

ROWING ASSOCIATION OF WESTERN AUSTRALIA (INC.)

CONSTITUTION

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ROWING ASSOCIATION
OF WESTERN AUSTRALIA (INC.)

RULES OF ASSOCIATION

1 NAME

The name of the Association shall be “Rowing Association of Western Australia (Inc.)”

2 COLOURS AND CREST

The colours of the Association shall be Black and Gold. The crest of the Association shall be a Black Swan on a gold ground.

3 DEFINITIONS AND INTERPRETATION

In this constitution unless a contrary intention appears:

“**Act**” means the Associations Incorporation Act 2015 (WA), as amended or replaced.

“**Affiliation Fee**” means the fee levied by the Board to be paid by a club for affiliation with the Association.

“**AGM**” means Annual General Meeting of the Association.

“**Associate Club**” means a club constituted within a school and of which all the members are currently students of that school, OR a Club which, in accordance with Rule 6.4(d) has been re-classified by a Special Resolution of a General Meeting.

“**Association**” means the Rowing Association of Western Australia (Inc.).

“**Board**” means the Board of Management of the Association.

“**By-Laws**” means the By-Laws made in accordance with Rule 21.

“**CEO**” means the Chief Executive Officer of the Association. For the purposes of these Rules the CEO is the Secretary of RWA.

“**Chairman**” means the Director elected in accordance with Rule 10.3.

“**Club**” means any club, association or other body corporate or unincorporated which is affiliated with the Association other than an Associate Club.

“**Competition Member**” means a Rower registered as a financial member of a Club. (and registered to compete in competitions sanctioned by the Association – Nigel Lucas)

“**Constitution**” means these Rules and includes any By-Laws made in accordance with Rule 21.3.

“**Crew**” means the rowers comprising any sweep boat or sculling boat, and (when applicable) includes the Coxswain.

“Delegate” means a representative of a club appointed in accordance with Rule 8.10.

“Financial Year” means the 12month period commencing November 1 and concluding on October 31 in the following year.

“General Meeting” means a properly constituted meeting of the Association held in accordance with Rule 9.

“Letter” means a communication either by letter, newsletter, circular notice, email, or any other form by written or electronic means, unless specified otherwise.

“Member” means the clubs and those persons registered with or admitted to membership of the Association in accordance with Rule 7.

“Ordinary Resolution” means a resolution passed at any meeting by a majority of those persons present and entitled to vote thereat.

“Post” means forwarding of a letter either by any form of postage or by fax or email or any other electronic means, unless specified otherwise.

“President” means the Director elected in accordance with Rule 10.3.

“Recreational Member” is a member of any Club who is not registered to row in any competition sanctioned by the Association.

“Register of Members” means the register of Members referred to in rule 7.4

“Registered Coxswain” means a Coxswain registered in accordance with Rule 7.

“Rower” means and includes Oarsman, Oarswoman and Sculler but does not include the Coxswain.

“Rowing” means Rowing and includes Sculling.

“Rowing Event” means any regatta or other form of rowing race and/or competition, including indoor rowing, as may be prescribed in the Rules.

“Rules” means these Rules

“Special Business” means business specified as such in the Notice convening the meeting.

“Special Resolution” means a Resolution passed at any meeting by a majority of seventy-five percent (75%) of those present and entitled to vote thereat.

In the Constitution words specifying one gender shall be interpreted to also mean the other gender and words purporting the singular shall mean the plural and vice versa.

4 OBJECTS

The Objects of the Association are:

- (a) to promote, encourage and govern the sport of Rowing in Western Australia;

- (b) to provide equal opportunity without regard to sex, marital status, pregnancy, race, religion or political conviction for participation to all Rowing Members and all other persons who are eligible for membership of the Association under the Constitution;
- (c) to promote, encourage, control and manage Rowing Events in Western Australia and to offer or contribute prizes and other rewards therefore;
- (d) to adjudicate and determine disputes between Clubs and to adjudicate and determine disputes and other matters arising out of or in connection with Rowing Events in Western Australia;
- (e) to establish By-Laws and Rules for the conduct and control of Rowing Events in Western Australia and for the control of Members while rowing on any river, estuary, harbour or other body of water in Western Australia;
- (f) to promote, support and encourage Interstate and International Rowing Events and to be represented therein by crews and to regulate and control participation therein by Members;
- (g) to provide boats, oars and other necessary rowing appliances and conveniences for the use of crews representative of the Association in any Interstate or International Rowing Event and for the purpose of the Association;
- (h) to assist and encourage Clubs in Western Australia by the loan or gift of funds, boats, oars or other property of the Association and to provide for affiliation with the Association by such Clubs;
- (i) Not For Profit: the property and income of the Association shall be applied solely towards the promotion of these Objects and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to Members of the Association, except in good faith in the promotion of these Objects; and
- (j) to do all such things as are intended or conducive to the attainment of the above Objects or as may be determined by the Members of the Association in General Meeting.

5 POWERS

Without prejudice to or limitation of the powers conferred by section 14 of the Act, the Association shall have all those powers as provided in the Act including:

- (a) to purchase or acquire in fee simple or on lease any real or personal estate or any interest in or licence in respect thereof for the purpose of the Association;
- (b) to erect or improve or alter any Buildings for the purpose of the Association and to furnish and maintain the same for the use of the Members thereof;
- (c) to invest or otherwise deal with the moneys of the Association not immediately required upon such security and in such manner as may from time to time be determined;

- (d) to borrow or raise and give security for money by the issue of any bonds, debentures, bills of exchange, promissory notes or other obligations or securities or by the mortgage or charge over all or any part of the property of the Association and to purchase, redeem or pay off such obligations and securities or any of them;
- (e) to appoint and at its discretion to remove or suspend any persons, employees, agents or servants for permanent, temporary or special service to the Association and to determine their duties and fix their salaries and emoluments;
- (f) to delegate such powers and authorities as it may think fit to any person;
- (g) to guarantee and give guarantees or indemnities alone or jointly and severally with any other persons on terms and conditions determined by the Association for the payment of money or the performance of contracts or obligations by any Club and to join with any Club, company or natural person in executing any mortgage guarantee indemnity contract or other document for the purpose of securing the payment and performance of any liability contract guarantee or other engagement incurred or to be entered into by the Association whether alone or jointly or jointly and severally with any person upon or over all or any of the Association's property whatsoever;
- (h) to affiliate or cooperate with Rowing Australia and any other Association or body in Australia or elsewhere having as one of its objects the advancement of Rowing or sport; and
- (i) to do all such things as may be necessary to carry into effect any Resolution passed at a General Meeting.

