

ST GEORGE ROWING CLUB
ACN 000 990 063

**NOTICE OF GENERAL MEETING
AND SPECIAL RESOLUTIONS**

NOTICE is hereby given of a General Meeting of **ST GEORGE ROWING CLUB** to be held on **Monday 21st May 2018** commencing at the hour of **6:30pm** at the premises of the Club, Cahill Park, Wollli Creek, New South Wales.

BUSINESS

The business of the General Meeting will be for members to consider and, if thought fit, pass the Special Resolution set out below.

PROCEDURAL MATTERS FOR SPECIAL RESOLUTIONS

1. To be passed, a Special Resolution must receive votes in favour from at least three quarters (75%) of those members who, being eligible to do so, vote in person on the Special Resolution at the meeting.
2. The Special Resolution is to be read in conjunction with the headings and notes following each amendment. **The notes in the Special Resolution form part of the amendments and are only for the information of members.**
3. **Only Life members or financial Ordinary members are entitled to vote on the Special Resolution.**
4. Under the Registered Clubs Act:
 - (a) members who are employees of the Club are not entitled to vote.
 - (b) proxy voting is prohibited.
5. Amendments to a Special Resolution (other than minor typographical corrections which do not change the substance or effect of the Special Resolution) will not be permitted from the floor of the meeting.
6. The Board of the Club recommends the Special Resolution to members.

SPECIAL RESOLUTION

[The Special Resolution is to be read in conjunction with the notes to members set out below.]

That the Constitution of St George Rowing Club be amended by:

- (a) **deleting** Rule 49(a) and in its place **inserting** the following new rule 49(a):

“Subject to Rule 49(b) and Rule 79, the Board shall consist of seven directors who shall

(i) subject to Rule 49(a)(ii), comprise a President, Vice President and five Ordinary directors;

(ii) as and from the conclusion of the Annual General Meeting of the Club held in 2018, and for the purposes of the election held in that year, comprise a Chairperson and 6

Ordinary Directors. A director holding office as the President, Vice President, Captain or Vice Captain whose term of office does not expire at the Annual General Meeting in 2018 will as from the conclusion of that meeting be an Ordinary Director.

- (b) **deleting** Rule 51(b) and in its place **inserting** the following new Rule 51(b):

“At least two directors must be members of the Club who satisfy the CEO that they have paid an appropriate subscription to be rowers at the Club’s Como Boat Shed or otherwise belong to the Club’s rowing sub club which conducts rowing at the Club’s Como Boat Shed.”

- (c) **inserting** the following words at the end of Rule 51:

“A member who has been found guilty of a disciplinary charge in accordance with Rules 40 to 41 shall not be eligible to stand for or be elected or appointed to the Board unless seven (7) years have passed since the date on which they were found guilty of the charge.”

- (d) **deleting** from Rules 51A, 55(a)(iv), 62 the word *President* whenever occurring, and in its place **inserting** the word *Chairperson*.

- (e) **inserting** the following new Rule 51D immediately after Rule 51C:

“A member shall not be eligible to stand for or be elected or appointed to the Board unless they have completed a pre-nomination information session conducted by the Club.”

- (f) **inserting** at the end of Rule 52(b) the words *“The nomination may be in a form of a statutory declaration as determined by the Board from time to time and must be required to be accompanied by a document from the candidate in relation to his candidacy in a format approved by the Board”*.

- (g) **inserting** in Rule 52(e), after the words *“his or her proposers”* the words *“and the candidate’s document in relation to his candidacy required under Rule 52(b)”*.

- (h) **deleting** Rule 52(d) and 52(i) and **renumbering** the provisions of Rule 52 accordingly.

- (i) **inserting** the following new Rule 52A immediately after Rule 52:

“The Board shall as soon as practicable meet after each Annual General Meeting for the purposes of electing a Chairperson who shall, subject to this Constitution, hold office until the next meeting of the Board held pursuant to this Rule.”

- (j) **deleting** Rule 60 and in its place **inserting** the following new Rule 60:

“The Chairperson shall preside as chairperson at every meeting of the Board. If the Chairperson is not present within ten (10) minutes of the time appointed for holding the meeting or is unwilling or unable to act then the directors present shall elect one of their number as chairperson for that meeting.”

