

BY-LAWS

Last Updated: 30 May 2023

1 DEFINITIONS

FISA	Fédération Internationale des Sociétés d'Aviron (International Rowing Federation)
RA	Rowing Australia
Rowing Event	Any on-water or off-water rowing program or regatta conducted under the auspices of RWA
RWA	Rowing Association of Western Australia (Inc.)

2 STANDING COMMITTEES

2.1 General Responsibilities:

All Standing Committees are required to carry out their operational duties in accordance with the following set of operational directions:

- meet as often as is deemed necessary to carry out their duties or as directed by the CEO;
- appoint one of their number as a minute secretary;
- make recommendations to the Board through the CEO in accordance with the respective Committee's specified responsibilities for adoption or amendment in accordance with their charter or terms of reference as determined by the Board;
- record minutes of all meetings and have those minutes submitted to the CEO;
- report back to the Board in a timely manner on all delegated tasks; and,
- conduct their affairs and meetings in accordance with RWA's policies and the procedures and personal performance standards expected of board members outlined under Article 10 in the Constitution.
- where a member of a Committee, by virtue of their particular office, is unable to attend a meeting of said Committee then a duly appointed and authorized representative may attend in their place.

2.2 Finance and Audit Committee

2.2.1 Role

The Finance and Audit Committee is tasked by the Board to assist the Board discharge its financial and commercial oversight responsibilities. The committee will provide oversight and advice on the financial activities of the Association and the financial reporting process to ensure the integrity of information provided to the Board, the effectiveness of the Association's internal controls and the effectiveness of financial and commercial risk management activities. Specific oversight responsibilities will include:

- i) Budgeting and financial planning;
- ii) Financial Reporting;
- iii) Internal Controls and Accounting Policies;
- iv) Investment Policies; and
- v) Financial and Commercial Risk Management.

2.2.2 Composition

The Finance and Audit Committee shall comprise a Director of the Association with suitable financial experience as chairman, at least one other Director of the Association and may include two (2) other persons appointed by the Board. Appointment of committee members shall be for one year only and renewed at the discretion of the Board.

2.2.3 Committee Chair

The Chair of the Finance and Audit Committee will:

- i) serve as the principal liaison between the committee and the Board;
- ii) be responsible to setting and agenda for each meeting;
- iii) notify committee members of meeting times;
- iv) be responsible for reports and handouts are circulated to committee members; and
- v) be responsible for requesting the CEO and other company officers to attend as required.

2.2.4 Committee Authority

The Finance and Audit Committee shall have authority within the scope of its responsibilities to:

- i) Through the chair of the committee and in co-ordination with the CEO have access to management, staff, and information as required to acquit the duties of the committee;
- ii) To consult with technical experts as required to undertake their responsibilities; and
- iii) Advise the Board to recommend to members of the Association the appointment or reappointment of the external auditor.

2.2.5 Budgeting and Financial Planning

Oversight responsibilities:

- i) review an annual operating budget prepared by the CEO in the context of the Strategic Plan and operational targets set by the Board, the long term financial goals adopted by the Board, and the long term viability of the Association;
- ii) assess the reasonableness of underlying assumptions and inputs to the budget
- iii) recommend amendments to the CEO if necessary;
- iv) report to the Board on key risks within the budget, make recommendation to the Board and other observations of the Finance and Audit Committee prior to Board approval of the budget;
- v) monitor adherence to the budget through the regular management reporting of the Association; and
- vi) approve or recommend to the Board approval for expenditure outside the approved budget or authority levels as relevant in accordance with Board approved authorities.