6 CLUBS

6.1 Affiliation

A General Meeting may by Special Resolution admit to affiliation of the Association any Club which includes the promotion of rowing as a key objective as it shall from time to time determine. Any Club applying for affiliation shall apply in such form and furnish such particulars as the Board may from time to time prescribe and all Clubs admitted to affiliation and the Members of such Clubs shall be bound by the Constitution of the Association then in force and shall be entitled to the same privileges as if such Clubs had been original Clubs.

6.2 Affiliation Fee

- (a) An Affiliation Fee shall be paid by all Clubs before the AGM in each and every year in order for the Club to be officially represented at and vote at the AGM.
- (b) The amount of the Affiliation Fee shall be determined annually by the Board.
- (c) The Board may prescribe Affiliation Fees of different amounts for Associate Clubs.
- (d) (i) If the Affiliation Fee of any Club shall not have been paid to the Association before March 31 in any year and the Club has made no request by letter to the Board by this date for an extension of time the Members of such Club shall thereafter be ineligible to compete in any

Rowing Event and shall be ineligible for selection in any Crew representative of the Association until such Affiliation Fee has been paid.

- (ii) If the Affiliation Fee of any Club shall not have been paid to the Association before June 30 in any year such Club shall forthwith cease to be affiliated with the Association provided that at least thirty (28) days' notice of the fee not having been paid is given.
- (e) The Board in its absolute discretion may on the application of any Club reduce the Affiliation Fee payable in respect of any year by such Club.

6.3 Registered Addresses

- (a) Every Club shall inform the CEO of a postal and an email address to which notices intended for such Club may be delivered. Such addresses shall be known as the registered address of the Club and all notices and other communications required or permitted to be sent to the Club for the purposes of these Rules shall be deemed to have been received by the Club;
 - (i) In the case of hand delivery - on the date of hand delivery,
 - (ii) In the case of prepaid post -forty-eight (48) hours after posting addressed to the Club at its registered address .
 - (iii) In the case of email - at the earliest of:
 - (A) the time that the sender receives an automated message from the intended recipient's information system confirming delivery of the email;
 - (B) the time that the intended recipient confirms receipt of the email by reply email; and
 - (C) the time the email is sent (as recorded on the device from which the sender sent the email) unless the sender receives, within the next 3-hour period, an automated message that the email has not been delivered

6.4 Resignation or Expulsion of Clubs

- (a) Any Club may be expelled from the Association by Special Resolution of a General Meeting provided such advice is given on the notice calling the meeting and the Club is given the opportunity to defend such intent at the meeting.
- (b) Any Club may resign from affiliation on giving to the CEO of the Association at least six months' written notice of intention to resign. Such resignation shall be effective as from the date of expiry of the period of such notice unless withdrawn before that date.
- (c) Any Club which has resigned or been expelled or ceased to be affiliated under the provisions of the Constitution and the Members of such Club shall as from the date of such resignation, expulsion or cessation cease to have any right or interest in the property or privileges of the Association and all affiliation, registration and other fees and all fines, levies and other moneys

paid or payable to the Association prior to such date by such Club or any Member thereof shall be retained or recoverable (as the case may be) by the Association and such Club and the Members thereof shall have no claim to any rebate in or reductions thereof.

- (d) Where a Club ceases to have as a key objective, the promotion of rowing, or ceases to be actively engaged in the promotion of rowing, then by Special Resolution of a General Meeting such Club will cease to be considered a Member and shall be regarded as an Associate Club irrespective of whether constituted within a school.

6.5 Re-affiliation of Clubs

No Club which has resigned or been expelled or ceased to be affiliated with the Association under the provisions of the Constitution shall be re-admitted to affiliation except by sanction of a Special Resolution of a General Meeting and subject to such terms and conditions as may be determined by such meeting.

6.6 Suspension of Clubs from Competition

A General Meeting may by Special Resolution suspend for such time as it may determine the Members of a Club from competition in any Rowing Event and from selection in any crew representative of the Association, provided such advice is given on the notice calling the meeting and the Club is given the opportunity to defend such intent at the meeting.

7 MEMBERSHIP OF THE ASSOCIATION

7.1 Membership

The membership of the Association shall comprise Clubs, Competition Members, Recreational Members, Subscribing Members, Honorary Members and Life Members. Subject to the provisions of the Constitution all Members shall have equal rights in the privileges of the Association and shall be deemed to have subscribed to the Constitution and all Rules, By Laws and policies adopted by the Association.

7.2 Membership Year

The Association's membership year is the 12-month period commencing January 1 and concluding on December 31 in the same year.

7.3 Membership Fees

- (a) The Board must determine the annual membership fee (if any) to be paid for membership of the Association
- (b) The fees determined under Rule 7.3(a) may be different for different classes of membership.
- (c) A Member must pay the annual membership fee to the treasurer, or another person authorised by the Board to accept payments, by the date (the due date) determined by the Board.

- (d) If a Member has not paid the annual membership fee within the period of 3 months after the due date, the Member ceases to be a member on the expiry of that period.
- (e) If a person who has ceased to be a Member under Rule 7.3(d) offers to pay the annual membership fee after the period has expired:
 - (i) the Board may, at its discretion, accept that payment; and
 - (ii) if the payment is accepted, the person's membership is reinstated from the date the payment is accepted.

7.4 Register of Members

The register of Members shall be kept secure at the headquarters of the Association.

(a) Maintaining a Register of Members

- (i) The CEO shall ensure that a register of Members is kept and maintained, in which shall be entered such information as is required under the Act from time to time.
- (ii) The Register of Members must include each Member's name and:
 - (A) Date of Birth;
 - (B) Gender;
 - (C) residential address;
 - (D) postal address; or
 - (E) email address.

(b) Inspection of the Register of Members

- (i) A Member may request to inspect the Register of Members.
- (ii) The CEO must make the Register of Members available for inspection upon such a request by a Member.
- (iii) Subject to Rule 20.3, a Member inspecting the Register of Members may make a copy of or take an extract from the Register of Members but is not entitled to remove the Register of Members for that purpose.

