

Constitution

Date: [date]

**NEW SOUTH WALES WATER SKI FEDERATION LIMITED
(ACN 000 650 117)**

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Constitution

1. NAME OF THE COMPANY

The name of the company is New South Wales Water Ski Federation Limited (**Federation**).

2. DEFINITIONS AND INTERPRETATION

2.1 Definitions

In this Constitution unless the context requires otherwise:

Act means the *Corporations Act 2001* (Cth).

AGM or **Annual General Meeting** means the annual General Meeting of the Federation required to be held by the Federation in each calendar year.

Appointed Director means a Director appointed under **clause 17**.

Board or **Directors** means all or some of the Directors of the Federation acting as a board.

Committee means a committee established by the Board under **clause 26**.

Company Secretary means a person appointed as a company secretary of the Federation by the Directors under **clause 25**.

Constitution means this Constitution as amended from time to time, and a reference to a particular clause is a reference to a clause of this Constitution.

Director means a director of the Federation and includes Elected Directors, Appointed Directors and Divisional Directors.

Discipline means a type or discipline of Water Skiing recognised by the Federation from time to time.

Division means a committee of the Federation exercising delegated authority for the control of a Discipline in NSW.

Divisional Director means a director of the Federation appointed under **clause 17**.

Elected Director means a Director of the Federation elected under **clause 16**.

Federation Manager means a person appointed as chief executive officer or federation manager of the Federation by the Board under **clause 24**.

General Meeting means a general meeting of Members.

Individual Member means a person who is admitted to the Federation as a Member under **clauses 8.2** and **8.4**.

Intellectual Property means all rights subsisting in copyright, business names, names, trade marks (or signs), logos, designs, equipment including computer software, images (including photographs, videos or films) or service marks relating to the Federation or any activity of or conducted, promoted or administered by the Federation.

Life Member means a Member admitted to the Federation under **clause 8.3**.

Member means a member of the Federation under **clause 8.1**.

Nominations Committee means the nomination committee established by the Directors under **clause 16.3**.

NSW means the state of New South Wales.

Objects mean the objects of the Federation in **clause 3**.

President means the person elected to the president position under **clause 21.6**.

Registration means registration or affiliation of a Member, such registration being in the form of a signed application form and, in the case of Individual Members, their consent to membership of the Federation as required by **clause 8.2**. **Registered** has a corresponding meaning.

Regulation means a regulation made under **clause 27**.

Representative means a person (other than a proxy) appointed in accordance with the Act to represent a Voting Member at a General Meeting of the Federation.

Special General Meeting means a General Meeting other than an Annual General Meeting.

Special Resolution means a resolution passed:

- (a) at a General Meeting of which no less than 21 days' notice, accompanied by notice of intention to propose a resolution as a special resolution, has been given to the Members in accordance with this Constitution; and
- (b) by at least three quarters of those Members who, being entitled to vote, vote in person or by proxy at the meeting.

Vice President means the person elected to the vice president position under **clause 21.6**.

Virtual Meeting means a meeting held by telephone, video or any other technology (or any combination of these technologies), that permits each Director at a meeting of Directors or each Voting Member at a meeting of members to communicate with any other participant.

Voting Member means those Members of the Federation entitled to vote in General Meeting as set out under **clause 8.1**.

Water Skiing means water skiing as recognised by the International Waterski and Wakeboard Federation from time to time and other water ski-related activities.

WAWA means Australian Waterski and Wakeboard Federation Limited or any successor entity that is granted national sports organisation status for Water Skiing in Australia.

WAWA Constitution means the constitution and includes any by-laws made by WAWA in force from time to time.

2.2 Interpretation

In this Constitution unless the context requires otherwise:

- (a) **(presence of a Member)** a reference to a Member present at a General Meeting means the Member present in person (which includes virtually) or by proxy, attorney or representative;
- (b) **(document)** a reference to a document or instrument includes any amendments made to it from time to time and, unless the contrary intention appears, includes a replacement;
- (c) **(gender)** words importing any gender include all other genders;
- (d) **(person)** the word person includes a firm, a body corporate, a partnership, a joint venture, an unincorporated body or association or an authority;
- (e) **(successors)** a reference to an organisation includes a reference to its successors;
- (f) **(singular includes plural)** the singular includes the plural and vice versa;
- (g) **(instruments)** a reference to a law includes regulations and instruments made under it;
- (h) **(amendments to legislation)** a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision, whether by a State or Territory or the Commonwealth or otherwise;
- (i) **(include)** the words **include, includes, including** and **for example** are not to be interpreted as words of limitation;
- (j) **(signed)** where, by a provision of this Constitution, a document including a notice is required to be signed, that requirement may be satisfied in relation to an electronic communication of the document in any manner permitted by law or by any State or Territory or Commonwealth law relating to electronic transmissions or in any other manner approved by the Directors;
- (k) **(writing)** writing and written includes printing, typing and other modes of reproducing words in a visible form including, without limitation, any representation of words in a physical document or in an electronic communication or form or otherwise; and
- (l) **(headings)** headings are inserted for convenience and do not affect the interpretation of this Constitution.

2.3 The Act

- (a) In this Constitution, unless the context requires otherwise, an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Act, the same meaning as in that provision of the Act.
- (b) The provisions of the Act that apply as replaceable rules are displaced by this Constitution and accordingly do not apply to the Federation.

3. OBJECTS

The Federation is the peak body for the administration of Water Skiing in New South Wales The Objects of the Federation shall be to:

- (a) participate as a member of WAWA through and by which Water Skiing in Australia is conducted, encouraged, promoted and administered;
- (b) affiliate and otherwise liaise with WAWA in the pursuit of these Objects;
- (c) provide for the conduct, encouragement, promotion and administration of the sport of Water Skiing in and throughout NSW, for the mutual and collective benefit of the Federation, the Members and Water Skiing in NSW;
- (d) act in good faith and loyalty to ensure the maintenance and enhancement of the Federation and the sport of Water Skiing, its standards, quality and reputation for the collective and mutual benefit of the Members and Water Skiing in NSW;
- (e) at all times operate with and promote mutual trust and confidence between the Federation, WAWA and the Members in pursuit of these Objects;
- (f) at all times act on behalf of, in the interests of, and in conjunction with, the Members and Water Skiing in NSW;
- (g) promote the economic and sporting success, strength and stability of the Federation, WAWA and each other member state and to act interdependently with each of these bodies in pursuit of these Objects;
- (h) ensure that a high standard of Water Skiing is maintained in NSW;
- (i) develop a sense of sportsmanship and a high degree of proficiency in competitors and participants in Water Skiing in NSW;
- (j) enable Members to achieve a high level of physical and mental fitness through the teaching and practice of Water Skiing;
- (k) apply the property and capacity of the Federation towards the fulfilment and achievement of these Objects;
- (l) use and protect the Intellectual Property;
- (m) collect, distribute and publish information in connection with Water Skiing in NSW and national and state Water Skiing tournaments and competitions;

- (n) promote and control Water Skiing tournaments, competitions and championships at a State level;
- (o) strive for governmental, commercial and public recognition of the Federation and Water Skiing in NSW;
- (p) promulgate and secure uniformity in such rules as may be necessary or appropriate for the management and control of Water Skiing and related activities in NSW;
- (q) further develop the Federation and Water Skiing into an organised institution in NSW having regard to these objects;
- (r) review and/or determine any matters relating to Water Skiing in NSW which may arise or be referred to it by any Member;
- (s) recognise any penalty imposed by WAWA or any other member state;
- (t) through or in association with WAWA and/or the other member states or other entities or of itself, promote the health and safety of players, coaches, umpires and officials registered with any member state or other recognised Water Skiing organisation or other entity;
- (u) through or in association with WAWA and/or the other member states or other entities or of itself, encourage players, coaches, umpires and officials registered with any member state or other recognised Water Skiing organisation to realise their potential and athletic abilities by extending to them the opportunity of education and further participation in Water Skiing;
- (v) recognise and implement appropriate policies, including in relation to sexual harassment, equal opportunity, equity, drugs in sport, health, safety, junior and senior programs, infectious diseases and such other matters as they arise from time to time as issues to be addressed in Water Skiing;
- (w) select and control teams or sides to represent NSW or the Federation;
- (x) represent the interests of its Members and of Water Skiing generally in any appropriate forum;
- (y) promote and encourage recreational Water Skiing;
- (z) administer relevant disciplinary matters involving Members in accordance with this Constitution and any Regulations;
- (aa) purchase, take on lease or in exchange, hire or otherwise acquire any lands, buildings, easements or property, real and personal, and manage, improve, farm, cultivate and maintain all or any part of that land in furtherance of these Objects.
- (bb) have regard to the public interest in its operation;
- (cc) do all that is reasonably necessary to enable these Objects to be achieved and to enable the Members to receive the benefits which these Objects are intended to achieve;

- (dd) encourage and promote performance-enhancing drug free competition; and
- (ee) undertake and or do all things or activities which are necessary, incidental or conducive to the advancement of these Objects.

