

DRAFT PUT TO THE 54TH AGM

RULES

OF

Rowing ACT

Incorporated

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1. DEFINITIONS AND INTERPRETATIONS

1.1 Definitions

In these Rules, unless a contrary intention appears:

“**Act**” means the *Associations Incorporation Act 1991* (ACT);

“**Annual General Meeting**” means an Annual ~~General Meeting~~ general meeting held in accordance with Rules 28 and 29;

“**Associate Member**” means a person appointed as an Associate Member in accordance with Rule 6;

“**Board**” means the Board constituted in accordance with Rule 18;

“**By-laws**” means the By-laws of Rowing ACT made pursuant to Rule 42 and are policies of Rowing ACT including those in respect of governance, the running of rowing events and the conduct of Clubs and their members.

“**Chief Boat Race Official**” means the person appointed by the Board, from time to time, to manage Boat Race Officials used for Rowing ACT events.

“**Club**” means a Member Club of Rowing ACT;

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“**Director**” means a person serving on the Board of Rowing ACT;

“**Director of Finance**” is the person exercising the powers at Rule 22;

“**Executive Officer**” ~~shall~~ means the person appointed or employed by Rowing ACT as the principal executive officer of Rowing ACT and ~~shall~~ includes where the context so admits, persons acting as the delegate or substitute for the Executive Officer as the principal executive officer of Rowing ACT whether described as Executive Officer or by some other name or title.

“**Financial Year**” means the year ending 30 June;

“**Life Member**” means Life Member in accordance with Rule 7;

“**Member**” means a Member Club or an Individual Member provided for under Rule 3;

“**Member Club**” means a Club whose application for membership has been approved in accordance with Rule 4 ~~or was a member Club provided for by sub-rule 4.1~~. Where there is a reference to the actions of a Member Club, it is within the terms set out at Rule 4.4.

“**Public Officer**” means the Public Officer of Rowing ACT as defined in the Act;

“**Regulations**” means the Associations Incorporation Regulations 1991 (ACT).

“Rowing ACT” ~~shall~~ means Rowing ACT Incorporated (ABN 57 627 872 148), an Association incorporated under the Act;

“Rowing Australia” means Rowing Australia Limited (ACN 126 080 519), a company limited by guarantee;

“Rules” ~~means the provisions, or sub-rules, refer to those contained in this set~~ out in these of Rules of Rowing ACT, unless otherwise specified;

“Secretary” means the person holding office under Rule 20 or, where no such person holds that office, the Public Officer of Rowing ACT;

“Special Resolution” means a resolution made in accordance with section 70 of the Act. This means, subject to the Act, a special resolution will be passed where 21 days’ notice has been given and the resolution achieves at least three-quarters of the votes of Member Clubs present; ~~and-~~

“Written”, ~~means communications in visible form, whether made~~ may be by hand; ~~on paper or~~ electronic device; ~~except where a signature is expressly required. If a system of digital signatures is put in place by the Board, those digital signatures may be treated in the same way as signatures made by hand.~~

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1.2 Interpretation

1.2.1 In these Rules a reference to:

1.2.1.1 a function includes a reference to a power, authority and duty; and

1.2.1.2 the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty.

1.2.2 The *Legislation Act 2001* (ACT) applies to these Rules in the same way as it would if they were an instrument made under ~~the~~ Act.

2. OBJECTS

2.1 The objects of Rowing ACT are to foster, promote and develop rowing in the Australian Capital Territory.

2.2 To the extent it is consistent with the objectives of Rowing ACT ~~the Association~~ and reasonable in the circumstances, Rowing ACT will:

2.2.1 contribute to ~~and deliver~~ the objectives and strategies underpinning the Australian Sport Commission’s rowing National Whole-of-Sport Strategic Plan that are relevant to the sport of rowing;

2.2.2 adopt, implement and comply with the Australian Sport Commission’s all rowing National Whole-of-Sport Plan policies relevant to the sport of rowing; and

2.2.3 ~~cooperate with Rowing Australia to facilitate~~~~provide Rowing Australia with information necessary~~
for the effective management of the sport of rowing in Australia.

3. CATEGORIES OF MEMBERSHIP

3.1 The categories of Members of Rowing ACT are:

3.1.1 Member Clubs; and

3.1.2 Individual Members.

3.2 The Board may determine any other category of Membership of Rowing ACT.

4. MEMBER CLUBS

4.1 A ~~c~~Club wishing to become a Member ~~Club~~ of Rowing ACT shall:

4.1.1 make a formal application in writing in the form set out in Appendix 1 to these Rules or in a form approved by the Board; and

4.1.2 lodge the application with the Board in the manner determined by the Board from time to time.

4.2 After an application has been received it may be approved at a ~~General Meeting~~~~general meeting~~ with a majority vote.

4.3 The Secretary will as soon as practicable notify the applicant ~~c~~Club of the outcome of the membership decision made pursuant to ~~sub rule~~~~Rule~~ 4.2 including any conditions attached to an approval.

