

CONSTITUTION

OF

ROWING NEW SOUTH WALES INCORPORATED

NAME

1. The name of the association is **Rowing New South Wales Incorporated**.

DEFINITIONS AND INTERPRETATION

2. **Defined terms**

In this Constitution, unless the context otherwise requires:

"**the Act**" means the *Associations Incorporation Act 2009*, as amended from time to time.

"**annual general meeting**" means an annual general meeting of members required by section 37 of the Act.

"**Association**" means Rowing New South Wales Incorporated

"**Board**" means the committee of the Association, the membership, powers and functions of which are described in this Constitution.

"**By-Laws**" means by-laws made by the Board (as amended or varied from time to time) in accordance with clause 42.

"**Constituent Member**" means a club, school or other entity which is a Constituent Member under this Constitution.

"**director**" means a member of the Board.

"**Director-General**" has the meaning ascribed to it in the Act.

“**financial year**” means, unless the Board otherwise determines, the period from establishment of the Association until 30 June 2011 and, thereafter, each annual period ending on 30 June.

“**Former Association**” means the association known as The New South Wales Rowing Association Incorporated (an association incorporated under the Australian Capital Territory Associations Incorporation Act 1991) the assets and undertaking of which are to be transferred to the Association.

“**general meeting**” means a general meeting of members and includes an annual general meeting.

“**Life Member**” means a person who has been admitted to life membership of the Association under this Constitution.

“**member**” means a member of the Association of any category or class.

“**President**” means the person from time to time holding that office.

“**Public Officer**” means the person designated as the public officer of the Association upon its incorporation and such other person who may from time to time be designated by the Board to be the public officer for the purposes of the Act.

“**Register of Members**” means the register to be established and maintained under clause 23.

“**Secretary**” means:

- (a) the person from time to time holding office under this Constitution as secretary of the Association, or
- (b) if no such person holds that office—the Public Officer.

3. Interpretation

In this Constitution, unless the context otherwise requires:

- (a) a reference to a “rower” includes a reference to a sculler or a coxswain, and “rowing” has a corresponding meaning;
- (b) a reference to a “person” includes a corporation and an association;
- (c) a reference to an “association” includes any legal entity or incorporated body, and also any properly constituted unincorporated body;

- (d) the singular includes the plural and vice versa;
- (e) a reference to a gender includes both genders;
- (f) a reference to any law or regulation is a reference to that law or regulation as amended from time to time and also to any law or regulation enacted or promulgated in substitution therefor.

3A. Transitional Provisions

To the extent that any transitional provision set out in clauses 65 to 71 applies to any matter governed by any other clause in this Constitution, the transitional provision shall, to the extent necessary to ensure orderly transition from the Former Association to this Association, prevail.

OBJECTS OF THE ASSOCIATION

4. Objects

- (1) The objects for which the Association is established are:
 - (a) to develop, promote, present and govern the sport of rowing in New South Wales;
 - (b) to control rowing and boat racing for rowers in New South Wales;
 - (c) to foster and encourage the growth and development of strong and viable rowing clubs and associations in New South Wales;
 - (d) to conduct rowing regattas and races in New South Wales and to promote and assist in the promotion and control of interstate and international rowing regattas;
 - (e) to create and enhance opportunities for rowers in New South Wales to be selected in State and National representative teams and crews; and
 - (f) to represent the interests of New South Wales rowing in dealings with other State or Territory rowing bodies, in dealings with national or international rowing bodies and in dealings with local, state or federal governments and other regulatory bodies.
- (2) The assets and income of the Association shall be applied solely in the furtherance of the objects of the Association and no

portion thereof shall be distributed directly or indirectly to any members except as bona fide compensation for services rendered or expenses incurred on behalf the Association.

5. Alteration of Objects

The objects of the Association may only be altered by a special resolution.

5A. Adherence to Rowing Australia Objectives

In furthering its objects under this Constitution, the Association will adhere to the national strategic direction set from time to time by Rowing Australia Limited (**Rowing Australia**) in its role as the national body for the sport of rowing throughout Australia, and in particular will:

- (a) co-operate with Rowing Australia in promoting the interests of rowing on a national basis;
- (b) contribute constructively to, and adopt, the national strategic plan from time to time developed and adopted by Rowing Australia;
- (c) use its best efforts to implement those aspects of the national strategic plan which are within its power to implement and which have Australia-wide or New South Wales application;
- (d) implement, comply with and enforce policies made by Rowing Australia in accordance with clause 29 of its constitution provided that such policies:
 - (i) have general or Australia-wide application;
 - (ii) have, prior to adoption by Rowing Australia, been the subject of a bona fide consultative process between Rowing Australia and the Association so that the Association has an opportunity to express its views on each proposed policy
 - (iii) do not impose harsh or excessively burdensome fees or levies on the Association or any affiliated association or club within New South Wales;
 - (iv) do not require the Association or any of its member clubs to alter its governance procedures or to amend its constitution; and
- (e) subject to any privacy or other laws restricting the dissemination of such information, provide Rowing Australia with all information within its control which is reasonable necessary for

Rowing Australia to manage and administer the sport of rowing in Australia in accordance with its strategic plan.

PATRON

6. Invitation to Serve

The Board may from time to time invite a person to serve as Patron of the Association.

CATEGORIES OF MEMBERSHIP

7. Constituent and Registered Members

The membership of the Association shall comprise:

- (a) Constituent Members, and
- (b) Registered Members.