4. POWERS

Solely for furthering the Objects, The Federation, in addition to any other powers it has under the Act, has the legal capacity and powers of a company limited by guarantee as set out under the Act.

5. INCOME AND PROPERTY OF THE FEDERATION

5.1 Not-for-profit

The income and property of the Federation will be applied only towards the promotion of the Objects.

5.2 Payments to Members

No income or property will be paid or transferred directly or indirectly to any Member except for payments to a Member:

- (a) in return for any services rendered or goods supplied in the ordinary and usual course of business to the Federation; or
- (b) of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent; or
- (c) of reasonable rent for premises let by them to the Federation.

6. WAWA

WAWA recognises the Federation as the member of WAWA for New South Wales and responsible for ensuring the efficient administration of Water Skiing in New South Wales in accordance with the Objects.

7. AMENDMENT OF THE FEDERATION CONSTITUTION

No addition, alteration or amendment shall be made to this Constitution unless the same has been approved by Special Resolution.

8. MEMBERSHIP

8.1 Categories of Members

Members of the Federation shall fall into one of the following categories:

- (a) Individual Members, who subject to **clause 14.1(c)** and this Constitution have the right to receive notice of, attend, debate and vote at General Meetings and who will be categorised as:
 - (i) **National Members**, who are members of disciplines accepted from time to time for membership of WAWA under the WAWA Constitution and who elect to be a member of NSW on the WAWA registration form; or

- (ii) **NSW Social Members**, who are ski grounds members or any other individuals who are not members of a discipline eligible for membership of WAWA; and
- (b) Life Members, who subject to this Constitution shall have the right to receive notice of and attend, debate and vote at General Meetings; and
- (c) such new or other categories of Members as may be established by the Directors. Any new category of Member established by the Directors must not be granted voting rights without the approval of the Federation in General Meeting.

8.2 Admission to membership

- (a) Subject to **clause 8.4**, a person will become a Member, and the Directors will direct the Federation Manager to record their name in the register of Members kept by the Federation, only upon meeting the criteria applicable to the relevant category of membership set out in this Constitution and/or the Regulations and provided the person has signed an application in which they undertake to:
 - (i) be bound by this Constitution and the Regulations of the Federation (including Regulations specific to the relevant category of membership) and the WAWA Constitution;
 - (ii) pay the fees and subscriptions determined to apply to the relevant membership category under **clause 11.1**; and
 - (iii) support the Federation in the encouragement and promotion of the Objects.
- (b) The Directors or their delegate may at their absolute discretion refuse to accept an application for Membership and shall not be required or compelled to provide any reason for such rejection.

8.3 Life Members

- (a) Any Member may forward a proposal for nomination for Life Membership to the Directors for their consideration.
- (b) On the nomination of the Board, any individual may be elected as a Life Member at any AGM by Special Resolution, subject to **clause 8.2**.
- (c) Nominations for Life Membership shall include a written report outlining the history of services of any nominee, together with comments on the suitability of the honour.
- (d) The Regulations will set out:
 - (i) current Life Members;
 - (ii) the criteria to be met by Life Members; and
 - (iii) the privileges and benefits of Life Membership.
- (e) Subject to **clause 8.2**, at the time of adoption of this Constitution, the Life Members of the Federation shall be those persons currently recognised by the Federation as Life Members.

- (f) A nominee for Life Membership must accept or reject their election by the Members as a Life Member verbally or in writing. Upon written acceptance, the person's details shall be entered upon the register. A person shall become a Life Member from the time their Life Membership is formally announced and shall not be liable to any further payment of annual membership fees to the Federation, however may be liable for other fees or payments to the Federation.

8.4 Individual Members

- (a) No individual shall be Registered with the Federation as an Individual Member except in accordance with this **clause 8.4**. The Directors may in their discretion refuse to accept a person as an Individual Member and shall not be required or compelled to provide any reason for such rejection.
- (b) An application for membership by an individual must:
- (i) be in writing on the form prescribed from time to time by the Board, from the individual or their nominated representative and lodged with the Federation;
 - (ii) meet the membership criteria established by the Board from time to time; and
 - (iii) be accompanied by the appropriate fee, if any, which shall be dealt with as follows:
 - (A) for National Members, the entire fee shall be forwarded to WAWA together with details of the Member; and
 - (B) for NSW Social Members and other Members who are not eligible for membership of WAWA, the entire fee shall be retained by the Federation.
- (c) Where the Federation accepts an application, the applicant shall, subject to notification to WAWA for National Members, become an Individual Member. Membership of the Federation shall be deemed to commence upon notification of acceptance of the application by the Federation and once their name is recorded in the register of members.
- (d) To remain a Member, all Individual Members must:
- (i) renew their membership, affiliation, accreditation or Registration with the Federation in accordance with the procedures applicable from time to time;
 - (ii) otherwise remain a member, affiliated, accredited or Registered with the Federation in accordance with the procedures applicable from time to time; and
 - (iii) pay such fees as may be prescribed by the Federation in respect of their membership from time to time.
- (e) In addition to the effect of membership set out in **clause 8.2**, an Individual Member is bound by, and must comply with, this Constitution, the Regulations and the WAWA Constitution.

- (f) An Individual Member is entitled to any benefits of membership prescribed to apply to Individual Members in the Regulations.

8.5 Renewal of Membership

- (a) Individual Membership expires on the earlier of:
 - (i) the date prescribed for that Membership option; or
 - (ii) annually,on the date determined by the Directors from time to time.
- (b) Individual Members must reapply for Membership of the Federation each financial year in accordance with the procedures set down by the Directors from time to time.
- (c) The Directors may accept or reject a reapplication for Membership in accordance with **clause 8.2** as if the applicant was a new prospective Member.

8.6 General

- (a) the Federation must keep and maintain a register of all Members in which shall be entered such information as is required under the Act from time to time. Having regard to confidentiality considerations, an extract of the register, excluding the address of any Life Member, Individual Member or Director shall be available for inspection (but not copying) by Members, upon reasonable request.
- (b) No Member whose membership ceases has any claim against the Federation or the Directors for damages or otherwise arising from cessation or termination of membership.
- (c) A right, privilege or obligation of a Member by reason of their membership of the Federation is not capable of being transferred or transmitted to another Member. No Member shall, or purport to, assign the rights comprising or associated with membership to any other person and any attempt to do so shall be void.
- (d) Members must treat all staff, contractors and representatives of the Federation and all other Members with respect and courtesy at all times.
- (e) Members must not act in a manner unbecoming of a Member or prejudicial to the Objects and/or interests of the Federation or Water Skiing.

8.7 Limited Liability

Members have no liability except as set out in **clause 32**.

