

Constitution

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Queensland Water Ski & Wakeboarding Federation Inc.

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1. NAME OF THE FEDERATION

The name of the Federation is the Queensland Water Ski & Wakeboarding Federation Inc.

2. DEFINITIONS AND INTERPRETATIONS

2.1 Definitions

In this Constitution unless the context requires otherwise:

Act means the *Associations Incorporation Act 1981* (Qld).

Affiliated Club means a club or association admitted as a Member to the Federation under **clause 6.6**.

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

AWWF means Australian Waterski and Wakeboard Federation.

AWWF Constitution means the Constitution and includes any By-laws and Regulations made by AWWF in force from time to time.

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

By-Law means a By-Law made under **clause 25**.

Chair means the Director elected as President under **clause 16**.

Committee means a committee established by the Board under **clause 23**.

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

Delegate means an appointed delegate of a Division under Rule 24.2.

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

Discipline means a type/discipline of Water Skiing and Wakeboarding recognised by IWWF and/or AWWF.

Divisions means the divisions recognised as members of the Federation under Rule 24.

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

EO/AO means a person appointed as either Executive Officer or Administrative Officer of the Federation by the Board under **clause 21**. If an EO/AO has not been appointed by the Board, all references to "EO/AO" in this Constitution will be taken to refer to the Board Director elected as Secretary.

Event means and includes:

- (i) any championship, tournament or competition (state or otherwise) organised or conducted by or on behalf of the Federation;
- (ii) any national competition, tournament, or championship at which the Federation is represented.
- (iii) any sanctioned training school, program, or “Come and Try” Day.

Federation means the Queensland Water Ski & Wakeboarding Federation Incorporated.

Financial Year means the year commencing 1st July and ending 30th June in any year.

General Meeting means a general meeting of Members.

Individual Member means a registered individual financial member of the Federation.

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

IWWF means International Waterski and Wakeboard Federation

Member means a member of the Federation under **clause 6**.

Member State means an entity (including the Federation) recognised by AWWF as the body administering Water Skiing and Wakeboarding in its particular State or Territory.

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

Official Position means a person who:

- (a) is an employee, or holds a position, whether elected or appointed, as president, vice president, chairperson, deputy chairperson, secretary, public officer, treasurer, director or equivalent, of the Federation, or a body corporate or organisation which is owned or controlled by, or has, directly or indirectly, a material ownership or financial interest in the Federation; or
- (b) has, directly or indirectly, a material ownership or financial interest in the Federation.

President means the Director elected as President and who fulfils the role of Chair.

Registration means registration or affiliation of a Member or Club, such registration being in the form of a signed application form as required by **clause 6.3. Registered** has a corresponding meaning.

Secretary means the Board Director elected as Secretary of the Federation under **clause 22**.

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

Special Resolution has the same meaning as that given to it in the Act.

Sport means the sport of water skiing and wakeboarding.

State means any State or Territory in Australia.

State Delegate means the person appointed from time to time by the Federation to act for and on behalf of the Federation and to represent the Federation at general meetings of the AWWF.

Statutes and Regulations mean the Constitution and internal regulations of IWWF and AWWF in force from time to time.

Voting Member means those Members of the Federation entitled to vote in General Meeting as set out under **clause 6.2**.

Water Skiing and Wakeboarding means the forms of the sport water skiing and wakeboarding as recognised by IWWF and/or AWWF from time to time.

2.2 Interpretation

In this Constitution unless the context requires otherwise:

- (a) **(presence of a Member)** a reference to a Member present at a General Meeting means the Member present in person or by proxy;
- (b) **(document)** a reference to a document or instrument includes any amendments made to it from time to time and, unless the contrary intention appears, includes a replacement;
- (c) **(gender)** words importing any gender include all other genders;
- (d) **(person)** the word person includes a firm, a body corporate, a partnership, a joint venture, an unincorporated body or association or an authority;
- (e) **(successors)** a reference to an organisation includes a reference to its successors;
- (f) **(singular includes plural)** the singular includes the plural and vice versa;
- (g) **(instruments)** a reference to a law includes regulations and instruments made under it;

- (h) **(amendments to legislation)** a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision, whether by a State or Territory or the Commonwealth or otherwise;
- (i) **(include)** the words **include**, **includes**, **including** and **for example** are not to be interpreted as words of limitation;
- (j) **(signed)** where, by a provision of this Constitution, a document including a notice is required to be signed, that requirement may be satisfied in relation to an electronic communication of the document in any manner permitted by law or by any State or Territory or Commonwealth law relating to electronic transmissions or in any other manner approved by the Directors;
- (k) **(writing)** writing and written includes printing, typing and other modes of reproducing words in a visible form including, without limitation, any representation of words in a physical document or in an electronic communication or form or otherwise; and
- (l) **(headings)** headings are inserted for convenience and do not affect the interpretation of this Constitution.