2.2.6 Financial Reporting

Reporting process and oversight responsibilities:

- i) Work with the CEO, or staff nominated by the CEO, to develop a list of desired financial reports for operational requirements noting the level of detail, frequency, deadlines, and recipients of these reports;
- ii) Develop useful and readable Board and Board sub-committee financial report formats with the CEO, or staff nominated by the CEO;

- iii) Work with the CEO, or staff nominated by the CEO to compile a list of monthly and annual financial reconciliations and to understand the implications of such reconciliations to the integrity of the financial reports;
- iv) Review significant accounting or reporting issues impacting the Association;
- v) Consider specific external reporting and acquittals required to be approved by the Finance and Audit Committee under the Association's Accounting Policies;
- vi) Review management accounts and statutory accounts for adoption by the Board;
- vii) Meet with management and the external auditor to review the draft annual financial statements, key accounting policies, matters of judgement and the results of audit;
- viii) Ensure that significant adjustments are discussed with the auditor;
- ix) Ensure that significant findings and recommendations made by the auditor are discussed and acted on appropriately; and
- x) Make recommendation to the Board on the performance of the auditor.

2.2.7 Internal Controls

Internal Control system responsibilities:

- a. Work with staff to at least annually review and develop any necessary changes to the Association's Accounting Policies and processes for transactions and the protection of assets including the CEO's expenditure and contractual authority levels. Recommend submission for Board approval of any proposed changes to accounting policies;
- b. Work with staff to ensure there is a full understanding of the accounting policies and authority limits and the implications of such controls on the risk profile of the Association and the protection of its assets;
- c. Monitor the Association's framework for compliance with relevant statutory and contractual obligations including relevant laws, regulations and codes of practice as well as those arising from arrangements with funding bodies and service providers; and
- d. Review any significant incidents or breaches of internal controls and compliance together with corrective actions taken, including escalating the relevant matters to the Board, where appropriate.

2.2.8 Investment, Capital Expenditure and Loan Policies

Investment oversight responsibilities:

- a. Work with staff to at least annually review guidelines for and the practice of the investment of excess operating cash. Recommend to the Board any investment policy changes requiring Board approval;
- b. Review the business case prepared by management or operating committees as relevant in support of capital expenditure proposals as required by the Association's Accounting Policies or as otherwise directed by the Board. Recommend approval of the expenditure proposal or submission of the expenditure proposal to the Board for approval in accordance with delegated authority levels; and
- c. Review equipment loan advances as required by the Association's Accounting Policies or as otherwise directed by the Board. Recommend approval of the loan advance or submission of the loan proposal to the Board for approval in accordance with delegated authority levels.

2.2.9 Financial and Commercial Risk Management

Financial and Commercial Risk identification and management responsibilities:

- a. Oversee management's identification, assessment and management of material financial and commercial risks including but not limited to financial, investment, fraud, regulatory compliance and contractual risks and ascertain adequacy of policy and management processes to control risk. Note that responsibility for broader risk oversight including strategic, operational, reputational and safety remains with the Board;
- b. Gain an understanding of the current areas of greatest financial and commercial risk and opportunity and, how these are being managed;
- c. Review drafts and recommend submission to the Board for approval of key financial and commercial risk management policies requiring Board approval;
- d. Monitor adherence to the Association's financial and commercial risk management and compliance policies; and
- e. Update the Board on financial and commercial risk related matters at least annually.

2.2.10 Other

The Finance and Audit Committee will be responsible for such other investigative and financial evaluation procedures as from time to time directed by the Board.

2.2.11 Review of Committee Performance

The Board should review and assess the performance of the Finance and Audit Committee at least annually.

2.3 Competitions Committee:

2.3.1 Composition

The Competitions Committee shall comprise a Board appointee as chair, CEO, GM Operations, Regatta Secretary, 3 x club representatives, a school rowing representative, a Boat Race Official representative and a high performance representative. Other stakeholder representatives will be appointed by the Board from time to time. Appointment of committee members shall be for a period of two years and renewed for further periods of two years at the discretion of the Board, with the following exceptions:

- the club representatives will be nominated by the Members and elected at a Special General Meeting
- the school rowing representative will be appointed by the Board following consultation with the Members.