CONSTITUENT MEMBERS

8. Categories of Constituent Membership

Constituent Members shall be divided into the following categories:

- (1) Member Clubs;
- (2) Affiliated Associations; and
- (3) Affiliated Clubs, Schools and Unions.

9. Eligibility Criteria

The eligibility criteria for each category of Constituent Membership are as follows:

- (1) Member Clubs

To be eligible for membership as a Member Club, an applicant for membership must be a bona fide rowing club established and operating in New South Wales.

- (2) Affiliated Associations

To be eligible for membership as an Affiliated Association, an applicant for membership must:

- (a) be an association established or operating in New South Wales for the primary purpose of promoting, developing, supporting or administering the sport of rowing; and
- (b) be an association which represents:
 - (i) a regional or geographic group of rowing clubs or associations;
 - (ii) an association of clubs or schools which administers a rowing program or competition; or
 - (iii) any other group or association of rowing clubs that the Board resolves should be eligible to apply for membership as an Affiliated Association.

(3) *Affiliated Clubs, Schools and Unions*

To be eligible for membership as an Affiliated Club, School or Union, an applicant for membership must:

- (a) be a club, school, union or other association which is not a Member Club or an Affiliated Association;
- (b) be a union or association which represents boat race officials or former rowers; or;
- (c) be an association which the Board resolves should be eligible to apply for membership as an Affiliated Club, School or Union.

10. Rights of Constituent Members

Constituent Members have the right:

- (a) to attend all general meetings of the Association;
- (b) to vote on all ordinary and special resolutions put to such meetings including (without limitation) special resolutions to amend this Constitution;
- (c) to nominate any person as a candidate for election as an office bearer or other member of the Board;
- (d) to vote on the election of office bearers and other members of the Board; and

- (e) to review and vote upon certain matters relating to the business and management of the Association in accordance with the provisions set out in clause 43.

REGISTERED MEMBERS

11. Categories of Registered Members

Registered Members shall be divided into the following categories:

- (1) Life Members;
- (2) Official Members;
- (3) Competing Members;
- (4) Recreational Rowing Members;
- (5) Supporting Members; and
- (6) Honorary Members.

12. Clauses applying to the Admission of Registered Members

- (1) *Life Members*
 - (a) The Board may determine criteria for a member of the Association to be considered for life membership and may also determine procedures for the nomination and assessment of candidates. Such criteria and the procedures may be varied by the Board from time to time.
 - (b) After following such procedures as the Board may have determined in accordance with paragraph (a), the Board may resolve that a member of the Association be admitted as a Life Member of the Association, and that such resolution be announced at a general meeting of the Association.
 - (c) A Life Member is relieved of any obligation or liability with respect to the payment of membership fees and subscriptions.
 - (d) A Life Member shall have the rights set out in clause 13.

(2) Official Members

- (a) The Board may, in accordance with procedures established by the Board from time to time, admit as an Official Member of the Association:
- (i) any Boat Race Official;
 - (ii) any rowing coach or manager of rowing teams or programs at any rowing club, school or other institution;
 - (iii) any office bearer or director of any Constituent Member; or
 - (iv) any other person whom the Board resolves should be eligible for membership of the Association as an Official Member.
- (b) An Official Member shall have the rights set out in clause 13.

(3) Competing Members

- (a) The Board may, in accordance with procedures established by the Board from time to time, admit as a Competing Member of the Association:
- (i) any person who is a member of any Member Club and who wishes to compete in any rowing event or regatta in New South Wales;
 - (ii) any person who is a member of any rowing club, school or other institution which is an Affiliated Association and who wishes to compete in any rowing event or regatta in New South Wales; or
 - (iii) any other person whom the Board resolves should be eligible for membership of the Association as a Competing Member.
- (b) A Competing Member shall have the rights set out in clause 13.

(4) Recreational Members

- (a) The Board may, in accordance with procedures established by the Board from time to time, admit as a Recreational Member of the Association:

- (i) any person who is participating in a learn-to-row program or a corporate or social rowing event or who wishes to row recreationally and without competing in rowing events or regattas organized or managed by the Association; and
 - (ii) any other person whom the Board resolves should be eligible for membership of the Association as a Recreational Member.
- (b) A Recreational Member shall have the rights set out in clause 13.

(5) Supporting Members

- (a) The Board may, in accordance with criteria and procedures established by the Board from time to time, admit as a Supporting Member of the Association any person who does not fall within any other category of membership but who wishes to support rowing in New South Wales through attendance at regattas, rowing functions and fundraising events or in any other way.
- (b) A Supporting Member shall have the rights set out in clause 13.

(6) Honorary Members

- (a) The Board may, in accordance with criteria and procedures established by the Board from time to time, bestow Honorary Membership on any person they consider an appropriate recipient of such membership and may also withdraw such membership at any time.
- (c) An Honorary Member will not be required to pay membership fees or subscriptions.
- (d) An Honorary Member shall not be entitled to vote at any general meeting of members, nor to nominate for or be elected to the Board or any office of the Association nor to participate in the management of the Association in any way.

13. Rights of Registered Members

- (1) In addition to any other rights and privileges conferred on Registered Members under this Constitution, Registered Members (other than Honorary Members) will have the right:

- (a) to attend and speak at all general meetings of the Association; and
 - (b) to be nominated for, and elected as, an office bearer or ordinary member of the Board.
- (2) Registered Members shall not be entitled to vote at any general meeting.

14. Board may Create Additional Categories of Membership

Subject to clause 43, the Board may from time to time create further categories of Registered Members and may also create classes of membership within categories of Registered Members. Details of all such further categories and classes of membership, including eligibility criteria, application and approval procedures and applicable subscription and membership fees must be set out in the By-Laws.

