposed Replacement Constitution the composition of the Board</p>

<ul style="list-style-type: none"> • the Secretary; • up to six Elected Directors; and • up to two Appointed Directors. 	<p>will comprise of:</p> <ul style="list-style-type: none"> • up to seven Elected Directors; and • up to two Appointed Directors. <p>Further added in this clause is that the Board will endeavour to and without mandating any strict obligation, maintain a diversity of skills and personal attributes amongst the Directors to ensure effective governance and appropriate representation. This intends to promote equality and gender diversity and therefore beneficial to Rowing SA in the future.</p> <p>The role of the Secretary is removed as it has become redundant,</p>
<p>Clause 11.1 – Officers</p> <p>Under this clause the officers of Rowing SA will consist of a Patron, Vice Patrons, President, Vice Presidents, Chairman, Secretary, Elected Directors and Appointed Directors.</p> <p>Under this clause the Patron, Vice Patrons, President, Vice Presidents, Secretary, Elected Directors and Auditor will be elected at the Annual General Meeting.</p>	<p>Clause 13.1 – Officers</p> <p>In the Proposed Replacement Constitution, the officers of Rowing SA will consist of the Elected Directors and Appointed Directors and the Elected Directors will be elected at the Annual General Meeting.</p> <p>Election of Patron, Vice Patrons, President and Vice Presidents are covered under clause 6 and 7 of the Proposed Replacement Constitution (as explained above).</p>
<p>Clause 13.5(a) – Elections</p> <p>Under this clause, if there are insufficient nominations received to fill all vacancies on the Board, nominations for the remaining Elected Director positions may be made from the floor of the Annual General Meeting.</p>	<p>Not included in Proposed Replacement Constitution. Nominees for Directors need to be properly vetted for eligibility in advance and as such nominations from the floor are impractical. In addition nominations for the floor would not allow such nominations to be included in postal ballots for Foundation Life Members.</p>
<p>Clause 11.5 – Term of Appointment of Elected Directors</p> <p>Under this clause no person who has served as a Secretary or an Elected Director for a period of four consecutive full terms is eligible for election as an</p>	<p>Clause 13.6 - Term of Appointment of Elected Directors</p> <p>The Proposed Replacement Constitution retains the four consecutive term limit for Elected Directors and further specifies that any period of service as</p>

<p>Elected Director until the next Annual General Meeting following the date of conclusion of their last term as an Elected Director.</p> <p>Currently this clause does not specify whether the appointment term for an Elected Director will count towards any term limit for an Appointed Director, therefore is unclear whether an Elected Director could go for an Appointed Director position at the immediate Annual General Meeting following the four year term limit.</p>	<p>an Appointed Director will not count towards any term limit as an Elected Director (and vice versa).</p> <p>This clause however states that no Director, in capacity as an Elected Director or an Appointed Director in combination, will be permitted to have a consecutive term of service beyond the Annual General Meeting immediately following the 10 year anniversary of their appointment, but would be eligible for election or appointment at the next Annual General Meeting.</p>
<p>Clause 12.1 – Appointment of Appointed Directors</p> <p>Under this clause, the Elected Directors may appoint up to two Appointed Directors.</p>	<p>Clause 14.1 – Appointment of Appointed Directors</p> <p>The Proposed Replacement Constitution retains that the Elected Directors may appoint up to two Appointed Directors but clarifies that they can be appointed at any time and from time to time by an ordinary resolution of the Board.</p>
<p>Clause 12.3 – Term of Appointment (for Appointed Directors)</p> <p>Under this clause the term of office of each Appointed Director must be fixed by the Elected Directors at the time of the Appointed Director's appointment but it cannot exceed two years.</p> <p>Under this clause an Appointed Director whose term of office ends is eligible for re-appointment.</p>	<p>Clause 14.3 – Term of Appointment (for Appointed Directors)</p> <p>The Proposed Replacement Constitution retains the same term and re-appointment eligibility for Appointed Director but further clarifies that:</p> <ul style="list-style-type: none"> • An Appointed Director's role must expire no later than at the Annual General Meeting following the 8th anniversary of their appointment and will not be eligible to be appointed as Appointed Director until 12 months has passed since the end of that term. • An Appointed Director may become an Elected Director at any time but if they are elected they will cease to be an Appointed Director and any term as Appointed Director will not count towards any term limit as Elected Director. But an overall 10 year consecutive service limit will always apply.

