



Australian Government

Australian Sports Commission

Constitution

Date: March 2014

**AUSTRALIAN WATERSKI AND WAKEBOARD FEDERATION
INCORPORATED**

Lander & Rogers

Level 12 Bourke Place
600 Bourke Street Melbourne VIC 3000
GPO Box 1842 Melbourne VIC 3001
Australia

T +61 3 9269 9000

F +61 3 9269 9001

www.landerson.com.au

Ref: IKF:GTO:2023222

TABLE OF CONTENTS

| | | |
|-----|---|----|
| 1. | NAME | 1 |
| 2. | OBJECTS OF AWWF | 1 |
| 3. | POWERS..... | 3 |
| 4. | APPLICATION OF INCOME | 3 |
| 5. | ADDITION ALTERATION OR AMENDMENT | 4 |
| 6. | LIABILITY OF MEMBERS..... | 4 |
| 7. | MEMBERS' CONTRIBUTIONS | 4 |
| 8. | DISTRIBUTION OF PROPERTY ON WINDING UP | 4 |
| 9. | ACCOUNTS | 4 |
| 10. | INTERPRETATION | 4 |
| 11. | MEMBER STATES | 7 |
| | 11.1 Recognition of Member States | 7 |
| | 11.2 Compliance of Member States | 7 |
| | 11.3 Operation of Constitution..... | 8 |
| 12. | MEMBER STATE CONSTITUTIONS AND RULES | 9 |
| | 12.1 Constitution | 9 |
| | 12.2 Amendments to Member State Constitutions | 9 |
| | 12.3 Register of Members..... | 9 |
| 13. | DIVISIONS | 9 |
| | 13.1 Divisions..... | 9 |
| | 13.2 AWW Division Terms of Delegation..... | 10 |
| 14. | MEMBERS | 10 |
| | 14.1 Members..... | 10 |
| | 14.2 Creation of New Categories of Membership | 10 |
| | 14.3 Life Members | 11 |
| 15. | APPLICATION FOR MEMBERSHIP | 11 |
| 16. | SUBSCRIPTIONS AND FEES..... | 11 |
| 17. | REGISTER OF MEMBERS..... | 12 |
| 18. | EFFECT OF MEMBERSHIP..... | 12 |
| 19. | DISCONTINUANCE OF MEMBERSHIP | 12 |
| 20. | DISCIPLINE OF MEMBERS..... | 13 |
| 21. | STATE DELEGATES..... | 14 |
| 22. | ANNUAL GENERAL MEETING TO BE HELD | 14 |
| 23. | NOTICE OF GENERAL MEETINGS..... | 14 |

| | | |
|-----|--|----|
| 24. | BUSINESS OF GENERAL MEETINGS | 15 |
| 25. | NOTICES OF MOTION..... | 15 |
| 26. | SPECIAL GENERAL MEETINGS | 15 |
| 27. | PROCEEDINGS AT GENERAL MEETINGS | 16 |
| 28. | ENTITLEMENT TO VOTE AT GENERAL MEETINGS..... | 17 |
| 29. | PROXY VOTING NOT PERMITTED..... | 18 |
| 30. | POWERS OF THE BOARD | 18 |
| 31. | COMPOSITION OF THE BOARD..... | 18 |
| 32. | APPOINTMENT AND/OR ELECTION OF DIRECTORS..... | 18 |
| | 32.1 Election of State and Finance Directors | 18 |
| | 32.2 Form of Nomination..... | 18 |
| | 32.3 Elections | 19 |
| | 32.4 Appointment of Divisional Directors..... | 19 |
| | 32.5 Term of Appointment..... | 19 |
| | 32.6 Divisional Directors | 19 |
| 33. | CHAIRPERSON / PRESIDENT | 19 |
| | 33.1 President..... | 19 |
| | 33.2 Vice President..... | 20 |
| 34. | PRESIDENT EMERITUS..... | 20 |
| 35. | VACANCIES OF DIRECTORS | 20 |
| 36. | MEETINGS OF THE BOARD | 21 |
| 37. | CONFLICTS | 22 |
| 38. | CHIEF EXECUTIVE OFFICER | 22 |
| 39. | DELEGATIONS | 23 |
| 40. | REGULATIONS..... | 24 |
| 41. | RECORDS AND ACCOUNTS | 24 |
| 42. | AUDITOR | 25 |
| 43. | NOTICES..... | 25 |
| 44. | SEAL | 25 |
| 45. | PATRONS AND VICE PATRONS..... | 25 |
| 46. | ALTERATION OF CONSTITUTION..... | 26 |
| 47. | INDEMNITY | 26 |
| 48. | DISSOLUTION | 26 |
| | AMENDMENTS..... | 26 |

ASSOCIATIONS INCORPORATION ACT 1991 (ACT)

CONSTITUTION

of

AUSTRALIAN WATERSKI AND WAKEBOARD FEDERATION INCORPORATED

1. NAME

The name of the association is Australian Waterski and Wakeboard Federation Incorporated (**AWWF**).

2. OBJECTS OF AWWF

AWWF is the peak body for the administration of Water Skiing and Wakeboarding in Australia and is established solely to:

- (a) affiliate and otherwise liaise with the International Water Skiing and Wakeboarding Federation or its successor or assign (**IWWSF**) and such other bodies including the Australian Sports Commission as may be desirable in the pursuit of these Objects;
- (b) conduct, encourage, promote, advance, standardise, control and administer the sport of Water Skiing and Wakeboarding in and throughout Australia;
- (c) provide for the conduct, encouragement, promotion and administration of the sport of Water Skiing and Wakeboarding through and by various Member States or other organisations for the mutual and collective benefit of the Members and Water Skiing and Wakeboarding;
- (d) act in good faith and loyalty to ensure the maintenance and enhancement of AWWF and the sport of Water Skiing and Wakeboarding, its standards, quality and reputation for the collective and mutual benefit of the Members and Water Skiing and Wakeboarding;
- (e) at all times operate with and promote mutual trust and confidence between AWWF and the Members in pursuit of these Objects;
- (f) at all times to act on behalf of, in the interests of, and in conjunction, with the Members and Water Skiing and Wakeboarding;
- (g) promote the economic and sporting success, strength and stability of AWWF and each Member State and to act interdependently with each Member State in pursuit of these Objects;
- (h) ensure compliance with the rules and regulations as amended from time to time of the IWWSF or their respective successors;
- (i) ensure that a high standard of Water Skiing and Wakeboarding is maintained;
- (j) develop a sense of sportsmanship and a high degree of proficiency in competitors and participants in Water Skiing and Wakeboarding;

