



NZSSRA
est. 1967



School Rowing Integration

Project Plan
for
NZSSRA & NZRA

School Rowing Integration Project Plan

Executive Summary

This project plan is a plan for integration of the administrative and operational functions of NZRA and NZSSRA with respect to school rowing. It has been developed to implement a recommendation that was made by a Working Party of rowing school principals who met to review NZSSRA's structure. The project plan has already received endorsement from the NZSSRA Executive Committee and been approved by NZRA's CEO.

It is not a merger plan - NZRA and NZSSRA have fundamentally different structures and merging the two would require decisions and compromises well beyond the scope of this plan. However those differences are not an impediment to integration.

It is a phased plan - NZSSRA and NZRA will both need to implement constitutional changes in order to fully execute this plan. Nevertheless there are some steps that can be taken immediately to achieve effective integration and test the waters while moving towards full integration.

The basic premise: a single group will be set up to serve the dual purpose of carrying out the objectives, functions and obligations of both NZSSRA and NZRA (as they relate to school rowing).

The proposal is to create a Schools Committee that fits within NZRA's structure of Board Committees, where it can be administratively supported by NZRA. Appointment of the NZRA Board Member heading the Schools Committee and of the Schools Committee members will involve NZSSRA. NZSSRA members will also retain autonomy of those aspects of the sport that are important for and distinctive to school rowing (Codes, Championships Programmes, etc).

The objectives of the proposal include:

- fixing the short-comings of NZSSRA's existing operations framework, which has grown increasingly unwieldy as the Association's membership has risen;
- moving NZSSRA away from a reliance on volunteers to keep functioning;
- addressing a recommendation that NZSSRA incorporate; and,
- providing accountability lines for NZRA's involvement with school rowing
- realising benefits for both associations that are offered by a closer working relationship, including:
 - aligning and integrating athlete pathways within rowing
 - simplifying communication channels for sponsors and regatta hosts

The project plan outlines a pathway, which initially makes extensive use of existing structures, allowing for a phased implementation that will gradually see those structures replaced with ones that are more robust and better suited for the purpose.

The pathway contains a number of way-points, the first of which being acceptance of the plan by NZSSRA's Members and the NZRA Board. Some of the way-points are in place for approval of the parties to be obtained; others are necessary for the details in subsequent stages to be established.

The review stages are by necessity less well-defined because they provide an opportunity to reflect on the interim structures, learn from them and to take into account additional advice that will be obtained.

None of the stages of the project plan commit NZSSRA and NZRA to an irreversible outcome. The plan has been constructed to facilitate integration not to force it.

Undeniably there is still considerable work to be done between acceptance of the plan and when integration is complete. This will require an investment of time and resources by the Associations but more importantly it will involve consultation with those involved to ensure they understand and participate in the changes taking place.

The first step in that process of consultation is stage one of the project plan – putting the plan forward so a policy of working towards integration can be established and embraced.



Andrew Carr-Smith, LLB

Plan contents

The project plan is summarised and outlined on page one. The timeline on page two sets out the most optimistic schedule for completion. Background to the project plan follows these contents and then more detail about the stages; particularly looking at the outcomes of change implementation and the goals of reviews. Because the plan is non-linear a diagram is included on page 3. A conclusion wraps up page 6. The remainder of the plan is appendices (constitutional considerations, draft documents, delegations, stage outcomes).

Background

NZSSRA's business has always been conducted during the Maadi Cup regatta and in 1968 the first AGM took place at Maadi with less than two dozen schools competing at the regatta. Jump forward to 2009 and there were 101 schools competing and 82 of 141 Members were represented by delegate or proxy at the AGM. In the intervening years the six original Local Secondary Associations have been joined by three more but most of the Associations no longer meet formally or regularly.

During the 2010 NZSSRA AGM the President announced there would be meetings with Principal representatives, NZSSSC and NZRA to discuss the structure of the Association with a view to moving NZSSRA forward as a more professional organisation and to find outcomes that can be put to Principals to vote on before next season gets underway.

In early May a Working Party of five Headmasters (HAMB, OBHS, STMG, BTHC, EDWT), including NZSSSC's Chairman and a member of the Executive Committee, met with NZRA's CEO and NZSSRA's President. Also in attendance were NZSSRA's Executive Officer and Honorary Solicitor.

The Working Party concluded NZSSRA's current structure is creaking at the seams and it would be logical to move closer to NZRA. The Working Party recommended NZSSRA seek change in the form of integration with NZRA; a probable structure involving an advisory panel within NZRA. It was also recommended Board representation be sought and an important outcome of the process would be NZSSRA retaining autonomy over those aspects of the sport important to schools.

This project plan was commissioned to develop the Working Party recommendations to a point where they can be brought forward to NZSSRA and NZRA.

Project plan: the outcome

The project plan begins by stating the intended outcome, which can be implemented incrementally and fits the recommendations of the Working Party:

- The proposal is to create a Schools Committee that fits within NZRA's structure of Board Committees and can be administratively supported by NZRA.
- The Schools Committee will serve the dual purpose of carrying out the objectives, functions and obligations of both NZSSRA and NZRA (as they relate to school rowing).
- The Schools Committee will be headed by the Board Member for Schools. That person will be one of NZRA's four elected Directors and will be nominated by NZSSRA for election during NZRA AGM's.
- Membership of the Schools Committee will comprise at least four people appointed from candidates elected by NZSSRA Members at the NZSSRA AGM. When necessary or desirable additional candidates can be found by the chairman in consultation with all Local Associations.
- Membership of the Schools Committee will also include two ex-officio members: NZRA's CEO and NZSSRA's equivalent officer.