4.4 For the purposes of these Rules, Rowing ACT will:

4.4.1 rely on formal communications of the Club President, Secretary or other persons appointed by the Club;

4.4.2 where there is conflicting advice from members of a Club ~~-~~, ~~Rowing ACT will~~ rely on any motions by that Club advised by the Secretary of that Club~~;~~;

4.4.3 at a ~~General Meeting~~~~general meeting~~ ~~-~~, ~~Rowing ACT will~~ rely on the votes of the natural person representing the Member Club as being the position of the Member Club in question.

4.5 Rowing ACT may keep a public register of Member Clubs.

5. INDIVIDUAL MEMBERS

5.1 Subject to Rule 11, Individual Members are:

5.1.1 ~~m~~Members of Clubs;

5.1.2 ~~The~~ Chief Boat Race Official and Boat Race Officials managed by the Chief Boat Race Official;

5.1.3 Associate Members; and

5.1.4 Life Members.

5.2 The Board may put in place any means of identifying Individual Members including by establishing a database of Individual Members.

6. ASSOCIATE MEMBERS

6.1 The Board may appoint any person as an Associate Member under guidelines it determines.

7. LIFE MEMBERS

7.1 A person may be nominated for Life Membership by the Board.

7.2 If the Board nominates a person for Life Membership, it should bring forward a special resolution to a ~~General Meeting~~general meeting.

7.3 A person will become a Life Member if the nomination made by the Board is passed by special resolution at a ~~General Meeting~~general meeting.

8. RIGHTS AND DUTIES OF MEMBER CLUBS

8.1 Member Clubs, in addition to any other rights conferred under these Rules, have the right to:

8.1.1 ~~to~~ attend all general meetings of Rowing ACT~~the Association~~;

8.1.2 ~~to~~ vote on all resolutions put to such meetings including (without limitation) special resolutions to amend these Rules;

8.1.3 ~~to~~ nominate any Individual Member as a candidate for election as President or an elected Director of Rowing ACT~~the Association~~;

8.1.4 ~~to~~ vote on the election of the President or elected Directors of Rowing ACT~~the Association~~; and

8.1.5 ~~to examine the books of Rowing ACT~~have the books examined in accordance with Rule 45.

8.2 Member Clubs shall assist Rowing ACT in the achievement of its objects set out under Rule 2.

8.3 Member Clubs shall, consistent with Rule 42.2, adhere to the By-laws of Rowing ACT.

9. RIGHTS AND DUTIES OF INDIVIDUAL MEMBERS

- 9.1 Individual Members, in addition to any other rights conferred under these Rules, have the right to:
- 9.1.1 ~~to attend and speak at all gGeneral Mmeetings of Rowing ACTthe Association;~~
- 9.1.2 ~~to nominate any Individual Member as a candidate for election as President or an elected Director of Rowing ACTthe Association;~~
- 9.1.3 ~~to be nominated for President or for an elected Director of Rowing ACTthe Association;~~
- 9.1.4 ~~to be registered as a rower in the ACT for competition, which, subject to By-laws, includes the right to participate; subject to By-laws, in regattas and championship events.~~
- 9.2 An Individual Member is not entitled to vote at any ~~gGeneral Mmeeting of Rowing ACT.~~
- 9.3 Life ~~Members~~ and Associate Members are not subject to fees for being Life or Associate Members of Rowing ACT.
- 9.4 Individual Members shall assist Rowing ACT in the achievement of its objects set out under Rule 2.
- 9.5 Individual members shall, consistent with Rule 42.2, adhere to the By-laws of Rowing ACT.

10. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

- 10.1 A right, privilege or obligation by reason of being a Member of ~~Rowing ACTthe Association:~~
- 10.1.1 is not capable of being transferred or transmitted to another person; and;
- 10.1.2 terminates upon cessation of membership.

11. CESSATION OF MEMBERSHIP

- 11.1 A Member Club ceases to be a ~~M~~member of Rowing ACT if the Member Club:
- 11.1.1 is wound up;
- 11.1.2 resigns from membership of Rowing ACT in accordance with Rule 12;
- 11.1.3 is expelled from Rowing ACT; or
- 11.1.4 fails to meet financial obligations to Rowing ACT within 3 months of a letter of demand from Rowing ACT setting out the nature of the financial obligation.
- 11.2 An Individual Member ceases to be a Member of Rowing ACT if the person:
- 11.2.1 dies;
- 11.2.2 is an Individual Member only as a result of being a member of a Member Club or a Boat Race Official and ceases to be a member of a Member Club or ceases to be a Boat Race Official;

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11.2.3 is an Individual Member only as a result of being an Associate Member and resigns or the Associate Membership is withdrawn by the Board;

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11.3 is an Individual member only as a result of being a Life Member and resigns or whose Life Membership is terminated pursuant to the provisions of these Rules and the Life Member is notified in writing by the Board; or

11.3.1 is expelled from Rowing ACT.

12. RESIGNATION OF MEMBERSHIP

12.1 A Member Club is not entitled to resign from membership of Rowing ACT except in accordance with this Rule.

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12.2 A Member Club which has paid all amounts payable to Rowing ACT may resign from membership of Rowing ACT by first giving notice (being not less than 2 months or, if the Board has determined a shorter period, that shorter period) in writing to the Secretary, advising of the Club's intention to resign and, upon the expiration of the period of notice, that Club ceases to be a Member Club.