<p>Clause 16(a) – Delegations</p> <p>Under this clause the Board will establish a Nominations Committee.</p>	<p>Not included in Proposed Replacement Constitution as this falls within the general powers of the Board.</p>
<p>Clause 17 – Seal</p> <p>Under this clause Rowing SA will have a Seal.</p>	<p>Clause 19 – Seal</p> <p>The Proposed Replacement Constitution will still require Rowing SA to have a Seal but if permitted by the Associations Act will discard the requirement to maintain a Seal for any document, deed or instrument.</p>
<p>Clause 18 – Annual General Meeting</p> <p>This clause outlines when an Annual General Meeting must be held and what business will be conducted at the Annual General Meeting.</p> <p>Under this clause the AGM will be held in the last eight days of August in each year.</p>	<p>Clause 20 – Annual General Meeting</p> <p>Under the Proposed Replacement Constitution the AGM must be held no earlier than 15 August in any year and no later than 30 November. This allows some flexibility which is not presently allowed.</p> <p>This clause further clarifies that any business proposed by a Member must be submitted to the Board for consideration (together with any relevant proposed resolution) by 15 July preceding the AGM. This allows this to be distributed appropriately with notices of meeting.</p>
<p>Clause 19.2 – Requisition of Special General Meetings</p> <p>Under this clause a Special General Meeting will be convened by the Board immediately upon receiving a requisition signed by the Delegates of not less than five Affiliate Members, or not less than twenty Ordinary or Life Members stating the business to be brought forward.</p> <p>The meeting will be held not less than seven days or more than one calendar month after receiving the requisition.</p> <p>Every requisition for a Special General Meeting must be signed by requisitioning Members, state the purpose of the meeting and be sent to</p>	<p>Clause 21.2 - Requisition of Special General Meetings</p> <p>The Proposed Replacement Constitution retains the clause except as to specify that the SGM will be called within five Business Days of the Board receiving a requisition and that the meeting will be held not less than 14 days (as opposed to 7 days) or more than one calendar month after receiving the requisition.</p> <p>Reference to Ordinary Members is also deleted as no longer a membership category.</p>

Rowing SA.	The requisition will also need to state any proposed Special Resolution
<p>Clause 22.1 – Quorum</p> <p>This clause states that 12 Members will form a quorum for a General Meeting.</p>	<p>Clause 22.1 – Quorum</p> <p>Under the Proposed Replacement Constitution the required quorum will be:</p> <ul style="list-style-type: none"> • not less than 50% of Affiliate Members that are Schools; • not less than 50% of Affiliate Members that are Clubs; and • any number of Foundation Life Members.
<p>Clause 20.2 – Chair to preside</p> <p>Under this Clause if the chair of the Board is not present or is unwilling or unable to preside, the Members present must appoint another Director to preside as chair for that meeting only.</p>	<p>Clause 22.2 – Chair to preside</p> <p>The Proposed Replacement Constitution also permits the Members to appoint another Director if the chair is not present or unable to preside but specifies the Director will preside only for the portion of the meeting that the chair is unwilling or unable to preside or if it is for the whole of that meeting, then they will preside for the whole of that meeting.</p>
<p>Clause 20.4 – Voting Procedure</p> <p>This clause states that at any General Meeting a resolution put to the vote will be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the chair or a simple majority of Members present at the meeting.</p>	<p>Clause 22.4 – Voting Procedure</p> <p>The Proposed Replacement Constitution keeps the same clause but also states that any poll will be conducted in accordance with any policy adopted by the Board prior to the General Meeting or as determined by the chair if there is no policy.</p>
<p>Clause 21.1 – Voting at General Meetings</p> <p>Under this clause, subject to clause 5.14 each Member is entitled to one vote at General Meetings.</p>	<p>Clause 23.1 – Voting at General Meetings</p> <p>This clause refers to the voting matrix in Schedule 1 of the Proposed Replacement Constitution which amends the number of votes for Associations, Schools and Foundation Life Members.</p>

	<p>The clause also describes how the votes will be cast by the Members including:</p> <ul style="list-style-type: none"> • a valid postal vote for Foundation Life Member; • votes of Affiliate Members will be cast by their Delegate; and • votes of Affiliate Members must be cast for or against a resolution and may not split. <p>Moreover, the clause also specifies the votes for the election of officers at a General Meeting, including:</p> <ul style="list-style-type: none"> • votes of Affiliate Members to be cast by their Delegate; and • Affiliate Members will be permitted to cast their full allotment of votes in respect of each position that is available <p>Schedule 1 of the Proposed Replacement Constitution sets out the number of votes that may be exercised by each category of members and is prepared to ensure that voting proportions better reflect the active participation in the sport of Rowing.</p>
<p>Clause 23 – Auditor</p> <p>Under this clause a qualified auditor must be appointed at each General Meeting.</p>	<p>Clause 25 – Auditor</p> <p>The Proposed Replacement Constitution retains the clause but further specifies that an Auditor appointed at an Annual General Meeting is not required to be re-elected annually and will continue in that position unless or until the Auditor resigns or a new Auditor is appointed by a resolution of Voting Members at a General Meeting. This avoids the need to reappoint each year unless required.</p>