(c) Copy of the Register of Members

- (i) A Member may make a request in writing to the CEO for a copy or extract of the Register of Members.
- (ii) The CEO may require a Member who requests a copy of the Register of Members to provide a statutory declaration setting out the purpose of the request and declaring that the purpose is directly connected with the affairs of the Association.

(d) When using the information in the Register of Members is prohibited

A Member must not use or disclose the information on the Register of Members:

- (i) to gain access to information that a Member has deliberately denied them;
- (ii) to contact or send material to the Association or a Member for the purpose of advertising for political, religious, charitable or commercial purposes unless the use of the information is approved by the CEO; or
- (iii) for any other purpose, unless the purpose:
 - (A) is directly connected with the affairs of the Association; or
 - (B) is related to the administration of the Act.

7.5 Clubs

Subject to this Constitution, Clubs shall be represented by a Delegate who shall have the right to be present on behalf of the Club at all General Meetings.

7.6 Competition Members

Every Member of a Club (other than an Associate Club) not being an Honorary Member thereof shall while a member of such Club and while such Club continues to be affiliated with the Association be a Competition Member of the Association. Competition Members may attend General Meetings of the Association but will have no voting rights.

7.7 Subscribing Members

Any person may by application to the Association be granted membership of the Association as a Subscribing Member. Subscribing Members shall pay a first subscription as determined by the Board from time to time. Thereafter Subscribing Members shall pay an annual subscription as determined by the Board payable before December 1 each and every year. Any Subscribing Member whose first subscription shall not have been paid within the time provided or whose annual subscription shall not have been paid before December 1 in any year shall forthwith cease to be a Member of the Association. Subscribing Members may attend General Meetings of the Association but will have no voting rights.

7.8 Honorary Members

Any person may by Ordinary Resolution of the Board be appointed to membership of the Association as an Honorary Member for such period as the Board may determine. Any person elected or appointed an Officer of the Association (as hereafter defined) and not already a Member of the Association during such period as he/she shall continue to be an Officer shall ex-officio be an Honorary Member of the Association. Honorary Members (other than Officers of the Association as provided under Rule 8.1(c)) shall have no vote at General Meetings and shall be ineligible for selection in any Crew representative of the Association. Otherwise Honorary Members shall have all the rights and privileges of Competition Members.

7.9 Life Members

- (a) Any person may on recommendation of the Board to and by Special Resolution of a General Meeting be elected to Life Membership of the Association. Any person so elected shall continue to be a Member of the Association for Life or until they shall resign or be expelled from membership under the provisions of the Constitution. A Life Member may attend and speak at General Meetings.
- (b) Life Members of the Western Australian Women's Rowing Council as at June 30, 1980 shall be Life Members of the Association.

7.10 Resignation and Expulsion of Members

- (a) Any Member may be expelled by Special Resolution by a General Meeting. Any Member may also be expelled by Special Resolution by the Board for the breach of any Rule or By-Law or Rule made under these Rules the penalty for which involves expulsion.
- (b) Any person expelled from the Association shall be ineligible for membership of any affiliated Club and any person so expelled who up to the time of such expulsion shall have been a Member of any Affiliated Club shall as from the time of such expulsion be deemed to have been expelled from membership of such Affiliated Club.
- (c) Any Subscribing or Life Member may resign from membership on giving to the CEO at least one (1) months' notice in writing of intention to resign. Such resignation shall be effective as from the date of expiry of the period of such notice unless withdrawn before that date.
- (d) Any Member who has resigned or been expelled or whose membership of the Association has ceased under the provisions of the Constitution shall as from the date of such expulsion, resignation or cessation cease to have any right under the privileges of the Association and all subscriptions, fines or other moneys paid or payable by such Member prior to such date shall be retained or recoverable (as the case may be) by the Association and such Member shall have no claim to any rebate in or reduction thereof.

7.11 Registration of Competition Members

The Board may require the registration of all Competition Members who wish to compete in a Rowing Event. Such registration shall be affected in such manner as the Board may from time to time determine.

- (a) The Board shall have the power to prescribe registration fees and review on an annual basis.
- (b) A registered Competition Member shall be eligible to compete in any Rowing Event as a representative of the Club of which he is a registered member from time from time.
- (c) A Competition Member may only register to compete for one Club at any time but may transfer from one Club to another Club in accordance with the By-Laws.

7.12 Suspension of Competition Members and Coxswains

- (a) The Board may by Special Resolution suspend for such time as it may determine the Registration of any Competition Member or Registered Coxswain provided that written notice of motion of any intended Special Resolution for this purpose shall be given to the CEO in sufficient time for a copy of such notice to the Competition Member or Registered Coxswain whose Registration might be suspended and their Club, at least fourteen (14) days before the time fixed for the meeting at which such motion is to be determined.
- (b) A Competition Member or Registered Coxswain receiving a notice in accordance with Rule 7.12(a) shall be given the opportunity in person or by a representative or in writing to address the meeting of the Board at which the motion is to be resolved.

7.13 Right of Appeal

Any Member or Registered Coxswain suspended or expelled under the provisions of this Constitution shall have a right of appeal as provided in the Constitution.

8 OFFICERS OF THE ASSOCIATION

8.1 Officers

The Officers of the Association shall be:

- (a) Honorary Officers:
 - Patron-in-Chief
 - Co-Patrons (up to 10)
- (b) Elected Officers:
 - Seven (7) Elected Directors
- (c) Appointed Officers:
 - Up to three (3) Appointed Directors
 - Registrar

Other Officers as may be appointed by the Board from time to time.

8.2 Eligibility for Office

Any person may be considered for election or appointment to Office.

8.3 Election of Officers

- (a) The Patron-in-Chief and Co-Patrons will be elected annually at the Annual General Meeting.
- (b) All other Officers as listed in Rule 8.1(c) will be appointed annually by the Board.