2.3.2 Responsibilities

The Competitions Committee advises the CEO in making recommendations to the Board relating to:

- setting of an annual regatta calendar, development of regatta programs, allocation of venues for regattas and allocation of host clubs guided by a set of objectives as determined by the Board from time to time; and
- any other matter referred by the CEO or Board.

2.4 High Performance Committee:

2.4.1 Composition

The High Performance Committee shall comprise a Director of the Association as chair, CEO and at least two (2) other persons appointed by the Board. Appointment of committee members shall be for one year only and renewed at the discretion of the Board.

2.4.2 Responsibilities

The High Performance Committee is responsible for:

- reviewing and developing programs designed to identify and improve the performance of high level rowers and coaches;
- development of plans to assist clubs in providing appropriate high performance pathways for rowers; and
- Providing assistance at Rowing Australia/RWA sanctioned high performance/ pathway time trials
- any other matter referred by the CEO or Board

The High Performance Committee advises the CEO in making recommendations to the Board relating to:

- the appointment of members to selection committees for State teams and tours;
- nomination of rowers and coaches for RWA and Rowing Australia awards;
- high performance strategy;
- a 4-yr rolling projection of boats and associated equipment required to support the Co-Shared Performance Equipment Program; and
- budget matters relating to HP;
- any other matter referred by the CEO or Board.

2.5 Facilities Committee:

2.5.1 Composition

The Facilities Committee shall comprise the a Director of the Association as chair, Director Finance, CEO and at least two (2) other persons appointed by the Board. Appointment of committee members shall be for two (2) years and renewed at the discretion of the Board.

2.5.2 Responsibilities

The Facilities Committee advises the CEO in making recommendations to the Board relating to:

- the proper and effective management and maintenance of all RWA facilities;
- development and implementation of plans to maximize the use and income potential of all RWA facilities;
- Liaise with the Finance Committee on significant budget matters relating to facilities;
- the establishment of new rowing facilities in Western Australia; and
- any other matter referred by the CEO or Board.

3 COMMITTEES AND PANELS

3.1 General:

In addition to their specific and/or other duties as detailed hereunder, all committees and panels are required to operate in accordance with the provisions of By-Law 1.1.

3.2 Appeals Panel and Procedure:

- i) The Appeals Panel is responsible for receiving and dealing with any appeals that may be made under the RWA Constitution, RWA Policies and Rowing Australia Policies.
- ii) Any member/s seeking to pursue their right/s of appeal shall do so in writing, addressed to the CEO, within seven (7) days of receiving advice of said penalties or sanctions, setting out the grounds for an appeal.
- iii) The grounds for an appeal shall only be based on the correctness of the procedure under which such sanction was made or the perceived severity of the penalty or sanction.
- iv) Within two (2) days of receiving an appeal, the CEO will Send a request to the Board to appoint three (3) members to the Appeals Panel, including one of them as chair, convey the information received under clause v) above to each member and instruct them to convene as an Appeals Panel to hear and deal with the appeal as soon as is practical to all parties concerned. The Panel Convener may include themselves among the appointments made.
- v) Within two (2) days of the appointment of the chairperson and panel members by the Board and their acceptance of these positions:

- a. the CEO will immediately advise the chairman of the receipt of an appeal and simultaneously convey the written appeal and all information relating to the original decision against which the appeal is made, including copies of all notices and minutes of related meetings, to the Panel chairperson.
 - b. the chairperson shall determine the date, time and place for the meeting, such that attendance is practical for the Panel members and the appellant/s and convey such information to the Appeals Panel members and the appellant/s.
- vi) Advice of the meeting date to the appellant shall include:
- their right to be accompanied by any witnesses and for those witnesses to be heard;
 - their right to be represented by another party; and
 - their obligation to ensure that any such parties as above are advised of the meeting date, time and place.
- vii) The Appeals Panel shall provide for the appellant/s to state their appeal, with supporting witnesses if applicable, shall consider the grounds on which the original decision was made and shall seek whatever additional information and advice to be submitted either in writing or in person they deem to be relevant, before arriving at a decision.
- viii) A decision of the Appeals Panel can include amendment, extension, reduction or rejection of any penalty as may have been handed down previously and such decision shall be final and binding on the appellant/s and RWA.