GENERAL PROVISIONS RELATING TO MEMBERSHIP

15. Procedures for Approving Applications for Membership

- (a) A person, club, association or entity wishing to apply for membership of the Association (other than Life Membership and Honorary Membership) must lodge an application in a form approved by the Board and set out in the By-Laws. Such form must be completed to include information regarding the applicant (as specified in the By-Laws) and such information must be verified by signature of the applicant or, if the applicant is not a natural person, by a person properly authorized to represent the applicant.
- (b) The Board may establish and from time to time modify or vary procedures for the processing and approval of membership applications provided such procedures are in all respects consistent with this Constitution.

16. Registration of Members

- (a) Following the approval of any application for membership, the Secretary must, promptly after receipt from the applicant of the amount or amounts determined by the Board in accordance with clause 20, enter the applicant's name in the Register of Members and, on the name being so entered, the applicant will become a member of the Association.
- (b) A Registered Member who is eligible for membership in more than one category of membership may only be registered in one category at any time but may, subject to the payment of any

transfer fee or additional membership fee determined by the Board under clause 20, transfer between categories without restriction.

17. Cessation of Membership

A person ceases to be a member of the Association if the person:

- (a) being a club or an association, is liquidated or dissolved or otherwise ceases to exist;
- (b) being a natural person, dies;
- (c) resigns membership;
- (d) ceases to be eligible for membership;
- (e) is removed from the register of members in accordance with sub-clause 21(2); or
- (f) is expelled from the Association in accordance with clause 28 or 29.

18. Resignation of Membership

A member of the Association who has paid all amounts payable by the member to the Association in respect of the member's membership may resign from membership by first giving to the Secretary written notice of at least one month (or such other period as the Board may determine) of the member's intention to resign and, on the expiration of the period of notice, the member will cease to be a member of the Association.

19. Transfer, Termination and Suspension of Membership Rights

The rights and privileges which a member has by reason of being a member of the Association (including without limitation all rights to attend, participate and vote at a general meeting):

- (a) are not capable of being transferred or transmitted to another person or entity;
- (b) terminate on cessation of the member's membership; and
- (c) are suspended and may not be exercised if, and for so long as, that member has been suspended from membership for any reason.

20. Affiliation Fees, Subscriptions and Levies

- (1) Subject to clause 43:
 - (a) the Board may from time to time determine and revise the affiliation fees, membership subscriptions and other amounts payable in respect of each category and class of membership in the Association (or transfers between them); and
 - (b) the Board may from time to time impose a levy on all or some of the members to cover the costs of particular programs or to ensure the financial viability of the Association.
- (2) All affiliation fees, subscriptions, levies and other amounts payable in respect of membership must be set out in the By-Laws.

21. Failure to pay Membership Fees

- (1) If a member fails to pay any fees payable under clause 20 by the due date in accordance with the By-Laws, the Board may, after allowing such extensions of time as it considers reasonable, suspend the member from membership of the Association.
- (2) If, following a period of suspension of not less than six months under sub-clause (1), a member fails to pay the fees referred to in that sub-clause, the Board may by resolution determine that the member's membership should cease and instruct the Secretary to remove the member's name from the register of members.
- (3) The Board may make By-Laws setting out general provisions regarding the renewal of membership for Registered Members including time periods for payment and for suspension or termination of membership for non payment of membership fees or subscriptions due on renewal.

22. Members' Liabilities

The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership subscriptions and other fees payable in accordance with clause 20.

REGISTER OF MEMBERS

23. Secretary to Establish and Maintain

The Secretary must establish and maintain a Register of Members of the Association specifying the name and address of each person or entity who is a member of the Association, the category of membership held by each such person or entity, the date on which the person or entity became a member and any other information deemed appropriate by the Board.

24. Removal from Register

If a member of the Association ceases to be a member for any reason, the Secretary must remove the member's name from the Register of Members.

25. Register to be kept at Principal Office

The Register of Members must be kept at the principal place of administration of the Association.

26. Members' Right to Inspect and Copy

A member of the Association may obtain a copy of that part of the Register of Members which records that member's details on payment of such fee (if any) as may be determined by the Board.

DISPUTES AND DISCIPLINARY PROCEDURES

27. Resolution of Internal Disputes

Disputes between members of the Association (in their capacity as members), and disputes between members and the Association, must in the first instance be referred to the Board which will in good faith attempt to resolve, or have resolved, the dispute by such means as it thinks fit, including by reference to mediation or arbitration.

28. Disciplining of Members

- (1) A complaint may be made to the Board by any member of the Association that another member (referred to in this clause as the "accused member"):
 - (a) has contravened, refused or neglected to comply with a provision or provisions of this Constitution, or

- (b) has wilfully acted in a manner seriously prejudicial to the interests of the Association or seriously offensive to other members.
- (2) Promptly after receiving such a complaint, the Board must:
 - (a) cause notice of the complaint to be served on the accused member, and
 - (b) give the accused member at least 14 days from the time the notice is served within which to make submissions to the Board in connection with the complaint, and
 - (c) take into consideration any submissions made by the accused member in connection with the complaint.
- (3) The Board may, by resolution:
 - (a) expel the accused member from the Association;
 - (b) suspend the accused member from membership of the Association for a period of time or until stipulated conditions have been satisfied; or
 - (c) censure the accused member and require an apology;

if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.
- (4) If the Board decides to take any action under sub-clause (3), the Secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the decision made, of the reasons given by the Board for having made the decision and of the member's right of appeal under clause 29.
- (5) A decision by the Board to take action under sub-clause (3) will not be implemented:
 - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - (b) if within that period the member exercises the right of appeal and the members subsequently pass an ordinary resolution revoking the decision of the Board in accordance with sub-clause 29(5).