8.4 Nominations for Office

- (a) In regard to the Officers listed in Rules 8.1(b) the following shall apply:

- (i) At least six (6) weeks before the date of the AGM the CEO shall call for nominations by Notice to each Club;
- (ii) Nominations shall be received only from Clubs;
- (iii) A Member may nominate himself;
- (iv) Nominations shall be in writing and handed, posted or emailed to the CEO of the Association. The nomination shall be rejected if it is not signed by both nominator and nominee. If the nominator is a Club the nomination shall be signed by the President or Secretary of the Club. It shall not be necessary to have a seconder for any nomination;
- (v) Nominators may nominate any number of nominees for any Office and may nominate the same nominee for more than one Office;
- (vi) Nominations shall close with the CEO twenty-eight (28) days prior to the date of the AGM;
- (vii) At least fourteen (14) days before the date of the AGM the CEO shall by letter or email, inform the Clubs of the nominations received.
- (viii) If no nomination is received for any position within the time limited therefore, written nominations signed by the nominator and nominee and in person nominations with the consent of the nominee shall be received at the AGM, Nominations for Officers other than those to be elected at the AGM shall be considered by the Board for appointment at the first meeting of the Board following the AGM.

8.5 Term of office of Directors

Subject to Rules 8.8 and (10.5(b), an Elected Director will hold office for a term of three (3) years.

8.6 Office held until end of meeting

Subject to Rules 8.8 and 10.5(b), an Elected Director holds office until the end of the third Annual General Meeting after his election, at which that Elected Director retires but, subject to the requirement of these Rules, including Rule 8.8 is eligible for re-election.

8.7 Elected Director elected at General Meeting

- (a) at a General Meeting:
 - (i) at which an Elected Director retires there will be a vote of the Clubs conducted in accordance with Rule 9.3 to fill the vacancy by electing someone to that office.
- (b) subject to Rules 8.8 and 10.5(b), an Elected Director elected under this Rule 8.7(a) takes office at the end of the meeting at which they are elected.
- (c) Elections for Elected Directors shall be by ballot in accordance with this Rule 8.7.

- (d) The ballot for an election to fill one or more Elected Director positions will be conducted in accordance with the following procedure:
 - (i) if at the close of nominations for an election to fill one (1) or more Elected Director positions, the number of eligible nominees is equal to or less than the number of positions to be filled, then no election is to take place and those eligible nominees will be taken to be elected to fill one (1) or more of the Elected Director positions; and
 - (ii) if at the close of nominations for an election to fill one (1) or more Elected Director positions, there are more eligible nominees than the number of positions to be filled, a ballot will be conducted as a poll and the eligible nominee/s who receives the highest number of votes will be elected to fill the Elected Director positions. If two (2) or more nominees receive the same number of votes and at the relevant time there is one (1) only Elected Director position to be filled, then the CEO is to draw the name of one of those nominees by lot. That nominee is to be elected as an Elected Director.

8.8 Maximum term of office for Directors

- (a) a Director may not serve more than three (3) consecutive terms as a Director, including where one of the terms is as an Appointed Director.
- (b) for the purpose of Rule 8.8(a), a person filling a casual vacancy in an Elected or Appointed Director position under Rule 10.5 for any period will be treated as having served a 3 year term
- (c) a Director who has served a maximum term in accordance with Rule 8.8(a) shall not be eligible to be a Director for three (3) years following the completion of their maximum term.
- (d) a Director shall not be eligible to serve more than three (3) terms in any fifteen (15) year period.

8.9 Club Delegates

- (a) Club Presidents shall normally be the Delegates of their Clubs at all General Meetings.
- (b) Any Club may, by letter or email to the Associations's CEO from the President or Secretary of the Club concerned, advise of the attendance of a replacement delegate for that meeting, prior to the commencement of any General Meeting.
- (c) Any Member shall be eligible to be a replacement or proxy delegate for any Club, but no Member shall act as a Delegate for more than one Club at any one time.

9 GENERAL MEETINGS

9.1 Calling of Meetings

- (a) At least twenty-eight (28) days before the date for which any General Meeting is to be called the CEO (or other person calling the meeting in accordance with the provisions of the Constitution) shall post notice of such meeting and

of the time and place where such meeting is to be held to each Club and Officer.

- (b) Any Notice of Motion to be considered at a General Meeting and not included on the notice calling the meeting shall be received by the CEO not less than twenty-one (21) days prior to the date of the meeting such that it can be included on the agenda for the meeting which will be circulated to Clubs and Officers at least fourteen (14) days prior to the meeting.
- (c) Any notice to be given for the purposes of the Constitution shall be deemed to have been received by the addressee on the day following its transmission, provided that such notices to Clubs shall only be sent to their registered address as per Rule 6.3 and to all Officers to the address they have most recently advised by email to the CEO in the manner required by that address.

9.2 Attendance at Meetings

All Delegates of Clubs, Officers and Members are entitled to attend any General Meeting. Life Members, Competition Members, Officers and Delegates of Associate Clubs are entitled to speak on any business on the agenda. Other members are entitled to speak only when invited to do so by the chairman.

9.3 Entitlement to Vote

- (a) Voting at General Meetings shall be restricted to the Delegate of each Club.
- (b) Each delegate entitled to vote at a General Meeting shall have one vote on any question before the meeting. There shall be no voting by proxy.
- (c) In the event of an equality of votes on any matter, the Chair shall have an additional or casting vote.
- (d) Except in the case of an election, where voting shall be by secret ballot, voting shall be by show of hands, unless a secret ballot is requested on any motion by any person present and entitled to vote, when the voting on such motion shall be by secret ballot.

9.4 Annual General Meeting

An AGM of the Association shall be held no later than the last day of February in each year at a time and place to be determined by the Board. The business at such Meeting will be:

- (a) To consider the minutes of the last previous AGM and of any Special General Meeting held since the last previous AGM for confirmation.
- (b) To consider the Board's Annual Report, the Balance Sheet and Financial Statements covering the affairs of the Association during the previous Financial Year and all relevant reports thereon including a report from the Auditor.
- (c) To elect those Officers listed in Rules 8.1(a) and (b).
- (d) To appoint an auditor.

- (e) To transact any Special Business of which due notice has been given.
- (f) To transact any other business as may be determined by the meeting.