- (k) enable competitors to achieve a high level of physical and mental fitness through the teaching and practice of Water Skiing and Wakeboarding ;
- (l) apply the property and capacity of AWWF towards the fulfillment and achievement of these Objects;
- (m) use and protect the Intellectual Property;
- (n) collect, distribute and publish information in connection with Water Skiing and Wakeboarding and international and national Water Skiing and Wakeboarding tournaments and competitions;
- (o) promote and control national and international Water Skiing and Wakeboarding tournaments, competitions and championships;
- (p) strive for governmental, commercial and public recognition of AWWF, the Member States and Water Skiing and Wakeboarding;
- (q) promulgate and secure uniformity in such rules as may be necessary or appropriate for the management and control of Water Skiing and Wakeboarding and related activities in Australia;
- (r) further develop AWWF as an organised institution and, with these purposes in view, to foster, regulate, organise and manage national and international competitions, displays and other activities and to award trophies as appropriate;
- (s) review and/or determine any matters relating to Water Skiing and Wakeboarding which may arise or be referred to it by any Member State;
- (t) recognise any penalty imposed by any Member State;
- (u) through or in association with the Member States or other entities or of itself, promote the health and safety of players, coaches, judges and officials registered with any Member State or other recognised Water Skiing and Wakeboarding organisation or other entity;
- (v) through or in association with the Member States or other entities or of itself, encourage players, coaches, judges and officials registered with any Member State or other recognised Water Skiing and Wakeboarding organisation to realise their potential and athletic abilities by extending to them the opportunity of education and further participation in Water Skiing and Wakeboarding;
- (w) conduct or commission research and development for improvements in Water Skiing and Wakeboarding and Water Skiing and Wakeboarding equipment generally;
- (x) pursue through itself or others such commercial arrangements, including sponsorship and marketing opportunities as are appropriate, to further these Objects and Water Skiing and Wakeboarding;
- (y) act as final arbiter on all matters pertaining to the conduct of Water Skiing and Wakeboarding in Australia, including disciplinary matters;
- (z) formulate or adopt 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 arise from time to time as issues to be addressed in Water Skiing and Wakeboarding;

- (aa) represent the interests of its Members and of Water Skiing and Wakeboarding generally in any appropriate forum;
- (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.

3. POWERS

Solely for furthering the Objects set out above AWWF has, in addition to the powers conferred on it under the Act, the legal capacity and powers of a company as set out under section 124 of the Corporations Act.

4. APPLICATION OF INCOME

- (a) The income and property of AWWF shall be applied solely towards the promotion of the Objects.
- (b) No portion of the income or property of AWWF shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member.
- (c) No remuneration or other benefit in money or money's worth shall be paid or given by AWWF to any member who holds any office of AWWF.
- (d) Nothing contained in Rules 4(b) and 4(c) shall prevent payment in good faith of or to any Member:
 - (i) for any services actually rendered to AWWF whether as an employee or otherwise;
 - (ii) for goods supplied to AWWF in the ordinary and usual course of business;
 - (iii) of interest on money borrowed from any Member;
 - (iv) of rent for premises demised or let by any Member to AWWF;
 - (v) for any out-of-pocket expenses incurred by the Member on behalf of AWWF;

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. ADDITION ALTERATION OR AMENDMENT

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

6. LIABILITY OF MEMBERS

The liability of the Members of AWWF is limited.

7. MEMBERS' CONTRIBUTIONS

Every Member State undertakes to contribute to the assets of AWWF in the event of it being wound up while a Member, or within one year after ceasing to be a Member for payment of the debts and liabilities of AWWF contracted before the time at which it ceases to be a Member, and the costs, charges and expenses of winding up and for an adjustment of the rights of contributors among themselves, such amount as may be required not exceeding one dollar (\$1).

8. DISTRIBUTION OF PROPERTY ON WINDING UP

If upon winding up or dissolution of AWWF there remains after satisfaction of all its debts and liabilities any assets or property, the same shall not be paid to or distributed amongst the Members of AWWF but shall be paid to or distributed to an organisation or organisations having objects similar to the Objects and which prohibits the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on AWWF by Rule 4. Such organisation to be determined by the Members of AWWF at or before the time of dissolution, and in default thereof by such judge of the Supreme Court of the Australian Capital Territory as may have or acquire jurisdiction in the matter.

9. ACCOUNTS

True accounts shall be kept of the sums of money received and expended by AWWF and the manner in respect of which such receipt and expenditure takes place and of the property, assets and liabilities of AWWF and subject to any reasonable restrictions as to time and manner of inspecting the same that may be imposed in accordance with this Constitution of AWWF for the time being, shall be open to the inspection of the Member States and/or Delegates. Once at least in every year the accounts of AWWF shall be examined by one or more properly qualified auditor or auditors who shall report to the Members in accordance with the provisions of the Corporations Act.

10. INTERPRETATION

(a) In this Constitution unless the contrary intention appears:

Act means the Associations Incorporation Act 1991 (ACT).

Active Division means a Division that has satisfied the requirements for recognition as an Active Division as set out at clause 13.1(d).

Board means the Board constituted under this Constitution.

Chief Executive Officer means the Chief Executive Officer of AWWF for the time being appointed under this Constitution.

Constitution means the Constitution of AWWF.

Director means a member of the Board (other than the Chief Executive Officer) and includes the President.

Discipline means a type of Water Skiing and Wakeboarding recognised by AWWF from time to time and governed by rules determined by AWWF from time to time.

Division means a committee of AWWF exercising delegated authority for the control of a Discipline operating in accordance with Rule 13 and includes Active and Interim Divisions.

Divisional Director means the person appointed by the Active Divisions from the membership of the Division under Rule 32(4) to hold the position set out in Rule 31(a) (i).

Event means and includes:

- (i) any championship, tournament or competition (national or otherwise) organised or conducted by or on behalf of AWWF;
- (ii) any international competition, tournament, or championship at which AWWF is represented.
- (iii) can also include any sanctioned training program or “Come and Try Day”

Financial year means the year ending 30 June each year.

General Meeting means the annual or any special general meeting of AWWF.

Individual Member means an active participant in any Discipline who is a registered financial individual of the AWWF, whether through a Member State or the AWWF directly, including any coach or other official who is so registered, for such time as he/she remains registered under these Rules.

