



**WESTERN AUSTRALIAN WATER SKI  
ASSOCIATION INCORPORATED**

**CONSTITUTION AND RULES**

<b>TABLE OF CONTENTS</b>		
<b>RULE No</b>		<b>PAGE NUMBER</b>
1	Name of Association	3
2	Objects	3
3	Powers	4
4	Application of Income	4
5	Liability of members	5
6	Winding up	5
7	Interpretation	5
8	Statutes and compliance	8
9	Constitution	11
10	Members	11
11	Subscription	12
12	Application for membership	13
13	Register of members	14
14	Effect of membership	14
15	Discontinuance of membership	15
16	Discipline	16
17	Annual General Meeting	16
18	Notice of General Meeting	17
19	Business	17
20	Special General Meetings	18
21	Proceedings at General Meetings	18
22	Voting at General Meetings	19
23	Powers of the Board	20
24	Composition of the Board	20
25	Elected and Appointed Board Members	21
26	Meetings of the Board	22
27	Secretary	24
28	Delegations	24
29	Bye Laws	27
30	Records and Accounts	26
31	Auditor	27
32	Notices	27
33	Seal	28
34	Patrons	28
35	Alteration to Rules	28
36	Indemnity	28
37	Membership Ballot	29

**ASSOCIATIONS INCORPORATION ACT 1987 (WA)**

**CONSTITUTION AND RULES**

of the

**WESTERN AUSTRALIAN WATER SKI ASSOCIATION INCORPORATED**

**1 NAME OF ASSOCIATION**

The name of the association is Western Australian Water Ski Association Incorporated ("**Association**").

**2 OBJECTS OF ASSOCIATION**

The Association is the peak body for the administration of Water Skiing in Western Australia ("WA"). The objects for which the Association is established and maintained are to:

- (a) participate as a member of AWWF through and by which Water Skiing in Australia is conducted, encouraged, promoted and administered;
- (b) affiliate and otherwise liaise with AWWF in the pursuit of these Objects;
- (c) provide for the encouragement, conduct, promotion, control and administration of Water Skiing in and throughout WA, for the mutual and collective benefit of the Association, the Members and Water Skiing in WA;
- (d) ensure that a high standard of Water Skiing is maintained in WA;
- (e) develop a sense of sportsmanship and a high degree of proficiency in Water Skiing in WA;
- (f) enable Members to achieve a high level of physical and mental fitness through the teaching and practise of Water Skiing;
- (g) apply the property and capacity of the Association towards the fulfilment and achievement of these Objects;
- (h) collect, distribute and publish information in connection with Water Skiing in WA and national and state Water Skiing tournaments and competitions;
- (i) strive for governmental, commercial and public recognition of the Association and Water Skiing in WA;
- (j) 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; and

- (k) undertake and or do all things or activities which are necessary, incidental or conducive to the advancement of these Objects.

### **3 POWERS OF THE ASSOCIATION**

Solely for furthering the Objects set out above, and (except to the extent of any inconsistency) in addition to the rights, powers and privileges provided under the Act, the Association has power to:

- (a) purchase, take on lease or in exchange or otherwise acquire any real or personal estate which may be deemed necessary or convenient for any of the Objects and to sell, manage, lease, mortgage, give in exchange, dispose of or otherwise deal with any part of the rights or property of the Association, whether subject to any charges or encumbrances or not and to erect, replace, maintain, reconstruct, adapt and furnish any offices or other buildings thereon and to sell, let, alienate, mortgage, charge or deal with all or any such lands, tenements or hereditaments or any part of them;
- (b) act as arbiter on all matters accepted by it pertaining to the conduct of Water Skiing in WA, including disciplinary matters; and
- (c) do all such acts and things as are incidental, conducive or subsidiary to all or any of the Objects.

### **4 APPLICATION OF INCOME**

- (a) The income and property of the Association shall be applied solely towards the promotion of the Objects.
- (b) Except as prescribed in this Statement of Purposes:
  - (i) no portion of the income or property of the Association shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member; and
  - (ii) no remuneration or other benefit in money or money's worth shall be paid or given by the Association to any Member who holds any office of the Association.
- (c) Nothing contained in clauses 4(a) or (b) shall prevent payment in good faith of or to any Member for:
  - (iii) any services actually rendered to the Association whether as an employee or otherwise;
  - (iv) goods supplied to the Association in the ordinary and usual course of operation;

- (v) interest on money borrowed from any Member;
- (vi) rent for premises demised or let by any Member to the Association;
- (vii) any out-of-pocket expenses incurred by the Member on behalf of the Association; or
- (viii) any other reason;

provided that any such payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

## 5 LIABILITY OF MEMBERS

An officer, trustee or a member of this incorporated association is not by reason only of his being such an officer, trustee or member liable in respect of the liabilities of the association

## 6 DISTRIBUTION OF PROPERTY ON WINDING UP

If upon winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the members, or former members. The surplus property must be given or transferred to another association incorporated under the Act which has similar objects and which is not carried out for the purposes of profit or gain to its individual members, and which association shall be determined by resolution of the members.