9.5 Special General Meetings

- (a) A Special General Meeting of the Association shall be convened by the CEO during each quarter and no later than May 31, August 31 and November 30 in each quarter to review implementation of and/or adopt changes to the Association's Strategic Plan and deal with any Special Business as may be directed by the Board or received as notice/s of motion.
 - (i) The CEO shall circulate the notice for such meetings to all Clubs and Officers in accordance with Rule 9.1.
 - (ii) Business to be transacted at the November meeting shall include to receive the Association's budget for the ensuing Financial Year.
- (b) A Special General Meeting shall also be convened by the CEO at any time at the direction of the Board, or at the request in writing of a minimum of 20% of Clubs other than Associate Clubs, or of any group of fifty (50) or more Competition Members and/or Life Members.
 - (i) The request of any Clubs shall be signed in the name of the Club by the President and Secretary thereof and any other request shall be signed by all the requisitioners. Such requisitions shall specify the nature of the special business to be discussed.
 - (ii) The meeting shall be called within seven (7) days of such direction or request being received, at a time and place to be determined by the CEO and notice given to all Clubs and Officers in accordance with Rule 9.1.
 - (iii) Notwithstanding the requirement of Rule 9.5(b)(ii), a General Meeting may resolve by Special Resolution that the meeting proceed in the case of a lesser period of notice being given.
- (c) All directions and requests for Special General Meetings shall specify the business for which such Meetings are to be held and no other business shall be discussed thereat.
- (d) If the CEO shall fail to call the said meeting within the required time frame and notwithstanding Rule 9.1(c), any Member of the Board (if the meeting shall have been directed by the Board) or the Secretary of one of the Clubs concerned (if the meeting shall have been requested by Clubs) or any one of the requisitioners (if the meeting shall have been requested by a group of Members in the manner aforesaid) may call the meeting and determine the time and place where it is to be held.

9.6 Quorum

- (a) Fifty percent (50%) of the Delegates entitled to vote in terms of Rule 9.3 shall constitute a quorum at any General Meeting. If no quorum is present within thirty (30) minutes of the time specified in the notice calling the meeting for the commencement thereof the Chair shall appoint a further time and place for such meeting and in such case further notice shall be given in the manner

provided by Rule 9.5(a)(i). At this further time and place all persons present and entitled to vote shall form a quorum irrespective of their number.

- (b) In the event of a Special General Meeting being held in accordance with Rule 9.5(b)(iii), a quorum shall be seventy-five percent (75%) of the Delegates entitled to vote.

9.7 Chair

At all General Meetings the Chair shall be taken by the President elected in accordance with Rule 10.3, failing him by an Officer appointed by the Board. In the event of the absence or refusal to act of the President or any Officer appointed by the Board the meeting shall elect a Chair from among those present and entitled to vote.

9.8 Objectionable Behaviour

- (a) Any person at any General Meeting may be expelled therefrom only by Special Resolution of the meeting.
- (b) Any person present who in the opinion of the meeting has been guilty of objectionable language or behaviour thereat may be subjected to such penalty as the meeting may by Special Resolution determine.
- (c) Any such penalty is subject to appeal to the Board within seven (7) days of such penalty being determined.

9.9 Absence from Meeting

If any Club, other than an Associate Club, shall fail to be represented by its duly nominated Delegate at a General Meeting, without registering a formal apology, it may be fined an amount as may be determined by the Board for each meeting at which it is not represented and until such fine is paid or remitted by the Board, shall be ineligible to vote at General Meetings.

9.10 Adjournment of Meeting

Any General Meeting may be adjourned by Ordinary Resolution of the Meeting.

10 BOARD OF MANAGEMENT

10.1 Composition and Powers

- (a) The administration and management of the affairs of the Association are vested in the Board, which shall comprise the Elected Officers referred to in Rule 8.1 (b), up to three (3) Appointed Directors appointed in accordance with Rule 10.2 as may be selected and appointed by the Board, and the CEO.
- (b) The Board shall exercise all the Powers of the Association and do all such things as may be exercised or done by the Association and are not by the Constitution expressly directed or required to be exercised or done by the Association in General Meeting, provided it shall not exercise such powers in contravention of a decision of a General Meeting.
- (c) The President, in consultation with the Board, shall allocate specific responsibilities, other than those already specified in the Constitution, to

each Member, for such matters as may be necessary to achieve the stated Objects of the Association.

- (d) In addition, the Board shall be responsible for the formulation, implementation and ongoing review of the Association's Strategic Plan.
- (e) At all Board meetings, the Chair shall be taken by the Chairperson or (in his absence or refusal to act) a Director as may be elected by the Board.
- (f) Each Board Member personally present shall have one (1) vote. Where there is an equality of voting on any matter the Chair shall have an additional or casting vote. The CEO shall have no vote.
- (g) Fifty percent (50%) plus one (1) voting Member of the Board shall constitute a quorum.
- (h) The Board shall meet a minimum number of five (5) times per year.
- (i) In addition to those committees as provided for in the By-Laws and Rules, the Board may from time to time appoint and dissolve such other committees, panels and sub-committees for specific duties and under such terms of reference as it sees fit.

10.2 Appointed Directors

- (a) In addition to the Elected Directors, the Directors may themselves appoint up to three (3) persons to be Directors because of their special business acumen and/or technical skills.
- (b) Subject to Rules 8.8 and 8.9, an Appointed Director holds office for a term determined by the Directors not to exceed three (3) years and the appointment will be on such other terms as the Directors determine.
- (c) A person may only serve two (2) terms as an Appointed Director but, subject to the other requirement of this Constitution, is otherwise eligible to be elected to an Elected Director position.
- (d) The Directors may at any time appoint a person to fill a casual vacancy in the rank of the Appointed Directors on whatever terms the Directors decide.

10.3 Election of Chairperson and President

- (a) The Directors may elect one (1) of their number to be the Chairperson by a majority vote.
- (b) The Directors may elect one (1) of their number to be the President by a majority vote.
- (c) The Director elected to be Chairperson under Rule 10.3(a) will remain Chairperson for the duration of his term of office as Director or one (1) year (whichever is earlier) and shall perform the functions set out in Rule 10.11.
- (d) The Director elected to be President under Rule 10.3(b) will remain President for the duration of his term of office as Director or one (1) year (whichever is earlier) and shall perform the functions set out in Rule 10.12.

(e) Despite Rule 10.3(c), if:

- (i) there is no person elected as Chair; or
- (ii) the Chair is not present within fifteen (15) minutes after the time appointed for the holding of the meeting; or
- (iii) the Chair is unwilling to act,

the Directors present may elect one (1) of their number to be Chair of the meeting.

(f) Nothing in this Rule shall prevent a Director elected as Chairperson being also elected as President.

10.4 Absence from Board Meeting

If any Member of the Board shall fail to attend three (3) consecutive Board meetings without apology his seat shall be declared vacant forthwith.