29. Right of Appeal of Disciplined Member

- (1) A member may appeal to the Association in general meeting against a resolution of the Board under clause 28, within 14 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- (2) The notice must be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under sub-clause (1), the Secretary must notify the Board which is to convene a general meeting of the Association to be held within 60 days after the date on which the Secretary received the notice.
- (4) At a general meeting of the Association convened under sub-clause (3):
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the Board and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) an ordinary resolution shall be put to the meeting on the question of whether the decision of the Board to take any action under sub-clause 28(3), should be revoked.
- (5) If the members pass an ordinary resolution revoking the decision of the Board to take any action under sub-clause 28(3), the Board's decision will be revoked. Otherwise, the decision of the Board will stand and the relevant member will be expelled or suspended or censured (as the case may be) with immediate effect.

THE BOARD

30. Powers of the Board

The Board is to be called the Board of Directors of the Association and, subject to the Act and this Constitution:

- (a) is to control and manage the affairs of the Association,
- (b) may exercise all such functions as may be exercised by the Association, other than those functions that are required by this

Constitution to be exercised by a general meeting of members of the Association, and

- (c) has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Association.

31. Constitution of the Board

- (1) The Board is to consist of:
 - (a) the President and the Deputy President of the Association (referred to in this Constitution as “office bearers”), and
 - (b) such other number of directors (being not less than five nor more than seven) as the members may from time to time by ordinary resolution determine.
- (2) Unless otherwise determined, the number of directors elected in accordance with sub-clause (1)(b) is seven.

31A. Term of Office and Retirement by Rotation

- (1) From the conclusion of the annual general meeting held in 2016, each member of the Board will hold office from the conclusion of the annual general meeting at which he or she was elected or re-elected until the conclusion of the third annual general meeting following the date of the member’s election or re-election.
- (2) From the conclusion of the annual general meeting held in 2016, one third of the members of the Board (or, if the number of members of the Board is not an integral multiple of three, as near as practical to one third of the members of the Board) will retire every year, but shall on retirement be eligible for re-election.
- (3) Prior to the conclusion of the annual general meeting held in 2016, Board members may hold office for a shorter period than that stipulated under sub-clause (1) provided they do so as part of a transition process approved by a resolution of the Constituent Members of the Association.

32. Election of Board Members

- (1) Provided they are consistent with this clause, the Board may determine procedures for the nomination of candidates for election as office bearers and other directors of the Association.

- (2) A candidate may be nominated for election to more than one vacant position on the Board. However, once a candidate has been successfully elected to a position, all further nominations of that candidate for other positions will lapse.
- (3) Nominations of candidates for election as office-bearers and directors of the Association:
 - (a) must nominate a Registered Member and specify the office or offices for which the nomination is made;
 - (b) must be made in writing, signed for or on behalf of two Constituent Members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
 - (c) must be delivered to the Secretary at least 14 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (4) As soon as practicable (but not less than seven days before the date fixed for the holding of the annual general meeting at which the election is to take place) the Secretary will notify each of the Constituent Members of the names of the persons who have nominated as candidates for election and the offices for which they have nominated and shall also publish such details on the Association's website. Failure by the Secretary to comply with this provision will not invalidate any nomination or any election.
- (5) To the extent that such positions are vacant, elections for office bearers and other directors will be conducted in the following order:
 - (a) President,
 - (b) Deputy President, and
 - (c) other Directors.
- (6) If no nomination is received to fill a particular vacancy on the Board, the vacant position shall be taken to be casual vacancy and may be filled in accordance with sub-clause 35(2).
- (7) If only one nomination is received for a particular vacancy to be filled, the person nominated is taken to be elected.
- (8) If more than one nomination is received to fill a particular vacancy or if (in the case of multiple vacancies) the number of

nominations received exceeds the number of vacancies to be filled, a ballot must be held.

- (9) Any ballot for the election of office-bearers and other directors is to be conducted at the annual general meeting in such usual and proper manner as is determined by the Board and set out in the By-laws.

33. [Deleted]

34. Secretary

- (1) The Board must appoint a person as the Secretary of the Association.
- (2) It is the duty of the Secretary to keep minutes of:
 - (a) all appointments of office-bearers and other directors,
 - (b) the names of Board members present at a Board meeting or a general meeting, and
 - (c) all proceedings at Board meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- (4) It is the duty of the Secretary to ensure that a Register of Members is maintained in accordance with this Constitution.

35. Casual Vacancies

- (1) For the purposes of this Constitution, a casual vacancy in the office of a member of the Board occurs if the member:
 - (a) dies,
 - (b) ceases to be a Registered Member of the Association,
 - (c) resigns office by notice in writing given to the Secretary,
 - (d) is removed from office under clause 36,
 - (e) becomes a mentally incapacitated person, or
 - (f) is absent without the consent of the Board from all meetings of the Board held during a period of four months.