8.8 Effect of Membership

- (a) Members acknowledge and agree that:
 - (i) this Constitution constitutes a contract between each of them and the Federation and that they are bound by this Constitution and the Regulations;

- (ii) they shall comply with and observe this Constitution, the Regulations and any determination, resolution or policy which may be made or passed by the Board or any duly authorised committee;
 - (iii) by submitting to this Constitution and the Regulations they are subject to the jurisdiction of the Federation;
 - (iv) this Constitution is made in pursuit of a common purpose, namely the mutual and collective benefit of the Federation, the Members and Water Skiing;
 - (v) this Constitution and Regulations are necessary and reasonable for promoting the Objects and particularly the advancement and protection of Water Skiing; and
 - (vi) they are entitled to all benefits, advantages, privileges and services of the Federation membership.
- (b) Subject to **clause 11.2(a)**, a Voting Member of the Federation has the right:
- (i) to receive notice of General Meetings and of proposed Special Resolutions in the manner and time prescribed by this Constitution;
 - (ii) to submit items of business for consideration at a General Meeting;
 - (iii) to attend and be heard at General Meetings;
 - (iv) to vote at a General Meeting;
 - (v) to have access to the minutes of the General Meetings and other documents of the Federation as provided under **clause 28**; and
 - (vi) subject to **clause 8.6(a)**, to inspect the register of members.

9. CESSATION OF MEMBERSHIP

9.1 Cessation

A person ceases to be a Member on:

- (a) resignation;
- (b) death;
- (c) the termination of their Membership according to this Constitution or the Regulations;
- (d) if a body corporate, being dissolved or otherwise ceasing to exist; or
- (e) that Member no longer meeting the requirements for Membership according to this Constitution and/or the Regulations.

9.2 Resignation

For the purposes of **clause 9.1(a)**, a Member may resign as a member of the Federation by giving at least two months written notice to the Board.

9.3 Forfeiture of Rights

A Member who or which ceases to be a Member shall forfeit all right in and claim upon the Federation or the Directors for damages or otherwise, or claim upon its property including the Intellectual Property.

10. GRIEVANCES AND DISCIPLINE OF MEMBERS

10.1 Jurisdiction

All Members will be subject to, and submit unreservedly to, the jurisdiction, procedures, penalties and appeal mechanisms of the Federation whether under the Regulations or under this Constitution.

10.2 Discipline and grievances

- (a) The Directors may make or adopt Regulations or such other procedures as they consider appropriate from time to time:
 - (i) for the hearing and determination of:
 - (A) complaints by; and
 - (B) disputes between, Members;
 - (ii) for the discipline of Members;
 - (iii) for hearing and determining appeals in relation to (i) and (ii) above; and
 - (iv) for the termination of Members.
- (b) The Directors in their sole discretion may refer an allegation (which in the opinion of the Directors is not vexatious, trifling or frivolous) by a complainant (including a Director or a Member) that a Member has:
 - (i) breached, failed, refused or neglected to comply with a provision of this Constitution, the Regulations, or any other resolution or determination of the Directors or any duly authorised Committee; or
 - (ii) acted in a manner unbecoming of a Member or prejudicial to the Objects and interests of the Federation or Water Skiing, or both; or
 - (iii) prejudiced the Federation or Water Skiing or brought the Federation or Water Skiing or themselves into disrepute,

for investigation or determination either under the procedures set down in the Regulations or by such other procedure and/or persons as the Directors consider appropriate.

11. FEES AND SUBSCRIPTIONS

11.1 Fees payable by Members

- (a) The Directors must determine from time to time:

- (i) the amount (if any) payable by an applicant for membership;
 - (ii) the amount of the annual membership fee payable by each Member, or any category of Members;
 - (iii) any other amount to be paid by each Member, or any category of Members, whether of a recurrent or any other nature; and
 - (iv) the payment method and due date for payment.
- (b) Each Member must pay to the Federation the amounts determined under this **clause 11** in accordance with **clause 11.1(a)(iv)**.

11.2 Non-Payment of Fees

- (a) Subject to **clause 11.2(b)** but notwithstanding any other clause of this Constitution, the right of a Member to attend and vote at a General Meeting may, at the discretion of the Directors, be suspended while the payment of any subscription or other amount determined under **clause 11.1(a)(i)**, **clause 11.1(a)(ii)** or **clause 11.1(a)(iii)** is in arrears.
- (b) Where a Member is in arrears for any amount:
 - (i) the Board may enter an arrangement with the Member for the payment of the amount; and
 - (ii) any arrangement must be disclosed to other Voting Members, but does not require their approval.

12. GENERAL MEETINGS

12.1 Annual General Meeting

AGMs of the Federation are to be held:

- (a) according to the Act; and
- (b) otherwise as determined by the Directors (including date and venue).

12.2 Power to convene General Meeting

- (a) The Directors may convene a General Meeting when they think fit and must do so if required by the Act.
- (b) The Directors must on the requisition in writing of at least 5% of the Voting Members convene a General Meeting.

12.3 Notice of General Meeting

- (a) Notice of a General Meeting of Members must be given:
 - (i) to all Members entitled to attend the General Meeting, the Directors, and the auditor of the Federation; and
 - (ii) in accordance with **clause 30** and the Act.
- (b) At least 45 days prior to the proposed date of the AGM, the Federation Manager will request from Voting Members notices of motions, which must be received no less than 28 days prior to the AGM.

- (c) At least 21 days' notice of the time and place of a General Meeting must be given, together with:
 - (i) all information required to be included in accordance with the Act;
 - (ii) in the case of a proposed Special Resolution, the intention to propose the Special Resolution and the terms of the proposed Special Resolution;
 - (iii) where applicable, any notice of motion received from any Voting Member or Director; and
 - (iv) where applicable, a list of all nominations received for positions to be elected at the relevant General Meeting.

12.4 No other business

No business other than that stated in the notice of meeting may be transacted at a General Meeting.

12.5 Cancellation or postponement of General Meeting

Where a General Meeting (including an AGM) is convened by the Directors they may, if they think fit, cancel the meeting or postpone the meeting to a date and time they determine. However, this clause does not apply to a General Meeting convened by:

- (a) Voting Members according to the Act;
- (b) the Directors at the request of Members; or
- (c) a Court.

12.6 Written notice of cancellation or postponement of General Meeting

Notice of the cancellation or postponement of a General Meeting must state the reasons for doing so and be given to:

- (a) each Member entitled to attend the General Meeting; and
- (b) each other person entitled to notice of a General Meeting under this Constitution or the Act,

at least seven days prior to the date of the General Meeting.

12.7 Contents of notice postponing General Meeting

A notice postponing a General Meeting must specify:

- (a) the new date and time for the meeting;
- (b) the place where the meeting is to be held, which may be either the same as or different from the place specified in the notice originally convening the meeting; and
- (c) if the meeting is to be held in two or more places or as a Virtual Meeting, the technology that will be used to hold the meeting in that manner.

12.8 Number of clear days for postponement of General Meeting

The number of clear days from the giving of a notice postponing a General Meeting to the date specified in that notice for the postponed meeting must not be less than the number of clear days' notice of that General Meeting required to be given by **clause 12.6**.

12.9 Business at postponed General Meeting

The only business that may be transacted at a postponed General Meeting is the business specified in the notice originally convening the meeting.

12.10 Non-receipt of notice

The non-receipt of a notice convening, cancelling or postponing a General Meeting by, or the accidental omission to give a notice of that kind to, a person entitled to receive it, does not invalidate any resolution passed at the General Meeting or at a postponed meeting or the cancellation or postponement of the meeting.

12.11 Right to appoint representative

- (a) In accordance with the Act, each Voting Member is entitled to appoint an individual as their Representative to attend General Meetings, provided that the Voting Member has not appointed a proxy under **clause 12.12**, and to exercise the powers of the Voting Member in relation to resolutions to be passed without meetings.
- (b) A Voting Member may appoint more than one Representative but only one Representative may exercise the Voting Member's powers at any one time.
- (c) In addition to each Voting Member's appointed Representative, each Voting Member shall be entitled to appoint one further representative to attend meetings on their behalf but not vote.

12.12 Right to appoint proxy

- (a) A Voting Member entitled to attend a General Meeting of the Federation is entitled to appoint a person as their proxy to attend the meeting in their place in accordance with the Act.
- (b) A proxy may be revoked by the appointing Member at any time by notice in writing to the Federation.