2.3 The Act

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

3. OBJECTS OF THE FEDERATION

3.1 General

IWWF is the sole international sporting authority entitled to make and enforce regulations for the encouragement and control of the Water Skiing and Wakeboarding. So that the above authority may be exercised in a fair and equitable manner, IWWF has drawn up the Statutes and Regulations governing the Sport.

Each National Federation belonging to IWWF shall be presumed to acquiesce in and be bound by the Statutes and Regulations. AWWF is recognised by IWWF as the sole sporting power for the enforcement of the present Statutes and Regulations and control of the Sport of Water Skiing and Wakeboarding in Australia. The Federation is recognised as a Member State of AWWF under the AWWF Constitution.

3.2 The Objects of the Federation

The Federation is the peak body for the control and administration of Water Skiing and Wakeboarding in Queensland and is established solely to administer the sport in accordance with the Act, the objects of AWWF, and the following objects of the Federation:

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

- (n) promote and control Water Skiing and Wakeboarding tournaments, competitions and championships at a State/Territory level;
- (o) strive for governmental, commercial and public recognition of the Federation and Water Skiing and Wakeboarding in Queensland;
- (p) 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 Queensland;
- (q) further develop the Federation and Water Skiing and Wakeboarding into an organised institution in Queensland having regard to these objects;
- (r) review and/or determine any matters relating to Water Skiing and Wakeboarding in Queensland which may arise or be referred to it by any Member;
- (s) recognise any penalty imposed by AWWF or any other Member State;
- (t) through or in association with AWWF and/or the other Member States or other entities or of itself, promote the health and safety of skiers and riders, coaches, judges and officials registered with any Member State or other recognised Water Skiing and Wakeboarding Organisation or other entity;
- (u) through or in association with AWWF and/or the other Member States or other entities or of itself, encourage skiers and riders, 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 the Sport;
- (v) act as final arbiter on all matters pertaining to the conduct of Water Skiing and Wakeboarding in Queensland, including disciplinary matters;
- (w) recognise and implement appropriate policies, including in relation to sexual harassment, equal opportunity, equity, drugs in sport, health, safety, junior and senior programs, infectious diseases and such other matters as they arise from time to time as issues to be addressed in Water Skiing and Wakeboarding and adhere to the AWWF Member Protection Policy;
- (x) support Divisions select and control teams to represent Queensland or liaise with National Divisions to select teams to represent Australia in international competition as required;
- (y) represent the interests of its Members and of Water Skiing and Wakeboarding generally in any appropriate forum;
- (z) have regard to the public interest in its operation;

- (aa) 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;
- (bb) encourage and promote performance-enhancing drug free competition and adhere to the AWWF Anti-Doping Policy; and
- (cc) undertake and or do all things or activities which are necessary, incidental or conducive to the advancement of these Objects.

3.3 AWWF

Subject to any applicable law, the Federation must:

- (a) comply with, and do everything within its power to enforce compliance with, the Statutes and Regulations and the AWWF Constitution; and
- (b) represent Queensland's interest in, and co-operate with, AWWF in all matters relating to the organisation of National and the Federation's Water Ski and Wakeboard Competitions, and the Sport of Water Ski and Wakeboarding in general.

3.4 Powers

Solely for furthering the Objects, the Federation, in addition to any other powers it has under the Act, has the legal capacity and powers of a company limited by guarantee as set out under section 124 of the *Corporations Act 2001* (Cth).