Intellectual Property means all rights or goodwill subsisting in copyright, business names, names, trademarks (or signs), logos, designs, patents or service marks (whether registered or registerable) relating to AWWF or any Event or Water Skiing and Wakeboarding activity of or conducted, promoted or administered by AWWF.

Interim Division means a Division that has not yet met the requirements to be recognised as an Active Division however is operating as a recognised committee by the AWWF in developing a new discipline in the sport of waterskiing and wakeboarding.

Judiciary Committee means a standing committee of AWWF constituted by delegation under Rule 20.

Life Member means an individual upon whom Life Membership of AWWF has been conferred under Rule 14.3.

Member means a member for the time being of AWWF under Rule 134.

Member State means an independent entity recognised under Rule 11.1 to administer the sport of Water Skiing and Wakeboarding in its particular State.

Objects means the objects of AWWF in Rule 2.

Official means any administrator, coach, judge, team manager, scorer, statistician or other person who has a position as an official in the sport of Water Skiing and Wakeboarding .

President means the president for the time being of AWWF.

Regulations mean any regulations made by the Board under Rule 379.

Special Resolution means a resolution passed:

- (i) at a General Meeting of which 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
- (ii) by at least three quarters of those Members who, being entitled to vote, vote in person at the meeting or by another form of visible or electronic communication approved by AWWF from time to time.

State means a State of Australia and includes the mainland Territories of Australia.

State Acts means the state associations incorporation legislation (by whatever name called) governing the Members, including the Act.

State Delegate means the persons elected or appointed from time to time by a Member State to act for and on behalf of that Member State and represent the Member State at General Meetings and includes Alternate State Delegates (where appointed).

State Director means a person elected under Rule 302 from among the State Delegates to represent the collective interests of all the Member States on the Board.

Water Skiing and Wakeboarding means all forms of the sport of Water Skiing and Wakeboarding as recognised by AWWF.

- (b) Expressions referring 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.
- (c) In this Constitution
 - (i) a reference to a function includes a reference to a power, authority and duty;
 - (ii) 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 of the performance of the duty;
 - (iii) words importing the singular include the plural and vice versa;

- (iv) words importing any gender include the other gender;
 - (v) references to persons include corporations and bodies politic;
 - (vi) references to a person include the legal personal representatives, successors and permitted assigns of that person;
 - (vii) 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).
- (d) If any provision of this Constitution or any phrase contained in it is invalid or unenforceable in any jurisdiction, the phrase or provision is to be read down for the purpose of that jurisdiction, if possible, so as to be valid and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of the Constitution or affecting the validity or enforceability of that provision in any other jurisdiction.
- (e) AWWF is established solely for the Objects.
- (f) The model rules referred to in the Act are displaced by this Constitution.

11. MEMBER STATES

11.1 Recognition of Member States

The entity which is recognised by AWWF as the only official representative of, and controlling authority for, the sport of Water Skiing and Wakeboarding in a State is or shall be recognised as a Member State and shall administer the sport of Water Skiing and Wakeboarding in that particular State in accordance with the Objects. Each Member State shall be named according to the State in which it is located. Recognition of a Member State is at the discretion of the Board of AWWF, accepting that any such recognition decision may be challenged using the provisions as allowed under Rule 19 or Rule 20 as appropriate.

11.2 Compliance of Member States

Each Member State shall:

- (a) be incorporated in its particular State;
- (b) provide AWWF with copies of its audited accounts, annual report and other associated documents immediately following the Member State's annual general meeting;
- (c) adopt the Objects and adopt rules which reflect and which are, to the extent permitted or required by the State Acts, generally in conformity with this Constitution;
- (d) apply its property and capacity solely in pursuit of the Objects, the Member State's purposes and Water Skiing and Wakeboarding ;
- (e) at all times act for the joint advantage of AWWF, the Members and Water Skiing and Wakeboarding;

- (f) do all that is reasonably necessary to enable the Objects to be achieved;
- (g) act in good faith and loyalty to maintain and enhance AWWF and Water Skiing and Wakeboarding , its standards, quality and reputation for the collective and mutual benefit of the Members and Water Skiing and Wakeboarding;
- (h) at all times operate with and promote mutual trust and confidence between AWWF and the Members in pursuit of the Objects; and
- (i) at all times act on behalf of and in the interests of the Members and the sport of Water Skiing and Wakeboarding.
- (j) ensure that at all times only Individual Members are allowed to participate in on water activities in any Discipline, including all judges and officials involved in such activities.

11.3 Operation of Constitution

- (a) AWWF and the Member States agree:
 - (i) that they are bound by this Constitution and that this Constitution operates to create uniformity in the way in which the Objects and Water Skiing and Wakeboarding are to be conducted, encouraged, promoted and administered in Australia;
 - (ii) to act in good faith and loyalty to each other to ensure the maintenance and enhancement of Water Skiing and Wakeboarding , its standards, quality and reputation for the collective and mutual benefit of the Members and Water Skiing and Wakeboarding;
 - (iii) 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 Wakeboarding and its maintenance and enhancement;
 - (iv) to make full and proper disclosure to each other of all matters of importance to AWWF and Water Skiing and Wakeboarding;
 - (v) to ensure that no Member acquires a material or financial advantage at the expense of AWWF or any Member State or Water Skiing and Wakeboarding;
 - (vi) to operate with mutual trust and confidence in pursuit of the Objects;
 - (vii) to promote the economic and sporting success, strength and stability of each other and to act interdependently with each other in pursuit of the Objects;
 - (viii) to act for and on behalf of the interests of Water Skiing and Wakeboarding , AWWF and the Members; and
 - (ix) that should a Member State have administrative, operational or financial difficulties, AWWF may, in its absolute discretion, act to assist that Member State in whatever manner and on such conditions AWWF as considers appropriate.

- (b) Each Member State shall be entitled to resign as a Member State upon giving at least six months written notice to AWWF. The resignation shall come into effect on the date nominated in the notice.
- (c) In the event that a Member State resigns from AWWF, the Member State must fulfil all its obligations to AWWF up to and including the date of resignation.

12. MEMBER STATE CONSTITUTIONS AND RULES

12.1 Constitution

The constituent documents of each Member State shall clearly reflect the Objects with such incidental variations as are necessary or appropriate, having regard to the State Acts applicable to each Member State.

12.2 Amendments to Member State Constitutions

Each Member State shall take all steps necessary to ensure its constituent documents and rules are in a form acceptable to the Board and shall ensure its documents are amended in conformity with future amendments made to this Constitution, subject to any prohibition or inconsistency in any relevant State Acts.