12.13 Form of proxy

The instrument appointing a proxy may be in form determined by the Directors from time to time provided it complies with the requirements under the Act.

12.14 Attorney of Member

A Member may appoint an attorney to act on the Member's behalf at all or any meetings of the Federation.

12.15 Lodgement of proxy or attorney documents

- (a) A proxy or Attorney may vote at a General Meeting or an adjourned or postponed meeting (as the case may be) only if the instrument appointing the proxy or attorney, and the original or a certified copy of the power of

attorney or other authority (if any) under which the instrument is signed, are received by the Federation:

- (i) at the office, or at such other place, or electronic address specified for that purpose in the notice of meeting; and
 - (ii) at least 48 hours before the scheduled commencement time for the meeting or adjourned or postponed meeting (as the case may be) at which the person named in the instrument proposes to vote. The scheduled commencement time is as specified in the notice of meeting.
- (b) An undated proxy is taken to be dated on the day that it is received by the Federation.

12.16 Authority given by appointment

- (a) Unless the terms of the appointment specify to the contrary, an appointment by a Voting Member confers authority on a proxy, attorney or Representative:
 - (i) to agree to a General Meeting being convened by shorter notice than is required by the Act or by this Constitution;
 - (ii) to speak to any proposed resolution; and
 - (iii) to demand or join in demanding a poll on any resolution.
- (b) Unless the terms of the appointment specify to the contrary, even if the instrument of appointment refers to specific resolutions and directs the proxy, attorney or Representative on how to vote on those resolutions, the appointment is taken to confer authority:
 - (i) to vote on any amendment moved to the proposed resolutions and on any motion that the proposed resolutions not be put or any similar motion;
 - (ii) to vote on any procedural motion; and
 - (iii) to act generally at the meeting.
- (c) Unless the terms of the appointment specify to the contrary, if the instrument of appointment refers to a specific meeting to be held at a specified time or venue and the meeting is postponed or adjourned or changed to another venue, then the appointment confers authority to attend and vote:
 - (i) at the postponed or adjourned meeting; or
 - (ii) at the new venue.
- (d) An appointment of a proxy may be a standing proxy — that is, the appointment under the proxy remains valid until it is revoked by the Voting Member that made the appointment.
- (e) The instrument appointing a proxy may provide for the chair to act as proxy in the absence of any other appointment or if the person or persons nominated fails or fail to attend the meeting.

- (f) The instrument appointing a proxy may direct the manner in which the proxy is to vote in respect of a particular resolution.
- (g) If a proxy is appointed to vote on a particular resolution by more than one Voting Member and the instruments appointing the proxy direct the proxy to vote on the resolution in different ways, then the proxy must not vote on a show of hands taken on the resolution.

12.17 Representative, proxy or attorney at postponed General Meeting

Where:

- (a) by the terms of an instrument appointing a Representative, proxy or attorney that appointed person is authorised to attend and vote at a General Meeting on behalf of the appointing Member to be held on a specified date or at a General Meeting or General Meetings to be held on or before a specified date; and
- (b) the date for the meeting is postponed to a date later than the date specified in the instrument,

then that later date is substituted for the date specified in the instrument appointing that appointed person, unless the appointing Member notifies the Federation in writing to the contrary at least 48 hours before the time at which the postponed meeting is to be held.

12.18 Non-receipt of notice

The non-receipt of a notice convening, cancelling or postponing a General Meeting by, or the accidental omission to give a notice of that kind to, a person entitled to receive it, does not invalidate any resolution passed at the General Meeting or at a postponed meeting or the cancellation or postponement of the meeting.

13. PROCEEDINGS AT GENERAL MEETINGS

13.1 Number for a quorum

10 Voting Members eligible to vote must be present in person or by proxy for a quorum to exist at a General Meeting.

13.2 Requirement for a quorum

An item of business may not be transacted at a General Meeting unless a quorum is present and remains throughout the General meeting.

13.3 Quorum and time – Special General Meetings

If within 30 minutes after the time appointed for a Special General Meeting, or at any other time during the meeting, a quorum is not present, the meeting:

- (a) if convened by, or on requisition of, Members is dissolved; and
- (b) in any other case stands adjourned to such other day, time and place as the chair determines.

13.4 Quorum and time – AGMs

- (a) If within 30 minutes after the time appointed for an AGM, or at any other time during the meeting, a quorum is not present, the AGM stands adjourned to such other day, time and place as the chair determines.
- (b) Where an AGM has been adjourned under **clause 13.4(a)**, such Voting Members as are represented by their appointed, authorised representative on the adjourned date shall constitute a quorum.

13.5 President to preside over General Meetings

- (a) The President is entitled to preside as chair at General Meetings.
- (b) If a General Meeting is convened and there is no President, or the President is not present within 15 minutes after the time appointed for the meeting or is unable or unwilling to act, the following may preside as chair (in order of entitlement):
 - (i) the Vice President;
 - (ii) a Director (or other person) chosen by a majority of the Directors present;
 - (iii) the only Director present;
 - (iv) the Federation Manager; or
 - (v) an authorised representative of a Voting Member who is entitled to vote and is chosen by a majority of the Voting Members represented by their authorised representatives.

13.6 Conduct of General Meetings

- (a) The chair:
 - (i) has charge of the general conduct of the meeting and of the procedures to be adopted;
 - (ii) may require the adoption of any procedure which in their opinion is necessary or desirable for proper and orderly debate or discussion or the proper and orderly casting or recording of votes; and
 - (iii) may, having regard where necessary to the Act, terminate discussion or debate on any matter whenever they consider it necessary or desirable for the proper conduct of the meeting.
- (b) A decision by the chair under this **clause 13.6** is final.

13.7 Adjournment of General Meeting

- (a) The chair may with the consent of any meeting at which a quorum is present, and must if so directed by a resolution of the Voting Members, adjourn the meeting or any business, motion, question, resolution, debate or discussion being considered or remaining to be considered by the meeting.

- (b) The adjournment may be either to a later time at the same meeting or to an adjourned meeting at any time and place agreed by vote of the members present.
- (c) Only unfinished business is to be transacted at a meeting resumed after an adjournment.

13.8 Notice of adjourned meeting

- (a) It is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting unless a meeting is adjourned for 30 days or more.
- (b) In that case, at least the same period of notice as was originally required for the meeting must be given for the adjourned meeting.

13.9 Questions decided by majority

Subject to the requirements of the Act and except in the case of a Special Resolution, a resolution is carried if a simple majority of the votes cast on the resolution are in favour of it.

13.10 No casting vote

Where an equal number of votes are cast in favour of and against the resolution, the chair of the meeting will not have a casting vote and the resolution is not carried

13.11 Declaration of results

- (a) At any General Meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is properly demanded under **clause 13.12(a)** and the demand is not withdrawn.
- (b) A declaration by the chair that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the minutes of the meetings of the Federation, is conclusive evidence of the fact.
- (c) Neither the chair nor the minutes need state, and it is not necessary to prove, the number or proportion of the votes recorded for or against the resolution.

13.12 Poll

- (a) If a poll is properly demanded in accordance with the Act or by the chair of the meeting, it must be taken in the manner and at the date and time directed by the chair, and the result of the poll is the resolution of the meeting at which the poll was demanded. On a poll each Voting Member will have the number of votes fixed under **clause 14**.
- (b) A poll demanded on the election of a chair or on a question of adjournment must be taken immediately.
- (c) A demand for a poll may be withdrawn.

- (d) A demand for a poll does not prevent the General Meeting continuing for the transaction of any business other than the question on which the poll was demanded.

13.13 Objection to voting qualification

- (a) An objection to the right of a person to attend or vote at a General Meeting (including an adjourned meeting):
 - (i) may not be raised except at that meeting; and
 - (ii) must be referred to the chair, whose decision is final.
- (b) A vote not disallowed under the objection is valid for all purposes.

13.14 Chair to determine any poll dispute

If there is a dispute about the admission or rejection of a vote, the chair must decide it and the chair's decision made in good faith is final.