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12.3 Associate Members and Life Members may resign from membership of Rowing ACT by giving notice in writing to the Secretary and such resignation shall take effect immediately.

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13. FEES, SUBSCRIPTIONS AND SERVICES.

13.1 The Board shall have the power to impose fees on Member Clubs in the course of its administration of rowing in the ACT including affiliation fees, fees for the registration of competitive rowers and coxswains, and seat fees.

13.2 Rowing ACT may base the fees imposed under Rule 13.1 on the numbers and/or the rowing activities of members of Member Club.

13.2.1 Rowing ACT may collect fees directly from Individual Members where authorised by the Member Club of which they are members ~~and the fees arise from the Member Club's membership of the Association.~~

13.3 Rowing ACT may impose fees for any services it renders, including, the sale of merchandise and the running of special events.

14. MEMBER CLUBS' LIABILITIES

14.1 The liability of a Club to contribute towards the payment of the debts and liabilities of Rowing ACT or the costs, charges and expenses of the winding up of Rowing ACT is limited to the amount, if any, unpaid by the Member Club in respect of membership of Rowing ACT in accordance with Rule 13.

15. DISCIPLINING OF MEMBERS

15.1 The Board may expel a Member from Rowing ACT, or suspend rights for periods it specifies, where it decides the Member has persistently:

15.1.1 refused or neglected to comply with a provision of these Rules or By-laws; or

15.1.2 wilfully acted in a manner prejudicial to the interests of Rowing ACT.

15.2 A resolution of the Board under this Rule is of no effect unless the Board, at a meeting held not earlier than 14 days and not later than 28 days after service on the Member of a notice under ~~sub-rule~~Rule 15.3, confirms the resolution.

15.3 Where the Board passes a resolution under this Rule, the Secretary shall, as soon as practicable, cause a notice in writing, signed by the President, Secretary or other Board member authorised by the Board, to be served on the Member:

15.3.1 setting out the resolution of the Board and the grounds on which it is based;

15.3.2 stating the date, place and time of the proposed meeting;

15.3.3 informing the Member that the Member may attend and speak at that meeting and submit written representations relating to the resolution; and

15.3.4 requesting written material to be submitted ~~3 three (3)~~ days prior to the meeting to allow its full consideration.

15.4 Subject to the provisions of the Act, at a meeting of the Board referred to in ~~sub-Rule~~Rule 15.2, the Board shall accord the Member procedural fairness including:

15.4.1 providing an opportunity to the Member to make oral representations;

15.4.2 considering any written representations submitted to the Board by that Member at or prior to the meeting; and

15.5 The Board by resolution determine whether to confirm or to revoke the resolution of the Board made under ~~sub-R~~Rule 15.2.

15.6 Where the Board confirms a resolution under this Rule, the Secretary shall, within ~~seven (7)~~ days after that confirmation, by notice in writing inform the Member of that confirmation and of the Member's right of appeal under Rule 16.

15.7 A resolution confirmed by the Board under this Rule takes effect:

15.7.1 where a Member advises that no appeal will be made before the expiration of the period, at that time; or

15.7.2 at the time Rowing ACT~~the Association~~ confirms the resolution where an appeal is made under Rule 16.

16. RIGHT OF APPEAL OF DISCIPLINED MEMBER

- 16.1 A Member may appeal to Rowing ACT in ~~General Meeting~~general meeting against a resolution of the Board which is confirmed under ~~sub-rule~~Rule 15.5, within 7 days after notice of the resolution is served on the Member, by lodging with the Secretary a notice to that effect.
- 16.2 Upon receipt of a notice under ~~sub-rule~~Rule 16.1, the Secretary shall notify the Board which shall convene a ~~General Meeting~~general meeting of Rowing ACT to be held within 21 days after the date on which the Secretary received the notice or as soon as possible after that date.
- 16.3 Subject to the provisions of the Act, at a ~~General Meeting~~general meeting of Rowing ACT convened under ~~sub-rule~~Rule 16.2:
- 16.3.1 no business other than the question of the appeal shall be transacted;
- 16.3.2 the Board and the Member shall be given the opportunity to make representations in relation to the appeal orally and/or in writing; and
- 16.3.3 the vote, on the question of whether the resolution made under ~~sub-rule~~Rule 15.2 should be confirmed or revoked, shall be by secret ballot.

17. POWERS AND DUTIES OF THE BOARD

- 17.1 The Board, subject to the Act, the Regulations, these Rules and By-laws, shall:
- 17.1.1 be responsible for fulfilling the objects of Rowing ACT set out in Rule 2;
- 17.1.2 control and manage the affairs of Rowing ACT;
- 17.1.3 exercise all such functions as may be exercised by Rowing ACT other than those functions that are required by these Rules to be exercised by Rowing ACT in ~~General Meeting~~general meeting;
- 17.1.4 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 Rowing ACT.
- 17.2 The Board is to seek, from time to time, feedback from Members and external stakeholders on the fulfilment of the ~~o~~Objects of Rowing ACT ~~set out in Rule 2~~.
- 17.3 The Board may, in exercising its powers, delegate ~~the~~ day-to-day operations to the Executive Officer.
- 17.4 The Board shall keep a conflict of interest register and ensure that any such conflicts are effectively managed.