3.3 Umpires Panel

- i) The Umpires Panel shall comprise three (3) members, including the Umpires Convener and two (2) persons appointed by the CEO. The Convener shall preside as Chair at all meetings of the Umpires Panel.
- ii) Only holders of current FISA, RA or RWA licenses shall be appointed as members of the Umpires Panel.
- iii) The Umpires Panel, in conjunction with the appropriate Officer/s of RWA, shall:
 - plan and contribute to the conduct of courses for umpires and boat race officials and shall prepare such teaching materials as are required;
 - seek out, recruit, instruct, examine and update candidates and officials for appropriate licenses in accordance with the requirements thereof or to extend their viability; and

- foster fellowship amongst boat race officials.

3.4 State Team Selection Committee:

- i) The Selection Committee is responsible for the selection of Coaches and members of State Representative crews and/or teams in accordance with the RWA State Team Selection Policy
- ii) The State Team Selection Committee shall comprise three (3) members, one of whom shall be appointed chair, appointed by the High Performance Committee for a term deemed appropriate by the Board.
- iii) The State Team Selection Committee makes recommendations regarding the selection policy, selection of coaches and selection of crews to the Board
- iv) In each case the appointed coach will automatically become the fourth selector in relation to each relevant crew and/or team.
- v) The Board may remove a selector.

3.5 Ad-hoc Special Purpose Groups

- i) Ad-hoc advisory groups or working groups may be established by the CEO from time to time under certain and specific terms of reference including reporting back to the CEO within specific time frames.
- ii) Membership of such groups will be as determined and appointed by the CEO.
- iii) Ad-hoc groups will be bound by the normal operational procedures as applicable to all Committees and Panels.
- iv) The CEO has authority to terminate an adhoc group as and when required

4 BOARD MEMBERS AND OFFICERS DUTIES

4.1 General:

No officer shall authorise expenditure in excess of specified budget amounts without the prior approval of the Director Finance or of such person or persons as the Board may determine from time to time for this purpose.

4.2 President:

The duties of the President shall be:

- i) to preside as Chair at all General and Board meetings of RWA and ensure that business is conducted in a proper manner;
- ii) to ensure the appropriate induction of all new RWA Board members;
- iii) to ensure the appropriate professional development of board members and the CEO;
- iv) to abide by the policies of RWA and ensure that all Board members also abide by those policies, including the appropriate Code of Conduct and carry out their specified and delegated duties; and
- v) to generally protect and ensure the well being and Objects of RWA.

4.3 Directors:

The duties of the Directors shall be:-

- i) to carry out their responsibilities as may be defined in the Constitution;
- ii) to ensure the appropriate and timely activities as required under these By-Laws with respect to any Committees are carried out; and,
- iii) to abide by the policies and code of conduct of RWA.

4.4 Registrar:

The duties of the Registrar shall be:

- i) to maintain records of the following:
 - The names and registered colours of all Clubs;
 - Such other records as the CEO may from time to time determine.
- ii) to carry out such tasks as the Rules may require and/or as required by the CEO in the conduct of regattas

4.5 Equipment Officer (regatta equipment):

The duties of the Equipment Officer shall be:

- i) To be responsible to the CEO for all property belonging to RWA related to the conduct of regattas, including regatta equipment, launches and associated equipment, but not including boats and oars.
- ii) To maintain such property in good order and condition at all times and ensure its adequate housing and safekeeping.
- iii) To issue and receive back such property from boat race officials and club members.
- iv) To report to the CEO from time to time as to the condition of such property.
- v) To keep comprehensive records as to the condition of and the use made of such property.