12.3 Register of Members

Each Member State shall maintain, in a form and with such details as are acceptable to AWWF, a register of all Individual Members in its State. Each Member State shall provide a copy of the register at a time and in a form acceptable to AWWF and shall provide prompt and regular updates of that register to AWWF when requested by the Board.

13. DIVISIONS

13.1 Divisions

- (a) The Board shall establish Divisions as a committee of the Board in accordance with Rule 39. Divisions can be categorised by the Board as Active Divisions or Interim Divisions.
- (b) As at the date of adoption of this Constitution, the following Divisions are recognised as Active Divisions of the AWWF:
 - (i) Barefoot;
 - (ii) Wakeboard;
 - (iii) Tournament;
 - (iv) Show Ski; and
 - (v) Disabled;
- (c) Subject to formal approval as an Active Division under Rule 13.1(d), as at the date of adoption of this Constitution the Division of Cable Wakeboard is an Interim Division.

- (d) A Division must apply to the Board to be recognised as an Active Division and the Board may accept or reject such application in its sole discretion. The Board is not required or compelled to provide any reason for such acceptance or rejection. The Board in exercising their discretion to accept or reject an application may have regard to (but are not bound by) the following matters:
 - (i) whether the Division is active in three states (does it hold at least three sanctioned events per season);
 - (ii) whether the Division has elected officeholders/committee; and
 - (iii) whether the Division has at least 30 financial members nationally; and
 - (iv) any other relevant consideration of the Board or any other criteria established by the Board from time to time in By-Laws.
- (e) The Discipline of Ski Racing (Ski Racing being a Discipline recognised by the IWWSF and AWWF) is controlled by Ski Racing Australia (**SRA**). Ski Racing Australia is not a Division of AWWF, but an independent incorporated entity. The AWWF represents SRA with the Australian Sports Commission.

13.2 AWW Division Terms of Delegation

Each Division Board will function as a committee of the AWWF Board in accordance with Rule 39 and will be constituted and carry out such duties and functions, and with such powers, as the Board determines and prescribes in the Regulations referred to as AWWF Division Terms of Delegation - this will be a Regulation adopted by the AWWF Board which may include standard rules that must be incorporated into the Policy Book of each Division.

14. MEMBERS

14.1 Members

The Members of AWWF shall consist of:

- (a) the Member States, which subject to this Constitution, shall be represented by their State Delegates who have the right to be present, debate and vote at General Meetings for and on behalf of the Member States;
- (b) Life Members, who subject to this Constitution, may upon invitation from the Board attend and debate at General Meetings in the discretion of the Board, but otherwise have no right to vote at General Meetings; and
- (c) Individual Members; and
- (d) such new categories of Members, created in accordance with Rule 14.2.

14.2 Creation of New Categories of Membership

The Board has the right and power from time to time to create new categories of membership with such rights, privileges and obligations as are determined applicable (other than voting rights), even if the effect of creating a new class is to alter rights, privileges or obligations of an existing category of Members. No new category of membership may be granted voting rights.

14.3 Life Members

- (a) Member States may nominate persons to be considered for life membership of AWWF. The Board may recommend to the relevant Annual General Meeting that one or more persons duly nominated and who has rendered distinguished service to Water Skiing and Wakeboarding in Australia, where such service is deemed to have assisted the advancement of Water Skiing and Wakeboarding in Australia, have life membership conferred on them.
- (b) A resolution of the Annual General Meeting to confer life membership on the recommendation of the Board must be a Special Resolution.
- (c) A nominee for life membership must accept or reject AWWF's resolution to confer life membership upon them. 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 recorded on the register.

15. APPLICATION FOR MEMBERSHIP

- (a) An application for membership by an individual (**applicant**) must be in writing on the prescribed form and lodged directly with the AWWF or may be lodged online with the AWWF online membership system.
- (b) The AWWF may accept or reject an application, whether or not the applicant has complied with the requirements in Rule 15(a). Application for rejection of a membership can only be submitted by a Divisional Chairman or a State Association / Federation President and must be received in the AWWF office within 30 days of the release of the latest updated membership lists to Divisions, States and/or their nominated recipients. The AWWF is not required or compelled to provide any reason for rejecting a membership. If the AWWF rejects an application, it shall refund any fees forwarded with the application and the application shall be deemed rejected by the AWWF.

16. SUBSCRIPTIONS AND FEES

- (a) Fees, including annual membership fees, payable by Members (or any category of Member) to AWWF, the basis of, the time for and the manner of payment, shall be determined by the Board from time to time.
- (b) Any Member which or who has not paid all monies due and payable by that Member to AWWF shall (subject to the Board's discretion) have all rights under this Constitution immediately suspended from the expiry of the time prescribed for payment of those monies. Such rights will be suspended until such time as the monies are fully paid or otherwise in the Board's discretion. The Member shall be dealt with in the Board's discretion, which includes the right to suspend, fine, discipline or retain that Member as a Member, or impose such other conditions or requirements as the Board considers appropriate.
- (c) Where the Board exercises its discretion under Rule 16(b) and imposes a penalty on a Member which or who has not paid all monies due and payable by that Member to the AWWF, the rules of natural justice are hereby expressly excluded and do not apply to the imposition of that penalty.

17. REGISTER OF MEMBERS

- (a) The Chief Executive Officer shall keep and maintain a register of Members in which shall be entered such information as is required under the Act from time to time.
- (b) Having regard to privacy and confidentiality considerations, an extract of the register, excluding the address of any Member State, Life Member, Director or State Delegate, shall be available for inspection (but not copying) by Member States, upon reasonable request.

18. EFFECT OF MEMBERSHIP

Members acknowledge and agree that:

- (a) this Constitution constitutes a contract between each of them and AWWF and that they are bound by this Constitution and the Regulations;
- (b) they shall comply with and observe this Constitution and the Regulations and any determination, resolution or policy which may be made or passed by AWWF, the Board or any duly authorised committee;
- (c) by submitting to this Constitution and the Regulations they are subject to the jurisdiction of AWWF;
- (d) this Constitution is made in pursuit of a common object, namely the mutual and collective benefit of AWWF, the Members and Water Skiing and Wakeboarding;
- (e) this Constitution and the Regulations are necessary and reasonable for promoting the Objects and particularly the advancement and protection of Water Skiing and Wakeboarding; and
- (f) they are entitled to all benefits, advantages, privileges and services of AWWF membership.