18. CONSTITUTION OF THE BOARD

- 18.1 The Board shall consist of the following 9 Directors:
- 18.1.1 the President of Rowing ACT, being an Individual Member;

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- 18.1.2 ~~five (5)~~ elected Directors, being Individual Members; and
- 18.1.3 ~~three (3)~~ appointed Directors, being any person appointed by the Board for the purposes of supplementing the skills, outlook and diversity of the Board, including addressing gender equity, governance, audit and risk.
- 18.2 Each Director shall, subject to these Rules, hold office until the conclusion of the second ~~a~~Annual General Meeting~~general meeting~~ following election or appointment and is eligible for election or appointment for up to a maximum of ~~ten (10)~~ consecutive years.
- 18.3 Where a Director is ineligible to stand for election or be appointed by virtue of ~~sub-rule~~Rule 18.2, the Director will become eligible again at the second ~~a~~Annual General Meeting~~general meeting~~ following the expiration of the Director's term.
- 18.4 No Director may hold simultaneously more than ~~one (1)~~ position on the Board.
- 18.5 A person who is employed as an Executive Officer of Rowing ACT shall not be eligible to stand for election to the Board of Rowing ACT.
- 18.6 A retiring Executive Officer of ~~Rowing ACT the Association~~ shall not be eligible to serve as a Director until after ~~three (3)~~ years from the time the Executive Officer had ceased to be employed by Rowing ACT.
- 18.7 In the event of a vacancy in any elected Director's position, the Board may appoint an Individual Member to fill the vacancy or, in the case of President, elect a Board Member.
- 18.8 The Director appointed under Rule 18.7 shall hold that position, subject to these Rules, until the conclusion of the ~~a~~Annual General Meeting~~general meeting~~ which would mark the end of the term of the vacancy being filled ~~subject to confirmation at the next Annual General Meeting~~.
- 18.9 ~~In the event of a vacancy in any appointed Director's position~~Where there is a vacancy for an appointed Director, the Board may appoint any person to fill the vacancy~~that position~~.
- 18.10 Where a President resigns, that person may choose to remain on the Board where a vacancy exists or a vacancy arises following appointment by the Board of a President.

19. ELECTION OF THE BOARD

- 19.1 Subject to the provisions in this Rule, ~~e~~Elections will be held according to procedures determined by the Board.
- 19.2 Nominations of Individual Members for election as President and other elected Directors:
- 19.2.1 shall be made in writing, signed by ~~two (2)~~ Members of Rowing ACT and accompanied by the written consent of the candidate; and
- 19.2.2 shall be delivered to the Secretary not less than ~~seven (7)~~ days before the date fixed for the ~~a~~Annual General Meeting~~general meeting~~ at which the election is to take place.
- 19.3 Where there are more nominations under 19.2 than vacancies for any elected Director position,

including for the position of the President, a poll must be taken at the annual general meeting and the filling of the vacancy or vacancies shall be according to the most votes received.

- 19.4 If the nominations received under 19.2 is equal to ~~or less than~~ the vacant positions, including specifically for the position of President, the candidates nominated shall be deemed to be elected.
- 19.5 If insufficient nominations are received under 19.2 to fill all vacancies, the candidates nominated shall be deemed to be elected and further nominations shall be received at the ~~Annual~~Annual ~~General Meeting~~general meeting. Then:
- 19.5.1 if the number of nominations received at the ~~a~~Annual ~~General Meeting~~general meeting is less than, or equal to, the number of remaining vacancies, those persons nominated shall deem to be elected;
- 19.5.2 if the number of nominations received at the ~~a~~Annual ~~General Meeting~~general meeting is greater than the number of remaining vacancies to be filled, a ballot shall be held.
- 19.6 All elected Directors become Directors at the conclusion of the meeting held under this Rule to elect members of the Board. All Directors whose positions were subject to election cease to be Directors at the conclusion of the meeting unless re-elected under the provisions of Rule 19.

20. SECRETARY

21. The Directors shall elect ~~one~~1 of their number to be the Secretary of Rowing ACT by a majority vote.
- 21.1 The Secretary shall cause minutes to be kept of:
- 21.1.1 all elections and appointments of the Board;
- 21.1.2 the names of Directors present at a Board meeting or a ~~General Meeting~~general meeting; and
- 21.1.3 all proceedings at Board meetings and ~~General Meeting~~general meetings.
- 21.2 Minutes of ~~General Meeting~~general meetings will be approved at the next ~~General Meeting~~general meeting and ~~m~~Minutes of Board meetings will be approved at the following Board meeting.
- 21.3 The Secretary shall act as the Returning Officer at a ~~General Meeting~~general meeting in accordance with ~~sub rule~~Rule 37.4.

