

MINUTES

NSWRA SPECIAL GENERAL MEETING
TUESDAY 22 June 2011
7.00PM

KEN BROWN ROOM #1, SPORTS HOUSE,
6A FIGTREE DRIVE
SYDNEY OLYMPIC PARK

Present:

John Dollisson (Mosman), Michael Daffy (Sydney), Michael Wiseman (SUBC), John James (North Shore), Ono Van Ewyk (Leichhardt), Andrew McCallum (Leichhardt), Andrew Rowley (Sydney) and Christian Renford (NSWRA)

NSWRA Vice Presidents: Doug Donoghue, Barry Moynahan, Keith Jameson

NSWRA Board Members: Norma Perry (President), Bryan Weir (Deputy President), Bronwen Watson, Joseph Zammit, Ivan Adlam

Apologies:

John Coates (Life Member), Jane Spring (Sydney University Women's), Fiona Toose (Penrith), Chris Noel (NSWRA Director), Greg James (NSWRA Director), Alexander Weilsmann (Balmain), Mark Williams (Mosman), Keryn Saunders (Lower Clarence), Margaret Mackenzie (Life Member), Iain Hayes (Upper Hunter)

Welcome and Introduction

N Perry welcomed all to the Special General Meeting of The New South Wales Rowing Association. N Perry provided an overview of the proposed re-structuring of the Association including the adoption of a new Constitution that is to be voted upon.

N Perry handed the meeting to B Weir. B Weir further outlined the following conditions relating to motions:

1. Required Majority for Motions to Pass

To be validly passed, each of the four Motions shown in the Notice of Meeting must be approved by a majority of not less than three quarters of the votes cast by the Directors, Life Members, Vice Presidents and delegates of Constituent Members present at the meeting and voting in accordance with their voting entitlements.

2. Conditions Relating to all Motions

Each of the four Motions shown in the Notice of Meeting is conditional upon all of the other Motions being validly passed.

3. Failure to Satisfy Conditions

In the event that any of the four Motions shown in the Notice of Meeting is not passed by the requisite majority, the Chairman of the Meeting will declare that none of the Motions has been validly passed and will close the meeting.

4. Effective Date for Motions

The resolutions referred to in the above Motions will not take effect until the President of the Association certifies:

(a) that a Special General Meeting of the members of RNSW has been duly convened and that the resolutions referred to in Annexure D to the Notice of Meeting have been properly passed by the members of RNSW; and

(b) that RNSW has executed the Deed of Transfer

and a copy of such certification has been published on the Association's website. In the event that such certification is not issued and published on or before midnight on 30 June 2011, the resolutions referred to in the above Motions shall be of no effect.

Voting

In accordance with NSWRA Rule 7(vii)(a) the CEO noted there were 36 eligible votes present at the meeting. B Weir confirmed that in accordance with NSWRA Rule 12(iii) 27 votes will be required to pass the 4 special resolutions as tabled

The meeting noted that in accordance with Rule 7(xii)(b) that voting shall be decided on by a show of hands as per voting entitlement unless a secret ballot be demanded. O Van Ewyk on behalf of Leichhardt RC expressed concern about proceeding with a show of hands and requested a secret ballot be conducted to deal with the special resolutions.

Motion: That voting shall be decided on by a show of hands as per voting entitlement.

Moved: N Perry Seconded: K. Jameson

Motion Carried

Special Resolutions

Motion 1 (Special Resolution):

Subject to the Conditions stipulated below, the members of the Association approve the establishment of Rowing New South Wales Incorporated ("RNSW") and further approve the adoption by RNSW, with effect from midnight on 30 June 2011, of the Constitution a draft of which is Annexure A to the Notice of Meeting.

Moved: K Jameson Seconded: M Daffy

30 votes for. 6 votes against

Motion Carried

Motion 2 (Special Resolution):

Subject to the Conditions stipulated below, the members of the Association approve the transfer of assets from the Association to RNSW with effect from midnight on 30 June 2011 as generally described in the Explanatory Memorandum and more specifically provided for in the Deed of Transfer a draft of which is Annexure B to the Notice of Meeting.

Moved: K Jameson Seconded: D Donoghue

36 votes for. 0 votes against

Motion Carried

Motion 3 (Special Resolution):

Subject to the Conditions stipulated below, the members of the Association approve the entry by the Association into a Deed of Transfer substantially in the form of the draft Deed which is Annexure B to the Notice of Meeting.

Moved: K Jameson Seconded: D Donoghue

36 votes for. 0 votes against

Motion Carried

Motion 4 (Special Resolution):

Subject to the Conditions stipulated below, and with effect from midnight on 30 June 2011, the Rules of the Association be amended in the manner set out in Annexure C to the Notice of Meeting.

Moved: K Jameson Seconded: D Donoghue

36 votes for. 0 votes against

Motion Carried

N Perry thanked and congratulated the Constitutional Review Committee for their efforts since June 2009. Specifically, N Perry thanked B Weir for his efforts in drafting the constitution and supporting notices of motion.

General Business

B Moynahan noted that although appreciating the rationale for their removal he regretted that the requirement of the Association to conduct General Meetings have been removed from the Constitution. Previously, general meetings provided opportunities for clubs to carry back messages from the association to their clubs, and allowed clubs a forum to voice their position on matters concerning the association and the sport.

K Jameson supported the sentiments of B Moynahan and encouraged the Board to consider appropriate opportunities to involve delegates and clubs to gain experience in the affairs of the association.

O Van Ewyk noted that Leichardt was supportive of the new Constitution and congratulated all relevant parties for their efforts. O Van Ewyk however noted two concerns of Leichardt RC:

- i. more consideration given to the removal of the General Meetings
- ii. voting entitlements should be proportional to the level of clubs membership, that associations fees and levies reflect this

N Perry reiterated the importance of effective and targeted communication within the Association and that the Board will take on board these comments at its next meeting.

Meeting Closed – 7:15pm