- (2) In the event of a casual vacancy occurring on the Board the remaining directors must:
 - (a) promptly notify members of the casual vacancy and invite Constituent Members to nominate Registered Members to fill the vacancy (with each Constituent Member being entitled to nominate one candidate for each casual vacancy to be filled); and
 - (b) not earlier than 21 days nor later than 42 days after such notification, appoint a Registered Member from among those nominated to fill the casual vacancy.
- (3) A person appointed to fill a casual vacancy is to hold office until the conclusion of the annual general meeting at which the office bearer or director whose retirement led to the casual vacancy would have retired, but shall upon retirement be eligible for re-election.

36. Removal of Board Member

- (1) The Association in general meeting may by resolution remove any member of the Board from office before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the Board to whom a proposed resolution referred to in sub-clause (1) relates makes representations in writing to the President or Secretary (not exceeding a reasonable length) and requests that the representations be notified to the members of the Association, the President or Secretary may send a copy of the representations to each member of the Association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

37. Meetings and Quorum

- (1) Meetings of the Board will be scheduled to held at least once in every calendar month at such place and time as the Board may determine.
- (2) Additional meetings of the Board may be convened by the President at any time or by the Secretary at the request of at least three members of the Board.
- (3) Oral or written notice of a meeting of the Board must be given by the President or the Secretary to each member of the Board at least 48 hours (or such other period as may be unanimously

agreed on by the members of the Board) before the time appointed for the holding of the meeting.

- (4) Notice of a meeting given under sub-clause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Board members present at the meeting unanimously agree to treat as urgent business.
- (5) Any five members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.
- (6) Except as provided in sub-clause (8), no business is to be transacted by the Board unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) The Board may meet notwithstanding the absence of a quorum if the only business conducted is necessary to fill of one or more casual vacancies or to convene a general meeting.
- (9) At a meeting of the Board:
 - (a) the President or, in the President's absence, the Deputy-President is to preside, or
 - (b) if the President and the Deputy-President are absent or unwilling to act, such one of the remaining members of the Board as may be chosen by the members present at the meeting is to preside.

38. Delegation by Board to Committees

- (1) The Board may by resolution establish such committees comprising such persons (some or all of whom may not be Board members) as the Board thinks fit and may authorise such committees to exercise such of the functions of the Board as are specified in the resolution, other than:
 - (a) this power of delegation, and
 - (b) a function which is a duty imposed on the Board by the Act or by any other law.

- (2) A function the exercise of which has been delegated to a committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the committee in accordance with the terms of the delegation.
- (3) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the resolution authorizing the delegation.
- (4) Despite any delegation under this clause, the Board may continue to exercise any function delegated.
- (5) The Board may by express resolution to that effect provide that any act or thing done by a committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done by the Board.
- (6) The Board may, by resolution, revoke wholly or in part any delegation under this clause.
- (7) A committee may meet and adjourn as it thinks proper and may, subject to clause 39 and to the terms of the resolution establishing the committee, determine its own rules and procedures.

39. Voting and Decisions

- (1) Questions arising at a meeting of the Board or of any committee appointed by the Board are to be determined by a majority of the votes of members of the Board or committee present at the meeting.
- (2) Each member present at a meeting of the Board or of any committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any motion, the motion will be defeated.
- (3) Subject to the requirement for a quorum under clause 37, the Board may act despite any vacancy on the Board.
- (6) Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a committee appointed by the Board, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or committee.

39A Directors' Interests

- (1) For the purposes of this clause, a Director has an interest in a matter being considered by the Board if:
 - (a) the Director or any relative of the Director has the potential directly or indirectly to derive a financial benefit or suffer an adverse financial consequence depending on the Board's resolution of the matter; or
 - (b) the Director or any relative of the Director is a director, principal or substantial investor in a corporation or other business entity which has the potential directly or indirectly to derive a financial benefit or suffer an adverse financial consequence depending on the Board's resolution of the matter other than by reason only of the Director being an office bearer or member of a Constituent Member.
- (2) Any Director who has an interest in any matter being considered by the Board must disclose the nature and extent of such interest to the Board prior to participating in any discussion or consideration of the matter.
- (3) The Secretary must record all disclosures under paragraph (2) in the minutes of the relevant Directors' meeting.
- (4) A Director's failure to make disclosure under this clause does not render void or voidable a contract or arrangement in which the Director has a direct or indirect interest.
- (5) A Director may vote in respect of a contract or arrangement or proposed contract or arrangement in which the Director has a direct or indirect interest provided the Director has first disclosed to the Board the nature and extent of such interest.

40. Meetings by Telephone or Video Teleconference

- (1) For the purposes of this Constitution, and without prejudice to any other form of meeting recognised by law, a meeting of the Board may be conducted utilising telephone or video teleconferencing facilities.
- (2) Where a meeting is conducted by telephone or video teleconferencing facilities, a member of the Board will be deemed to be present at the meeting for so long as he or she is able to hear and be heard by all other participants in the meeting and it shall be the responsibility of the chairman of the meeting to ensure that all participants maintain such communication throughout the meeting.

- (3) All of the provisions in this Constitution relating to meetings of the Board (including without limit provisions relating to notices, quorums and voting procedures) shall apply equally to meetings conducted in accordance with this clause.

41. Written Resolutions

- (1) A resolution in writing (including a resolution contained in an email) which has been assented to in writing (including assent by email) by all members of the Board shall be as valid and effective as if it had been passed at a duly convened and held meeting of the Board and shall be deemed to have been passed when it is assented to by the last of the members of the Board to assent to it. Any such resolution may consist of several documents in identical wording each signed or assented to by one or more members of the Board.
- (2) A resolution in writing (including a resolution contained in an email) which has been assented to in writing (including assent by email) by the majority of members of the Board shall upon ratification by the Board at its next Board meeting be as valid and effective as if it had been passed at a duly convened and held meeting of the Board and shall be deemed to have been passed when it was assented to by the last of the members of the Board to assent to it. Any such resolution may consist of several documents in identical wording each signed or assented to by one or more members of the Board. Any such resolution which fails to be ratified at the next following Board meeting will be deemed to have been revoked with effect from the close of the Board meeting.