22. DIRECTOR OF FINANCE

- 22.1 The Directors shall elect ~~one~~1 of their number to be the Director of Finance by a majority vote.
- 22.2 The Director of Finance of Rowing ACT shall ensure:
- 22.2.1 the efficient accounting operations including dealings with the Australian Taxation Office;
- 22.2.2 in accordance with these Rules and the By-laws, the collection of all moneys due to Rowing ACT and payments necessary for the running of Rowing ACT or as approved by the Board; and

22.2.3 the maintenance of financial records including details of all revenue and expenses associated with Rowing ACT.

23. VACANCIES

23.1 For the purposes of these Rules, a vacancy for Director occurs if the member:

23.1.1 dies;

23.1.2 ceases to be a Member of Rowing ACT and is not a Director appointed under 18.1.3;

23.1.3 resigns the office;

23.1.4 is removed from office pursuant to Rule 24;

23.1.5 suffers from incapacity of sufficient severity that the Board believes the person is incapable of continuing to serve on the Board;

23.1.6 is disqualified from office under a section of the Act; or

23.1.7 is absent without the consent of the Board from all meetings of the Board held during a period of ~~three (3)~~ months.

24. REMOVAL OF DIRECTORS

24.1 Rowing ACT in ~~General Meeting~~ general meeting may by special resolution, subject to the provisions of the Act, remove any Director ~~member~~ from the Board before the expiration of ~~that Director's~~ member's term of office.

25. BOARD MEETINGS AND QUORUM

25.1 The Board shall meet at least ~~six (6)~~ times in each financial year at such place and time as the Board may determine.

25.2 Additional meetings of the Board may be convened by the Board.

25.3 Written notice of a meeting of the Board shall be given to each member of the Board at least 48 hours before the time appointed for the holding of the meeting. A meeting can be held within a lesser period without notice if no Board member objects.

25.4 Notice of a meeting given under ~~sub-rule~~ Rule 25.3 shall specify the general nature of the business to be transacted at the meeting. Directors may present additional business at the meeting ~~additional business where~~ if it is unanimously agreed. —Any ~~Board member~~ Director may require such additional business to be relisted at the following meeting if they were absent from the Board meeting and that business had not been notified.

25.5 Any ~~five (5) members of the Board~~ Directors shall constitute a quorum for the transaction of the

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business of a meeting of the Board.

25.6 Subject to the Act, a Board meeting may be held by the Directors communicating with each other by any mutually agreed technological means allowing reasonable participation in discussion.

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25.7 No business shall be transacted by the Board unless a quorum is present including Directors communicating under rule 25.6. A meeting may be deferred by a majority of attending Directors if a quorum does not exist after half an hour has elapsed since the notified time.

25.8 Meetings of the Board shall be chaired by:

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25.8.1 the President; or

25.8.2 if the President is absent, by a Director attending the meeting elected by Directors also attending the meeting.

26. DELEGATION BY BOARD TO SUB-COMMITTEE

26.1 The Board may, by instrument in writing, delegate to ~~one~~¹ or more sub-committees, consisting of such Member or Members as the Board thinks fit, the exercise of such of the functions of the Board as are specified in the instrument, other than:

26.1.1 this power of delegation; and

26.1.2 a function which is a function imposed on the Board by the Act, by any other law of the Territory, or by resolution of Rowing ACT in ~~General Meeting~~^{general meeting}.

26.2 A function, the exercise of which has been delegated to a sub-committee under this Rule may, while the delegation remains unrevoked, be exercised by the sub-committee in accordance with the terms of the delegation.

26.3 A delegation under this Rule 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 instrument of delegation, and may be varied from time to time.

26.4 Notwithstanding any delegation under this Rule, the Board may continue to exercise any function so delegated and any decision taken by the Board overrides a decision taken by a delegated committee.

26.5 Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this Rule has the same force and effect as it would have if it had been done or suffered by the Board.

26.6 The Board may, by instrument in writing, revoke wholly or in part any delegation under this Rule.

26.7 A sub-committee may meet and adjourn as it determines.

27. VOTING AND DECISIONS OF BOARD

- 27.1 Questions arising at a meeting of the Board or of any sub-committee appointed by the Board shall be determined by a majority of votes of the members of the Board or sub-committee present at the meeting, including those present in accordance with ~~sub-rule~~Rule 25.6.
- 27.2 Each member of the Board shall be entitled to ~~one~~1 vote on each motion upon which a vote is to take place.
- 27.3 In the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 27.4 Subject to ~~sub-rule~~Rule 25.5, the Board may act notwithstanding any vacancy on the Board.
- 27.5 Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a sub-committee appointed by the Board, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or sub-committee.

28. ANNUAL GENERAL MEETINGS – HOLDING OF

- 28.1 Rowing ACT shall, at least once in each calendar year and within the period of 5 months after the expiration of each financial year of Rowing ACT, or any other period specified in the Act, convene an ~~a~~Annual ~~General Meeting~~general meeting of its Members.