13.15 Electronic voting

Voting by electronic communication at and in relation to General Meetings may be permitted from time to time in such instances as the Directors may determine and shall be held in accordance with procedures prescribed by the Directors.

13.16 Minutes

- (a) The Federation Manager must ensure that minutes are taken and kept of each General Meeting.
- (b) The minutes must record:
 - (i) the business considered at the meeting;
 - (ii) any resolution on which a vote is taken and the result of the vote; and
 - (iii) the names of persons present at all meetings.
- (c) In addition, the minutes of each Annual General Meeting must include:
 - (i) the financial statements submitted to the Members in accordance with the Act;
 - (ii) the certificate signed by two Directors certifying that the financial statements give a true and fair view of the financial position and performance of the Federation; and
 - (iii) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.
- (d) The minutes of General Meetings shall be available for inspection and copying by the Members.

14. VOTES OF MEMBERS

14.1 Votes of Members

- (a) At a General Meeting, on a show of hands and on a poll, each Voting Member shall have one vote, subject to **clause 14.1(c)**.
- (b) No Members other than Voting Members are entitled to vote at General Meetings.
- (c) Notwithstanding any other clause in this Constitution, a Member has no right to attend or vote at a General Meeting unless the Member was a Member of the Federation at the time the notice of the relevant General Meeting was distributed.

14.2 Circulating Voting Member Resolutions

- (a) Subject to **clause 14.1(c)**, if all Voting Members sign a document containing a statement that they are in favour of a resolution in terms set out in the document, a resolution in those terms is deemed to have been passed at a General Meeting of the Federation held at the time on which the document was signed by the last Voting Member.
- (b) For the purposes of **clause 14.2(a)**, two or more separate documents containing statements in identical terms, each of which is signed by one or more Voting Members, are deemed together to constitute one document containing a statement in those terms signed by those Members on the respective days on which they signed the separate documents.
- (c) An email or other form of visible or other electronic communication under the name of a Voting Member is deemed to be a document in writing signed by that Member for the purpose of this clause.

15. DIRECTORS

15.1 Composition of the Board

The Board shall consist of:

- (a) five Elected Directors all of whom will be elected under **clause 16.4**;
- (b) up to two additional Appointed Directors who shall be appointed in accordance with **clause 18**; and
- (c) up to one Divisional Director per Division who shall each be appointed in accordance with **clause 17**.

15.2 Qualifications

- (a) The Board may determine from time to time job descriptions and qualifications for Directors.
- (b) The following individuals are ineligible for nomination or election as a Director of the Federation:
 - (i) a person subject to open disciplinary proceedings of the Federation or WAWA at the close of nominations or the proposed date of appointment; and

- (ii) a person subject to any penalty imposed by WAWA, or by the Federation under **clause 10**, that prohibits them holding an official position with the Federation that is applicable at the close of nominations or the proposed date of appointment.
- (c) A person who has been an employee of the Federation is not eligible to be elected or appointed as a Director for a period of three years since they ceased being an employee. If an employee of the Federation is terminated by the Federation for any reason, they are ineligible for election or appointment as a Director.
- (d) The Directors and Nominations Committee must use reasonable endeavours to ensure no one gender constitutes more than 60% of the total number of Directors.

15.3 Current Board

The terms of the Directors in office at the date of the adoption of this Constitution shall continue as provided for on the relevant date of election or appointment. Those Directors may be re-elected or re-appointed for a further term, as the case may be, subject always to this Constitution.

15.4 Remuneration of Directors

A Director may not be paid for services as a Director but, with the approval of the Directors and subject to the Act, may be:

- (a) paid by the Federation for services rendered to it other than as a Directors; and
- (b) reimbursed by the Federation for their reasonable travelling, accommodation and other expenses when:
 - (i) travelling to or from meetings of the Directors, a Committee or the Federation; or
 - (ii) otherwise engaged on the affairs of the Federation.

15.5 Honorarium

The Federation may in General Meeting by ordinary resolution determine to pay a Director an ex-gratia payment.

16. ELECTED DIRECTORS

16.1 Nomination for Board

Nominations for Elected Directors shall be called for by the Federation Manager 45 days prior to the General Meeting at which the election is to be held (usually the AGM).

16.2 Form of Nomination

Nominations must be:

- (a) in writing on the prescribed form (if any);
- (b) signed by a Voting Member;

- (c) certified by the nominee expressing their willingness to accept the position for which they are nominated; and
- (d) delivered to the Federation not less than 28 days before the date fixed for the holding of the General Meeting.

16.3 Nominations Committee

- (a) A Nominations Committee shall be formed, the role of which shall include the task of identifying candidates to fill Director vacancies (including casual vacancies) and assessing all nominees for Director vacancies.
- (b) The Nominations Committee has the power to provide non-binding recommendations to the Directors or the Voting Members (as applicable).
- (c) The Nominations Committee shall comprise three persons, all appointed by the Directors. The complete and specific duties, functions and rules of the Nominations Committee are defined in the Nominations Committee terms of reference.
- (d) The Nominations Committee must utilise a skills matrix as part of its assessment of nominees for Director vacancies.

16.4 Elections

- (a) If the number of nominations received for positions on the Board is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Board, then each of those nominated shall be declared elected only where an ordinary resolution is separately passed in favour of each nominee, failing which that position or positions become casual vacancies.
- (b) If there are insufficient nominations received to fill all vacancies on the Board, the positions will be deemed casual vacancies under **clause 19.1**.
- (c) If the number of nominations exceeds the number of vacancies to be filled, voting papers shall be prepared containing the names of the candidates in order drawn by ballot, for each vacancy on the Board.
- (d) The voting shall be conducted in such manner and by such method as may be determined by the Board from time to time.

16.5 Term of Appointment

- (a) Subject to this Constitution, and in particular **clause 16.5(b)**, Elected Directors shall be elected in accordance with this Constitution for a term of three years, which shall commence from the conclusion of the General Meeting at which the election occurred until the conclusion of the third Annual General Meeting following.
- (b) Notwithstanding any other clause, should any adjustment to the term of Elected Directors elected under this Constitution be necessary to ensure rotational terms in accordance with this Constitution, this shall be determined by the Board. If the Board cannot agree, retirements will be determined by lot. For the avoidance of doubt any part of a term shall be deemed a full term for the purposes of this **clause 16.5**.

16.6 Maximum term of office

- (a) A person must not serve more than:
 - (i) nine consecutive years as a Director, including where one or more of the years is as an Appointed Director; and
 - (ii) two consecutive terms as an Appointed Director.
- (b) For the purposes of **clause 16.6(a)**, where:
 - (i) service by a person as a Director during a particular term is for a period:
 - (A) less than one year, it will be treated as one full year;
 - (B) between one year and two years, it will be treated as two full years;
 - (C) between two years and three years, it will be treated as three full years; and
 - (ii) service by a person as a Director takes place immediately before the adoption of this Constitution, the number of consecutive years of service by that person before the adoption of this Constitution will, subject to **clause 35(d)**, be treated as service towards **clause 16.6(a)**, rounded up to the nearest full year; and
 - (iii) a person ceases to be a Director and is subsequently elected or appointed as a Director in accordance with this Constitution within one year from the date they last ceased to be a Director, the intervening period is treated as one full year of consecutive service towards **clause 16.6(a)**.
- (c) A Director who has served the maximum number of years in accordance with **clause 16.6(a)** is not eligible to be a Director for three years following the completion of their maximum term.

17. DIVISIONAL DIRECTORS

17.1 Appointment of Divisional Directors

- (a) Each Division shall appoint one Divisional Director.
- (b) Each Division shall notify the Federation of its appointment in writing.
- (c) A Division may remove its Divisional Director by notice in writing to the Federation.

17.2 Term of Appointment

Each Divisional Director shall be appointed in accordance with this Constitution for a term of three years.

17.3 Vacancy

Any casual vacancy occurring in the office of a Divisional Director may be filled by the Division that appointed the Director.

18. APPOINTED DIRECTORS

18.1 Appointment of Appointed Director

The Directors may appoint up to two Appointed Directors in accordance with this Constitution.