19. DISCONTINUANCE OF MEMBERSHIP

- (a) Notwithstanding Rule 18, where a Member State fails to comply with its financial and reporting obligations under this Constitution and Regulations, the Board may determine that Member State to be not of good standing. On determination that a Member State is not of good standing, the Board may give notice to the Member State of the:
 - (i) Board's determination; and
 - (ii) grounds for the Board's determination;

and request that the Member State show cause within 21 days from the date of that notice as to why some action should not be taken against the Member State. The Member State's failure to respond or act to the Board's satisfaction (including assurances or compliance with its obligations) may result in the Board suspending or terminating the Member State's membership of AWWF, or otherwise imposing such conditions on the Member's membership, as the Board sees fit. A penalty of termination imposed on a Member State by the Board must be ratified by resolution of

AWWF. Such penalty (other than termination) will take effect upon notification by the Board and therefore prior to AWWF considering such penalty. Nothing in this Rule effects the operation of Rules 17(b) and (c).

- (b) A Member (including a Member State) which ceases to be a Member, for whatever reason, shall forfeit all right in and claim upon AWWF and its property including Intellectual Property. Any AWWF documents, records or other property in the possession, custody or control of that Member shall be returned to AWWF immediately.
- (c) Where a Member State ceases to be a Member it shall also forfeit all representation rights on AWWF. A Member State shall return any AWWF documents, records or other property in its possession, custody or control to AWWF immediately upon cessation of membership.
- (d) Membership which has lapsed, been withdrawn or terminated under this Constitution may be reinstated at the discretion of AWWF, on application in accordance with this Constitution and otherwise on such conditions as the Board sees fit.
- (e) Where a Member State ceases to be a Member in accordance with this Constitution or the Act, the Individual Members of that Member State may continue to be recognised by AWWF to the extent (if any) and for such time (if any) as is determined in the sole discretion of the Board.

20. DISCIPLINE OF MEMBERS

The Board may refer the following matters for investigation or determination by a Judiciary Committee in its sole discretion:

- (a) Breach of Constitution etc: an allegation or grievance (not being vexatious, trifling or frivolous) by a complainant (who may be, but need not be, an Individual Member or a Member State) that an Individual Member, Member State or Life 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 AWWF, Board or duly authorised committee; or
 - (ii) acted in a manner unbecoming of a Member or prejudicial to the Objects and interests of AWWF and/or Water Skiing and Wakeboarding ; or
 - (iii) brought AWWF or Water Skiing and Wakeboarding into disrepute; or
- (b) Disciplinary Matter: where the Board (in its sole discretion) considers the matter is of a serious enough nature, an appeal from an Individual Member who has received a penalty or an adverse finding in disciplinary proceedings conducted by a Member State, provided that the Individual Member has first exhausted all avenues of appeal available under the constitution of the Member State;

and any such Individual Member, Life Member and/or Member State will be subject to, and submits unreservedly to the jurisdiction, procedures, penalties and appeal mechanisms of AWWF set out in the Regulations.

21. STATE DELEGATES

- (a) Each Member State shall be entitled to appoint 1 State Delegate. Each Member State shall appoint its State Delegate for such term as is deemed appropriate by the Member State. A State Delegate must:
 - (i) not also be a Director, unless the appointed State Director;
 - (ii) be an Individual Member of the Member State which appoints him/her and must have been a financial member of both the AWWF and the Member State for at least 6 months prior to such appointment being made; and
 - (iii) be appropriately empowered by his/her Member State to make decisions at General Meetings.
- (b) State Delegates shall represent their Member States at General Meetings of AWWF and shall have full power to consider and vote on resolutions at General Meetings.
- (c) Each Member State shall advise the Chief Executive Officer of its appointed State Delegate, at least 21 days prior to any General Meeting.
- (d) A Member State may appoint an Alternate State Delegate. An Alternate State Delegate must comply with the requirements for State Delegates set out in Rule 20(a) and have such rights and powers as does a State Delegate. Where a Member State appoints an Alternate State Delegate it shall advise the Chief Executive Officer as soon as practicable after the appointment.

22. ANNUAL GENERAL MEETING TO BE HELD

- (a) An Annual General Meeting of AWWF shall be held in accordance with the Act and this Constitution and on a date and at a venue to be determined by the Board, having regard always to cost.
- (b) All General Meetings other than the Annual General Meeting shall be Special General Meetings and shall be held in accordance with this Constitution.

23. NOTICE OF GENERAL MEETINGS

- (a) Notice of every General Meeting shall be given to every Member State, State Delegate and Director at the address appearing in the register kept by AWWF. No other person shall be entitled as of right to receive notices of General Meetings, except AWWF's auditor(s). Life Members may be invited to attend at the discretion of the Board.
- (b) At least 30 days' notice of the place and day and hour of the General Meeting shall be given.
- (c) At least 21 days' notice of the business to be transacted at a General Meeting shall be given, together with:
 - (i) any notice of motion received from any Member State, Director or the Board in accordance with this Constitution;

- (ii) relevant accounts and reports in accordance with this Constitution and the Act;
 - (iii) a list of all nominations received for positions to be appointed and/or elected at the relevant General Meeting; and
 - (iv) the agenda for the meeting.
- (d) Notwithstanding any other clause of this Constitution, no Member shall be represented at, or take part in a General Meeting, unless all monies then due and payable by that Member to AWWF are paid.

24. BUSINESS OF GENERAL MEETINGS

- (a) The business to be transacted at the Annual General Meeting includes the consideration of the accounts and the reports of the Board, Member States and the auditor(s), the election of Directors (if relevant), the appointment of auditors and (if required) the appointment of patrons.
- (b) All business that is transacted at a General Meeting, with the exception of those matters set out in Rule 24(a) shall be special business. "Special business" is business of which a notice of motion has been submitted in accordance with Rule 25.
- (c) No business other than that stated on the notice for a meeting shall be transacted at the General Meeting.

25. NOTICES OF MOTION

- (a) All notices of motion from Member States for inclusion as special business at a General Meeting must be submitted in writing (in the prescribed form) to the Chief Executive Officer not less than 28 days (excluding receiving date and meeting date) prior to the General Meeting.
- (b) All notices of motion from the Board for inclusion as special business at a General Meeting must be submitted in writing (in the prescribed form) to the Chief Executive Officer not less than 28 days (excluding receiving date and meeting date) prior to the General Meeting.