29. ANNUAL GENERAL MEETINGS – CALL OF AND BUSINESS AT

- 29.1 The Annual ~~General Meeting~~general meeting of Rowing ACT shall, subject to the Act, be convened on such date and at such place and time as the Board thinks fit.
- 29.2 In addition to any other business which may be transacted at an ~~a~~Annual ~~General Meeting~~general meeting, the business of an ~~a~~Annual ~~General Meeting~~general meeting shall be to:
- 29.2.1 confirm the minutes of the ~~previous~~last preceding ~~a~~Annual ~~General Meeting~~general meeting and of any ~~General Meeting~~general meeting held since that meeting;
- 29.2.2 receive from the Board reports on the activities of Rowing ACT during the ~~previous~~last preceding financial year;
- 29.2.3 elect members of the Board; and
- 29.2.4 receive and consider the statement of accounts and the reports that are required to be submitted to members pursuant to the provisions of the Act.
- 29.3 An ~~a~~Annual ~~General Meeting~~general meeting shall be specified as such in the notice convening it in accordance with Rule 30.
- 29.4 Rules 31 to 38 apply to the conduct of both ~~A~~annual ~~General Meeting~~general meetings and ~~General Meeting~~general meetings.

30. GENERAL MEETINGS – CALLING OF

- 30.1 The Board may, whenever it thinks fit, convene a ~~General Meeting~~general meeting of Rowing ACT.
- 30.2 The Board shall, on the requisition of not less than ~~three (3)~~ Member Clubs, convene a ~~General Meeting~~general meeting of Rowing ACT.
- 30.3 A requisition by those Member Clubs for a ~~General Meeting~~general meeting:
- 30.3.1 shall state the purpose or purposes of the meeting;
- 30.3.2 shall be signed by authorised representatives of the Member Clubs making the requisition;
- 30.3.3 shall be lodged with the Secretary; and
- 30.3.4 may consist of several documents in a similar form, each signed by ~~one (1)~~ or more of the Member Clubs making the requisition.
- 30.4 If the Board fails to convene a ~~General Meeting~~general meeting within ~~one (1)~~ month after the date on which a requisition of Member Clubs for the meeting is lodged with the Secretary, any ~~one (1)~~ or more of the Member Clubs who made the requisition may convene a ~~General Meeting~~general meeting to be held not later than ~~three (3)~~ months after that date.
- 30.5 A ~~General Meeting~~general meeting convened under ~~sub-Rule~~Rule 30.3 shall be convened as nearly as is practicable in the same manner as ~~General Meeting~~general meetings are convened by the Board. Rowing ACT shall meet reasonable costs normally associated with a ~~General Meeting~~general meeting.

31. NOTICE

- 31.1 Except where the nature of the business proposed to be dealt with at a ~~General Meeting~~general meeting requires a special resolution, the Secretary shall, at least 14 days before the date fixed for the holding of the ~~General Meeting~~general meeting, notify in writing all Member Clubs and announce the meeting in any convenient way including electronic media used by ~~Rowing ACT~~the Association. The advice and announcement shall specify the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 31.2 Where the nature of the business proposed to be dealt with at a ~~General Meeting~~general meeting requires a special resolution, the Secretary shall, at least 21 days before the date fixed for the holding of the ~~General Meeting~~general meeting, ensure the notifications specified at ~~Rule~~ 31.1 are given and that these notifications include the proposed special resolution.
- 31.3 A Club desiring to bring any business before a ~~General Meeting~~general meeting may give a signed notice in writing of that business to the Secretary. -The Secretary shall include that business in the next notice calling a ~~General Meeting~~general meeting.
- 31.4 On receipt of a notice of a ~~General Meeting~~general meeting under this Rule, a Member Club shall forward copies of the notice to its members.

31.5 No business other than that specified in the notice convening a ~~General Meeting~~general meeting shall be transacted at the meeting except, in the case of an ~~a~~Annual ~~General Meeting~~general meeting, business which may be transacted pursuant to ~~sub-rule~~Rule 29.2.

32. GENERAL MEETINGS – PROCEDURE AND QUORUM

32.1 No item of business shall be transacted at a ~~General Meeting~~general meeting unless a quorum of Member Clubs is present during the time the meeting is considering that item.

32.2 A quorum exists for the transaction of business of a ~~General Meeting~~general meeting if more than half the Member Clubs are represented.

32.3 If within half an hour after the appointed time for the commencement of a ~~General Meeting~~general meeting a quorum is not present, the meeting if convened upon the request~~ition~~ of Member Clubs shall be dissolved. In any other case, the meeting shall stand adjourned to the same place and day in the following week or, if that is not practicable, to an alternative time and place within the next fortnight specified by the person presiding at the ~~General Meeting~~general meeting.

32.4 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Member Clubs present shall constitute a quorum.

33. PRESIDING MEMBER

33.1 The President, or in the absence of the President, a Director, shall preside at each ~~General Meeting~~general meeting of Rowing ACT. Where more than ~~one~~1 Director is present and the President is absent, those Directors will decide who shall preside at the meeting by a simple majority.