## 7 INTERPRETATION

### 7.1 Definitions

In these Rules unless the contrary intention appears:

**“Act”** means the Associations Incorporation Act 1987 (WA).

**“WA”** means Western Australia.

**“Affiliated Club”** means any sporting club incorporated in WA with similar interests and objectives to the Association and upon application has become affiliated. The board is to set the criteria for a club to be affiliated

**“AWWF”** means the Australian Water Ski and Wakeboard Federation Incorporated.

**“AWWF Board”** means the board of AWWF.

**“AWWF Rules”** means the rules and regulations of AWWF.

**“Board”** means the body constituted under **Rule 24**.

**“Discipline”** means a type of water skiing recognised by the Association.

**“Division”** means a committee of the Association exercising delegated authority for the control of a Discipline in WA, including but not limited to the:

- (a) Tournament Division;
- (b) Barefoot Division;
- (c) Disabled Division;
- (d) Show Skiing Division;
- (e) Wakeboard Division;

**“Director”** means the person appointed from time to time to act for and on behalf of a Division, being a member of the Association, appointed by the Division to represent and vote on behalf of that Division at all Board meetings, and at any other meetings of the Association, or a person elected or appointed under Rule 25.

**“Financial year”** means the year ending 31<sup>st</sup> May.

**“Full Member”** means a financial member over the age of 18 years. A full member does not include junior members, introductory membership, day membership or associate membership.

**“General Meeting”** means the annual or any general meeting of the Association.

**“Individual Member”** means a registered financial individual member of the Association.

**“Intellectual Property”** means all rights or goodwill subsisting in copyright, business names, names, trade marks (or signs), logos, designs, patents or service marks relating to the Association or any event, competition or Water Skiing activity of or conducted, promoted or administered by the Association.

**“Life Member”** means an individual upon whom Life Membership of the Association has been conferred.

**“Member”** means a member for the time being of the Association.

**“Member State”** means an entity (including the Association) recognised by AWWF as the body administering Water Skiing in its particular State.

**“Objects”** means the objects of the Association in the Statement of Purposes.

**“Normal Resolution”** means a resolution requiring a clear majority or greater than 50% in favour

**“President”** means the President for the time being of the Association.

**“Regulations”** otherwise referred to as “By Laws” means any Regulations made by the Board under **Rule 29**

**“Rules”** means these Constitution and Rules of the Association.

**“Resolutions not in Meeting”** means any resolution sent by electronic means.

**“Seal”** means the common seal of the Association and includes any official seal of the Association.

**“Special Resolution”** means a resolution passed:

- (a) at a General Meeting of the Association of which 21 days notice, accompanied by notice of intention to propose the resolution as a special resolution, has been given to the Directors in accordance with these Rules; and
- (b) by at least three quarters majority of those Directors who, being entitled to vote, vote in person at the meeting.

**“State”** means and includes a State or Territory of Australia.

**“State Delegate”** means the person appointed from time to time by the Board to act for and on behalf of the Association and to represent the Association at general meetings of AWWF.

**“Water Skiing”** means all forms of the sport of Water Skiing.

## 7.2 Interpretation

In these Rules:

- (a) a reference to a function includes a reference to a power, authority and duty;  
a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty;
- (b) words importing the singular include the plural and vice versa;
- (c) words importing any gender include the other genders;
- (d) references to persons include corporations and bodies politic;

- (e) references to a person include the legal personal representatives, successors and permitted assigns of that person;
- (f) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction); and
- (g) a reference to "writing" shall unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

### **7.3 Severance**

If any provision of these Rules or any phrase contained in them is invalid or unenforceable, the phrase or provision is to be read down if possible, so as to be valid and enforceable. If the rule or phrase can not be so read down it shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of these Rules.

### **7.4 Expression in the Act**

Except where the contrary intention appears, in these Rules an expression that deals with a matter under the Act, has the same meaning as that provision of the Act.

### **7.5 Sole Purpose**

The Association is established solely for the Objects.

## **8 STATUS AND COMPLIANCE OF ASSOCIATION**

### **8.1 Recognition of Association**

The Association is recognised as the official representative of and controlling authority for Water Skiing in WA and shall administer Water Skiing in WA in accordance with the Objects, the objects of AWWF and the Act. Subject to compliance with these Rules and the AWWF Rules the Association shall continue to be recognised as a Member State of AWWF and shall administer Water Skiing in WA in accordance with these Rules.



## 8.2 Compliance of Association

The Association shall:

- (a) abide by the Constitution of AWWF;
- (b) be or remain incorporated in WA and shall act at all times in accordance with all requirements under the Act and as may otherwise be imposed by the Western Australian government;
- (c) appoint a State Delegate;
- (d) where required by AWWF provide to AWWF copies of its annual report and other associated documents immediately following the Association's Annual General Meeting;
- (f) to the extent permitted or required by the Act and AWWF, ensure any amendments to, or substitution of these Rules are generally in conformity with the AWWF Rules, and have the written approval of the AWWF Board;
- (h) at all times act for the joint advantage of the Association, AWWF, the Members and Water Skiing;
- (i) do all that is reasonably necessary to enable the Objects to be achieved;
- (j) at all times operate with, and promote, mutual trust and confidence between the Association, AWWF and the Members in pursuit of the Objects;
- (k) at all times act on behalf of and in the interests of the Members and Water Skiing in WA;
- (l) support AWWF in the encouragement and promotion of its objects; and
- (m) (either in whole or in such part as are applicable to the Association and considered acceptable to the Board) abide by the AWWF Rules, to the extent required by those Rules.