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Project Plan outlined

- ✓. Working Party approval
- ✓. Executive Committee approval
 - ✓) General Meeting called
 - b) transitional Schools Committee candidates identified
- C. NZRA participation
 - a) Board Member for Schools co-opted to NZRA Board
 - b) initial Terms of Reference for Schools Committee accepted
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- 1. NZSSRA General Meeting
 - a) integration policy approved
 - b) project plan accepted
- 2. Schools Committee established
 - a) transitional members appointed
 - b) NZSSRA and Executive Committee functions delegated
- 3A. Schools Committee review
 - a) members appointment process created
 - b) Terms of Reference updated
- 3B. NZSSRA Constitutional review
 - c) new structure, disestablishing Executive Committee, devolving Executive Officer Roles, preparing for incorporation, etc
- 3C. NZRA Constitutional review
 - d) revising NZSSRA membership type and formalising Schools Board Member role, etc
- 4. NZSSRA AGM
 - a) inaugural candidates for Schools Committee elected
 - b) transitional members Schools Committee members replaced
- 5. NZSSRA SGM for incorporation
 - a) Executive Committee retired
 - b) new Officers elected/appointed
- 6. NZRA constitutional changes
 - a) NZSSRA's NZRA membership status changes
 - b) Schools become NZRA members
- 7. NZRA AGM
 - a) election of inaugural schools nominated Board Member
 - b) integration complete

- NZSSRA will be able to participate in NZRA AGMs because its membership status will have changed from Affiliate Member to Local Association (with a jurisdiction over School members of NZRA). Schools will also be able to become members of NZRA, in a manner similar to member Clubs.
- NZSSRA will, like other Local Associations, be an incorporated body. It could also be incorporated with charitable status.
- NZSSRA's structure will be changed during incorporation:
 - The Executive Committee in its current form will be disestablished. Its operational responsibilities will be taken up by the Schools Committee. A smaller governing body will be put in place to satisfy NZSSRA's obligations under the Incorporated Societies Act 1908.
 - Presidency of the NZSSRA will be a titular role instead of an operational one.
 - The Executive Officer role will devolve so its Secretarial and Treasury functions can be taken up by the Schools Committee.
- Most current NZSSRA functions will be carried out by the Schools Committee and a four-yearly review of the Rules and Regulations will be added to the other four-yearly reviews the Schools Committee will undertake (Safety Systems and Championships Programme of Events) in consultation with NZSSRA's Member schools.
- Most of the ordinary business of NZSSRA AGMs will remain in place, where it can be addressed by NZSSRA's rowing community, including: electing a President and Life Members, setting annual subscriptions, selecting hosts and setting venues, dates and fees for Championships regattas. New business at AGMs will be electing candidates for appointment to the Schools Committee and ratifying Board Member appointments and School Committee review outcomes.
- With the assistance of NZSSSC, NZSSRA's school community and Principals will become more involved in the Association by selecting the NZSSRA Board and nominees for the NZRA Director.

With the intended outcome stated it should become apparent why the Stages are necessary and have been included.

Project plan: stage details

1. NZSSRA General Meeting (for policy adoption)
5. NZSSRA Special General Meeting (for incorporation)
6. NZRA Special General Meeting (for constitutional changes)

These three stages are essential for the implementation of integration. First, as a matter of policy, then by way of making the constitutional changes necessary to support the final outcome. They are purely procedural in nature and will be completed by holding three General Meetings: two for NZSSRA and one for NZRA. The specific type of meeting in Stage 6 is given as an SGM but if timing permits or requires the business could take place at an AGM instead.

Despite the fact Stages 5 and 6 involve constitutional change it is expected the actual meetings will be routine and non-controversial. This is because they will be rubber-stamping changes that have already been debated and are subject to consensus arising from extensive consultation during Stage 3.

Stage 1 differs a little from the other two in that it is the first opportunity schools will have to consider the project plan. Unfortunately, without the forums offered by strong active Local Secondary School Associations NZSSRA has had difficulty in recent years engaging large proportions of its schools in policy decisions and General Meetings.

To help address this problem NZSSSC has been taken up on an offer of assistance. The NZSSSC Board will be in attendance at an RSD Conference on 27 September

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Optimal Timeline durations: key dates *notes*

- ✓. Working Party approval
 - 1 week: 13 Aug 2010
- ✓. Executive Committee approval
 - 1 week: 30 Aug 2010
- C. NZRA participation
 - 10 weeks: 27 Oct 2010

- 1. NZSSRA General Meeting
 - 8 weeks: 26 Oct 2010
 - *concurrent with C*
 - *NZSSSC assistance: 27 Sep*
- 2. Schools Committee established
 - 1 day: 27 Oct 2010
- 3A. Schools Committee review
 - 13 weeks: 31 Jan 2011
 - *NZSSRA AGM-9wks*
 - *concurrent with 3B & 3C*
 - *feeds into 3B & 3C*
- 3B. NZSSRA Constitutional review
 - *deadline is 5. SGM-9wks*
 - *concurrent with 3A & 3C*
 - *dependent on 3A*
 - *feeds into 3C*
 - *allows consultation through 4*
- 3C. NZRA Constitutional review
 - *deadline is 6. SGM-10wks*
 - *concurrent with 3A, 3B, 4 & 5*
 - *dependent on 3A, 3B and 5*
- 4. NZSSRA AGM
 - 8 weeks: 29 March 2011
- 5. NZSSRA SGM for incorporation
 - 8 weeks: mid/late-2011
 - *dependent on 3B*
- 6. NZRA constitutional changes
 - 2011/2012 SGM
 - *dependent on 5 & 3C*
- 7. NZRA AGM
 - 2012/2013
 - *first AGM after 6*

and has invited a presentation of the project plan to be made there so NZSSSC can go back to its members (school principals) and raise awareness of the project plan and the NZSSRA General Meeting.

2. Schools Committee established
4. NZSSRA AGM
7. NZRA AGM

These three stages mark the evolution of the Schools Committee from an interim body with transitional members through to its final form. The project plan deliberately includes the creation of the Schools Committee at the earliest possible opportunity rather than waiting until NZSSRA and NZRA have gone through the cycles of SGMs and AGMs required for the constitutional changes and elections that will establish the eventual Schools Committee. This avoids delaying practical integration until mid-2012 and provides other benefits.

An immediate benefit of creating the Schools Committee so early is it enables administrative integration to proceed immediately. Straight away the number of relationships operational during NZSSRA Championships can be reduced from three (between NZSSRA, NZRA and regatta host) to just one; between Schools Committee and regatta host. Having the committee in place also enables the reviews in Stage 3 to benefit from experience operating the Committee and could provide a platform for trialing the committee appointment processes and Terms of Reference, before the Associations commit to constitutional changes.