33.2 If the President and all Directors are absent from a ~~General Meeting~~general meeting, or if agreement is not reached by a majority of Directors, Member Clubs present shall elect an ~~Individual Member~~ to preside at the ~~General Meeting~~general meeting.

34. ADJOURNMENT

34.1 The person presiding at a ~~General Meeting~~general meeting at which a quorum is present may, with the consent of the majority of Member Clubs present at the meeting, adjourn the meeting from time to time and place to place. No business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

34.2 Where a ~~General Meeting~~general meeting is adjourned but no date ~~can~~orto resume is set, the Secretary shall give written notice ~~seven~~(7) days before the adjourned meeting to each Member Club stating the place, date and time of the meeting and nature of the business to be transacted at the meeting.

34.3 Except as provided in ~~sub-Rule~~Rules 34.1 and 34.2, notice is not required for an adjournment of a ~~General Meeting~~general meeting or of the business to be transacted at any adjourned meeting.

35. MAKING OF DECISIONS

- 35.1 A question arising at a ~~General Meeting~~general meeting of Rowing ACT shall be determined on a show of hands unless, before the declaration of the show of hands, a poll is demanded. Such a declaration stated by the person presiding that a resolution has, on a show of hands, been carried shall be final. The minutes are evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 35.2 At a ~~General Meeting~~general meeting of Rowing ACT, a poll may be demanded by the person presiding or by not less than ~~three (3)~~ Member Clubs present at the Meeting after allowance is made for any valid proxies held.
- 35.3 Where a poll is demanded at a ~~General Meeting~~general meeting, the poll shall be taken:
- 35.3.1 immediately in the case of a poll which relates to the election of the person to preside at the meeting or to the question of an adjournment; or
- 35.3.2 in any other case, in such manner and at such time before the close of the meeting as the person presiding directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.
- 35.4 Any act or thing done or suffered, or purporting to have been done or suffered, by the Board as a result of a decision taken at a ~~General Meeting~~general meeting is valid and effectual notwithstanding any defect that may afterwards be discovered.

36. ATTENDANCE AT GENERAL MEETINGS

- 36.1 ~~All~~Members ~~are shall be~~ entitled to attend ~~any General Meeting~~general meetings of Rowing ACT.

37. VOTING

- 37.1 Upon a question arising at any ~~General Meeting~~general meeting of Rowing ACT, each Member Club is entitled to ~~one~~1 vote by the person nominated by the Member Club as the Member Club's representative.
- 37.2 The President of Rowing ACT, or the person otherwise presiding at the meeting, may cast a deciding vote where the motion is tied.
- 37.3 Member Club votes may only be cast personally or by proxy.
- 37.4 The Secretary shall act as the Returning Officer. If the Secretary is not present or declines that role, another person may be appointed by the Presiding Officer.

38. APPOINTMENT OF PROXIES

- 38.1 Each Club shall be entitled to vote by proxy subject to notice being given to the Secretary no later than 24 hours before the meeting in respect of which the proxy is appointed.

38.2 The notice appointing the proxy shall be in the form set out in Appendix 2 to these Rules or as otherwise determined by the Board.

39. FUNDS – SOURCE

39.1 With the exception of ~~sub-rule~~Rule 39.2, the funds of Rowing ACT shall be derived from annual subscriptions of Members, sales, donations and, subject to any special resolution passed by Rowing ACT in ~~General Meeting~~general meeting and to the provisions of the Act, such other sources as the Board determines.

39.2 ~~Rowing ACT~~The Association may only borrow money where approved by special resolution.

39.3 Where money is received or paid electronically, those electronic records may be regarded as being sufficient for record purposes.

39.4 All cash received by Rowing ACT shall be deposited as soon as practicable and without deduction to the credit of Rowing ACT's bank account. A receipt should be issued by Rowing ACT as soon as possible, except where not practicable such as for sales to the public of merchandise or similar material.

40. FUNDS – MANAGEMENT

40.1 Subject to any resolution passed by Rowing ACT in ~~General Meeting~~general meeting, the funds of Rowing ACT shall be used for the ~~o~~Objects of Rowing ACT ~~set out in Rule 2~~ in such manner as the Board determines.

40.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any ~~two~~(2) authorised members of the Board or employees of Rowing ACT.

40.3 Where electronic commerce processes represent normal business practice and are secure, the Board may approve, with or without limitation, the use of debit and credit cards or other forms of electronic commerce.

40.4 For the purposes of ~~sub-rule~~Rule 40.2, 'signed' shall include electronic authorisation in accordance with electronic approvals processes associated with the relevant Rowing ACT on-line banking payment facility or other forms of commerce approved by the Bard.

41. ALTERATION OF OBJECTS AND RULES

41.1 The ~~O~~objects of Rowing ACT ~~set out in Rule 2~~ and these Rules shall only be altered by special resolution in accordance with the provisions of the Act.

42. BY-LAWS

42.1 The Board may (by itself or by delegation to a sub-committee) formulate, approve, issue, adopt, interpret and amend such By-laws as for the proper advancement, management and administration of Rowing ACT. Such By-laws must be consistent with these Rules.