26. SPECIAL GENERAL MEETINGS

- (a) The Board may, whenever it thinks fit, convene a Special General Meeting and, where but for this Rule more than 15 months would elapse between Annual General Meetings, the Board shall convene a Special General Meeting before the expiration of that period.
- (b) The Board shall on the requisition in writing of 5 Member States convene a Special General Meeting.
- (c) The requisition for a Special General Meeting shall be sent to AWWF and must state the object(s) of the meeting and must be signed by the State Delegates of the Member States making the requisition. The requisition may consist of several documents in a like form, each signed by 1 or more of the Member States making the requisition.

- (d) If the Board does not cause a Special General Meeting to be held within 1 month after the date on which the requisition is sent to AWWF, the State Delegates making the requisition, or any of them, may convene a Special General Meeting to be held not later than 3 months after that date.
- (e) A Special General Meeting convened by Member States under this Constitution shall be convened in the same manner, or as nearly as possible as that, in which meetings are convened by the Board.

27. PROCEEDINGS AT GENERAL MEETINGS

- (a) 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 shall be 5 or 75% of the State Delegates, whichever is the lowest, entitled to be present.
- (b) The President shall, subject to this Constitution, preside at every General Meeting. If the President is not present, or is unwilling or unable to preside, the State Delegates present shall choose one of the remaining Directors who shall, subject to this Constitution, preside as chairperson for that meeting only.
- (c)
 - (i) 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 chairperson 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.
 - (ii) The chairperson may, 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.
 - (iii) 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.
 - (iv) Except as provided in Rule 27(c) (iii) it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.
 - (v) At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded:
 - (A) by the chairperson; or
 - (B) by 5 or 75% of the State Delegates, whichever is the lowest, present.
- (d) Unless a poll is demanded under Rule 27(c) (v), a declaration by the chairperson 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 General Meetings shall

be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

- (e) If a poll is duly demanded under Rule 27(c) (v) it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the chairperson directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded.
- (f) (i) Except:
 - (A) where prohibited by the Corporations Act; or
 - (B) in the case of an Annual General Meeting; orwhere a Special Resolution is required under this Constitution or under the Act;
- (ii) a resolution in writing signed or assented to by facsimile or other form of visible or other electronic communication by all the Members entitled to vote shall be as valid and effectual as if it had been passed at a meeting of Members entitled to vote duly convened and held. Any such resolution may consist of several documents in like form each signed by 1 or more of the Members entitled to vote.
- (g) Without limiting the power of AWWF to hold Special General Meetings in accordance with this Constitution and otherwise as they see fit, a General Meeting may be held where 1 or more of the Members entitled to vote 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 persons entitled to notice in accordance with this Constitution;
 - (iii) In the event that a failure in communications prevents Rule 27(g) (in) from being satisfied by a quorum then the meeting shall be suspended until Rule 27(g) (in) is satisfied again. If such is not satisfied within 15 minutes from the interruption the meeting shall be deemed to have terminated; and
 - (iv) no meeting shall be invalidated merely because no Member entitled to vote is physically present at the place for the meeting specified in the notice of meeting.

28. ENTITLEMENT TO VOTE AT GENERAL MEETINGS

Each Active Division and each Member State shall have voting rights at General Meetings. State Delegates shall represent their respective Member States and each State Delegate shall have one vote. Divisional Directors shall represent their respective Division and each Divisional Director shall have one vote. No other person shall have a vote except that the President has a casting vote in the event of a tied vote.

29. PROXY VOTING NOT PERMITTED

Proxy voting shall not be permitted.

30. POWERS OF THE BOARD

Subject to the Act and this Constitution the business of AWWF shall be managed and the powers of AWWF shall be exercised by the Board. The Board shall be responsible for acting on all national issues in accordance with the Objects and shall operate for the collective and mutual benefit of AWWF, the Members, Water Skiing and Wakeboarding and the general community throughout Australia.

31. COMPOSITION OF THE BOARD

- (a) The Board shall comprise up to 12 Directors being:
 - (i) 1 Divisional Director representing each Active Division;
 - (ii) 1 Governance/Environment Director;
 - (iii) 1 Finance Director.
 - (iv) 1 President (when appointed under Rule 313)
 - (v) Vice President (when appointed under Rule 31)
- (b) The Board may determine necessary requirements, qualifications and job descriptions for eligibility as Directors from time to time.
- (c) The Board may determine the interests of AWWF are best served by the allocation of portfolios to Directors. The Board shall be entitled to vary the titles and portfolios of each of the Directors in accordance with the needs of AWWF from time to time.

32. APPOINTMENT AND/OR ELECTION OF DIRECTORS

32.1 Election of Governance/Environment and Finance Directors

The Finance Director and the Governance/Environment Director will be elected at a General Meeting in accordance with this Constitution. The Finance Director shall be elected in each odd year and the Governance/Environment Director shall be elected in each even year to allow for alternate elections of elected Directors. Nominations can be received from Member States and or Divisions for persons to be considered for election to these two positions 30 days prior to the relevant General Meeting. When calling for nominations the details of the necessary qualifications and job description (if any) applicable to the position shall also be provided. The Board will have the authority to appoint the current Chief Executive Officer as the Finance Officer based on his/her qualifications against the job description. If appointed as the Finance Director the CEO will not have a vote on the Board.

32.2 Form of Nomination

Nominations must be:

- (a) in writing and state the position nominated for;

- (b) on the prescribed form (if any) provided for that purpose;
- (c) signed by a nominator and a seconder, who shall be Individual Members; and
- (d) certified by the nominee expressing his/her willingness to accept the position for which he/she is nominated.

32.3 Elections

The elections for Directors under Rule 30 shall be by secret preferential ballot at the relevant General Meeting on papers prepared by the Chief Executive Officer.

32.4 Appointment of Divisional Directors

Each active Division shall appoint a Divisional Director. Each Division shall notify the Chief Executive Officer of its appointment in writing. For the avoidance of doubt, the Divisional Director may be the Divisional Chairperson or any other member of the Division.

32.5 Term of Appointment

Each Director shall hold office for two years but is eligible for re-election or re-appointment (as the case may be) subject to having the required qualifications and complying with the job description (if any).

32.6 Divisional Directors

Divisional Directors shall represent their Division at General Meetings of AWWF and shall have full power to consider and vote on resolutions at General Meetings.