At Stage 2 the Schools Committee is headed by a principal who has been co-opted onto the NZRA Board as a representative for schools. The other members of the Schools Committee are 3 people drawn from the Executive Committee together with NZRA's CEO and NZSSRA's President and Executive Officer. The latter two are included because their roles cannot be delegated to the Schools Committee whereas NZRA's CEO will ex-officio be a member of the committee in its final form. The reason the balance of the committee members is drawn from the Executive Committee is to provide continuity during the transition and because NZSSRA's members will not yet have had an opportunity to nominate members.

By Stage 7 the Schools Committee is headed by the Board Member for Schools, who is an elected Director of NZRA nominated by NZSSRA's principals, and most of the members of the committee have been appointed from candidates nominated by NZSSRA's Members at the NZSSRA AGM.

The state of the Schools Committee through the various stages is:

- Stages 2 & 3: the Schools Committee (membership described above) operates through delegations from NZSSRA's Executive Committee and under the savings provisions of NZRA's constitution.
- Stage 4: Executive Committee members are replaced by people appointed from candidates nominated by NZSSRA's Members at the NZSSRA AGM. Committee membership is closer to its final form.
- Stage 5: Executive Committee delegations are no longer needed, nor are NZSSRA's President and Executive Officer required as members. From NZSSRA's perspective the committee is operating in its final form.
- Stage 6: the Schools Committee no longer has to operate under the savings provisions of the NZRA constitution and can be appointed to operate in its final form after the next NZRA AGM.
- Stage 7: the principal co-opted to the NZRA Board is released and replaced by the Board Member for Schools, who is an elected Director of NZRA nominated by NZSSRA's principals. The committee is in its final form.

Although the final form of the Schools Committee is described in this project plan that should be seen as a recommended form; one that is subject to scrutiny during Stage 3 reviews.

Schools Committee evolution

- A. Interim Committee (established Stage 2)
 - Chairman: principal co-opted to NZRA Board.
 - Members: NZSSRA President, 3 members of NZSSRA Executive Committee
 - Ex-officio members: NZSSRA Executive Officer, NZRA CEO
 - Authority: acts for NZSSRA through delegation from Executive Committee and for NZRA, under its savings provisions, as a Board Committee.
- B. Transitional Committee I (after Stage 4)
 - Chairman: principal co-opted to NZRA Board.
 - **Members: NZSSRA President, 3 members nominated at NZSSRA AGM**
 - Ex-officio members: NZSSRA Executive Officer, NZRA CEO
 - Authority: acts for NZSSRA through delegation from Executive Committee and for NZRA, under its savings provisions, as a Board Committee.
- C. Transitional Committee II (after Stage 5)
 - Chairman: principal co-opted to NZRA Board.
 - **Members: 3 members nominated at NZSSRA AGM**
 - Ex-officio members: NZRA CEO, NZSSRA CEO
 - Authority: **acts for NZSSRA as its Operations Committee** and for NZRA, under its savings provisions, as a Board Committee.
- D. Final Committee (after Stages 6 & 7)
 - Chairman: **NZRA Board Member for Schools**
 - Members: **members nominated by NZRA Local Associations including 3 members nominated by schools at the NZSSRA AGM,**
 - Ex-officio members: NZRA CEO, NZSSRA CEO
 - Authority: acts for NZSSRA as its Operations Committee and **for NZRA as a Board Committee**

- 3A. Schools Committee review
- 3B. NZSSRA Constitutional review
- 3C. NZRA Constitutional review

Stage 3 will be when the next significant evolution of the project plan takes place. It is when the final form of the Schools Committee is established and the constitutional changes for NZSSRA and NZRA that are necessary to support this are identified. It is also when the changes necessary for incorporation of NZSSRA are identified.

Although the project plan sets out a recommended pathway that includes structures and changes leading to an outcome of integration it must be recognised this is only one pathway to integration. There are many ways NZSSRA and NZRA could be changed and still achieve the same outcome, which is why consultation with the Associations' members is critical to the success of integration.

Effectively all three of the reviews will take place with a degree of concurrency and be inter-dependent. However, they have been separated into three parts to emphasise the additional purposes some of those reviews can serve:

- Stage 3A provides an opportunity to trial the Schools Committee format and Terms of Reference; and
- Stage 3B enables NZSSRA to revise its constitution so it is appropriate for incorporation.

Stage 3A

It is envisaged the review of the Terms of Reference for the Schools Committee will not be a substantial one. It will largely serve the purpose of adjusting the terms of Reference to replace the clauses relating to the interim form of the committee. The biggest changes will be:

- updating the responsibilities of the committee to match those created by NZSSRA in its new constitution, any new responsibilities added during NZRA's constitutional change, and any other specific responsibilities uncovered during the review; and
- adding the process for identifying candidates for the committee

The initial membership of the Schools Committee arises almost out of necessity and it does not reflect the final method for choosing members for appointment. In the end there will be three distinct types of members of the committee:

- **Chairman:** this person is a member of the NZRA Board. That position carries with it certain requirements and restrictions. Finding a way to meet or address those will be where Stages 3A and 3C merge. Effectively the Chairman will be the Board Member for Schools. For that reason it is recommended this Director should be nominated by NZSSRA and changes to the NZRA constitution are made to accommodate that (a set of simple changes is described below in Stage 3C). Because there is ample opportunity for other Board candidates to be drawn from the rowing community it is also recommended the NZSSRA nomination process place an emphasis on principals' involvement. NZSSSC could be approached to assist in that process.
- **Members:** these people will be taking over from the Executive Committee and carrying out additional functions. It is recommended they be drawn from the school rowing community and candidates for appointment be elected at the NZSSRA AGM. Because the committee is an advisory committee and separate from the NZSSRA governance structure it is recommended candidates be elected for one year terms. This gives NZSSRA members a direct and regular opportunity to participate in the Schools Committee. It also creates a new standard item of business for the NZSSRA AGM, which will need to be taken into account in Stage 3B. Likewise, because the current NZRA constitution only provides for Local Association involvement in the appointment process, this is another place where Stages 3A and 3C meet. While there is provision for candidates from other Local Associations it is recommended a minimum of three places should be set aside for NZSSRA candidates. This provides a method of retaining NZSSRA's autonomy over aspects of school rowing when operating through the Schools Committee.
- **Ex-officio members:** NZRA's CEO will be an ex-officio member and it is recommended NZSSRA's equivalent officer similarly be part of the committee. That person could also take over any residual decision-making capacity left after the current Executive Officer role devolves to release Secretarial and Treasury functions to be taken up by the committee. Having the Executive Officer's replacement on the Schools Committee provides a conduit between the committee and NZSSRA's new governance body.