The Equipment Officer has no financial authority and must consult the CEO with respect to expenditure related to regatta equipment

4.6 State Team Manager:

The CEO in each year shall appoint the manager or managers of the State Teams to represent WA at the Australian Rowing Championships and other interstate regattas, who, in conjunction with staff members and/or other officers as may be delegated by the CEO, shall supervise, manage and make all necessary arrangements for the teams in accordance with these By-Laws.

The duties of the State Team Manager/s in relation to any and every team for which they are responsible, shall be developed and published by the CEO annually.

4.7 Secretary:

For the purposes of these By-Laws the CEO is the Secretary of RWA.

The duties of the Secretary shall be:

- i) To convene and attend and keep a record of all General and Board meetings, and of the attendance of members thereat.
- ii) Within 10 days of a General meeting, to forward minutes of such meeting to the Presidents of all Clubs, the members of the Board and such other persons as the Board may from time to time determine.
- iii) To maintain an up-to-date copy of RWA's constitution.
- iv) To keep such other records as the Board may from time to time determine.
- v) To conduct correspondence and to take charge of all documents and papers.
- vi) To perform all secretarial work (excluding the preparation and copying of regatta programs if required) necessary to carry out the Objects of RWA.

4.8 Property Officer (rowing boats, trophies, building property):

The duties of the Property Officer shall be to assist the relevant staff member to:

- i) Prepare and keep updated a schedule of and maintain in a good order and condition all trophies of RWA and equipment related to the facilities under the direct control of RWA such as tables, chairs, audio visual and the like.
- ii) Prepare and keep updated a schedule of and maintain in a good order and condition all rowing craft and oars, safety and umpire boats, radios and megaphones and the like owned and held by RWA.
- iii) Report to the CEO on the condition and replacement required of any such equipment.

5 GENERAL AND BOARD MEETING PROCEDURE

i) General Procedure:

Except where inconsistent with the Constitution, all General and Board meetings of RWA shall be conducted in accordance with the practices and procedures established under Common Law.

ii) Absence of Quorum Discovered During Meeting:

If at any time during the progress of a meeting it shall appear to the chair, on notice being taken by a person present and entitled to vote thereat, that a quorum of members is not present, the chair shall adjourn the meeting to a time and place to be determined by an ordinary resolution of the persons then present at the meeting. All business transacted at such meeting previous to such adjournment shall be deemed to have been validly transacted unless a special resolution of the adjourned meeting is passed declaring that such business was not validly transacted, when the transaction of such business shall be deemed to be null and void.

iii) Subject to any contrary provisions in the Constitution, all business at any meeting shall be transacted by ordinary resolution of the meeting on the motion of a person present and entitled to vote at such meeting, and seconded by another such person.

iv) Any motion may be amended or withdrawn by the mover thereof with the permission of the person seconding such motion.

v) Any motion may be amended by ordinary resolution moved and seconded in manner similar to an original motion.

vi) Any motion or amendment not seconded shall not be discussed.

vii) As soon as any motion or amendment has been properly moved and seconded, it shall be open to the meeting for discussion.

viii) Any person desiring to speak shall wait for direction from the chair.

ix) Unless by leave of the meeting, no person shall be entitled to speak who is not so entitled under the constitution.

x) Unless they speak to a point of order, or on the invitation of the chair, no person shall be entitled to speak except to move, second or discuss a motion or amendment.

6 CODE OF CONDUCT

Each and every Member of RWA regardless of whether a competitor, coach, official, volunteer, officer and/or an employee of RWA shall, on being involved in the conduct of any event or activity conducted under the auspices of RWA, or while a member of any team representing RWA, or at any other time whilst representing RWA or being seen to be representative of RWA, abide by and conform to the terms of the RWA Code of Conduct that the Board may adopt to govern the conduct of such persons under any of the above circumstances and/or as may be further defined in such code or in the Rules.

7 VERSION CONTROL

VERSION	DATE	AUTHOR	COMMENTS
5.0	02.05.2023	D. Tackenberg	Updated Committee responsibilities and document format
5.1	30.05.2023	D. Tackenberg	Updated Competitions Committee Chair to be Board appointed