- (k) **deleting** Rule 91 and in its place **inserting** the following new Rule 91:

“The Chairperson shall be entitled to take the Chair at every general meeting. If the Chairperson is not present within fifteen (15) minutes after the time appointed for holding such meeting or is unwilling or unable to act then the Directors of the Club present shall elect a member of the Board as chairperson of the meeting”

- (l) **deleting** Rule 111 which provides as follows:

“No Ordinary member or Junior member of the Club shall compete in any sport or receive any prize, gratuity, benefit or other reward which may infringe their amateur status and should a member do so then that member may not compete in any regatta, race or event in which the Club is interested and no boat or Club crew or team shall compete in any regatta, race or event or receive any prize, gratuity, benefit or other reward which may infringe its amateur status.”

Notes to Members on the Special Resolution

1. The Special Resolution makes a number of amendments to the Constitution in relation to the size and composition of the Board and the election of the Board.
2. **Paragraphs (a), (b), (d), (j) and (k)** propose amendments to the composition of the Board. If the Special Resolution is passed:
 - (a) the positions of Captain and Vice Captain will be removed from the Board;
 - (b) those positions will be replaced by two Ordinary director positions;
 - (c) however, the Constitution will provide that at least 2 directors of the Board must be members of the Club who pay a rowing subscription to be eligible to row at the Club's Como Boat Shed or otherwise belong to the Club's rowing sub club which conducts rowing at the Club's Como Boat Shed;
 - (d) the position of President will be replaced with a position of Chairperson; and
 - (e) the position of Vice President will be removed, to be replaced by an Ordinary Director position.
3. Currently, the Constitution provides that the Captain and Vice Captain must be members of Rowing New South Wales.
4. However, there is no requirement that they be rowers based at the Como Boat Shed or members of the Rowing sub club..
5. Furthermore, the Rowing members themselves will elect the Captain and Vice Captain for the purposes of the Rowing Committee.
6. Accordingly, the Board is proposing the First Special Resolution so that the Rowing members can continue to elect a Captain and Vice Captain for the purposes of the Rowing Committee at the Como Boat Shed, and that the Board comprise of 7 members, consisting of a President, Vice President, and 5 Ordinary directors, and that 2 of the 7 directors must satisfy the rowing requirement referred to in 2(b) above.
7. The Board is also proposing to replace the position of President with that of Chairperson and remove the Vice President's position. The title of Chairperson is more appropriate for the office, as the main duties of the office are to chair Board and General Meetings. This also reflects a growing trend where companies will have a chairperson and directors on the Board, and not have specific roles such as Vice President or Captain. As part of these changes, the Rules in relation to chair Board and general meetings will also be amended to provide that if the Chairperson is unable or unwilling to act in that position at a general meeting or annual general meeting, the directors present will elect a director to chair the meeting.
8. Paragraph (a) of the Special Resolution also clarifies that while the Board has the power to fill a casual vacancy, the Board is not compelled to fill a casual vacancy. That is, the Board only has to fill a casual vacancy if the number of directors is reduced below the number required for a quorum.
9. **Paragraph (c)** of the Special Resolution provides that a member who is found guilty of a disciplinary charge will not be eligible to stand for or be elected or appointed to the Board within seven (7) years of the determination of the charge. This will apply irrespective of the period of suspension, or indeed if no suspension was applied at all.
10. **Paragraph (e)** will provides that members will not be eligible to stand for or be elected to the Board unless they have attended a pre nomination information session conducted by the Club before the relevant election. This is to ensure that candidates are aware of the role and the responsibilities of being a director.

11. **Paragraph (f)** provides that the nomination form to be a candidate for election to the Board may be a statutory declaration, and that candidates for election to the Board must submit a document in relation to their candidacy as determined by the Board.
12. **Paragraph (g)** proposes that the document supplied by each candidate must be posted on the Club notice board with the name of the member's proposers and seconder.
13. **Paragraphs ((h) and (i))** change the way the Chairperson is to be elected. If passed, the Board will, after each annual general meeting, elect the Chairperson from amongst their own number to serve in that office until after the next annual general meeting – ie for approximately 12 months.
14. Currently, the members directly elect the President and Vice President for three (3) year terms. This is because the Club operates under the triennial rule whereby members elect directors for three (3) year terms.
15. The Board is proposing this amendment to allow the directors, after each Annual General Meeting, to take into account any changes to the Board that may have taken place at the last election and then determine who, amongst the current Board, have the best skill set to serve in the position of Chairperson.
16. **Paragraph (l)** proposes to delete Rule 111 which provides that members cannot do anything which would "infringe their amateur status".

Dated: 3 April 2018

By direction of the Board



Lyndal Talarico
CEO