### 8.3 Operation of Rules

The Association and the Members agree:

- (a) that they are bound by these Rules and the AWWF Rules and that these Rules and the AWWF Rules operate to create uniformity in the way in which the Objects and Water Skiing are to be conducted, promoted, encouraged and administered throughout WA and Australia;
- (b) to act in good faith and loyalty to each other, to AWWF and to each Member State to ensure the maintenance and enhancement of Water Skiing, its standards, quality and reputation for the collective and mutual benefit of the Members and Water Skiing;
- (c) not to do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of Water Skiing and its maintenance and enhancement;
- (d) to make full and proper disclosure to each other of all matters of importance to the Association, a Member and Water Skiing;
- (e) not to acquire a private advantage at the expense of any of AWWF, the other Member States or Water Skiing;
- (f) to operate with mutual trust and confidence in pursuit of the Objects;
- (g) to promote the economic and sporting success of each other and to act interdependently with each other in pursuit of the Objects;
- (h) to act for and on behalf of the interests of Water Skiing in WA, AWWF, the Association and the Members;
- (i) that should the Association be having administrative, operational or financial difficulties AWWF may act to assist the Association in whatever manner the AWWF considers appropriate, including, but not limited to the appointment of an administrator.

## 9. Constitution of the Association

9.1 The constituent documents of the Association shall clearly adopt (either in whole or in such part as are applicable to the Association and considered acceptable to the AWWF Board) the objects of AWWF and shall generally conform with the AWWF Rules, at least to the extent of:

- (a) the objects of AWWF;
- (b) the structure and membership categories of AWWF subject always to the Association's rights to govern itself internally as it sees fit;
- (c) the recognition of AWWF as the national peak body for Water Skiing in Australia, in accordance with Part II of the AWWF Rules;
- (d) the recognition of AWWF as the final arbiter on matters pertaining to Water Skiing in Australia, including in respect of disciplinary proceedings; and
- (e) such other matters as are required to give full effect to the AWWF Rules;

with such incidental variations as are necessary having regard to the Objects and the Act.

9.2 The Association shall take all steps to ensure these Rules are, and remain, in a form acceptable to the AWWF Board and shall ensure the Association's constituent documents are amended in conformity with future amendments made to the AWWF Rules, subject to any prohibition or inconsistency in the Act.

## 10 MEMBERS

### 10.1 Classes of Members

The Members shall consist of:

- (a) Individual Members, or "full members" who are over the age of 18 years shall have the right to be present and debate at General Meetings, and shall have the right to cast one vote either in person at that meeting or by postal ballot prior, as per the rules & rights to vote in a ballot of the members (see Rules 22.4, 25 & 37)
- (b) Such new classes of Members created in accordance with **Rule 10.2** below.

## 10.2 Creation of New Classes

The Board has the right and the power from time to time to create new classes of membership with such rights, privileges and obligations as are determined applicable. The creation of a new class of membership may not have the effect of altering rights, privileges and obligations of an existing class of Members without the approval of the Association in General Meeting, and the prior written acknowledgement of AWWF.

## 10.3 Life Members

- (a) The Board may recommend at a General Meeting to be convened as per rule 18 no earlier than April 1 and not later than April 30 each year that one or more persons duly nominated and who has rendered distinguished service to Water Skiing in WA, where such service is deemed to have assisted the advancement of Water Skiing in WA, have life membership conferred on them. The Board shall define a selection criteria for life membership.
- (b) A resolution of this general meeting to confer life membership, on the recommendation of the Board, must be a Special Resolution.
- (c) Upon life membership being conferred, 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 at said general meeting not from the time of entry of their details on the Register.
- (d) If the board has no nominations for life membership to consider at or before its March monthly scheduled meeting then no general meeting to consider life membership will be convened.

## 11 SUBSCRIPTIONS AND FEES

### 11.1 AWWF's Fees

The annual membership fees payable by Members to AWWF, and the time for and manner of payment shall be as determined by the AWWF Board from time to time.

### 11.2 Prescribed Fees

The AWWF Board shall also be entitled to prescribe the fees to be levied upon all Individual Members of the Association, by the Association on behalf of AWWF.

### 11.3 Association Fees

Other fees (if any) payable by Members to the Association, and the time for and manner of payment shall be as determined by the Board.

