

Proposal Title (brief description)	Old Memorandum of Association reference	Proposed Change and new references	Reason for recommended change
Memo Review 1 (admin tidy and best practice)	Sections 1, 3 (h), 3 (j), 3 (k), 3(l), 3 (r), 3(s), 3 (t) and throughout sections 1-7 for completeness	Administrative/typographical corrections - new sections 3 (r), 3(s), 3 (t) replacing old 3(r) to align with recommendations from NSPCC, Sport Ireland and safeguarding authorities in NI and RoI	Administrative, typographical and phrasing corrections to generally improve document accuracy, including to ensure correct usage of defined terms for "the Company" "Members" etc, removing redundant reference to "determination of Amateur status". Updated references e.g. FISA to World Rowing and to allow references to other bodies such as OFI. Removal of reference to redundant documents e.g. Water Safety Code. Improvement in language in Section 3, clause (j) ,(k),(r) for clarity. Improved equality clauses and neutral language otherwise (e.g. Section 5). Passing this change also allows the renumbering of all sections of the MOA to include any changes adopted, deletion as required and formatting of the Memorandum to suit its revised publication.
Proposal Title (brief description)	Old Articles of Association reference	Proposed Change and new references	Reason for recommended change
Articles Review 1 (admin tidy and best practice)	Part 2 Interpretation, Arts (3) and (5) merged to new Art 3 Art (4) repetition removed Arts (23), (34) and throughout as required following legal review of constitution	Administrative/typographical corrections Movement of wording to relevant location for flow and logic (green text) and duplication taken out Voting by Proxy allowed - this means it doesn't have to be the secretary that votes (has happened in practice so just allowing with good governance control new arts 96-100) Numbering corrected throughout -previous two constitutions had repeated numbering Board normally delegates operational functions to staff - In line with best practice any committee that uses RI staff, budget or resource is delegated to CEO. This is normally done by Board resolution but putting in constitution is more transparent for all; (new art 62). Every Company Board has full oversight of the Company and is required to immediately act on audits and findings -a new provision to allow for implementation of best practice is added (new art 108) particularly with regard to athlete welfare, safeguarding safety and other related standards that could be imposed on RI.	Deletion of definition of "Official" , "Province" "Paid Up" - Official was a defined term not used in the Constitution at all, so is removed. Province is covered by the updated reference to "Branches" and references therein to allow better targeting of funding in NI and allows RI deal with issues of jurisdiction. Branches will operate to ToR rather than constitutions which could be in conflict with Company requirements. Deletion of "association" - club can cover this. Deletion of bye-laws -RI has rules. Deletion of articles 23, 24 Alternate Directors as it is a redundant section that is not used. Definitions added to align with Rules of Rowing Ireland and to define ADM/AGM/EDM/EGM. The Honorary Secretary becomes a Secretary to align with Company language. Throughout document he/she removed to modernise language. Fixes to defined terms Company/Club/Member as recommended by legal advice and references to Companies Act and cross referenced Arts Passing this change also allows the renumbering of all articles to include any changes adopted, deletion of blank articles and formatting of the document to suit its revised publication. (e.g. if Chairperson or Treasurer change is adopted - respective changes proposed are inserted , if not they are removed without loss of interpretation)
Articles Review 2 (Increased VPs, and removal of representatives from provinces)	Article 9 Branches (new art 8) Art 25	Updated definitions for five defined "Branches" and associated Vice Presidents being: Leinster, Munster, Connacht/Ulster, Northern Ireland and Coastal and Offshore. In addition, we have defined here the right of Registered Athlete's to nominate a Member of Rowing Ireland for Vice President. Provincial "representatives" are removed as Directors must be impartial and independent and act with a 'fiduciary' duty (i.e. in the best interest of Rowing Ireland) Increased number of Independent Directors from 2 to 3	This change proposed is to increase the number of Vice-Presidents from 4 to 6 to allow for appropriate nominations for Vice President from Coastal and Offshore and also a dedicated Registered Athlete's representative. Increasing the number of Vice Presidents will allow nominations to Board membership from the wider range of members and create for better inclusion. The Branches when nominating any candidate as a VP (Director) should have regard to the onerous requirements placed on company Directors and the significant amount of voluntary effort attached to the role. The Vice-Presidents will no longer be solely responsible for extending the sport as this is a specific function of employees of Rowing Ireland (CEO, development officer, women in sport, events officer etc) and governance reviews recommended role clarity and the avoidance of duplication of effort. The belief is that an NI branch can better target funding in NI but might not be allowed to go for NI funding if "Ulster". As a reminder, pre 2017 there used to be 4 VPs and 4 regional representatives -but "representatives" are not allowed by Company law. 2 Independent Directors were since added to Board (with one of those currently from Coastal and Offshore and both rowers). Under new revisions, the 4 original reps would be replaced by 3 Independent Directors (in total) appointed for competency (independent Directors required by Sport Ireland and auditors), a new athlete nominee (equivalent to a worker type Director in some organisations and Australian Rowing) and a new VP for Coastal and Offshore; both of latter to help with integration and improved outcomes for all members. Clubs and branches have been requested to nominate suitable expertise within their membership to offer volunteers for Board roles. A formal succession planning arrangement is likely to be put in place in 2022 to assist with transitions.