Stage 3B

The project plan includes provision for incorporating the Association and registering it under the Incorporated Societies Act 1908. There are several reasons for incorporation including:

- a recommendation to incorporate from the accounting firm that completed NZSSRA's most recent financial statements
- the possibility NZSSRA could be eligible to register with charitable status, providing funding opportunities for school rowing
- there is currently no liability protection for members or officers of NZSSRA

- the project plan gets rid of the Executive Committee so NZSSRA will need a new structure and it is easier to restructure once than twice.

There are a number of advantages of becoming an incorporated society. These include:

- A society becomes a separate legal entity once incorporated.
- Members will not generally be liable for the debts, contracts or other obligations of the society.
- Because the rules governing the incorporated society must meet the minimum requirements set out in the Incorporated Societies Act 1908, members can be assured that there will be certainty to the way the society is run.

For all these reasons it is strongly recommended the Association incorporate while it is re-structuring for the purposes of integration.

Regardless of whether NZSSRA's members accept a need for incorporation they have to consider replacing the Executive Committee. All its functions will have been passed to the Schools Committee and the remaining governance role of NZSSRA can be satisfied by a much smaller group. There was a historical imperative for having geographical representation on the Executive Committee because NZSSRA was formed by six regional Secondary School Associations but, as previously mentioned, most of NZSSRA's Local Associations are no longer active.

Having Local Associations elect the new small NZSSRA governance body would be one way of encouraging the revitalisation of Local Associations and is recommended for consideration. This process could be taken further by making NZSSRA's structure mirror NZRA; with AGM business carried out by Local Associations. However, that would eliminate the ability of schools to directly participate in the Association's business. Putting the membership of both the governance body and Schools Committee into the hands of Local Associations in their current state is not recommended.

The review will also cover NZSSRA's officers. With operational functions of the Association being carried out in the Schools Committee it is recommended the President's role become a titular one and this officer no longer be required to be involved in the day to day running of the Association. The Executive Officer's role should devolve back to Secretary and Treasurer. Those functions can then be released to the Schools Committee. There will likely still be scope for somebody with decision making authority and to act as a conduit between the Governance body and the Schools Committee but that position could easily be filled by the chair of the governance body or an appointee (as opposed to an elected officer).

However NZSSRA ultimately decides to restructure itself there will be some principals that need to be followed. Foremost among those is to take care when making provision for functions to be carried out. The existing constitution is highly prescriptive, a situation that will lead to the President and Executive Officer being part of the initial Schools Committee. Their roles could be enumerated in a more general fashion. For example having a requirement that an agenda be sent out before the AGM rather than making it the responsibility of the Executive Officer so no other person can send it.

This principal will need to be carried over to the mechanism that provides for NZSSRA business to be carried out by the Schools Committee. It is recommended a general mechanism be provided so the constitution does not need to be rewritten if the Schools Committee's changes. This will also ensure one of the Working Party's key considerations, that if the integration process does not work to the satisfaction of both parties then they should be able to disengage and try a different relationship, can be met.

Given the broad scope for change it will be important for significant consultation during this stage of the plan, which is expected to be the most complex stage (unlike Stage 3C).

Stage 3C

The project plan recommends the most simple method of integrating NZSSRA within NZRA's existing structure: change NZSSRA from an Affiliate Member to a Local Association. As a Local Association NZSSRA would have a jurisdiction that covers a segment of rowing (Schools) rather than a geographical region (like for Clubs). Being a Local Association would enable NZSSRA to participate in NZRA business. This directly provides the ability for NZSSRA to nominate and help elect a Director who can be the Board Member for Schools.

Taking this course of action avoids the need to create a new form of NZRA membership or voting rights. The necessary alterations to NZRA's constitution take up less than a page (see Appendix II for a draft), affect only five Articles and introduce just one new Article: "Schools". This provides an opportunity for schools that are members of NZSSRA to also become members of NZRA.

It is acknowledged Members of Clubs admitted to membership of NZRA become Members of NZRA but it is not recommended to similarly extend School membership a further tier. The relationship between athletes and clubs is considerably different from that between schools and pupils. Club members control a club but pupils do not control their school. Most pupils of NZRA Schools will not be rowers or interested in rowing; those pupils who are licensed rowers are already Members of NZRA through Club membership.

Several alternative courses of action, such as making the Board Member for Schools one of the appointed Directors instead of an elected Director, have been considered and rejected in favour of the straight forward solution above. Nevertheless, it is important to remember the Stage 3 reviews will be carried out in consultation with NZSSRA Members and NZRA Members; together they might throw up more a more desirable pathway to integration.

CONCLUSION

The project plan outlines one pathway to administrative and operational integration of NZSSRA and NZRA.

It recommends an outcome with a single group set up to serve the dual purpose of carrying out the objectives, functions and obligations of both NZSSRA and NZRA (as they relate to school rowing): the Schools Committee.

Under the project plan and as it progresses NZSSRA will become incorporated and its NZRA's membership status will change; giving schools an opportunity to also become NZRA members. The Schools Committee then fits nicely within NZRA's structure of Board Committees, where it can be administratively supported by NZRA. NZSSRA's existing autonomy over aspects of school rowing is respected and retained and the committee operates with the goodwill and co-operation of NZSSRA and NZRA.

The processes outlined in the project plan provide for both immediate action and time to review and reflect on the transitions that will take place. It has been written with an emphasis on making practical progress at the earliest opportunity; starting with the NZSSRA General Meeting to adopt and pursue a policy of integration.

Acknowledgments

- NZSSRA
- NZRA
- NZSSSC
- Societies & Charities websites
- The Maadi Cup Story by P Irvine and Maadi Cup printed programmes (for an NZSSRA history lesson)
- J Downie

APPENDIX I. CONSTITUTIONAL CONSIDERATIONS

This Appedix references the existing constitutions of NZSSRA (clauses: cl) and NZRA (articles: art) in action during the various Stages of the project plan.