### 11.4 Unpaid Fees

Any Member which or who has not paid all monies due and payable by that Member to AWWF and/or the Association shall (subject to the Board's discretion as applicable) have all rights under these Rules and the AWWF Rules suspended, including where applicable the right to vote at General Meetings and appoint a Delegate, until such time as the monies are fully paid. Whilst suspended under this Rule the Member shall have no automatic right to resign from the Association, and shall be dealt with in the Board's discretion, which includes the right to expel, discipline or retain that Member as a Member, or to impose such other conditions or requirements as the Board considers appropriate.

## 12 APPLICATION FOR MEMBERSHIP

### 12.1 Application for Membership

An application for membership by an individual ("applicant") must:

- (a) Be in writing on the form prescribed from time to time by the Board, from the applicant or its nominated representative and lodged with the Association;
- (b) meet the membership criteria established by the Board in Regulations from time to time; and
- (c) accompanied by the appropriate fee, if any.

### 12.2 Discretion to Accept or Reject Application

- (a) The Association may accept or reject an application whether the applicant has complied with the requirements in **Rule 12.1** or not, and shall not be required or compelled to provide any reason for such acceptance or rejection.
- (b) Where the Association accepts an application the applicant shall, subject to notification to AWWF, become an Individual Member.
- (c) Membership of the Association shall be deemed to commence upon acceptance of the application by the Association. The Secretary shall amend the Register accordingly as soon as practicable.
- (d) If the Association rejects an application, it shall refund any fees forwarded with the application, and the application shall be deemed rejected by the Association.

**12.3 Renewal of Membership**

Individual Members must renew their membership of the Association in accordance with the procedures set down by the Board in Regulations from time to time.

**12.4 Deemed Membership**

Subject to these Rules all individual members who are, prior to the approval of these Rules under the Act, members of the Association shall be deemed Individual Members of the Association from the time of approval of these Rules under the Act.

**13 REGISTER OF MEMBERS****13.1 Secretary to Keep Register**

The Secretary shall keep and maintain a Register in which shall be entered (as a minimum):

- (a) the full name, address, class of membership and date of entry of the name of each Member; and
- (b) the full name, address and date of entry of the name of each Director.

Members shall provide notice of any change to required details to the Association within 1 month of such change.

**13.2 Inspection of Register**

Having regard to confidentiality considerations, an extract of the Register, only containing a postal address or residential address for each member, therefore excluding the direct contact details of any Member, shall be available for inspection by Members, upon reasonable request.

**13.3 Right of AWWF to Register**

The Association shall provide a copy of the Register at a time and in a form acceptable to AWWF, and shall provide regular updates of the Register to AWWF. The Association agrees that AWWF may utilise the information contained in the Register and the Register itself to further the objects of AWWF, subject always to reasonable confidentiality considerations.

## 14. EFFECT OF MEMBERSHIP

Members acknowledge and agree that:

- (a) these Rules constitute a contract between each of them and the Association and that they are bound by the Rules and the Regulations and in turn, the AWWF Rules;
- (b) they shall comply with and observe these Rules and the Regulations and the AWWF Rules and any determination, resolution or policy which may be made or passed by the Association;
- (c) submitting to these Rules and the Regulations and the AWWF Rules they are subject to the jurisdiction of the Association and AWWF;
- (d) the Rules and Regulations and the AWWF Rules are necessary and reasonable for promoting the Objects;
- (e) these Rules and the AWWF Rules are made in the pursuit of a common object, namely the mutual and collective benefit of AWWF, the Association, the Members and Water Skiing in WA;
- (f) the Rules and Regulations and the AWWF Rules are necessary and reasonable for promoting the Objects and particularly the conduct, encouragement, promotion, advancement and protection of Water Skiing; and
- (g) they are entitled to all benefits, advantages, privileges and services of Association membership as conferred by these Rules.

## 15 DISCONTINUANCE OF MEMBERSHIP

### 15.1 Notice of Resignation

Any Individual Member which or who has paid all monies due and payable to the Association may resign from the Association by giving 1 month's notice in writing to the Association of such intention to withdraw or resign and upon the expiration of that period of notice, the Individual Member shall cease to be a Member.

### 15.2 Expiration of Notice Period

Upon the expiration of a notice given under **Rule 15.1**, an entry recording the date on which the Member who gave notice ceased to be a Member, shall be recorded in the Register.

### 15.3 Member to Re-Apply

A Member whose membership has been discontinued or has lapsed:

- (i) must seek renewal or re-apply for membership in accordance with these rules; and
- (ii) may be re-admitted at the discretion of the board.

### 15.4 Forfeiture of Rights

Any Member which ceases to be a Member, for whatever reason, shall forfeit all right in and claim upon the Association and its property including Intellectual Property. Any Association documents, records or other property in the possession, custody or control of that Member shall be returned to the Association immediately upon cessation of membership.

### 15.5 Membership may be Reinstated

Membership which has been discontinued under this Rule may be reinstated at the discretion of the Board, with such conditions as it deems appropriate.

### 15.6 Refund of Membership Fees

Membership fees or subscriptions paid by the discontinued Member for the relevant year shall be forfeited upon discontinuance.

