

Rowing ACT (RACT)

Amendment of Board Director Appointment Term for RACT

Notice Special Resolution RACT Constitution

The following special resolution will be proposed at the annual general meeting:

The RACT Board wishes to put a Special Resolution to its members at the Annual General Meeting (AGM) of Monday 23rd October 2023 at the time and location noted in the notice of the AGM, to revise the appointment term of Board Directors for RACT, in the RACT Constitution.

- “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.

Notice is hereby given to Members that a special resolution will be put to members for a vote at the 2023 AGM to amend the appointment term of Board Directors for RACT in the RACT Constitution.

Members may vote at the AGM or via Proxy – the Proxy details and form are provided at Attachment A.

Background:

The current RACT Constitution sets out the duration of the term for Directors as per the following:

18.2 Each Director shall, subject to these Rules, hold office until the conclusion of the second annual general meeting following election or appointment and is eligible for election or appointment for up to a maximum of 10 consecutive years.

18.3 Where a Director is ineligible to stand for election or be appointed by virtue of Rule 18.2, the Director will become eligible again at the second annual general meeting following the expiration of the Director’s term.

This means Directors must stand for re-election or resign at the end of a two-year period, may not serve for longer than 10 years consecutively and if they are ineligible to stand due to the 10-year bar must wait another two years before they can stand for election again.

The Board considers that the original two-year term is inefficient and means that Directors must stand for election just as they are becoming fully effective and capable in the office.

The Board suggests that three years would be more efficient and allow Directors to be more effective in developing and using their experience and knowledge of the RACT business.

The Board also consider that consequential to this the 10-year term should be reduced to 9 to reflect the three-year terms, and that the bar be extended to three years to also reflect the extended three-year duration.

Special Resolution Vote:

1. Having regard to the Boards view and recommendations the RACT Board now recommends to its members that they consider establishing changing the duration that Directors are elected to serve to three years, the maximum consecutive term to nine years and the duration that a person must wait before being able to seek election after serving the maximum consecutive term to three years.
2. The RACT Board recommends members consider and vote on the following change (highlighted) to the Constitution to reflect this recommendation:

18.2 Each Director shall, subject to these Rules, hold office until the conclusion of the third annual general meeting following election or appointment and is eligible for election or appointment for up to a maximum of 9 consecutive years.

18.3 Where a Director is ineligible to stand for election or be appointed by virtue of Rule 18.2, the Director will become eligible again at the third annual general meeting following the expiration of the Director's term.

Following the AGM the Board will realign the current Board Members terms to ensure that there are two elected director positions for election each year and that there is also one appointed directors term that is up for appointment each year.

RACT Members are asked to consider the proposal and vote on the Special Resolution to amend the term of Directors appointment term in the RACT Board.

Attachment A

The RACT Constitution provides that:

“36.3 Member Club votes may only be cast personally or by proxy.”

“37. APPOINTMENT OF PROXIES

37.1 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.

37.2 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.”

The Proxy form is provided below at Attachment B.

Attachment B

APPENDIX 2 - Rule 7

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 Member of Rowing ACT, as my proxy to vote for me on my behalf at the general meeting of Rowing ACT (annual general meeting or other general meeting, as the case may be) to be held on the day 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)