42. By-Laws

- (1) The Board shall make and publish By-Laws dealing with such matters as may be required by this Constitution to be dealt with in By-Laws and such other matters as the Board considers appropriate.
- (2) By-Laws made by the Board may be amended or rescinded by the Board from time to time.

43. Certain Matters to be Subject to Review by Constituent Members

- (1) Notwithstanding anything in this Constitution, to the extent that any determination by the Board or any amendment to any By-Law has the effect of:
 - (a) creating any additional category or class of Registered Member;

- (b) imposing or increasing any affiliation fees, membership subscriptions or other amounts payable in relation to membership, or imposing or increasing any levy on any category or class of membership; or
- (c) altering any of the Laws of Boat Racing

such determination or amendment will be deemed to be a “Reviewable Decision” and will not become effective except in accordance with sub-clause (3) or (5) as the case may be.

- (2) Promptly after the Board has made a Reviewable Decision, the Secretary shall send each Constituent Member a copy of the resolution or determination which sets out the Reviewable Decision and shall notify each of them:
 - (a) that the decision is one to which this clause applies; and
 - (b) the date (which shall be not less than 28 days after the date of the notification) by which Constituent Members may require the Reviewable Decision to be reviewed.
- (3) If sub-clause (4) does not apply, the Reviewable Decision will become effective at the expiry of the 28 day period referred to in sub-clause (2).
- (4) If, on or prior to the date referred to in sub-clause (2), Constituent Members representing more than 20% of the aggregate voting entitlements of all Constituent Members notify the Secretary in writing that they require the Reviewable Decision to be reviewed, the Secretary shall promptly convene a special general meeting to consider (and if thought fit pass) a resolution rescinding the Reviewable Decision.
- (5) If, at the special general meeting convened under sub-clause (4), an ordinary resolution is passed to rescind the Reviewable Decision, the Reviewable Decision will be rescinded with immediate effect. If such resolution is not passed, the Reviewable Decision will become effective at the close of the meeting.

GENERAL MEETINGS

44. Annual General Meetings – When Held

- (1) Subject to the Act and to the following provisions of this clause, the annual general meeting of the Association is to be convened

each year on such date and at such place and time as the Board thinks fit.

- (2) With the exception of the first annual general meeting of the Association, the Association must, at least once in each calendar year and within the period of four months after the expiration of each financial year of the Association, convene an annual general meeting of its members.
- (3) The Association must hold its first annual general meeting no later than the first to occur of:
 - (a) the date when the Former Association would have held its annual general meeting;
 - (b) the date which is 18 months after its incorporation under the Act, and
 - (c) the date which is six months after the expiration of the first financial year of the Association.
- (4) Sub-clauses (2) and (3) have effect subject to any extension or permission which may be allowed or prescribed under section 37(2) of the Act.

45. Annual General Meetings – Business and Notice

- (1) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - (b) to receive from the Board reports on the activities of the Association during the last preceding financial year,
 - (c) to elect office-bearers of the Association and ordinary members of the Board,
 - (d) to receive and consider the Association's financial statements for the previous year and the auditors report on those statements in accordance with section 44 of the Act.
- (2) An annual general meeting must be specified as such in the notice convening it.

46. Other General Meetings – How Convened

- (1) The Board may, whenever it thinks fit, convene a general meeting of the Association.
- (2) The Board must, on the requisition in writing of Constituent Members holding voting entitlements equal to at least 20 per cent of the total number of voting entitlements held by all Constituent Members, convene a general meeting of the Association.
- (3) A requisition of Constituent Members for a general meeting:
 - (a) must state the purpose or purposes of the meeting, and
 - (b) must be signed by the Constituent Members making the requisition, and
 - (c) must be lodged with the Secretary, and
 - (d) may consist of several documents in a similar form, each signed by one or more of the Constituent Members making the requisition.
- (4) If the Board fails within one month after the date on which a requisition of Constituent Members for the meeting is lodged with the Secretary to convene a general meeting to be held within two months of such date, any one or more of the Constituent Members who made the requisition may convene a general meeting to be held not later than three months after that date.
- (5) A general meeting convened by one or more Constituent Members in accordance with sub-clause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Board and any Constituent Member which consequently incurs expense is entitled to be reimbursed by the Association for any expense so incurred.
- (6) The Board has the power to convene consultative or informational meetings with members (or any number of them) at any time. The provisions of this Constitution relating to the convening and holding of general meetings shall not apply to such meetings.

47. Notice of General Meeting

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary must, at least 14 days before the

date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under sub-clause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under sub-clause 45(1).
- (4) Any member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

48. Quorum at General Meetings

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this Constitution to vote is present during the time the meeting is considering that item.
- (2) Members holding in aggregate not less than 30% of the total voting entitlements in the Association shall constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (a) if convened on the requisition of Constituent Members, is to be dissolved, and
 - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, members present holding in aggregate not less than 20% of the total voting entitlements in the Association is to constitute a quorum.

49. Presiding Member

- (1) The President or, in the President's absence, the Deputy-President, is to preside as chairperson at each general meeting of the Association.
- (2) If the President and the Deputy-President are absent or unwilling to act, the members present who are entitled to vote must elect another member to preside as chairperson at the meeting.