## 16 DISCIPLINE

- (a) The following matters may be referred for investigation or determination by a Judiciary Committee in the sole discretion of the Board an allegation (in the opinion of the Board not being vexatious, trifling or frivolous) by a complainant that a Member has:
  - (i) breached, failed, refused or neglected to comply with a provision of these Rules, the Regulations, the AWWF Rules or any other resolution or determination of the Board or duly authorised Association committee; or
  - (ii) acted in a manner unbecoming of a Member, or prejudicial to the Objects and interests of the Association, AWWF and/or Water Skiing; or
  - (iii) brought the Association, AWWF, any other Member State or Water Skiing into disrepute;

and any such Member, will be subject to, and submits unreservedly to the jurisdiction, procedures, penalties and the appeal mechanisms of the Association as set out in the Regulations.



The complainant must be a financial member of the association

- (b) The Board will adopt Regulations in respect of a Judiciary Committee and disciplinary proceedings. Such Regulations should reflect rule 11 of the AWWF Rules but may be varied by the Association.

## **17 ANNUAL GENERAL MEETING**

The Annual General Meeting of the Association shall be held in accordance with the provisions of the Act and on a date and at a venue to be determined by the Board

## **18 NOTICE OF GENERAL MEETING**

### **18.1 Notice of General Meetings**

- (a) Notice of every General Meeting shall be given to every financial member at the address appearing in the Register kept by the Association. The auditor, and Life Members shall also be entitled to notice of every General Meeting, which shall be sent to their last notified address.
- (b) A notice of a General Meeting shall specify the place and day and hour of meeting and shall state the business to be transacted at the meeting.
- (c) At least 35 days' notice of a General Meeting shall be given to those Members entitled to receive notice, together with:
  - (i) the agenda for the meeting;
  - (ii) any notice of motion received from any Individual Member and a ballot paper for voting on that motion in the event of the motion being a special resolution
  - (iii) relevant accounts and reports in accordance with these Rules and the Act.

### **18.2 Entitlement to attend General Meeting**

Notwithstanding any other Rule, no Member shall be represented at, or take part in a General Meeting, unless all monies then due and payable by the Member to the Association are paid.

## 19 BUSINESS

### 19.1 Business of General Meetings

The business to be transacted at the Annual General Meeting includes the approval of statement of accounts and the reports of the Board and auditors, and the appointment, removal and fixing of the remuneration of the auditors.

### 19.2 Business Transacted

No business other than that stated on the notice for a General Meeting shall be transacted at that General Meeting.

### 19.3 Notice of Motion

Members shall be entitled to submit notices of motion. All notices of motion for inclusion as business at a General Meeting must be submitted in writing to the Secretary not less than 28 days (excluding receiving date and meeting date) prior to the General Meeting.

## 20 GENERAL MEETINGS

The Board may, whenever it thinks fit, convene a General Meeting of the Association or

If a clear majority (Greater than 50%) of Divisions request a General Meeting, then that meeting shall be convened within 35 days.

## 21 PROCEEDINGS AT GENERAL MEETINGS

### 21.1 Quorum

No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for General Meetings of the Association requires 10 members entitled to vote, to be present. Postal ballot numbers will not be included to determine a quorum

### 21.2 President to Preside

The President shall, subject to these Rules, preside as Chairman at every General Meeting of the Association. If the President is not present then the vice president will preside as chairman, if either is unwilling or unable to preside then the Directors present shall appoint 1 of their number to preside as Chairman for that meeting only.

### 21.3 Adjournment of Meeting

- (a) If within half an hour from the time appointed for the General Meeting, a quorum is not present the meeting shall be adjourned to such other day and at such other time and place as the Chairman may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting will lapse.
- (b) The Chairman may, with the consent of any General Meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) When a General Meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (d) Except as provided in **Rule 21.3(c)** it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

### 21.4 Voting Procedure

At any meeting a resolution, (not being a Special Resolution) put to the vote of the meeting shall be decided by a simple majority of members entitled to vote, on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded. This rule shall apply to all types of meetings of the Association.

### 21.5 Recording of Determinations

Unless a poll is demanded under **Rule 21.4**, a declaration by the Chairman 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 book containing the minutes of the proceedings of the Association shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution. Unless the motion passed was a special resolution in which case it becomes a direction to the board, then the resolution will become a recommendation to the board

### 21.6 Where Poll Demanded

If a poll is duly demanded under by any member, it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairman directs and the result of the poll shall be the resolution of the meeting.

## 22 VOTING AT GENERAL MEETINGS

### 22.1 Entitlement to Vote

Each full member at the time the meeting is convened shall have 1 vote at General Meetings, either in person at that meeting or by postal ballot in the event of a motion requiring a special resolution (see rules 22.4 and 25). Each member is entitled to exercise those rights set out in **Rule 10.1**. Notwithstanding any other Rule, no Member shall be entitled to vote, or take part in a General Meeting, unless all monies then due and payable by the Member to the Association are paid. At any type of meeting of the Association, the Chairman shall have no vote. In the event of a required majority in favour not obtained on any or all motions then those motions will fail to become a resolution binding and the status quos where applicable will remain

### 22.2 Methods of Voting

Where voting is required to be by secret ballot, or where a poll is demanded, the Chairman will appoint a returning officer and scrutineers.