42.2 All By-laws made under this Rule shall be binding on Rowing ACT and all Members.

42.3 The By-laws regulate matters including, but ~~are~~ not limited to, ~~the~~:

~~42.3.1 the governance and the day-to-day management of Rowing ACT;~~

~~42.3.2 the management of rowers and rowing in the ACT; and~~

~~42.3.3 the expected and the conduct of Members of Rowing ACT.~~

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43. CUSTODY OF BOOKS

43.1 Subject to the Act, the Regulations and these Rules, the Secretary shall ensure effective custody of all records, books, and other documents relating to Rowing ACT.

43.2 Subject to the Act, the Regulations and these Rules, the Director of Finance shall ensure that all financial records are maintained necessary for the sound gGovernance and operation of Rowing ACT.

44. COMMON SEAL

44.1 The common seal of Rowing ACT~~the Association~~ shall be kept in the custody of the Secretary.

44.2 The common seal shall not be affixed to any instrument except by the authority of the Board and the affixing of the common seal shall be attested by the signatures of ~~two-2 members of the Board~~Directors or as the Board shall otherwise determine from time to time.

45. INSPECTION OF BOOKS

45.1 The records, books and other documents of Rowing ACT shall be open to inspection within a fortnight of the request by a Member Club being made in writing, at a mutually agreed time at a place in the Australian Capital Territory, free of charge. Inspection may be made by the President or Secretary of the Member Club calling for the inspection along with another person nominated by that Member Club.

46. SERVICE OF NOTICE

46.1 For purpose of these Rules, a notice served by or on behalf of Rowing ACT upon any Member either personally, by post, or electronic mail, is taken to have been properly served if sent to the last address advised by the Member.

46.2 Where a document is sent, the document shall be deemed, for the purposes of these Rules, to have been served on the person at the time the document would have been delivered in the ordinary course of delivery.

46.3 Member Clubs must notify their -Individual Members ~~are to be notified~~ of any notices ~~sent to Member Clubs by the Club of which they are a member~~received by the Club, notwithstanding ~~any notice given by Rowing ACT to that Individual Member using information stored in s that may arise from a membership database under sub-rule~~Rule 5.2.

47. DISSOLUTION

- 47.1 Rowing ACT may be dissolved by a special resolution at a ~~General Meeting~~general meeting convened specifically for dissolution. A quorum of two-thirds of the Member Clubs must be present.
- 47.2 On the dissolution of Rowing ACT, the surplus assets of Rowing ACT shall be held in trust for a future body representing the interests of rowing in the Australian Capital Territory, as designated by the national body governing at the time rowing in Australia.
- 47.3 The trust created under Rule 47.2 should be held with the national body governing rowing in Australia or, in the event that the trust fails with the national rowing body, in a trust identified or created by the Board existing at the time of the dissolution of Rowing ACT or failing that, an agency within the Australian Capital Territory Government.

48. TRANSITION

- 48.1 All Members of Rowing ACT Association Incorporated at the time of the adoption of these Rules ~~continue to bear~~also Members under these Rules.
- 48.2 The President of the Rowing ACT Association Incorporated at the time of the agreement to adopt these Rules ~~remains to be~~is the President of Rowing ACT until an election is held at the 2019 ~~a~~Annual General Meetinggeneral meeting, in accordance with Rule 19.
- 48.3 Directors of the Rowing ACT Association Incorporated at the time of the agreement to adopt these Rules remain Directors of Rowing ACT Incorporated until the 2019 Annual ~~General Meeting~~general meeting if they were elected or appointed in 2017.

APPENDIX 1 – Sub-Rule 4.1

**APPLICATION FOR CLUB MEMBERSHIP OF
ROWING ACT**

As President/Secretary of (insert Gclub name)

I, (full name of applicant)
of(address)

hereby apply for my Gclub to become a Member Club of Rowing ACT. In the event of the admission as a Member Club, the Gclub agrees to be bound by the Rules and the By-laws of Rowing ACT for the time being in force.

.....
(Signature)

.....
(Date)

I, (full name)
as President/Secretary of (insert Member Club name)
nominate the above Gclub for admission as a Member Club~~membership~~ of Rowing ACT.

.....
(Signature of Proposer)

.....
(Date)

I, (full name)
as President/Secretary of (insert Member Club name)
second the nomination of the above Gclub for admission as a Member Club~~membership~~ of Rowing ACT.

.....
(Signature of Proposer)

.....
(Date)

APPENDIX 2 - Sub-Rule 38

FORM OF APPOINTMENT OF PROXY

I,
(full name)

of
(address)

as the representative of
(insert Club name)

hereby appoint
(full name of proxy)

of
(address)

being a ~~M~~member of ~~that incorporated Association~~Rowing ACT, as my proxy to vote for me on my behalf at the ~~General Meeting~~general meeting of Rowing ACT(annual ~~General Meeting~~general meeting or other ~~General Meeting~~general meeting, as the case may be) to be held on theday of20..... and at any adjournment of that meeting.

My proxy is authorised to vote in favour of/against (*delete as appropriate*) the resolution (*insert details*).

.....
(Signature of member appointing proxy)

.....
(date)