18.2 Qualifications for Appointed Directors

Appointed Directors should have skills that complement and/or supplement any skill gaps that may exist in the Board, with the aim of ensuring that the Board has all the necessary skills to govern the organisation. Appointed Directors do not need to be Individual Members or have experience in, or exposure to, Water Skiing.

18.3 Term of Appointment

- (a) Directors appointed under **clause 18.1** may be appointed by the Directors in accordance with this Constitution for a term of up to three years, which shall commence and conclude on dates as determined by the Directors.
- (b) Following the adoption of this Constitution, no person who has served as an Appointed Director for a period of up to two consecutive full terms (six years) shall be eligible for re-appointment as an Appointed Director for at least three years following the date of conclusion of their last term as a Director, however, may submit themselves for election as an Elected Director subject to **clause 16.6**.

19. VACANCIES ON THE BOARD

19.1 Casual Vacancies

- (a) Any casual vacancy that occurs in the position of a Director, except that of a Divisional Director, may be filled by the remaining Directors from among appropriately qualified persons.
- (b) Any casual vacancy may only be filled for the remainder of the vacating Director's term under this Constitution.

19.2 Grounds for Termination of Director

In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Act, the office of a Director becomes vacant if the Director:

- (a) dies;
- (b) becomes bankrupt or insolvent under administration or makes any arrangement or composition with their creditors generally;
- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;
- (d) resigns their office in writing to the Federation;
- (e) is absent without the consent of the Board from three consecutive meetings of the Board;
- (f) is an employee of the Federation;

- (g) is found, as a result of the procedure outlined in the applicable policy, to have breached a Federation or WAWA policy;
- (h) reaches the maximum consecutive term of office limit under **clause 16.6**;
- (i) is directly or indirectly interested in any contract or proposed contract with the Federation and fails to declare the nature of their interest;
- (j) is removed by the Voting Members in accordance with the Act;
- (k) is a Divisional Director and is removed by their Division under **clause 17.1(c)**; or
- (l) would otherwise be prohibited from being a director of a corporation under the Act.

19.3 Board May Act

In the event of a casual vacancy or vacancies in the office of a Director or Directors, the remaining Directors may act but, if the number of remaining Directors is less than five, they may act only for the purpose of increasing the number of Directors to at least five or to convene a General Meeting.

20. POWERS AND DUTIES OF DIRECTORS

20.1 Directors to manage the Federation

The Directors are to manage the Federation's business and may exercise those of the Federation's powers that are not required, by the Act or by this Constitution, to be exercised by the Federation in General Meeting.

20.2 Specific powers of Directors

Without limiting **clause 20.1**, the Directors may exercise all the Federation's powers to borrow or raise money, to charge any property or business or give any other security for a debt, liability or obligation of the Federation or of any other person.

20.3 Time, etc.

Subject to the Act, where this Constitution requires that something be done by a particular time, or within a particular period, or that an event is to occur or a circumstance is to change on or by a particular date, the Directors may in their absolute discretion extend that time, period or date as they think fit.

20.4 Delegation of powers

- (a) The Directors may, by resolution or by power of attorney or writing under seal, delegate any of their powers to the Federation Manager or any employee of the Federation or any other person or persons as they think fit.
- (b) Any delegation by the Directors of their powers:
 - (i) must specify the powers delegated, any restrictions on, and conditions attaching to, the exercise of those powers and the period during which that delegation is to be in force;

- (ii) may be either general or limited in any way provided in the terms of the delegation;
 - (iii) need not be to a specified person but may be to any person holding, occupying or performing the duties of a specified office or position; and
 - (iv) may include the power to delegate.
- (c) If exercising a power depends on a person's opinion, belief or state of mind, then that power may be exercised by the delegate on the delegate's opinion, belief or state of mind about that matter.
- (d) Any power exercised by a delegate is as effective as if it had been exercised by the Directors.

20.5 Code of Conduct

The Directors must:

- (a) adopt a code of conduct for Directors; and
- (b) periodically review the code of conduct in light of the general principles of good corporate governance.

21. PROCEEDINGS OF DIRECTORS

21.1 Directors meetings

- (a) Subject to **clause 21.1(b)**, the Directors may meet together for conducting business, adjourn and otherwise regulate their meetings as they think fit.
- (b) The Directors must meet at least six times in each calendar year.

21.2 Questions decided by majority

A question arising at a Directors' meeting is to be decided by a majority of votes of the Directors present in person and entitled to vote. Each Director present has 1 vote on a matter arising for decision by Directors.

21.3 No casting vote

Where an equal number of votes are cast in favour of and against the resolution, the chair of the meeting will not have a casting vote and the resolution is not carried.

21.4 Quorum

The greater of:

- (a) five (5) Directors; or
 - (b) 50% of the total number of Directors in office,
- present in person constitutes a quorum.

21.5 Convening meetings

- (a) A Director may, and the Federation Manager on the request of a Director must, convene a Directors' meeting.
- (b) Notice of a meeting of Directors must be given individually to each Director (except a Director on leave of absence approved by the Directors). Notice of a meeting of Directors may be given in person, or by post or by telephone or other electronic means.
- (c) A Director may waive notice of a meeting of Directors by giving notice to that effect to the Federation in person or by post or by telephone or other electronic means.
- (d) A person who attends a meeting of Directors waives any objection that person may have in relation to a failure to give notice of the meeting.
- (e) The non-receipt of a notice of a meeting of the Directors or the accidental omission to give notice of a meeting to a person entitled to receive notice does not invalidate anything done (including the passing of a resolution) at that meeting of Directors.

21.6 Election of President and Vice President

- (a) The Directors must elect by majority vote one of their number to each of the offices of President and Vice President and must elect a new President and Vice President at the first Board meeting following the President and Vice President's retirement or expiry of their term under (b) below.
- (b) The Directors elected to the office of President and Vice President under **clause 21.6(a)** will remain President and Vice President for the term determined by the Directors, not to exceed three years, or otherwise earlier expiring when their term as a Director expires or they are removed as President or Vice President by the Directors. The President shall chair any Board meeting. A Director elected as President or Vice President may be re-elected to that position in following years so, long as they remain a Director.
- (c) Despite **clause 21.6(b)**, if:
 - (i) there is no person elected as President; or
 - (ii) the President is not present within 15 minutes after the time appointed for the holding of the meeting; or
 - (iii) the President is unwilling to act,the Vice President will chair the meeting, or if (i) - (iii) above apply to the Vice President, the Directors present may elect one of their number to be chair of the meeting.
- (d) The Directors must ensure that no one gender is elected to both the President and Vice President positions.

21.7 Circulating Board resolutions

- (a) The Directors may pass a resolution without a Directors' meeting being held if notice in writing of the resolution is given to all Directors and a

majority of the Directors entitled to vote on the resolution (not being less than the number required for a quorum at a meeting of Directors) sign a document containing a statement that they are in favour of the resolution set out in the document.

- (b) Separate copies of the document may be used for signing by the Directors if the wording of the resolution and statement is identical in each copy. An email or other document or transmission produced by electronic means under the name of a Director with the Director's authority is taken to be a document signed by the Director for the purposes of **clause 21.7(a)** and is taken to be signed when received by the Federation in legible form.
- (c) The resolution is passed when the last Director required to achieve the required majority signs or assents.

21.8 Validity of acts of Directors

Everything done at a Directors' meeting or a Committee meeting, or by a person acting as a Director, is valid even if it is discovered later that there was some defect in the appointment, election or qualification of any of them or that any of them was disqualified or had vacated office.