33. CHAIRPERSON / PRESIDENT

33.1 President

- (a) The Directors shall appoint a President at the first Board meeting following each second Annual General Meeting. The Directors may appoint:
 - (i) an existing Director; or
 - (ii) any other person,

as President. The President must be a member of the AWWF. If an existing Director is appointed then only the Divisional Directors from the active Divisions of the AWWF can be considered for the position of President.

- (b) the President shall, subject to this Constitution, hold office for two years.
- (c) The President shall be the Chairperson of the Board. The President shall chair any Board meeting at which he/she is present. If the President is not present, or is unwilling or unable to preside, the remaining Directors shall appoint one of their number to preside as Chairperson for that meeting only. This would normally be the Vice President if appointed.
- (d) If:
 - (i) an existing Director is appointed as President under this Rule; and

- (ii) that Director is also a Divisional Chairperson appointed under Rule 32.4,

the Director may, but is not required to, elect to stand down as Divisional Chairperson. If the Director does elect to stand down as Divisional Chairperson, that vacancy shall be filled in accordance with the procedure approved and determined by the Board from time to time. The Divisional Chairperson that is appointed to fill such vacancy under this Rule shall then be appointed as the Divisional Director under Rule 32(4).

33.2 Vice President

- (a) The Directors may appoint at their discretion any other person as Vice President. The Vice President must be a member of the AWWF.
- (b) the Vice President shall, subject to this Constitution, hold office for two years.

34. PRESIDENT EMERITUS

- (a) The AWWF Executive Board shall be entitled to nominate one previous AWWF President to the office of AWWF President Emeritus immediately following completion of elections and appointments to the AWWF Executive Board at the AWWF Board meeting.
- (b) Any such nomination by the Executive Board shall be presented to the Board for meeting following the AGM by the newly elected President or the C.E.O.
- (c) The nominee shall be elected to the office of AWWF President Emeritus by simple majority vote of the AWWF Board.
- (d) The AWWF President Emeritus shall serve a term of two (2) years commencing on the date of his election or until the next AWWF Board meeting following the AGM where he/she shall be entitled to stand for nomination and re-election.
- (e) The AWWF President Emeritus shall exercise such powers and authority and shall undertake such duties as the AWWF Executive Board may at its absolute discretion determine, including representing the AWWF and the AWWF Executive Board. The AWWF President Emeritus position will not have a vote on the AWWF Executive Board. Attendance at Board meetings will be at the discretion of the AWWF President after consultation with the Board if required.

35. VACANCIES OF DIRECTORS

- (a) In addition to the circumstances (if any) in which the office of a Director becomes vacant by virtue of the Corporations Act, the office of a Director becomes vacant if the Director:
 - (i) dies;
 - (ii) becomes bankrupt or makes any arrangement or composition with his/her creditors generally;
 - (iii) 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;

- (iv) resigns his/her office by providing notice in writing to AWWF;
 - (v) is absent without the consent of the Board from meetings of the Board held during a period of 6 months;
 - (vi) without the prior consent or later ratification of the Members in General Meeting, holds any office of profit under AWWF;
 - (vii) is directly or indirectly interested in any contract or proposed contract with AWWF and fails to declare the nature of his/her interest;
 - (viii) is removed from office by Special Resolution; or
 - (ix) would otherwise be prohibited from being a director of a corporation under the Corporations Act.
- (b) Any casual vacancy occurring in the office of Governance/Environment and Finance Director may be filled by the Board. Any casual vacancy occurring in the office of Divisional Director may be filled by the Division which is no longer represented on the Board. Any such vacancy may only be filled for the remainder of the Director's term under this Constitution.
 - (c) In the event of a casual vacancy or vacancies in the office of a Director, the remaining Directors may act but, if the number of remaining Directors is not sufficient to constitute a quorum at Board meeting, they may act only for the purpose of increasing the number of Directors to a number sufficient to constitute such a quorum.

36. MEETINGS OF THE BOARD

- (a) The Board shall meet as often as is deemed necessary in every Financial Year for the dispatch of business and may adjourn and, subject to this Constitution, otherwise regulate, its meetings as it thinks fit. A Director may at any time convene a meeting of the Board within a reasonable time.
- (b) Subject to this Constitution, questions arising at any meeting of the Board shall be decided by a majority of votes and a determination of a majority of Directors present and entitled to vote shall for all purposes be deemed a determination of the Executive. Each Director shall have 1 vote on any question. The Chairperson shall also have a casting vote where voting is equal.
- (c) A resolution in writing, signed or assented to by facsimile or other form of visible or other electronic communication by all the Directors 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.
- (d) Without limiting the power of the Board to regulate their meetings as they think fit, a meeting of the 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;
 - (iii) in the event of a failure in communications prevents Rule 36(d)(i) from being satisfied by a quorum of Directors then the meeting shall be suspended until Rule 36(d)(i) is satisfied again. If such is not satisfied within 15 minutes from the interruption the meeting shall be deemed to have terminated; and
 - (iv) no meeting shall be invalidated merely because no Director is physically present at the place for the meeting specified in the notice of meeting.
- (e) At meetings of the Board the number of Directors whose presence (or participation under Rule 33.1(c)) is required to constitute a quorum is 4 Directors.
 - (f) Unless all Directors agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their presence), not less than 14 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 7 days prior to such meeting.
 - (g) A procedural defect in decisions taken by the Board shall not result in such decision being invalidated.

37. CONFLICTS

A Director shall declare his/her interest in any:

- (a) contractual matter;
- (b) selection matter;
- (c) disciplinary matter; or
- (d) other financial matter;

in which a conflict of interest arises or may arise and shall, unless otherwise determined by the Board, absent herself from discussions of such matter and shall not be entitled to vote in respect of such matter. In the event of any uncertainty as to whether it is necessary for a Director to absent 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.

38. CHIEF EXECUTIVE OFFICER

- (a) The Chief Executive Officer shall be appointed by the Board for such term and on such conditions as it thinks fit.
- (b) The Chief Executive Officer shall:
 - (i) as far as practicable attend all Board meetings and General Meetings;
 - (ii) prepare the notice of and agenda for all Board meetings and all General Meetings;

- (iii) ensure that minutes of the proceedings of all Board and General Meetings are recorded and prepared; and
 - (iv) regularly report to the Board (and if required, to AWWF) on the activities of, and issues relating to, AWWF.
- (c) Subject to the Act, this Constitution, the Regulations and any directive of the Board, the Chief Executive Officer has power to perform all such things as appear necessary or desirable for the proper management and administration of AWWF. No resolution passed in General Meeting shall invalidate any prior act of the Chief Executive Officer or the Board which would have been valid if that resolution had not been passed.
- (d) The Chief Executive Officer, in consultation with the Board, may employ such office personnel as are deemed necessary from time to time. Such appointments shall be for such period and on such conditions as the Chief Executive Officer and the Board determine.