<p>Clause 27 – Constitution</p> <p>Under this clause, the Constitution may be repealed or altered or a new provision may be added by a Special Resolution passed at a duly convened General Meeting.</p>	<p>Clause 29 – Constitution</p> <p>The Proposed Replacement Constitution retains the clause but also states that the Constitution will exclude any replaceable or recommended rules prescribed by the Act to the extent it is able to do so. This is intended to deal with potential amendments to the Associations Act.</p>
<p>Clause 30 – Indemnity</p> <p>Under this clause every Director, Secretary and employee of Rowing SA is entitled to be indemnified against any liability incurred by them in their capacity as Director or Secretary or employee.</p>	<p>Clause 32 – Indemnity</p> <p>The Proposed Replacement Constitution limits the indemnity to the extent permitted by the Associations Act.</p>
<p>Clause 32 – Kings Cup Capital Fund</p> <p>This clause states that it will not be altered, added to, or rescinded except upon and in the precise terms of a resolution at a General Meeting in the notice and passed by the votes of not less than two-thirds of the Members present and entitled to vote.</p>	<p>Clause 34 – Kings Capital Fund</p> <p>The Proposed Replacement Constitution states that the clause will not be altered, added to, or rescinded except by a Special Resolution of the Voting Members (i.e. not less than three quarters of votes as opposed to not less than two-thirds of votes). The other amendments are not substantive and are drafted to avoid any potential resettlement of this Trust.</p>
<p>Clause 33 – West Lakes Fund</p> <p>This clause states that it will not be altered, added to, or rescinded except upon and in the precise terms of a resolution at a General Meeting in the notice and passed by the votes of not less than two-thirds of the Members present and entitled to vote.</p>	<p>Clause 35 – West Lakes Fund</p> <p>The Proposed Replacement Constitution states that the clause will not be altered, added to, or rescinded except by a Special Resolution of the Voting Members (i.e. not less than three quarters of votes as opposed to not less than two-thirds of votes). The other amendments are not substantive and are drafted to avoid any potential resettlement of this Trust.</p>
<p>Clause 34 – Transitional provisions</p> <p>Under this clause each Association and Affiliate Member on the day on which this Constitution is adopted will automatically be admitted to membership as</p>	<p>Clause 36 – Transitional provisions</p> <p>This clause also states that each Association or School that is an Affiliate Member will be admitted to membership as an Affiliate Member on the day</p>

an Affiliate Member.	<p>the Proposed Replacement Constitution is adopted.</p> <p>As the Proposed Replacement Constitution amends the membership structure, this clause also specifies that each person who is an Honorary Life Member or Foundation Life Member will be automatically admitted to that same category on the day the Proposed Replacement Constitution is adopted.</p>
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2. **Additional items**

In addition to the above, the Proposed Replacement Constitution includes clauses that cover the key items identified below, which are not dealt with in the Current Constitution:

Clause 12.2 - Public Officer

The Board must nominate one of its members or the Chief Executive Officer of Rowing SA to be the Public Officer. Please note that under section 56(1) of the Associations Act, Rowing SA must have a public officer.

Clause 13.4 – Eligibility

No person will be eligible to nominate or be elected as a Director if that person is in breach of any of the requirements of clause 15.2 (including the basic requirements under the Associations Act).

Clause 16.7

This clause will allow for a Proxy Vote if any Director is unable to attend a Board meeting.

Clause 16.8 – Directors' Interests

Under this clause the Director must as soon as they become aware of their interest, disclose the nature and extent of to the Board and must not vote on or subject to the Associations Act be present at a Meeting which will include discussion of that particular interest. Disclosure of interest is required under s 31 of the Associations Act.

Under clause 16.9 of the Proposed Replacement Constitution, interest does not apply to a material person interest of a Director that exists because the person is an employee of Rowing SA, or they belong to a class whose benefit to Rowing SA is established, or something that the Director has in common with all, or a substantial proportion of, the Members.

The amendments reflect the proposed amendments the Associations Act and also reflect good governance practices.

Clause 16.10 – Return of materials

Under this clause, within 14 days of vacating office, a former Director must ensure all documents in their possession that belong to Rowing SA are delivered to the Public Officer of Rowing SA this amendment also reflects proposed amendments the Associations Act.

Clause 30.4 – Dispute resolution

Under this clause, the By-laws or the Regulations must prescribed rules for the resolutions of disputes between a Member and another Member; or a Member and Rowing SA, and to the extent they do not, clauses 30.4(b) and 30.4(c) will apply.

This clause also provides that the parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.

Further, if the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties or failing Agreement, nominated by the NSO.

This amendment also reflects proposed amendments the Associations Act.

Schedule 1 - Voting Matrix

Schedule 1 of the Proposed Replacement Constitution outlines the number of votes allocated to the Voting Members.

The Board believes that the new voting structure will foster increased co-operation between the Clubs and Schools given that Associations will have a simple majority, therefore a 75% Special Resolution vote will require some level of agreement between the Clubs, the Schools and or the Foundation Life Members. The Board sees this as a democratic and appropriate outcome.

The rights of Foundation Life Members will also be protected and built upon, in particularly as they will retain an individual vote and still be entitled to attend the General Meeting. The proportion of their voting rights is also more in line with their proportion of interested rowing community members.

Annexure B – Proposed Replacement Constitution