### 22.3 Proxy Voting

Proxy voting shall not be permitted at any Meeting.

### 22.4 Ballot Voting

Each full member at the time a meeting is scheduled to be convened, is entitled to submit one vote either in person at that meeting or by postal ballot which must be received 10 days prior to the commencement of that meeting. Once the ballot paper is received within the required time that vote is final and may not be changed

## 23 POWERS OF THE BOARD

Subject to the Act and these Rules, the business of the Association shall be managed, and the powers of the Association shall be exercised, by the Board. In particular, the Board as the authority for Water Skiing in WA shall be responsible for acting on State issues in accordance with the Objects and shall operate for the benefit of the Members and the community throughout WA and shall govern Water Skiing in WA in accordance with the Objects, subject always to compliance with the AWWF Rules.

## 24 COMPOSITION OF THE BOARD

### 24.1 Composition of the Board

The Board shall comprise :

- (a) five Directors, one from each Division, who shall be appointed to the Board by their respective Division, and must be full members.
- (b) five Directors appointed under Rule 25 and must be full members.
- (c) a Secretary (ex officio) who shall be appointed and or removed at any time by the Board by a majority in favour greater than 75% on such terms and conditions as the Board may determine.
- (d) a Treasurer (ex officio) who shall be appointed and or removed at any time by the Board by a majority in favour greater than 75% on such terms and conditions as the Board may determine.
- (e) an immediate past president is an honorary position, able to attend and debate at all meetings, but with no voting rights.

### 24.2 Portfolios

If the Board considers it appropriate, in order to further the Objects, it may allocate Directors to specific portfolios, with specific responsibilities, as determined in the discretion of the Board.

### 24.3 Right to Co-Opt

It is expressly acknowledged that the Board shall have the right to co-opt any person with appropriate experience or expertise to assist the Board in respect of such matters and on such terms as the Board thinks fit. Any person so co-opted shall not be a Director, and shall not exercise the rights of a Director, and shall act in an advisory capacity only.

### 24.5 Appointment of State Delegate

The Board shall, from amongst its members, appoint a State Delegate to attend meetings of the AWWF Board and general meetings of AWWF.

## 25 ELECTED AND APPOINTED BOARD MEMBERS

There shall be 5 Directors appointed under this Rule.

The Board shall set the date of the Annual General Meeting not more than three months after the 30<sup>th</sup> May in any year.

On or before the 30<sup>th</sup> March the Secretary shall call for nominations from those members of the Association wishing to nominate for a position as a Director on the Board of the Association.

Those positions are President, Vice President and Director. Individuals may nominate for more than one position, though may only hold one director position on the board. (ie a person may be nominated for President, Vice President and director. These positions will be determined by the association in this order so position of Vice President may be filled by an unsuccessful President candidate etc.) Nominations shall close on 23<sup>rd</sup> April.

From the 30<sup>th</sup> April the Secretary shall send a ballot paper to every member by electronic means or by post. The closing date for receipt of the completed returned ballot papers shall be 30<sup>th</sup> May.

At the Annual General Meeting any member who has not cast a postal vote may vote in person at the meeting.

For the purposes of this rule on the 30<sup>th</sup> March in any year a list of the current financial members of WAWSA shall be recorded by the Secretary.

The Board may appoint up to 2 additional Directors at its' discretion. Of the two elected positions (being Vice President and Director) and the two appointed directors, four positions in total (excluding the position of President) no more than two shall be from the same division.

## 26 MEETINGS OF THE BOARD

### 26.1 Board to Meet

The Board shall meet as often as is deemed necessary in every calendar year for the dispatch of business (and no less than 9 times in every year) and subject to these Rules may adjourn and otherwise regulate its meetings as it thinks fit. The President or 4 Directors may at any time, and the Secretary shall on the requisition of 4 Directors, convene a meeting of the Board within reasonable time.

### 26.2 Decisions of Board

Subject to these Rules, questions arising at any meeting of the Board shall be decided by a clear majority of votes and a determination of a majority of Directors shall for all purposes be deemed a determination of the Board. All Directors except the President as chairman shall have 1 vote on any question. The Chairman shall have no deliberative vote, in the event of an equality of votes, the matter shall be decided in the negative, this shall apply to all meetings of the Association including committee meetings.

All decisions of the Board which involve changes to the Rules, Regulations or Bye Laws, or any decision with a financial implication of more than \$500 shall be placed on the Agenda and shall only be approved by a 75% majority of the Directors present in person, or by other means as set down in Rule 25.3. Such decisions shall lie on the table and shall be subject to formal ratification at the following Board meeting.