21.9 Directors' interests

- (a) A Director is disqualified by holding any place of profit or position of employment in the Federation, any Member or in any company or incorporated association in which the Federation is a shareholder or otherwise interested or from contracting with the Federation either as vendor, purchaser or otherwise except with express resolution of approval of the Board. Any such contract or any contract or arrangement entered into by or on behalf of the Federation in which any Director is in any way interested will be voided for such reason.
- (b) A director shall declare their interest in any:
 - (i) contractual matter;
 - (ii) selection matter;
 - (iii) disciplinary matter; or
 - (iv) financial matter,

in which a conflict of interest arises or may arise, and shall, unless otherwise determined by the Board, absent himself or herself from discussions of such matter and shall not be entitled to vote in respect of such matter. If the Director votes, the vote shall not be counted. In the event of any uncertainty as to whether it is necessary for a Director to absent himself or herself from discussions and refrain from voting, the issue should be immediately determined by vote of the Board, or if this is not possible, the matter shall be adjourned or deferred.

- (c) The nature of the interest of such Director must be declared by the Director at the meeting of the Board at which the contract or other matter is first taken into consideration if the interest then exists or in any other case at the first meeting of the Board after the acquisition of the interest If a Director becomes interested in a contract or other matter after it is made

or entered into the declaration of the interest must be made at the first meeting of the Board held after the Director becomes so interested.

- (d) A general notice that a Director is a member of any specified firm or company and is to be regarded as interest in all transactions with that firm or company is sufficient declaration under **clause 21.9(c)** as regards such Director and the said transactions. After such general notice it is not necessary for such Director to give a special notice relating to any particular transaction with that firm or company.
- (e) It is the duty of the Federation Manager to record in the minutes any declaration made or any general notice given by a Director in accordance with **clauses 21.9(c)** or **21.9(d)**.

21.10 Minutes

- (a) The Directors must cause minutes of meetings to be made and kept according to the Act.
- (b) The minutes of Directors meetings shall not be available for inspection or copying by the Members.

22. STATE DELEGATE

- (a) The Board shall appoint one State Delegate for such a term as is deemed appropriate by the Board.
- (b) The State Delegate shall:
 - (i) be a Director or Individual Member of the Federation; and
 - (ii) be appropriately empowered by the Federation to make decisions at WAWA general meetings.
- (c) The State Delegate shall represent the Federation at general meetings of WAWA and shall have full power to consider and vote on resolutions at those general meetings.

23. VIRTUAL MEETINGS OF THE FEDERATION

23.1 Virtual Meeting

- (a) A General Meeting or a Directors' Meeting may be held by means of a Virtual Meeting, provided that:
 - (i) the number of Members or Directors (as applicable) participating is not less than a quorum required for a General Meeting or Directors' Meeting (as applicable);
 - (ii) the meeting is convened and held in accordance with the Act.
- (b) All provisions of this Constitution relating to a meeting apply to a Virtual Meeting in so far as they are not inconsistent with the provisions of this **clause 22**.

23.2 Conduct of Virtual Meeting

The following provisions apply to a Virtual Meeting of the Federation:

- (a) all persons participating in the meeting must be linked by telephone, audio-visual or other instantaneous means for the purpose of the meeting;
- (b) each of the persons taking part in the meeting must be able to hear and be heard by each of the other persons taking part at the commencement of the meeting and each person so taking part is deemed for the purposes of this Constitution to be present at the meeting;
- (c) at the commencement of the meeting each person's presence must be distinguishable to the chair;
- (d) a person may not leave a Virtual Meeting by disconnecting their telephone, audio-visual or other communication equipment unless that person has previously notified the chair;
- (e) a person may conclusively be presumed to have been present and to have formed part of a quorum at all times during a Virtual Meeting unless that person has previously notified the chair of leaving the meeting; and
- (f) a minute of proceedings of a Virtual Meeting is sufficient evidence of the proceedings and of the observance of all necessary formalities if the minute is certified to be a correct minute by the chair.

24. FEDERATION MANAGER

24.1 Appointment of Federation Manager

The Directors may appoint a Federation Manager.

24.2 Powers, duties and authorities of Federation Manager

- (a) The Federation Manager holds office on the terms and conditions (including any remuneration) and with the powers, duties and authorities, determined by the Directors.
- (b) The exercise of those powers and authorities, and the performance of those duties, by the Federation Manager are subject at all times to the control of the Directors.

24.3 Suspension and removal of Federation Manager

Subject to the terms and conditions of the appointment, the Directors may suspend or remove the Federation Manager from that office.

24.4 Delegation by Directors to Federation Manager

The Directors may delegate to the Federation Manager the power (subject to such reservations on the power as are decided by the Directors) to conduct the day-to-day management and control of the business and affairs of the Federation. The delegation may include the power and responsibility to:

- (a) develop business plans, budgets, strategies, policies, processes and codes of conduct for consideration by the Directors and to implement them to the extent approved by the Directors;
- (b) manage the financial and other reporting mechanisms of the Federation;
- (c) approve and incur expenditure subject to specified expenditure limits;

- (d) sub-delegate their powers and responsibilities to employees or internal management committees of the Federation; and
- (e) any other powers and responsibilities which the Directors consider appropriate to delegate to the Federation Manager.

24.5 Federation Manager to attend meetings

If appointed the Federation Manager is entitled, subject to a determination otherwise by the Directors, to attend all meetings of the Federation, all meeting of the Directors and any Committees and may speak on any matter but does not have a vote.

25. COMPANY SECRETARY

25.1 Appointment of Company Secretary

There must be at least one Company Secretary who is to be appointed by the Directors.

25.2 Suspension and removal of Company Secretary

The Directors may suspend or remove a Company Secretary from that office.

25.3 Powers, duties and authorities of Company Secretary

A Company Secretary holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, delegated to them by the Directors.

26. COMMITTEES

26.1 Committees

- (a) The Directors may by written instrument delegate any of their powers to Committees consisting of such persons they think fit (including Directors, individuals and consultants) and may vary or revoke any delegation.
- (b) The Directors must use best endeavours to ensure that no one gender constitutes more than 60% of the total number of Committee members on any single Committee.

26.2 Powers delegated to Committees

- (a) A Committee must exercise the powers delegated to it according to the terms of the delegation and any directions of the Directors. A Committee is responsible to and reports to the Board.
- (b) Powers delegated to and exercised by a Committee are taken to have been exercised by the Directors.

26.3 Committee meetings

Committee meetings are governed by the provisions of this Constitution dealing with Directors' meetings, as far as they are capable of application.

27. REGULATIONS

27.1 Making and amending Regulations

- (a) The Directors may from time to time make Regulations which in their opinion are necessary or desirable for the control, administration and management of the Federation's affairs and Water Skiing in New South Wales and may amend, repeal and replace those Regulations.
- (b) Interpretation of the Regulations is solely the responsibility of the Directors.

27.2 Effect of Regulations

A Regulation:

- (a) is subject to this Constitution;
- (b) must be consistent with this Constitution; and
- (c) when in force, is binding on all Members and has the same effect as a provision in this Constitution.

28. KEEPING AND INSPECTION OF RECORDS

28.1 Records

- (a) The Federation Manager shall establish and maintain proper records and minutes concerning all transactions, business, meetings and dealings of the Federation and the Board and shall produce these as appropriate at each Board meeting or General Meeting.
- (b) Records and minutes may be kept in written or electronic form. If kept in electronic form, the records and minutes must be able to be converted into hard copy.
- (c) The Directors will cause the Federation records to be kept for a period of seven years from their creation.

28.2 Inspection of Records

- (a) Members may on request inspect free of charge:
 - (i) the minutes of general meetings; and
 - (ii) subject to **clause 28.2(b)**, the financial records, books, securities and any other relevant document of the Federation.
- (b) The Board may refuse to permit a member to inspect records of the Federation that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Federation.
- (c) The Board must on request make copies of these rules available to Members and applicants for membership free of charge.
- (d) Subject to **clause 28.2(b)**, a Member may make a copy of any of the other records of the Federation referred to in this clause and the

Federation may charge a reasonable fee for provision of a copy of such a record.

- (e) For the purposes of this clause:

relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Federation and includes the following:

- (i) its financial statements;
- (ii) its financial records; and
- (iii) records and documents relating to transactions, dealings, business or property of the Federation.

29. ACCOUNTS

29.1 Records Kept in Accordance with Act

Books, documents, securities and proper accounting and other records shall be kept in accordance with the Act, generally accepted accounting principles and/or any applicable code of conduct. All such records and the books of account shall be kept in the care and control of the Federation Manager.