50. Adjournment

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of Constituent Members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in sub-clauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

51. Special Resolution

A resolution of the Association is a special resolution if:

- (a) it is proposed at a general meeting of which at least 21 days' written notice specifying the intention to propose the resolution as a special resolution was given to members in accordance with this Constitution; and
- (b) it is passed by a majority which comprises at least 75% of the votes cast by Constituent Members represented at the meeting and entitled to vote on the resolution.

- (2) A resolution of the Association is also a special resolution if it is passed in accordance with section 39 of the Act.

52. Appointment of Delegates, Representatives and Proxies

- (1) A Constituent Member wishing to attend, participate or vote at a general meeting may only do so through a duly appointed delegate or proxy.
- (2) A Constituent Member may appoint a delegate by instrument in writing signed by an authorised officer of the Constituent Member. Such appointment may:
 - (a) be a general appointment valid for all general meetings; or;
 - (b) be an appointment valid for one or more specified general meetings.
- (3) A duly appointed delegate may exercise all of the rights of the Constituent Member, including the right to vote on a show of hands or on a poll and to appoint a proxy to represent the Constituent Member.
- (4) A Constituent Member may appoint another member as its proxy by notice to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (5) The notice appointing the proxy is to be in the form set out in the Second Schedule to this Constitution or such other form as the Board may agree to accept from time to time.

53. Voting Procedures at General Meetings

- (1) A question arising at a general meeting of the Association is to be determined on a show of hands by those persons present who are representing Constituent Members and, unless before or following the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (2) At a general meeting of the Association, a poll may be demanded by the chairperson or by any Constituent Member present.

- (3) If a poll is demanded at a general meeting, the poll must be taken:
 - (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment, or
 - (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs,

and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

54. Voting Entitlements

- (1) On any question arising at a general meeting of the Association a member entitled by this Constitution to attend and vote at general meetings of the Association shall be entitled to cast the number of votes determined in accordance with the voting entitlements set out in the First Schedule to this Constitution.
- (2) In the event of an equality of votes on any motion put to a general meeting, the motion will be defeated.

FUNDING, RECORDS AND AUDIT

55. Sources of Funds

- (1) The initial capital of the Association will be transferred to it by the Former Association. Thereafter, the funds of the Association are to be derived from entrance fees and annual subscriptions from members, donations, investments and such other sources as the Board determines.
- (2) All money received by the Association must be deposited into one or more bank accounts maintained by the Association or otherwise dealt with in a manner authorised by the Board.
- (3) The Association must maintain good and proper records of all income and other moneys received by it and ensure that all receipts are accounted for in accordance with generally accepted accounting principles and standards.

56. Management of Association Funds

- (1) Subject to any resolution passed by the Association in general meeting, the funds of the Association are to be used in

pursuance of the objects of the Association in such manner as the Board determines.

- (2) The Board may from time to time authorise members of the Board and employees of the Association to have access to, make payments from and otherwise manage and operate some or all of the Association's bank accounts (including access to, and the management and operation of, electronic banking facilities) and may also stipulate conditions or limitations on the manner in which such instruments are to be signed or such accounts are to be operated, including monetary limits and requirements for joint signatures or joint payment authorisations.

57. Custody of Books

Except as otherwise provided by this Constitution, all records, books and other documents relating to the Association must be kept in the custody or control of the Secretary.

58. Inspection of Books and Records

The records, books and other documents of the Association (other than the Register of Members) must be open to inspection, free of charge, by a member of the Association at any reasonable hour.

59. Audit

- (1) The Board shall appoint a qualified auditor to conduct an audit of the Association's financial books and records and to prepare an audit report on the Association's annual financial statements.
- (2) To be qualified, the auditor must satisfy the requirements set out in section 52 of the Act.

MISCELLANEOUS

60. Common Seal

- (1) The Board may (but shall not be obliged to) adopt a common seal for the Association and prescribe procedures for its use.
- (2) If the Board adopts a common seal, it must be kept in the custody of the Secretary.
- (3) The common seal of the Association may not be affixed to any instrument except by the authority of the Board and the affixing of the common seal must be attested by directors or officers of the Association in a manner prescribed by the Board.

61. General Notices to Members

Notices of general meetings and other notices given by the Association to members generally or to one or more categories of members generally may be given:

- (a) to Constituent Members, by electronic mail sent to the email address specified by that Constituent Member from time to time and recorded in the register of members; and
- (b) to all other members, by notice published on the Association's website;

or

- (c) in accordance with clause 62.

62. Service of Other Notices

- (1) For the purpose of this Constitution, a notice may be served on or given to a member:

- (a) by delivering it to the member personally,
- (b) by sending it by pre-paid post to the address of the member; or
- (c) where the member has agreed to accept notices by electronic mail or by any other form of electronic or telephonic communication and has provided an address for such electronic or telephonic communication, by such form of electronic or telephonic communication as the member has agreed to accept, provided it is addressed to the electronic or telephonic address which has been provided.

- (2) For the purpose of this Constitution, a notice is taken, unless the contrary is proved, to have been given or served:

- (a) in the case of a notice given or served personally, on the date on which it is received by the addressee,
- (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
- (c) in the case of a notice given or served electronically or telephonically, at the time of transmission.

- (3) Nothing in this clause invalidates the service of any notice by any other means where the intended recipient has acknowledged receipt.

AMENDMENTS TO THIS CONSTITUTION

63. Special Resolution Required

This Constitution may be amended by special resolution.