1. NZSSRA General Meeting

The Executive Committee may call a general meeting at any time to deal with policy or similar matters (cl 10.3). The project plan is a policy matter at this stage because it does not require constitutional changes to implement (those come later in Stage 5)

There is an 8 week minimum timeframe for a General Meeting: notice of the date, time and place goes out to NZSSRA Members not less than eight weeks prior to the meeting (cl 10.9).

The business of any general meeting may be transacted by postal ballot if deemed expedient by the Executive Committee (cl 10.4) and it is recommended that occur for this General Meeting. In that case the place becomes the return address for postal ballots and the date and time are the close-off date and time for receipt of ballots.

An agenda is due out not less than four weeks prior to the General Meeting (cl 10.10). However, it is recommended a preliminary agenda, accompanied by the project plan and a ballot paper, go out to NZSSRA Members with the General Meeting Notice. Because the meeting is a General Meeting it cannot consider any remit on policy in respect of any alteration to the Constitution, Regulations, Rules or Safety System (cl 10.8) so the business on the agenda would not be expected to change.

The quorum for a General Meeting is 40% of members entitled to attend and vote (cl 10.11). At this time NZSSRA has 138 Members schools and 11 Life Members so the quorum will be 60.

Voting will be decided by a simple majority of votes cast because there is no alteration of the Constitution, Regulations, Rules or Safety System (cl 10.13).

2. Schools Committee established

The plan proposes a Schools Committee that will be an NZSRA Board Committee (art 29). However, the existing NZRA Constitution makes no provision for committees formed in consultation with Affiliate Members nor is the Schools Board Member in place at this stage. Consequently the Board will rely upon the savings provision (art 43) to bring in schools representation and set up a Schools Committee that is in line with the form for its other Board Committees (art 29).

NZSSRA's Executive Committee has the ability to appoint a special committee for such purpose as it deems fit and delegate such powers as are necessary for the committee to act (cl 9.8.A). The members of the Schools Committee will be appointed as a special committee to carry out the functions of the Executive Committee and to meet NZSSRA's objectives. All the Executive Committee powers will be delegated to the special committee.

a) Interim membership:

A person will be co-opted to the Board to represent schools and will be appointed to chair the Schools Committee (art 29.2).

The Chief Executive Officer will ex-officio be a member of the Schools Committee.

The President and Executive Officer will initially need to be a member of the Schools Committee as their roles cannot be delegated under the existing NZSSRA constitution.

To provide continuity the remaining interim members of the Schools Committee will be a sub-set of the existing Executive Committee (3-4 members).

b) Appointment and delegation.

The NZRA Board will need to appoint the Schools Committee at the first Board meeting it holds after the NZSSRA General Meeting in Stage 1 (art 29.3).

NZSSRA's Executive Committee should have already reached agreement on membership of the Schools Committee and had a resolution to delegate Executive Committee powers to that special committee (dependant upon approval by NZSSRA Members at the General Meeting of the integration policy) from the Executive Committee meeting at Stage B.

3A. Schools Committee review

3B. NZSSRA Constitutional review

3C. NZRA Constitutional review

There are no constitutional requirements for reviews undertaken by NZSSRA or NZRA. The reviews in 3B and 3C will need to take into account the outcome of the review in 3A, which will involve both parties. The reviews in 3B and 3C should involve consultation with the respective organisations Members. NZSSRA will need to be involved in the review in 3C as it is recommended NZSSRA's NZRA membership status is changed.

4. NZSSRA AGM

a) inaugural candidates for Schools Committee elected

The Annual General Meeting takes place during Maadi (cl 10.1) The 2011 AGM provides the first opportunity to present and evaluate candidates for Schools Committee membership in accordance with the framework determined in Stage 3A.

Notice of the date, time and place goes out to NZSSRA Members not less than eight weeks prior to the meeting (cl 10.9). This should include a call for candidates for the Schools Committee. An agenda is due out not less than four weeks prior to the Annual General Meeting (cl 10.10) and it should include candidates details.

The quorum for an Annual General Meeting is 20% of members which are schools entered at the current Championships (cl 10.11) but it is probable there will be items on the agenda requiring a 40% quorum. The quorum is estimated to be between 22 and 47 schools.

Voting will be decided by a simple majority of votes cast because identifying candidates for School Committee membership does not involve alteration of the Constitution, Regulations, Rules or Safety System (cl 10.13).

b) transitional members Schools Committee members replaced

NZRA's replacement of the transitional members of the Schools Committee will take place in accordance with the revised Terms of Reference from Stage 3A. This will most likely happen at the first NZRA Board meeting held after the first NZRA AGM after this NZSSRA General Meeting (SC draft ToR 3.7). Depending on the committee's Terms of Reference this might also involve considering a couple of additional candidates from alternative sources.

If the NZSSRA is still operating under its existing constitution at that point in time then the Executive Committee should revise the membership of its special committee to match the new Schools Committee membership. However, if Stage 5 has already taken place then that should no longer be necessary.

5. NZSSRA SGM for incorporation

A Special General Meeting may be requisitioned by any two or more Local Associations or any thirty member schools (cl 10.2). Requisitioning will be the outcome of Stage 3B.

There is a fixed window of time for holding a Special General Meeting. It must be held within 10 weeks of being requisitioned (cl 10.2) but notice of the date, time and place goes out to NZSSRA Members not less than eight weeks prior to the meeting (cl 10.9). The work and consultation that took place during Stage 3B will enable the business be restricted to the matter of incorporation with the new constitution being put in place as part of that process. Accordingly it would be expedient for the Executive Committee (cl10.4) to hold the Special General Meeting by postal ballot and the place of the meeting becomes the return address for postal ballots and the date and time are the close-off date and time for receipt of ballots.

An agenda is due out not less than four weeks prior to the Special General Meeting (cl 10.10).

The quorum for a Special General Meeting is 40% of members entitled to attend and vote (cl 10.11). At this time NZSSRA has 138 Members schools and 11 Life Members so the quorum will be 60.

Because the successful outcome of the SGM, incorporation, involves replacing the Constitution the matter shall be decided by a 75% majority of votes cast (cl 10.8).