10.5 Vacancies on Board

(a) Grounds for Termination of Director

In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Act, the office of a Director becomes vacant if the Director:

- (i) dies;
- (ii) becomes bankrupt or is required to make any arrangement or composition with creditors generally;
- (iii) becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;
- (iv) resigns from office in writing to the Association;
- (v) is absent without the consent of the Board from three (3) consecutive meetings of the Board;
- (vi) takes up any office of salaried employment of the Association;
- (vii) without the prior consent or later ratification of the Members in a General Meeting holds any position of remuneration under the Association;
- (viii) is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of that interest;
- (ix) if found to be an undischarged Bankrupt and does not declare his Bankruptcy to the Board or offer his resignation.

- (x) has been convicted of an offence under Division 3 (the duties of officer's provisions) or section 127 (the duty with respect to incurring of debt) of the Act. Where a person is prohibited because they have been convicted of an offence they cannot be a committee member for a period of five years from their conviction, except where the conviction resulted in imprisonment, in which case they cannot be a committee member for five years from their release from custody.
 - (xi) is removed from office by Ordinary Resolution under Rule 10.5(b)(i); or
 - (xii) would otherwise be prohibited from being a director of a corporation under the Corporations Act or is disqualified from office under the Act.
 - (xiii) breaches Board confidentiality such that the breach poses serious and indefensible circumstances with regards the Director's fiduciary duty to the Association or the Board's good governance of the Association.
 - (xiv) is disqualified by the Australian Charities and Not-for-profits Commission (ACNC) from entitlement to hold office of an ACNC-regulated entity.
- (b) Removal of a Director
- (i) a General Meeting may by Ordinary Resolution remove any Director, before the expiration of their term of office. If a Director is removed in accordance with this Rule the office of the Director becomes vacant and shall be filled in accordance with the procedure set out in 10.5(c).
 - (ii) The Board may, by simple majority vote, remove any Appointed Director, before the expiration of their term of office. If a Director is removed in accordance with this Rule the office of the Director becomes vacant and shall be filled in accordance with the procedure set out in 10.5(c).

Where the Director to whom a proposed resolution referred to in Rule 10.5(b)(i) makes representations in writing to the CEO and requests that such representations be notified to the Clubs, the CEO must, subject to Rule 10.5(b)(iv), send a copy of the representations to each Club and if required by the Director must be read out at the meeting.

10.6 Attendance of Non-Members of Board

- (a) Subject to the provisions of Rule 10.6(b) any Member may attend any Board Meeting but may not speak thereat except on the invitation of the Chair.
- (b) The Board may by Special Resolution exclude from a Board Meeting or part thereof any person who is not a Member of the Board.

10.7 Objectionable Behaviour

Any Member of the Board who, in the opinion of the Board, has exhibited objectionable behaviour thereat, may be subject to expulsion from the meeting, or other such penalty as the meeting by Special Resolution may determine.

10.8 Meeting Procedure

- (a) In the event that a meeting is conducted by telephone, audio visual or other electronic means, the meeting shall be deemed to have been valid provided that all Board Members have been given equal notice of the business of the meeting, that a quorum is considered present and all Members present have the opportunity to interact with each other.
- (b) Notwithstanding Rule 10.8(a), the Board may make resolutions by circular resolution where a document is circulated by electronic or other means and the majority of a normal quorum by their response recorded on the document, indicate they are in favour of the proposed resolution.

10.9 Adjournment

Any meeting of the Board may be adjourned by Ordinary Resolution of the Meeting.

10.10 Alternate Director

A Director cannot appoint an alternate.

10.11 Chairperson

The Chairperson will ensure the proper conduct of the affairs of the Association and the efficient and effective management of the organisation. In particular, the Chairperson shall;

- (a) ensure the proper functioning of the Association, Board, Committees and the staff of the Association;
- (b) provide the necessary leadership to maintain clarity, national vision and future priorities and direction for the sport;
- (c) ensure the proper liaison with the State Government, Rowing Australia, Western Australian Institute of Sport and any other organisation with which the Association may from time to time have formal relation; and
- (d) represent the Association in an official capacity.

10.12 President

The President is elected in accordance with Rule 10.3, will chair all General Meetings of the Association.

10.13 Attendance Report

Directors' attendance at Board Meetings shall be recorded in the Board's report to each Annual General Meeting.

11 CONFLICTS

11.1 Directors' Interests

A Director is disqualified from holding any position of profit or position of employment in, or in any company or association in which the Association is a shareholder or otherwise interested or from contracting with the Association either

as a vendor, purchaser or otherwise except pursuant to an express resolution of approval of the Board.

11.2 Conflict of Interest

A Director shall declare an interest in any:

- (a) contractual matter;
- (b) selection matter;
- (c) judicial or disciplinary matter;
- (d) sponsorship matter;
- (e) material personal interest; or
- (f) other financial matter;

in which a conflict of interest arises or may arise and shall absent themselves from discussions of such matter and shall not be entitled to vote in respect of such matter. In the event of any uncertainty as to whether it is necessary for a Director to absent themselves from discussions and refrain from voting, the issue should be immediately determined by vote of the Board, or if this is not possible, the matter shall be adjourned or deferred.

11.3 Disclosure of Interests

- (a) The nature of the interest of such Director must be declared by the Director at the meeting of the Board at which the contract or other matter is first taken into consideration if the interest then exists or in any other case at the first meeting of the Board after the acquisition of the interest. If a Director becomes interested in a contract or other matter after it is made or entered into, the declaration of the interest must be made at the first meeting of the Board held after the Director becomes so interested.
- (b) Conflicts of Interest shall be a standing agenda item at meetings of the Board and it is the duty of the CEO to ensure that any declaration made or any general notice given by a Director is recorded in the minutes.
- (c) Conflict of Interest registered by Directors, will also be declared at the Annual General Meeting.

11.4 Payments to Directors

- (a) Any payment received by a Director, apart from reimbursement of expenses related to business of the Association, must be authorised by a resolution of the Board.