Articles Review 3 (admin increase allowed Members of Company)	Arts 10-16	Updates to Membership of Company (New arts reference 11-19 and 92,96-100)	To allow "unlimited" Members as 200 was too low a limitation. These arts now clearly set out the application and termination of Membership Provisions. Also to remove ambiguity and clarify who votes at AGMs and to provide for a nomination of proxy (added as new proposed articles 94-98.)

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Articles Review 4 (Revise Board Membership)	Arts 25 - 50 The Board	Board numbers reduced to 12 and provision for Gender Balance provision (New Art numbers 23-50)	<p>Based on recommendations and requirements from reviews to reduce the size of the Board and Sport Ireland and to implement gender balance before end 2021 as it is increasingly becoming a factor in sponsorship and funding eligibility. The proposed new Board would have the following elected:</p> <p>1 President 6 Vice Presidents 1 Secretary 1 ex President for one year AND 3 independent Directors (not elected) Treasurer and Chairman appointed from the entire group of Directors.</p> <p>The Board shall comprise at least 40% (e.g. 5 of 12) of each gender amongst its Directors (which includes its Officers in its total number). Any committees established by the Board or CEO shall endeavour to achieve a similar composition. This is in line with Sport Ireland requirements and also is likely to become required practice generally note: Government Bill in Progress. Rowing Ireland wants to ensure appropriate representation at Board level and setting this requirement in our Constitution sets out our clear intent to adhere to best practice in this space. Requires nominees to be members of RI.</p>
Articles Review 5 (Split the role of President and Company Chairperson)	Arts 25 - 50 The Board	Allow for a "Chairperson" role - i.e. split the current role of President into two roles being President and Company Chairperson New Art 31, New Art 48	<p>There are very onerous ceremonial requirements placed on the President and these may suit certain individuals better depending on their personal circumstances as the role has recently been very demanding and can severely impact on work, career and family life. Splitting the role will help reduce burnout, share a very heavy workload and lessen the demands on the incoming President.</p> <p>The Chairperson is someone who will be experienced and best able to manage the corporate business of Rowing Ireland, the Company. For clarity, any Board member including the President may be elected to the Chairperson's role provided they are nominated and accept the nomination prior to election.</p> <p>1. Elected President – ceremonial representative and Ambassador of Rowing Ireland (attends RI events and Board and other meetings)and 2. Chairperson who chairs meetings and manages the corporate business of Rowing Ireland, deals with administrative, funding and corporate issues. This is in line with the recommendations by independent auditors to seek to improve and professionalise the oversight of the Company and provide better continuity. This also aligns with Sport Ireland aim to professionalise the management and governance of NGBs. (can be any elected or independent Director)</p>
Articles Review 6 (Remove the need to elect a Treasurer)	Art 27, 32, 37	Appoint the Treasurer from the Board instead of by election New Art 31 and 35 in marked up constitution. Finance Officer does most of work.	<p>Previously the Treasurer would have received and managed cashflow and cheque books on behalf of the IARU. The Board believes that the elected position of Treasurer is now redundant as the Finance Officer of Rowing Ireland fulfils these duties. The Treasurer should therefore be appointed from within the Board on the basis of competency and experience and a real ability to contribute to the financial oversight of the Company which is a slightly different role.</p> <p>Audit requirements are increasing on sport due to the level of funding and this move should help maintain good oversight. Clubs can nominate people of sufficient experience to the 6 VP roles, Secretary and President. The Board can fill gaps around this. This provision allows targeting of say a Chartered Accountant or experienced finance professional for such a role.</p>
Articles Review 7 (Reduce the post presidency commitment)	Art 26 (vii)	New Art 29 Require the President to serve a reduced term (previously 2 years now just one) post Presidency	<p>The former President should ideally continue to serve on the board for one year after leaving office for continuity.</p> <p>Former Presidents have chosen not to pursue the ex officio role. It is considered the appointment of a Chairman separate to the President may assist with improving continuity, reducing burnout and ensuring improved Board performance by better transition.</p>
Articles Review 8 (Increase the number of independent Directors)	Art 38	Appoint three Independent directors instead of two (New Art 30)	<p>The recommendations of our independent governance audit indicates that independent Directors contribute to better governance. Sport Ireland or others may also be able to assist with recruitment of these Directors to fill particular needs of the Board in terms of skill deficits. Increasing the number of independent directors will provide a greater talent pool to the Board and assist with funding applications for the sport. This is only proposed if the motion to remove representatives is carried.</p> <p>Independent Directors can be recommended by any club or branch based on competency requirements to the Board for appointment and the intention is that independent Directorship and skills needs would be advertised for transparency and a nominations sub committee would help with recruitment in future (as in other organisations).</p>
Articles Review 9 (Administrative tidy on removal of Directors)	Art 91	Insert provision for removal of Directors in line with best practice new Arts 44 and 45 and relocate to Powers of the Board section	This provision was not included in the previous Constitution and is a standard provision to include in any Articles of Association to ensure due process.
Articles Review 10 (Administrative tidy on Company notice periods)	Art 69 and 70, 71 and 72	Reduce notice period for AGMs from 42 days to 21 days and require AGMs to be held within 15 months of each other instead of 18 months	<p>Company notice period reduced to 21 days, in line with standard company law standards.</p> <p>Note this means the Secretary cannot provide advance notice of resolutions received -- these must be provided within 14 days of AGM/EGM and Secretary must share them with Members asap after Board receipt (new art 78) and Board review according to old Art 75 (new Art 82) so wording updated to allow for these and similar adjustments.</p>