### **26.3 Resolutions not in Meeting**

- (a) A resolution in writing, signed or assented to by any form of visible or other electronic communication by all the Directors for the time shall be as valid and effectual as if it had been passed at a meeting of Directors duly convened and held. Any such resolution may consist of several documents in like form each signed by 1 or more of the Directors.
- (b) Without limiting the power of the Board to regulate their meetings as they think fit, a meeting of Board may be held where 1 or more of the Directors is not physically present at the meeting, provided that:
  - (i) all persons participating in the meeting are able to communicate with each other effectively simultaneously and instantaneously whether by means of telephone or other form of communication;
  - (ii) notice of the meeting is given to all the Directors entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Board or these Rules and such notice specifies that Directors are not required to be present in person;
  - (iii) in the event that a failure in communications prevents condition (i) from being satisfied by that number of Directors which constitutes a quorum, and none of such Directors are present at the place where the meeting is deemed by virtue of the further provisions of this Rule to be held then the meeting shall be suspended until condition (i) is satisfied again. If such condition is not satisfied within 15 minutes from the interruption the meeting shall be deemed to have terminated or adjourned; and
  - (iv) any meeting held where 1 or more of the Directors is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Director is there present and if no Director is there present the meeting shall be deemed to be held at the place where the Chairman of the meeting is located.

**26.4 Quorum**

At meetings of the Board the number of Directors required to constitute a quorum is 5,

**26.5 Notice of Board Meetings**

Unless all Directors agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their apology, presence or attendance) not less than 7 days written notice of the meeting of the Board shall be given to each Director. The agenda shall be forwarded to each Director not less than 4 days prior to such meeting.

**26.6 Conflict of Interest**

A Director shall declare his interest in any contractual, selection and appointments, disciplinary or other matter in which a conflict of interest arises or may arise, and shall absent himself from discussions of such matter and shall not be entitled to vote in respect of such matter. In the event of an uncertainty as to whether it is necessary for a Director to absent himself from discussion or 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.

**27 SECRETARY****27.1 The Secretary to Act as the Public Officer of the Association**

The Secretary shall act as and carry out the duties of Public Officer of the Association and shall administer and manage the Association in accordance with these Rules.

**27.2 Specific Duties**

The Secretary shall as far as practicable attend all Board meetings and all General Meetings of the Association; prepare the agenda for all Board meetings and General Meetings of the Association; record and prepare minutes of the proceedings of all meetings of the Board and the Association; and regularly report on the activities of, and issues relating to, the Association.

**27.3 Broad Power to Manage**

Subject to the Act, these Rules, the Regulations and under directive of the Board, the Secretary has power to perform all such things as directed by the board for the proper management and administration of the Association. No resolution passed by the Association in General Meeting shall invalidate any prior act of the Secretary or the Board which would have been valid if that resolution had not been passed.



## 28 DELEGATIONS

### 28.1 Executive

- (a) The Board delegates power to the Executive to make decisions relating to the day to day management of the Association, to act upon such decisions and to deal with urgent business of the Association.
- (b) The Executive shall reach decisions by a greater than 75% majority using any form of electronic or verbal communication which conforms to the Rules. Any matters that do not have greater than 75% agreement by the Executive shall be referred to the Board.
- (c) The Executive shall comprise the President and the 5 Directors appointed by the Divisions.

### 28.2 Board may Delegate Functions

The Board may by instrument in writing create or establish or appoint from amongst the Directors, Individual Members, or otherwise, sub-committees, individual officers or consultants to carry out such duties and functions, and with such powers, as the Board determines.

### 28.3 Delegation by Instrument

The Board may in the establishing instrument delegate such functions as are specified in the instrument, other than:

- (a) this power of delegation; and
- (b) a function imposed on the Board or the Secretary by the Act or any other law, or these Rules.

### 28.4 Delegated Function Exercised in Accordance With Terms

A function, the exercise of which has been delegated under this Rule, may whilst the delegation remains un-revoked, be exercised from time to time in accordance with the terms of the delegation.

### 28.5 Procedure of Delegated Entity

The procedures for any entity exercising delegated power shall, subject to these Rules and with any necessary or incidental amendment, be the same as that applicable to meetings of the Board . The entity exercising delegated powers shall make decisions in accordance with the Objects, and shall promptly provide the Association with details of all material decisions and shall provide any other reports, minutes and information as the Association may require from time to time.

**28.6 Delegation may be Conditional**

A delegation under this Rule may be made subject to such conditions or limitations as to the exercise of any function or at the time or circumstances as may be specified in the delegation.

**28.7 Revocation of Delegation**

The Board may by instrument in writing, revoke wholly or in part any delegation made under this Rule, and may amend or repeal any decision made by such body or person under this Rule.

**29 BY LAWS****29.1 Board to Formulate By Laws**

The Board may formulate, issue, adopt, interpret and amend such Regulations for the proper advancement, management and administration of the Association, the advancement of the Objects and Water Skiing in WA as it thinks necessary or desirable. Such Regulations must be consistent with these Rules, the AWWF Rules and any policy directives of the A.W.W.F. Board.

**29.2 Regulations Binding**

All Regulations made under this Rule shall be binding on the Association and Members.

**29.3 Notices Binding on Members**

Promulgations of new By-laws, amendments, alterations, interpretations or other changes to By-laws shall be advised to Members of the Association by means of notices approved by Board and prepared and issued by the Secretary. Notices are binding upon all Members.