6. NZRA constitutional changes

NZRA can change its constitution at any General Meeting provided there is a 75% majority of those present and voting (art 26.1). It is possible to hold general meetings by postal ballot (art 24.6) and as Local Associations' support for the business will have already been confirmed during Stage 3C it is recommended Board resolve this business be carried out by postal ballot.

There is a restriction on bringing constitutional changes to a General Meeting except every fourth year (art26.3) but the Board can approve such business going forward in an intervening year. The next extraordinary congress of FISA is due in 2013 so Board approval will be needed for the changes to be considered before 2014.

Notice to NZRA of the changes must go to the CEO at least four weeks before the meeting and be accompanied by a written explanation for inclusion in the meeting agenda (art26.2). That notice must come from the Board or a Local Association (art26.2) but the motion can also be put by NZSSA, as an Affiliate Member (art24.1). A motion from either the Board or NZSSRA must be seconded by a Local Association (art 24.1). A motion from NZSSRA approved by the Board and seconded by a Local Association would involve all parties in the process.

There is no specific timeframe for giving notice of a General Meeting but the agenda goes out at least two weeks beforehand (art 20.2).

The quorum of the meeting is six Local Associations (art 23.1). Each Local Association is entitled to appoint two delegates (art 22.1) and must provide written notice of these to the Board.

Because the successful outcome involves constitutional changes the matter shall be decided by a 75% majority of votes cast (art 26.1).

7. NZRA AGM

The Annual General Meeting takes place prior to 31 May each year (art 19.1)

At least ten weeks before the AGM NZRA calls for nominations for Directors (art 12.6). These close four weeks before the AGM (art 12.6) and candidate's details are circulated within a week of closing (art 12.7)

Notice of the date, time and place goes out to Local Associations not less than eight weeks prior to the meeting (art 19.7). An agenda is due out not less than two weeks prior to the Annual General Meeting (art 20.2).

The quorum of the meeting is six Local Associations (art 23.1). Each Local Association is entitled to appoint two delegates (art 22.1) and must provide written notice of these to the Board.

Voting will be decided by a simple majority of votes cast (art 24.2)

APPENDIX II: DRAFTS

DRAFT GENERAL MEETING BALLOT (STAGE 1)

This draft ballot could be used during the NZSSRA General Meeting in Stage 1 to confirm the willingness of NZSSRA's members to embark upon the project plan.

1. POLICY PROPOSITION. That: in order to further its objects in relation to school rowing the Association should adopt and pursue a policy of integration with NZRA as laid out in the School Rowing Integration Project Plan.

DRAFT INTERIM TERMS OF REFERENCE FOR SCHOOLS COMMITTEE (STAGE 2)

These draft terms of reference could be used when the Schools Committee is first set up. They are based on draft terms of reference for other NZRA Board Committees but reflect the proposed transitional membership and role of the inaugural committee (particularly clauses marked *).

1. COMPOSITION:

1.1 The School Rowing Committee (SRC) is a management committee whose membership is a group numbering between 5-8 people recommended by the management of RNZ in consultation with NZSSRA and ratified by the Board.

2. OBJECTIVES:

2.1 The objectives of the SRC are to:

- 2.1.1 assist the RNZ Management and CEO in achieving the Association's Primary Objects as set out in Articles 3.1.a.ii and 3.1.c of the Constitution of RNZ
- 2.1.2 assist NZSSRA in carrying out its objects and functions
- 2.1.3 carry out the functions delegated to it by the NZSSRA Executive Committee*

3. MEMBERSHIP:

- 3.1 The Board shall appoint the co-opted Board Member for Schools as Chairman of the SRC*
- 3.2 The Chairman shall, in consultation with the Board and NZSSRA, appoint members to the Committee.
 - 3.2.1 The appointments shall be made annually at the first meeting of the Board following RNZ's Annual General Meeting.
- 3.3 The total number of members shall be not less than five and no more than eight:
 - 3.3.1 The CEO shall ex-officio be a Member of the SRC.
 - 3.3.2 The NZSSRA President shall be a Member of the SRC.*
 - 3.3.3 The NZSSRA Executive Officer shall be a Member of the SRC.*
 - 3.3.4 Members should include 3 persons nominated by the NZSSRA Executive Committee*
- 3.4 A member is a person recognised for their experience and skills that they can bring to the committee not for their regional allegiance.

4. MEETINGS:

- 4.1 Meetings shall be held as required, it does not need to meet in person, via email and telephone conference being the preferred method.
- 4.2 Any member of the committee or the CEO may request a meeting at any time, and with the agreement of the Chairman, such meetings shall be held promptly after the request is made.
- 4.3 A quorum of members shall be a majority of the committee.
- 4.4 Minutes shall be kept of all meetings and forwarded to the CEO and provided to the Board of RNZ and the Executive Committee of NZSSRA*

5. RESPONSIBILITIES:

- 5.1 The responsibilities of the SRC include:
 - 5.1.1 Carrying out functions delegated to the SRC by the NZSSRA Executive Committee*
 - 5.1.2 Revising these Terms of Reference and recommending Terms of Reference appropriate for the SRC in its final form*
 - 5.1.3 Establishing a process for identifying candidates for appointment to the SRC*

6. DELEGATED AUTHORITY TO APPOINT ADVISORS:

- 6.1 The committee may appoint third parties to provide information or advice such as it considers necessary for carrying out its responsibilities.

DRAFT CONSTITUTIONAL CHANGES FOR NZRA (STAGE 6)

These draft clauses could be used to implement the project plan with minimal change to the NZRA constitution. Under them NZSSRA's membership status changes from Affiliate Member to Local Association. This enables NZSSRA to participate in NZRA business; including nomination and election of a Director who can be the Board Member for Schools. They also provide for Schools becoming NZRA members like Clubs are.

ARTICLE 2 – DEFINITIONS AND INTERPRETATION

- 2.1 Definitions: In this Constitution, unless the context otherwise requires:
“School” means a New Zealand Secondary School

ARTICLE 6 – MEMBERSHIP:

- 6.1 The membership of RNZ shall comprise:
(c) Schools admitted to membership of RNZ;

ARTICLE 7 – ADMISSION OF NEW MEMBERS:

- 7.2 On application the Board may admit a School as a Member providing:
(a) it is a member of NZSSRA;
(b) it undertakes to properly observe the Constitution, Rules and Regulations of RNZ;
(c) its racing colours are approved by NZSSRA;
(d) its application is in writing in the form provided by RNZ;
(e) the appropriate affiliation fee has been paid;
7.6 NZSSRA... colours should be those registered hereunder.