39. DELEGATIONS

- (a) The Board may by instrument in writing create or establish or appoint from among the Directors or otherwise, committees, individual officers or consultants to carry out such duties and functions and with such powers, as the Board determines.
- (b) The Board may in the establishing instrument delegate such functions as are specified in the instrument, other than:
- (i) this power of delegation; and
 - (ii) a function imposed on the Board or the Chief Executive Officer by the Act or any other law, or this Constitution, or by resolution in General Meeting.
- (c) A function, the exercise of which has been delegated under this Rule, may whilst the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.
- (d) The procedures for any delegated entity shall, with any necessary or incidental amendment, be the same as that applicable to meetings of the Board under Rule 336. The quorum shall be determined by the committee, but shall be no less than one half of the total number of committee members.
- (e) 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.
- (f) The Board may by instrument in writing, revoke wholly or in part any delegation made under this Rule, and may amend, repeal or veto any decision made by such body or person under this Rule only where such decision is clearly contrary to this Constitution, the Regulations, the Act or any other law, the Objects or the committee's delegation.

40. REGULATIONS

- (a) The Board may (by itself or by delegation to a committee) formulate, approve, issue, adopt, interpret and amend such Regulations for the proper advancement, management and administration of AWWF, the advancement of the Objects and the sport of Water Skiing and Wakeboarding as it thinks necessary or desirable. Such Regulations must be consistent with this Constitution.
- (b) All Regulations made under this Rule shall be binding on AWWF and Members.
- (c) All rules and regulations of Australian Water Ski Association Inc in force at the date of the approval of this Constitution under the Law insofar as such rules and regulations are not inconsistent with, or have been replaced by this Constitution, shall be deemed to be Regulations of AWWF under this Rule.
- (d) Amendments, alterations, interpretations or other changes to Regulations shall be advised to Member States by means of notices approved by the Board and prepared and issued by the Chief Executive Officer. Member States shall be obliged to draw such notices to the attention of their respective Members. Notices are binding upon all Members.
- (e) Underage drinking and the aiding, abetting or condoning of underage drinking at any AWWF sanctioned event or activity is not permitted. AWWF will adopt a zero tolerance approach to underage drinking and any breach of this regulation may result in disciplinary action against the member under rule 20 of the AWWF constitution.

41. RECORDS AND ACCOUNTS

- (a) The Chief Executive Officer shall establish and maintain proper records and minutes concerning all transactions, business, meetings and dealings of AWWF and the Board and shall produce these as appropriate at each Board meeting or General Meeting.
- (b) Proper accounting and other records shall be kept in accordance with the Act and the Corporations Act, generally accepted accounting principles and/or any applicable code of conduct. The books of account shall be kept in the care and control of the Chief Executive Officer.
- (c) AWWF shall retain such records for not less than 7 years after the completion of the transactions or operations to which they relate.
- (d) The Board shall submit to the Annual General Meeting the accounts of AWWF in accordance with this Constitution and the Act.
- (e) The accounts 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.
- (f) The Chief Executive Officer shall cause to be sent to all persons entitled to receive notice of Annual General Meetings of AWWF in accordance with this Constitution, a copy of the accounts, the Board's report, the auditor's report and every other document required under the Act or Corporations Act (if any).

- (g) Subject to any reasonable restrictions as to time and manner of inspecting the same that may be imposed in accordance with this Constitution, the accounts shall be open to inspection (but not copying) by the Member States.
- (h) All cheques, promissory notes, bankers drafts, bills of exchange and other negotiable instruments and all receipts for money paid to AWWF, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any 2 authorised Directors or in such other manner and by such persons the Directors determine.

42. AUDITOR

- (a) A properly qualified auditor or auditors shall be appointed and the remuneration of such auditor or auditors fixed by the Executive. The auditor's duties shall be regulated in accordance with the Corporations Act, or if no relevant provisions exist under the Corporations Act in accordance with generally accepted principles, or any applicable code of conduct.
- (b) The accounts of AWWF including the profit and loss accounts and balance sheet shall be examined by the auditor or auditors at least once in every year.

43. NOTICES

- (a) Notices may be given to any Member 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.
- (e) Notice of every General Meeting shall be given in the manner authorised and to the persons entitled to receive notice under this Constitution.

44. SEAL

- (a) The Chief Executive Officer shall provide for safe custody of the seal.
- (b) 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.

45. PATRONS AND VICE PATRONS

AWWF at its Annual General Meeting may appoint on the recommendation of the Board a Chief Patron and such number of Patrons and Vice-patrons as it considers necessary.

46. ALTERATION OF CONSTITUTION

This Constitution shall not be altered except by Special Resolution.

47. INDEMNITY

- (a) Every Director, auditor, manager, employee or agent of AWWF shall be indemnified out of the property or assets of AWWF against any liability incurred by him/her in his/her capacity as Director, auditor, manager, employee or agent in defending any proceedings, whether civil or criminal, in which judgement is given in his/her favour or in which he/she is acquitted or in connection with any application in relation to any such proceedings in which relief is, under the Corporations Act, granted to him/her by the Court.
- (b) AWWF shall indemnify its Directors, managers and employees against all damages and costs (including legal costs) for which any such Director, manager or employee may be or become liable to any third party in consequence of any act or omission except wilful misconduct:
 - (i) in the case of a Director, performed or made whilst acting on behalf of and with the authority, express or implied of AWWF; and
 - (ii) in the case of a manager or employee, performed or made in the course of, and within the scope of his/her employment by AWWF.

48. DISSOLUTION

- (a) Subject to Rule 48(b) AWWF may be wound up in accordance with the provisions of the Act.
- (b) The provisions of Rules 7 and 8 relating to the winding up and dissolution of AWWF shall take effect and be observed as if the same were repeated in this Rule.

AMENDMENTS.

- 1st November 2010 Amend 29.1 Election of Finance Officer
- 1st November 2010 Amend 30.1 Election of President.
- 2nd December 2012 Amend General to include Wakeboarding
- 2nd December 2012 Amend Item 10 and 14
- 2nd December 2012 Include item 31 President Emeritus
- March 2014 role of Division and Terms of Delegation for same