



The Board of Directors formally proposes the following amendments to the Articles of Association for approval by the Membership at the upcoming Annual General Meeting (AGM) to be held on Thursday, November 27, 2025.

These proposed changes are designed to enhance governance, clarify roles, and streamline director appointment and renewal processes.

### **Definitions - Rowing Committee**

A Committee established by the Board to co-ordinate and advise as to policies, activities and initiatives relating to Rowing. The terms of the committee shall be approved with the Board.

### **Article 8**

The Board shall consist of:

- a) the Chair (who shall be responsible for the leadership of the Board)
- b) the Deputy Chair (who shall deputise for the Chair when necessary)
- c) the Chief Executive Officer
- d) the Chair of the Rowing Committee
- e) the Home Nations Director
- f) the Athlete Director
- g) Two Nominated Directors
- h) Four Independent Directors

### **Article 10**

The Deputy Chair shall be appointed pursuant to election by the Members for a term of up to four years. There shall be an open recruitment process through which any registered individual may apply.

### **Article 12**

The Chair of the rowing Committee shall be appointed pursuant to election by the Members for a term of up to four years. There shall be an open recruitment process.

### **Article 15**

The Nominated Directors shall be appointed pursuant to election by the Members each for a term of up to four years. There shall be an open recruitment process through which any registered individual may apply.

### **Article 60**

All business shall be deemed special that is transacted at a General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the following, which shall be deemed ordinary business –

- a) Consideration of the income and expenditure account and balance sheet, and the reports of the Board and of the Auditors;
- b) The election of the Deputy Chair, the Chair of the Rowing Committee and the Nominated Directors; and
- c) The appointment of, and the fixing of, the remuneration of the Auditors

**Reason for proposal**

This makes it clear that that the Deputy Chair and nominated directors are not filtered by the board and that the nominated directors come from within the sport to balance the independent directors.

There is no limit on being a registered member for the Chair of the Rowing Committee as the members might be thought that a “non-rowing” person may be more suitable.

**Note:** Article 20 gives the board the ability to say that the persons nominated as not suitable.