ARTICLE 34 – FINANCIAL PROVISIONS:

- 34.4 Member Schools shall pay an annual subscription to RNZ as provided in Article 34.5.
34.5 The amount payable for each School shall be determined at the Annual General Meeting and shall be effective from and including the 1st day of July following the Annual General Meeting in any year.
34.6 Any School that has not paid its subscriptions due to RNZ by 28 February each year shall deemed to be suspended until the subscriptions have been paid in full.

ARTICLE 35 – LOCAL ASSOCIATIONS:

- 35.1 The membership of RNZ shall pursuant to Article 6.1 hereof include the following eleven (11) Local Associations:
(k) NZSSRA
35.3 A School, either admitted or seeking admission to membership of RNZ, shall, be a member of NZSSRA; the boundary of NZSSRA being all of New Zealand.
35.4 In order to properly maintain membership of RNZ Local Associations other than NZSSRA shall...
35.5 In order to properly maintain membership of RNZ NZSSRA shall:
(a) represent constituent Schools at any General Meeting;
(b) supervise regattas under its jurisdiction, or any regatta promoted by NZSSRA or any of its member Schools elsewhere, provided however that this power may be delegated to KIR or SIR, and to enforce the due observation of the Rules and Regulations as may be appropriate;
(c) use its influence to induce Schools to become members of RNZ;
(d) report on all applications for reinstatement and on all applications for membership of RNZ from Schools;
(e) act as a channel for communications between Schools and RNZ;
(f) advise RNZ generally on matters of interest within school rowing;
(g) ensure any rules it may make in governing local affairs do not conflict with the constitution
(h) act in the best interests of RNZ

ARTICLE 37 – SCHOOLS

- 37.1 In order to properly maintain membership of RNZ, Schools shall:
(a) require all new active members to register as such and in the manner prescribed by RNZ from time to time;
(b) ensure that all rowers comply with the Rules of Racing and conditions for Regattas for events conducted under RNZ Rules and Regulations, including the conditions as regards eligibility and licensing;
(c) register with NZSSRA a complete description of its colours. All alterations to Schools colours shall first be approved by NZSSRA;
(d) ensure that any School crew wishing to compete at regattas or contests outside New Zealand shall first seek approval from NZSSRA through NZSSRA, which consent shall not be unreasonably withheld.

APPENDIX III: NZSSRA FUNCTIONS CARRIED OUT BY SCHOOLS COMMITTEE (STAGES 2-5)

DELEGATIONS

Between the time Schools Committee is first established in Stage 2 and when the NZSSRA constitution is updated in Stage 5 the Schools Committee will be carrying out NZSSRA functions, mostly under delegation. Not all NZSSRA functions can be delegated so a list follows:

EXECUTIVE COMMITTEE FUNCTIONS

The Executive Committee has authority to delegate such powers as it sees fit (cl 9.8.A) to a special committee. It will delegate all its functions and powers to the Schools Committee in Stage 2. A summary of the powers delegated follows:

- Meetings: AGM venue choice, method of business for GM/SGM, calling GM re policy
- Hearings: hearings, disputes, appeals, questions from Local Associations/Members
- Regattas: accept/re-assign trophies, appointments (Regatta Committees, Race Committees, representatives on same), approvals (programme, limits, draw type, progression, events (additional/exhibition), entry forms), invite overseas schools, special (deal with host withdrawal, confirm decision to postpone, regatta conduct breaches)
- Post-regattas: receipt of reports, false declaration disqualification, regatta discipline/disqualification extension, drug offences, conduct breach bans
- Appointments: special committees, representatives, selectors
- Other: four-yearly reviews (Programme, Safety), general affairs, financial (account operation decisions, investment, borrowing), matters not provided for in constitution

OFFICER FUNCTIONS

None of the Officers has authority to delegate their role. The constitutional review in Stage 3B and subsequent adoption of a new constitution during incorporation in Stage 5 will enable the functions of these roles to be reassigned or delegated as necessary.

NON-DELEGATED FUNCTIONS

These functions will be brought within the Schools Committee by including the Officers in the Committee.

1. President & Executive Officer

- Clear certain proposals or remits for inclusion on the agenda of a General Meeting (cl 10.7)

2. President

- Is consulted by Executive Officer regarding daily administrative business (cl 9.7)
- Is implied chair of meetings she attends (cl 8.10 & cl 10.12)

3. Executive Officer

- Carries out daily administrative business of the Association in consultation with President (cl 9.7)
- Calls Special General Meetings (cl 10.2)
- Calls for and is recipient of remits for General Meetings (cl 10.5 & cl 10.10)
- Sends out agenda for General Meetings
- Keeps proper books of account (cl 11.6)
- Prepares an annual financial statement (cl 11.6)
- Approves colours (cl 14.2 & 14.3)
- Allocates school codes (cl 14.4) *
- Receives appeals (cl 15.1.B)

* in practice NZSSRA uses NZSSSC codes so they are already allocated

4. Honorary Auditor

- Examines accounts for correctness (cl 11.7)
- *position currently vacant*

5. Honorary Solicitor

- *none*

APPENDIX IV. POTENTIAL OUTCOMES OF PROJECT PLAN STAGES

Listed are potential outcomes of the project plan stages that are reasonably foreseeable. These identify:

- where the project plan continues; or
- where stages might need to be revisited in order to continue; or
- where outcomes might lead to stages being skipped; or
- where the project plan terminates early

1. NZSSRA General Meeting

- 1.0 Ballot passes. The project plan moves to Stage 2.
- 1.1 Ballot not passed. The project plan is shelved.
- 1.2 Quorum not met. General Meeting should be postponed until such time as a quorum is met. NZSSRA will need to return to its Members and seek further participation from the 90+ members who did not yet participate in the General Meeting.

2. Schools Committee established

- 2.0 The Schools Committee is appointed and recognised by both NZSSRA and NZRA. The project plan moves to Stage 3.
 - 2.1.a) NZSSRA and NZRA cannot agree on membership of the Schools Committee. Skip Stage 2.b); or
 - 2.1.b) One or both of NZSSRA and NZRA fails to appoint the Schools Committee.