**30 RECORDS AND ACCOUNTS****30.1 Secretary to Keep Records**

The Secretary shall establish and maintain proper records and minutes concerning all transactions, business, meetings and dealings of the Association and the Board and shall produce these as appropriate at each Board or General Meeting.

**30.2 Records Kept in Accordance with Act**

Proper accounting and other records shall be kept in accordance with the Act. The books of account shall be kept in the care and control of the Treasurer.

**30.3 Association to Retain Records**

The Association shall retain such records for years after the completion of the transactions or operations to which they relate.

**30.4 Board to Submit Accounts**

The Board shall submit to the Members at the Annual General Meeting the Statements of Account of the Association in accordance with these Rules and the Act.

**30.5 Accounts Conclusive**

The Statements of Account when approved or adopted by an Annual General Meeting shall be conclusive except as regards any error discovered in them within 3 months after such approval or adoption.

**30.6 Accounts to be Sent to Members**

The Secretary shall cause to be sent to all persons entitled to receive notice of Annual General Meetings of the Association in accordance with these Rules, a copy of the Statements of Account, the Board's report, the auditor's report and every other document required under the Act (if any).

**30.7 Inspection of Accounts**

Subject to any reasonable restrictions as to time and manner of inspecting the same that may be imposed in accordance with these Rules the Accounts shall be open to inspection by Members.

**30.8 Negotiable Instruments**

All cheques, promissory notes, bankers, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Association, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any one duly authorised Director(s) and either a second duly authorised director and or appointee approved by the board.

**31 AUDITOR**

**31.1** A properly qualified auditor or auditors shall be appointed by the Association in General Meeting and the remuneration of such auditor or auditors fixed. The auditor's duties shall be regulated in accordance with the Act, or if no relevant provisions exist under the Act, in accordance with generally accepted principles, and any applicable code of conduct. The auditor may be removed by the Association in General Meeting.

**31.2** The accounts of the Association shall be examined and the correctness of the profit and loss accounts and balance sheets ascertained by an auditor or auditors at the conclusion of each Financial Year.

## 32 NOTICES

- 32.1 (a) Notices may be given by the Secretary to any person entitled under these Rules to receive any notice by sending the notice by pre-paid post or facsimile transmission or where available, by electronic mail, to the Member's registered address or facsimile number or electronic mail address.
- (b) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been effected 2 days after posting.
- (c) Where a notice is sent by facsimile transmission, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the facsimile was sent to/or received at the facsimile number to which it was sent.
- (d) Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the electronic mail message was received at the electronic mail address to which it was sent.

### 32.2 Notice of General Meeting

Notice of every General Meeting shall be given in the manner authorised and to the persons entitled to receive notice under these Rules.

## 33 SEAL

### 33.1 Safe Custody of Seal

The Secretary shall provide for safe custody of the Seal.

### 33.2 Affixing Seal

The Seal shall only be used by authority of the Board and every document to which the seal is affixed shall be signed by 2 Directors.

## 34 PATRONS

The Association at its Annual General Meeting may appoint annually on the recommendation of the Board a Patron and such number of Vice-Patrons as it considers necessary, subject to approval of that person or persons.

## 35 ALTERATION TO RULES

These Rules and the Statement of Purposes of the Association shall not be altered except by Special Resolution in accordance with the Act, and these Rules.

## 36 INDEMNITY

### 36.1 Directors to be Indemnified

Every Director, officer, manager, employee or agent of the Association shall be indemnified out of the property or assets of the Association against any liability incurred by him in his capacity as Director, officer, auditor or agent in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in relation to any such proceedings in which relief is, under the Act, granted to him by the Court.

### 36.2 Association to Indemnify Directors

The Association shall indemnify its Directors, officers, managers and employees against all damages and costs (including legal costs) for which any such Director, officer, manager or employee may be or become liable to any third party in consequence of any act or omission except wilful misconduct:

- (a) in the case of a Director or officer, for acts performed or made whilst acting on behalf of and with the authority, express or implied of the Association; and
- (b) in the case of an employee, performed or made in the course of, and within the scope of his employment by the Association.

## 37 MEMBERSHIP BALLOT

If at a General Meeting a request for a Special Resolution to be put to the membership group known as “Full members” is approved by a majority greater than 75% of those entitled to vote and in attendance at that meeting, then a Ballot of the Membership to consider only that motion will be called for.

The secretary shall within 14 days send out a Ballot paper to every member setting out the terms of the Special Resolution and asking members to signify their agreement in favour or against the motion. Ballot papers shall be returned to the Secretary within 28 days of them being sent. The Secretary will have called a general meeting for 10 days after the close of that ballot. The Ballot papers will be opened by the Secretary at that general meeting. The result of the ballot will be considered along with votes cast at that meeting by those entitled to vote.

The result of the Ballot shall be recorded in the Minutes of the next Board meeting and that result is to be circulated to all financial members. The result shall be binding and become a direction to all members of the Board. It is not intended that this Rule shall override Rule 23.

Final Page