12 CHIEF EXECUTIVE OFFICER

The Board may appoint a person to be CEO of the Association who shall be responsible to the Board for the:

- (a) planning, coordination and implementation of the activities and policies of the Association;
- (b) day to day administration and operation of the secretariat of the Association;
- (c) supervision and performance of staff as designated by the Board;
- (d) The duties of the CEO shall be to act as the principal administrative officer of the Association and shall accord with the duties stipulated in writing from time to time by the Board.
- (e) The CEO, the chair of the Audit and Risk Committee and the Chairperson or any two (2) thereof shall be empowered pursuant to these Rules to counter sign contracts and enter into agreements on behalf of the Association, so long as same have been approved by the Board.
- (f) All payments of the Association shall be approved by such persons as approved by the Board.
- (g) The CEO shall be an ex officio member on all Committees established pursuant to this Constitution or any By-Laws or Rules but shall have no vote.
- (h) The CEO may not be appointed to the Board upon retiring or leaving the position for a minimum of three (3) years.

13 USE OF TECHNOLOGY TO BE PRESENT AT MEETINGS OF THE ASSOCIATION

13.1 Telecommunication Meeting

- (a) A General Meeting or a Directors' Meeting may be held by means of a Telecommunication Meeting, provided that:
 - (i) the number of Members or Directors (as applicable) entitled to participate is not less than a quorum required for a General Meeting or Directors' Meeting (as applicable); and
 - (ii) the meeting is convened and held in accordance with the Act.
- (b) All provisions of these Rules relating to a meeting apply to a Telecommunication Meeting in so far as they are not inconsistent with the provisions of this Rule 13.

13.2 Conduct of Telecommunication Meeting

The following provisions apply to a Telecommunication Meeting of the Company:

- (a) all persons participating in the meeting must be linked by telephone, audio-visual or other instantaneous means for the purpose of the meeting;
- (b) each of the persons taking part in the meeting must be able to hear and be heard by each of the other persons taking part at the commencement of the meeting and each person so taking part is deemed for the purposes of this Constitution to be present at the meeting;

- (c) at the commencement of the meeting each person must announce his presence to all other persons taking part in the meeting;
- (d) a person may not leave a Telecommunication Meeting by disconnecting his telephone, audio-visual or other communication equipment unless that person has previously notified the Chair;
- (e) a person may conclusively be presumed to have been present and to have formed part of a quorum at all times during a Telecommunication Meeting unless that person has previously notified the Chair of leaving the meeting; and
- (f) a minute of proceedings of a Telecommunication Meeting is sufficient evidence of the proceedings and of the observance of all necessary formalities if the minute is certified to be a correct minute by the Chair.

14 FINANCE COMMITTEE

14.1 Receipt of Moneys and Payment of Accounts

- (a) Moneys due to the Association shall be received and dealt with by the CEO under the authority of the Director appointed by the Board for that purpose.
- (b) The CEO shall cause the payment of all accounts owing and due by the Association in the manner, whether by cheque, electronic or other means and under such time frame as may be directed by the Board from time to time, provided that any and all payments by cheque or bank transfer shall only be made under the signature or authorisation of any two (2) Board Members as determined by the Board.

14.2 Books of Account

The CEO shall cause to be kept proper books of account of all the Association's finances and shall:

- (a) cause to be presented timely and accurate financial statements to the Board on a regular basis;
- (b) cause to be prepared an annual statement of financial affairs and balance sheet which shall, after audit, be presented for receipt at the AGM; and
- (c) ensure the books of the Association must be retained for at least 7 years

14.3 Appointment of Auditor

- (a) The Board shall, as soon as is practical at a meeting following the AGM, select and appoint an Auditor to conduct the annual audit of the Association's books of account for presentation to the next AGM.
- (b) The Auditor shall be requested to provide an appropriate management report on the state of the Association's financial practices and records as part of the annual audit.

15 AUDIT AND RISK COMMITTEE

- (a) An audit and risk committee of the Board shall be formed to oversee the overall financial management and reporting of the Association including the establishment of appropriate prudential systems for the efficient and effective operation of financial management.
- (b) the audit and risk committee shall constitute at least three (3) people which may be a combination of Directors and an external appointment, provided that:
 - (i) The chair of the committee must be a Director who has significant finance expertise (other than the President); and
 - (ii) Any external appointee must be independent and have significant finance expertise.

16 NOMINATIONS COMMITTEE

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

17 INTERSTATE AND INTERNATIONAL CAPITAL FUNDS

- (a) There shall be two (2) bodies, each of three (3) Trustees having power to hold lands and other property in trust for the Association. It is not essential that each body have separate Trustees.
- (b) The two (2) schedules of lands and property held by the Trustees shall be known respectively as the Interstate Capital Fund Trust and the International Capital Fund Trust and each shall be administered for the purpose of providing regular funds to assist in the payment of costs involved in sending Representative Teams and/or Crews of the Association to participate in National and International Championship Regattas respectively.
- (c) The Trustees shall be appointed initially by the Board and shall hold office until they die, retire or are removed from office by the Board.
- (d) Any Trustee may resign from office by writing under his own hand addressed to the CEO.
- (e) The President in accordance with a Special Resolution of the Board may by writing under his own hand remove a Trustee from office for any of the causes herein mentioned. That is to say:
 - (i) failure to sign the Declaration of Trust hereinafter required;

- (ii) absence from three (3) consecutive meetings of the Trustees;
 - (iii) sequestration of his estate as bankrupt or insolvent;
 - (iv) commission of any offences punishable at law;
 - (v) incapacity from mental or physical infirmity to perform the duties of his office;
 - (vi) refusal to conform to the requirements under the Constitution.
- (f) The Trustees may act notwithstanding any vacancy in membership.
 - (g) Any vacancy occurring among the Trustees shall be filled by appointment by the Board as soon as is practical after the date of the vacancy occurring.
 - (h) Each Trustee shall before entering upon his duties under this Rule, sign a declaration that he will hold all property that shall become vested in him as such Trustee subject to the provisions of this Rule.
 - (i) The Trustees shall have power to make rules for the conduct of all business coming before them, provided that such rules are endorsed by the Board.
 - (j) The Trustees shall hold in trust all property real or personal which hereafter be given, granted, devised or bequeathed to or for the benefit of the respective Trust subject to the conditions (if any) of every such gift, grant, devise or bequest for the use of the said Association in financing representative crews.
 - (k) The Trustees may purchase, take on lease, exchange, hire or otherwise acquire any real or personal property which the Trustees may think necessary or convenient or capable of being profitably dealt with.
 - (l) The Trustees may improve, build up, manage, develop, lease, sell, dispose of or turn to account or otherwise deal with all or any part of the real or personal property of the respective Trust and may borrow money, mortgage and charge all or any part of such property for all or any of the purposes referred to in this Rule or for the purposes of redeeming any mortgage or other security or charge or any part thereof respectively upon any lands or other property vested in the Trustees.
 - (m) The Trustees may continue to hold any investments, stocks, shares, debentures, mortgages or other securities bequeathed or given to the respective Trust.
 - (n) The Trustees may invest all monies held by them in mortgages upon real estate or in any fully paid up stocks, shares or debentures issued by any company or association now or hereafter carrying on business in the Commonwealth of Australia.
 - (o) The Trustees may continue to vary investments now or hereafter held by them from time to time in such manner as the Trustees may think fit.
 - (p) No grant shall be made to assist the financing of Representative Teams and/or Crews of the Association until the value of real and personal property held in the respective Trust is in excess of twenty thousand dollars (\$20,000).