In either scenario work on Stage 3 should begin because the transitional Schools Committee is not a prerequisite for that stage (but Stage 4 may then need to take place as part of or after Stage 5). Notwithstanding this, Stage 2 formation of the Schools Committee evidences goodwill and serious intent to integrate so the reason why one or both of the major parties failed to meet this milestone will need to be identified and addressed before Stage 3 can be completed.

3. Reviews

3A. Schools Committee review

- 3A.0 A membership appointment process involving the NZSSRA AGM is established and Terms of Reference are reviewed and updated. This information is fed into Stage 3B and 3C. Stage 4 can proceed.
- 3A.1 A membership appointment process outside the NZSSRA AGM or requiring changes to the NZSSRA constitution is established and Terms of Reference are reviewed and updated. This information is fed into Stage 3B and 3C. Stage 4 is abandoned. The project plan moves to Stage 5 (on completion of Stage 3B) instead.
- 3A.2 NZSSRA and NZRA cannot agree on the final form of the Schools Committee. The project plan is shelved or completely revised because the Schools Committee is the key element of the project plan.

3B. NZSSRA Constitutional review

- 3B.0 A new constitution fit for incorporation with charitable status is prepared. The plan moves to Stage 5.
- 3B.1 Charitable status is not achievable or undesired. A new constitution fit for incorporation is prepared. The plan moves to Stage 5.
- 3B.2 Incorporation is not desired. A new constitution to facilitate use of the Schools Committee in conducting NZSSRA business is prepared. The plan moves to Stage 5.
- 3B.3 Incorporation is not desired and the existing constitution is found to be fit for ongoing use of the Schools Committee in conducting NZSSRA business. No changes are proposed. Stage 5 is unnecessary. The project plan moves to Stage 6 (on completion of Stage 3C).*
- 3B.4 A new constitution is prepared but is incompatible with the processes established in 3A. Stage 3A will need to be revisited:
 - 3B.4.a) Stage 3A results in new processes and Terms of Reference compatible with the new constitution. The project plan moves to Stage 5.
 - 3B.4.b) Stage 3A results in different processes and Terms of Reference but still incompatible with the new constitution. Stage 3B of the project plan re-starts.
 - 3B.4.c) The Schools Committee remains incompatible with the new constitution. The project plan is shelved or completely revised because the Schools Committee is the key element of the project plan.

* this is considered a highly unlikely outcome under the plan and probably indicates it needs to be reviewed

3C. NZRA Constitutional review

- 3C.0 Constitutional change is prepared. The plan moves to Stage 6 once Stage 5 is complete.
- 3C.1 Constitutional change is prepared but is incompatible with the processes established in 3A. Stage 3A will need to be revisited:
- 3C.1.a) Stage 3A results in new processes and Terms of Reference compatible with the constitutional change. Stage 3B will need to be revisited.
 - 3C.1.b) Stage 3A results in different processes and Terms of Reference but still incompatible with the constitutional change. Stage 3B will need to be revisited and Stage 3C of the project plan re-starts.
 - 3C.1.c) The Schools Committee remains incompatible with the new constitution. The project plan is shelved or completely revised because the Schools Committee is the key element of the project plan.

4. NZSSRA AGM

- 4.0 New candidates for Schools Committee are identified and appointed in accordance with the committee's Terms of Reference. The Executive Committee delegation from Stage 2 is transferred to the new members. The project plan is ready to move to Stage 5.
- 4.1 Candidates are identified but not appointed by one or both of NZSSRA and NZRA. The project plan may still be able to move to Stage 5 but the reason why one or both of the major parties failed to meet this milestone will need to be identified and addressed.
- 4.2 Insufficient candidates are put forward. Candidate numbers can be bolstered by drawing from the Executive Committee but the process established in Stage 3A will need to be reviewed and revised to take into account lack of engagement by NZSSRA Members. Stage 5 may need to be delayed until an opportunity to use the revised process has occurred.
- 4.3 NZSSRA Members reverse position on integration. The Executive Committee withdraws its delegation. Notwithstanding this, the Schools Committee continues to function as an NZRA-only committee and either its Terms of Reference will need to be revised accordingly or the Board dis-established the committee. The project plan is shelved.
- 4.4 Quorum not met. AGM postponed until quorum found.

5. NZSSRA SGM for incorporation

- 5.0 Ballot passes. NZSSRA is registered for incorporation. Appointments are made and/or elections held to meet the requirements of the new constitution. The project plan can move to Stage 6.
- 5.1 Ballot not passed. NZSSRA will need to return to its members and establish the reason for this outcome:
 - 5.1.a) If the new constitution is flawed* or incorporation of the association is not desired* the plan will need to return to Stage 3B. Stage 6 is put on hold.
 - 5.1.b) If integration is no longer desired then the Executive Committee withdraws its delegation to the Schools Committee. Notwithstanding this, the Schools Committee continues to function as an NZRA-only committee and either its Terms of Reference will need to be revised accordingly or the Board dis-establishes the committee. The project plan is shelved.
- 5.2 Quorum not met. Special General Meeting should be postponed until such time as a quorum is met. NZSSRA will need to return to its Members and seek further participation from the 90+ members who did not yet participate in the Special General Meeting.

* these issues should have been already resolved during Stage 3B

6. NZRA constitutional changes

- 6.0 The changes are made. NZSSRA's NZRA membership status changes and schools also become members of NZRA. The project plan moves to Stage 7.
- 6.1 NZRA's Local Associations vote against change. Stage 7 cannot go ahead. NZRA will need to return to its members and establish the reason for this outcome:
 - 6.1.a) If the new constitution is flawed* the plan will need to return to Stage 3C.
 - 6.1.b) If integration is no longer desired then the Board disestablishes its Schools Committee. Notwithstanding this, the Schools Committee continues to function as an NZSSRA-only committee and either its Terms of Reference will need to be revised accordingly or the Executive Committee withdraws its delegation. The project plan is shelved.

* these issues should have been already resolved during Stage 3B

7. NZRA AGM

- 7.1 The Board Member for Schools is elected (or appointed, as appropriate). The co-opted Board Member for Schools is released and the Schools Committee completes transition to its final form.

Integration is complete.