

SUMMARY OF PROPOSED CONSTITUTION AMENDMENTS

This document sets out a summary of the proposed amendments to the existing constitution of Ski Racing Australia Association Incorporated (**SRA**). The amendments broadly fall into three categories:

- (1) CEO, clarification of voting rights and miscellaneous amendments (**Category A**);
- (2) Board composition / structure amendments (**Category B**); and
- (3) transitional provisions (**Category C**).

Category A amendments

1. The miscellaneous amendments are generally to 'tidy up' the constitution - to amend typos, modernise and ensure the constitution and definitions are consistent. Examples include adjusting references to "water ski racing" for consistency, capitalising references to "members", updating references to the "chair" and removing references to the provision of notice by fax.
2. The right of Ordinary Members and Life Members to attend and cast one vote per Member at General Meetings is set out in proposed amended clause 3.1 and new clause 15.1 - this reflects the current arrangements for voting rights and ensures it is clearly stated in the Constitution. The role of a State Recognised Body, as a State or Territory ski racing association and (non-voting) member of SRA is recognised (reflecting the current position).
3. New clause 22 gives the Board the option (rather than an obligation) to appoint a CEO or, alternatively, if it does not appoint a CEO, another person to fulfil required duties. The Board may also appoint a Public Officer rather than the CEO automatically fulfilling the role of Public Officer.

Category B amendments

4. The composition and structure of the Board will change so that the Board will consist of:
 - a) 5 State Directors (i.e. one representative elected by each State Body); and
 - b) up to 4 Independent Directors appointed by the Board (to allow the Board to appoint directors with a particular skill-set so there is a broad range of skills and experience across those who are directors).
5. If the proposed changes are adopted by members, there will no longer be "wild card" directors (also known as elected directors).
6. Directors are subject to a maximum number of consecutive terms in office with the effect that they cannot hold office for more than 6 years consecutively.
7. New requirement that the Chair is an Independent Director (not a State Director).
8. State Directors must be nominated by their State Body through a democratic voting process before being appointed to the Board.
9. Directors will have the power to appoint a person to fill a casual vacancy in the position of Independent Director (if an Independent Director resigns).
10. Independent Directors cannot hold a position on the Board of a State body or hold skier, driver or observer membership of SRA.

Category C

11. Transitional provisions have been included in new clause 33 to allow a period of transition from the former Board structure to the proposed new structure.
12. The chair of each State Body replaces the State Directors currently in office and the chairs will become the interim State Directors until the State Body elects a new State Director. Each State Body must nominate a new State Director within 90 days of the conclusion of the 2019 AGM.
13. Following the conclusion of the 2019 AGM, the Board must commence the process of seeking and considering the appointment of 4 Independent Directors however must not appoint those Directors until the last of the 5 new State Directors is elected or 90 days after the 2019 AGM (whichever is sooner).
14. The current Chair (Russell Lewis) holds office until a new Chair is appointed, which must occur once all new State Directors have been appointed or 90 days after the 2019 AGM (whichever is sooner).
15. The Board must appoint a Vice Chair and Finance Director at the time the new Chair is appointed.