Furthermore, while the value of real and personal property held in the respective Trust lies between twenty thousand dollars (\$20,000) and forty thousand dollars (\$40,000) the total grant or grants made in any one (1) Financial Year of the Association shall not exceed five percent (5%) of the value of the aforesaid real or personal property. Furthermore, the total value of such grant or grants made shall not exceed the net income derived from either of the respective Trusts separately and individually during the twelve (12) months prior to making such grant or grants.

- (q) The Trustees shall lay before each AGM a statement showing the funds administered by them and the manner in which they are employed on October 31 last preceding. The accounts of the Trustees and the statement aforesaid shall be audited by the Auditor.
- (r) Each group of Trustees shall select from among their number a suitable person or persons to be Secretary and Treasurer of their respective Trust.

18 COMMON SEAL

- (a) The Association shall have a common seal which the CEO shall cause to be kept secure. It shall be affixed to such documents as the Board determines and it shall be used only by those Officers so authorised by the board who shall countersign every document to which the seal is affixed as evidence of the authority for its use. A true and correct record shall be kept of all such documents to which the seal is fixed in the seal register which the CEO shall cause to be maintained.
- (b) the Association may execute a document without using a common seal if the document is signed by:
 - (i) 2 Directors; or
 - (ii) 1 Director and a person authorised by the Board; or
 - (iii) persons specified in the Board approved Authority Limits Policy.

19 DISPUTES AND MEDIATION

- (a) Each Member agrees to comply with the Association's Member Protection Policy.
- (b) The following dispute and mediation procedure will apply if a dispute arises under these Rules between:
 - i. a Club and another Club; or
 - ii. a Club and the Association.
- (c) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all of the parties.

- (d) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within ten (10) days, hold a meeting in the presence of a mediator and in good faith attempt to settle the dispute.
- (e) The mediator must be:
 - i. a person chosen by agreement between the parties; or
 - ii. in the absence of agreement:
 - (A) if the dispute is between a Member and another Member – a person appointed by the Association; or
 - (B) if the dispute is between a Member and the Board or the Association – a person appointed or employed by Rowing Australia.
 - iii. A mediator appointed by the Association may be a Member or former Member but may not be a person who:
 - (A) has a personal interest in the dispute; or
 - (B) is biased in favour of or against any party.
 - iv. The mediator must not determine the dispute.
- (f) If a dispute between members that relates to the rules of the Association cannot be resolved through this process it will be possible to make an application for the matter to be heard by the State Administrative Tribunal. It is open to the State Administrative Tribunal to refer the dispute, or any aspect of it, for mediation or make orders for the resolution of the dispute.

20 RECORDS

The CEO shall ensure that proper records and minutes concerning all transactions, business, meetings and dealings of the Association and the Board are established and maintained and shall produce these as appropriate at each Board meeting or General Meeting.

20.1 Records Kept in Accordance with the Act

Proper accounting and other records shall be kept in accordance with the Act, generally accepted accounting principles and/or any applicable code of conduct. The books of account shall be kept in the care and control of the CEO.

20.2 Record of Office Holders

The record of committee members and other persons authorised to act on behalf of the Association that is required to be maintained under section 58(2) of the Act must be kept in the CEO's custody or under the CEO's control.

20.3 Inspection of Records

In accordance with the sections 57(1) and 58(5) of the Act, a Member may inspect:

- (i) the Register of Members in accordance with Rule 7.4;
- (ii) the record of office holders in accordance with Rule 20.2; and
- (iii) any other record or document of the association

21 CONSTITUTION: APPLICATION, INTERPRETATION AND ALTERATION:

21.1 Conformity with Constitution

All Clubs are deemed to have subscribed to the Constitution and shall be bound thereby as fully and effectually as if such formed part of the Constitution of each Club. No Rule, Regulation or By-Law of any Club shall be inconsistent with the Constitution of the Association.

21.2 Interpretation

The Board shall have sole power to interpret the Constitution and the decision of the Board on any question of interpretation shall be final.

21.3 Alteration

- (a) These Rules and any By-Laws made hereunder may be altered or rescinded by Special Resolution of a General Meeting provided that written notice of motion of any intended Special Resolution for this purpose shall be given to the CEO in accordance with Rule 9.1(b).
- (b) Any By-Laws or Rules made hereunder may also be varied or repealed by Special Resolution of the Board provided that written notice of motion to make, vary or repeal any such By-Law or Rule shall have been presented to the Board at the meeting held next before that at which it is proposed to consider the notice of motion AND that a clear fourteen (14) days' notice has been given to each Club of the proposed amendment, addition or deletion.

22 DISSOLUTION OF ASSOCIATION

- (a) On application in writing to the CEO by twenty (20) or one half of the total number of the Life Members of the Association (whichever is the greater number) and of all the Clubs other than Associate Clubs signifying their desire that the Association be dissolved the CEO shall call a Special General Meeting to consider the question. Such meeting shall be held after the expiry of thirty (30) and within sixty (60) days of the receipt of such application. The dissolution of the Association may only be effected by Special Resolution of such Special General Meeting.
- (b) Any funds and property remaining after satisfaction of debts and liabilities shall in lieu of being distributed amongst Members be given or transferred to one or more Associations incorporated under the Act having Objects similar to those of the Association to be determined in the manner herein provided at or before the time of dissolution in accordance with the provisions of section 24(1) of the Act.

Ends.