WINDING UP

64. Winding up

- (1) Subject to sub-clause (2) if, upon a winding up or dissolution of the Association, a distribution of surplus property is proposed to be made under section 65 of the Act, all such property shall be distributed in accordance with a special resolution of members.
- (2) The operation of this clause is conditional upon the Association complying with the requirements of section 65 of the Act and receiving the approval of the Director-General as required thereunder.

TRANSITIONAL PROVISIONS

65. Additional Object

Until such time as the Board determines that all transitional procedures have been completed, the objects for which the Association is established shall include acquiring all of the assets and undertaking and assuming all of the liabilities and obligations of the Former Association.

66. Transfer of Membership from Former Association

- (a) All clubs which were, immediately prior to the adoption of this Constitution, classified as "Member Clubs" in the Former Association shall from the time of such adoption be Member Clubs of the Association.
- (b) All associations which were, immediately prior to the adoption of this Constitution, classified as "Affiliated Associations" in the Former Association shall from the time of such adoption be Affiliated Associations of the Association.

- (c) All schools, colleges and clubs which were, immediately prior to the adoption of this Constitution, classified as “Independently Affiliated Schools, Regional Clubs, University Colleges and Tertiary Institutions” in the Former Association shall from the time of such adoption be admitted to membership as Affiliated Clubs, Schools and Unions of the Association.
- (d) All unions which were, immediately prior to the adoption of this Constitution, classified as “Affiliated Kindred Associations” in the Former Association shall from the time of such adoption be admitted to membership as Affiliated Clubs, Schools and Unions of the Association.
- (e) All persons who were, immediately prior to the adoption of this Constitution, “Life Members” in the Former Association shall from the time of such adoption be Life Members of the Association.
- (f) All persons who were, immediately prior to the adoption of this Constitution, “Patron Members” in the Former Association shall from the time of such adoption be Competing Members of the Association.
- (g) All persons who were, immediately prior to the adoption of this Constitution, “Supporting Members” in the Former Association shall from the time of such adoption be Supporting Members of the Association.
- (h) All persons who were, immediately prior to the adoption of this Constitution, “Competing Members” in the Former Association shall from the time of such adoption be Competing Members of the Association.

67. Office Bearers and Board Members

From the date of adoption of this Constitution, the office-bearers and other directors of the Association shall be the persons appointed by one or more resolutions of members passed at a special general meeting of members on or prior to the date on which this Constitution is adopted and such office bearers and directors shall hold their respective offices for the periods specified in the resolutions under which they were appointed.

68. Commissions and Committees

Upon the adoption of this Constitution, and until such time as they have been re-appointed, re-constituted or dissolved by the Board, the commissions and committees established under the Former Association shall be deemed to have been duly appointed by the

Board and shall (subject to clause 71), continue to operate with the powers and authorities granted to them by the board of directors of the Former Association.

69. By-Laws

Upon the adoption of this Constitution, and until such time as they have been adopted or amended by the Board, all By-Laws adopted or promulgated by the board of directors of the Former Association shall (mutatis mutandis and subject to clause 71) be deemed to have been adopted as By-Laws of the Association.

70. Affiliation Fees, Membership Subscriptions, etc

Upon the adoption of this Constitution, and until such time as they have been amended by the Board, all affiliation fees, membership subscriptions and other fees relating to membership applicable under the Former Association shall apply to membership of this Association.

71. Inconsistency with this Constitution

To the extent that:

- (a) any commission or committee referred to in clause 68 has powers or authorities which are inconsistent with this Constitution, or
- (b) any By-Laws referred to in clause 69 contain provisions which are inconsistent with this Constitution,

those powers, authorities or provisions (as the case may be) will be read down or construed in a manner which will render them consistent with this Constitution.

FIRST SCHEDULE

VOTING ENTITLEMENTS

For the purposes of sub-clause 54(1) of this Constitution, the voting entitlements of Constituent Members at any general meeting shall be as follows:

- (a) each Member Club which on 30 June immediately prior to the general meeting had in excess of 100 Registered Members shall have 6 votes;
- (b) each Member Club which on 30 June immediately prior to the general meeting had in excess of 60 but not in excess of 100 Registered Members shall have 4 votes;
- (c) each other Member Club shall have 3 votes;
- (d) each Affiliated Association which is a regional rowing association (being, at the date of adoption of this Schedule, Central Districts Rowing Association and Northern Rivers Rowing Association) shall have 4 votes;
- (e) each other Affiliated Association shall have 2 votes; and
- (f) each Affiliated Club, School or Union shall have 1 vote.

SECOND SCHEDULE

FORM OF APPOINTMENT OF PROXY

[INSERT NAME OF CONSTITUENT MEMBER]

being a Constituent Member of **Rowing New South Wales Incorporated**

hereby appoints _____

[INSERT FULL NAME OF PROXY]

of _____

[INSERT ADDRESS OF PROXY]

being a Registered Member of **Rowing New South Wales Incorporated**, as its proxy to vote for it on its behalf at the General Meeting (or Annual General Meeting as the case may be) to be held on the day of 20..... and at any adjournment of that meeting.

- ❖ The proxy is authorised to vote for/against (delete as appropriate) the resolution:
(insert details)

- ❖ The proxy is authorised to vote for/against (delete as appropriate) the resolution:
(insert details)

EXECUTED ON BEHALF OF CONSTITUENT MEMBER

DATE

NOTE: A proxy must be a person who is a Registered Member of Rowing New South Wales Incorporated