29.2 Board to Submit Accounts

The Board shall submit to the Annual General Meeting the accounts of the Federation in accordance with the Act and will distribute copies of financial statements as required by the Act.

29.3 Transactions

All financial transactions of the Federation shall be executed or actioned, as the case may be, in such manner as the Directors determine from time to time.

29.4 Auditor

- (a) A properly qualified auditor or auditors shall be appointed by the Directors and the remuneration of such auditor or auditors fixed and duties regulated in accordance with the Act.
- (b) The Directors must ensure the financial statements are audited annually.
- (c) Members may remove an auditor from office by resolution made at a General Meeting in accordance with the Act.

30. NOTICE

30.1 Document includes notice

In this **clause 30**, document includes a notice.

30.2 Methods of service on a Member

the Federation may give a document to a Member:

- (a) personally;

- (b) by sending it by post to the address for the Member in the register of Members or an alternative address nominated by the Member; or
- (c) by sending it to an email or other electronic address nominated by the Member.

30.3 Methods of service on the Federation

A Member may give a document to the Federation:

- (a) by delivering it to the Federation's registered office;
- (b) by sending it by post to the Federation's registered office; or
- (c) by sending it to an email or other electronic address nominated by the Federation.

30.4 Post

A document sent by post:

- (a) if sent to an address in Australia, may be sent by ordinary post; and
- (b) if sent to an address outside Australia, or sent from an address outside Australia, must be sent by airmail,

and in either case is taken to have been received on the fourth business day after the date of its posting.

30.5 Electronic transmission

If a document is sent by email or any other form of electronic transmission, delivery of the document is taken to:

- (a) be effected by properly addressing and transmitting the email or other electronic transmission; and
- (b) have been delivered on the business day following its transmission.

31. INDEMNITY

31.1 Indemnity of officers

- (a) This **clause 31** applies to every person who is or has been:
 - (i) a Director, Federation Manager or Company Secretary of the Federation; and
 - (ii) to any other officers, employees, former officers or former employees of the Federation or of its related bodies corporate as the Directors in each case determine.

Each person referred to in this paragraph (a) is referred to as an **Indemnified Officer** for the purposes of the rest of **clause 31**.

- (b) the Federation will indemnify each Indemnified Officer out of the property of the Federation against:

- (i) every liability (except a liability for legal costs) that the Indemnified Officer incurs as an officer of the Federation or of a related body corporate of the Federation; and
- (ii) all legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the Indemnified Officer becomes involved as an officer of the Federation or of a related body corporate of the Federation,

unless:

- (iii) the Federation is forbidden by statute to indemnify the person against the liability or legal costs; or
- (iv) an indemnity by the Federation of the person against the liability or legal costs would, if given, be made void by statute.

31.2 Insurance

the Federation may pay or agree to pay, whether directly or through an interposed entity, a premium for a contract insuring an Indemnified Officer against liability that the Indemnified Officer incurs as an officer of the Federation or of a related body corporate of the Federation including a liability for legal costs, unless:

- (a) the Federation is forbidden by statute to pay or agree to pay the premium; or
- (b) the contract would, if the Federation paid the premium, be made void by statute.

31.3 Deed

the Federation may enter into a deed with any Indemnified Officer or a deed poll to give effect to the rights conferred by **clause 31.1** on the terms the Directors think fit (as long as they are consistent with **clause 31.1**).

32. WINDING UP

32.1 Contributions of Members on winding up

- (a) Each Voting Member must contribute to the Federation's property if the Federation is wound up while they are a Member or within one year after their membership ceases.
- (b) The contribution is for:
 - (i) payment of the Federation's debts and liabilities contracted before their membership ceased;
 - (ii) the costs of winding up; and
 - (iii) adjustment of the rights of the contributories among themselves,
 and the amount is not to exceed \$1.00.
- (c) No other Member must contribute to the Federation's property if the Federation is wound up.

32.2 Excess property on winding up

- (a) If on the winding up or dissolution of the Federation, and after satisfaction of all its debts and liabilities, any property remains, that property must not be paid to or distributed among the Members but must be given or transferred to another body or bodies:
 - (i) having objects similar to those of the Federation; and
 - (ii) whose constitution prohibits (or each of whose constitutions prohibit) the distribution of its or their income and property among its or their members to an extent at least as great as is imposed under this Constitution.
- (b) That body is, or those bodies are, to be determined by the Voting Members at or before the time of dissolution or, failing that determination, by a judge who has or acquires jurisdiction in the matter.

33. COMMON SEAL

- (a) If the Federation has a common seal it shall:
 - (i) be kept in the custody of the Federation Manager; and
 - (ii) not be affixed to any instrument except by the authority of the Board and the affixing of the common seal shall be attested by the signatures of 2 Directors.
- (b) A Director may not sign a document to which the seal of the Federation is fixed where the Director is interested in the contract or arrangement to which the document relates.

34. SOURCE OF FUNDS

The funds of the Federation may be derived from annual membership subscriptions, fees and levies payable by Members, donations, grants, sponsorships and such other sources as the Directors determine.

35. TRANSITIONAL ARRANGEMENTS

- (a) Notwithstanding any other rule of this Constitution, the transitional arrangements set out in this **clause 35** shall apply from the date of adoption of this Constitution.
- (b) The directors of the Federation in place immediately prior to approval of this Constitution under the Act shall continue in accordance with **clause 15.3**, subject to **clause 16.5(b)**, and thereafter the positions of the Directors shall be filled, vacated and otherwise dealt with in accordance with this Constitution.
 - (i) At the first AGM following adoption of this Constitution, five Elected Directors will be elected with:
 - (A) the two first-elected candidates elected until conclusion of the third AGM following;
 - (B) the third-elected candidate elected until conclusion of the second AGM following; and

- (C) the fourth-elected candidate elected until conclusion of the first AGM following.
 - (ii) At the second AGM following adoption of this Constitution, the Elected Director referenced in **clause 35(b)(i)(C)** retires and, subject to this Constitution is eligible for re-election and one Elected Director will be elected.
 - (iii) At the third AGM following adoption of this Constitution, the Elected Director referenced in **clause 35(b)(i)(B)** retires and, subject to this Constitution is eligible for re-election and one Elected Director will be elected.
 - (iv) At the fourth AGM following adoption of this Constitution, the two Elected Directors referenced in **clause 35(b)(i)(A)** retire and, subject to this Constitution are eligible for re-election and two Elected Directors will be elected.
- (c) Any consecutive years served by each Director immediately prior to approval of this Constitution under the Act shall, subject to **clause 35(d)**, count towards the maximum consecutive number of years under **clause 16.6(a)** after the adoption of this Constitution.
- (d) A director of the Federation in office immediately prior to adoption of this Constitution who, on the date of adoption, has served the maximum number of years under **clause 16.6(a)(i)** will be eligible to serve:
- (i) one additional consecutive full term as a Director; and
 - (ii) immediately following a term under **clause 35(d)(i)**, serve one final consecutive term as a Director, where the length of such final term is as follows:
 - (A) no more than one (1) Director will be eligible to serve a three (3) year term under **clause 35(d)(ii)**;
 - (B) no more than two (2) Directors will be eligible to serve a two (2) year term under **clause 35(d)(ii)**; and
 - (C) no more than two (2) Directors will be eligible to serve a one (1) year term under **clause 35(d)(ii)**,

with the individuals to serve each particular term length to be determined by the Directors, failing which it will be determined by lot.
- (e) All regulations of the Federation (however named) in force at the date of the approval of this Constitution insofar as such regulations are not inconsistent with, or have been replaced by this Constitution, shall be deemed to be Regulations under **clause 27**.
- (f) All members who are, prior to the approval of this Constitution, members of the Federation shall be deemed Members of the Federation from the time of approval of this Constitution under the Act. All such Members shall provide the Federation with such details as may be required by the Federation under this Constitution within one (1) month of the approval of this Constitution under the Act.

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