4. INCOME AND PROPERTY OF THE FEDERATION

4.1 Sole Purpose

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

4.2 Payments to Members

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

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

5. AWWF MEMBERSHIP OBLIGATIONS

5.1 AWWF recognition

- (a) AWWF recognises the Federation as the member of AWWF for Queensland and responsible for ensuring the efficient administration of the Sport in Queensland in accordance with the Objects. The Federation must be and remain a legal entity.
- (b) The Federation will:
 - (i) have Objects that align with AWWF's objects and do all that is reasonably necessary to enable AWWF's objects to be achieved, having regard to any legislation applicable to the Federation;
 - (ii) effectively promulgate and enforce the AWWF Constitution and the Statutes and Regulations;
 - (iii) at all times act for and on behalf of the interests of AWWF, the Federation, the Members and the Sport;
 - (iv) be responsible and accountable to AWWF for fulfilling its respective obligations under AWWF's strategic plan as revised from time to time;
 - (v) provide AWWF with copies of its audited accounts, annual report and associated documents immediately following its annual general meeting;
 - (vi) provide AWWF with copies of its business plans and budgets from time to time and within 14 days of request by the AWWF board;
 - (vii) be bound by the AWWF Constitution and the Statutes and Regulations;
 - (viii) act in good faith and loyalty to maintain and enhance AWWF and the Sport, its standards, quality and reputation for the collective and mutual benefit of the Members and the Sport;
 - (ix) at all times operate with, and promote, mutual trust and confidence between AWWF, the Federation and the Members, promoting the economic and sporting success, strength and stability of each other and work cooperatively with each other in the pursuit of the Objects;
 - (x) maintain a database of Individual Members, and Clubs if relevant, Registered with the Federation in accordance with the AWWF Constitution and the Membership List provided by AWWF from time to time; and
 - (xi) not do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of the Sport and its maintenance and development.

5.2 Constitution of the Federation

- (a) This Constitution and any subsequent amendments to this Constitution shall be subject to the approval of AWWF.
- (b) AWWF shall approve, without delay, this Constitution and any subsequent amendments to this Constitution as may be submitted by the Federation provided the amendments conform to the AWWF Constitution.
- (c) If the documents do not conform to the AWWF Constitution, the Federation shall, without delay, take all steps necessary to address the inconsistency so that the documents conform to the AWWF Constitution.
- (d) For the avoidance of doubt, if any inconsistency remains between this Constitution and the AWWF Constitution, the AWWF Constitution shall prevail to the extent of that inconsistency.
- (e) The Federation must:
 - (i) advise AWWF as soon as practicable of any serious administrative, operational or financial difficulties that the Federation is having;
 - (ii) assist AWWF in investigating those issues; and
 - (iii) cooperate with AWWF in addressing those issues in whatever manner, including by allowing AWWF to appoint an administrator to conduct and manage the Federation's business and affairs, or to allow AWWF itself to conduct itself all or part of the business or affairs of the Federation and on such conditions as AWWF considers appropriate.
- (f) The Federation acknowledges that AWWF may develop and implement By-Laws which may set out:
 - (i) the membership criteria of AWWF to be met by the Federation; and
 - (ii) the privileges and benefits of membership of AWWF.

5.3 Amendment of the Federation Constitution

- (a) No addition, alteration or amendment shall be made to this Constitution unless the same has been approved by Special Resolution.
- (b) The addition, alteration, repeal or amendment is valid when the relevant Special Resolution specifies it is.

6. MEMBERSHIP

6.1 Minimum number of Members

The Federation must have at least 7 Members.

6.2 Categories of Members

- (a) Individual Members, who subject to this Constitution, shall not have the right to attend, debate or vote at General Meetings and who will be categorised as members who are members of Divisions accepted from time to time for membership of AWWF under the AWWF Constitution;
- (b) the Divisions recognised as members of the Federation under **clause 24**, who subject to this Constitution, shall have the right to attend, debate and vote at General Meetings via their appointed Delegates;
- (c) Affiliated Clubs admitted as members in accordance with clause 6.6 who shall have the right to attend and debate, but not vote, at General Meetings; and
- (d) Such new categories of Members created in accordance with **clause 6.5**.

6.3 Admission to Membership

- (a) AWWF manages a centralised membership system as follows:
- (b) An application for membership by an individual (“applicant”) must:
 - (i) be in writing on the form prescribed from time to time by AWWF, or using the online system provided by the AWWF.
 - (ii) meet the membership criteria established by AWWF from time to time; and
 - (iii) be accompanied by the appropriate fee, if any, which shall be forwarded to the AWWF together with the relevant Membership Application Form.
- (c) AWWF will advise the Federation of all new applicants accepted as members through the means of a weekly membership list. Upon receipt of the membership list, the Federation may accept or reject an application for membership whether the applicant has complied with the requirements in **clause 6.3(a)(ii)** or not, and shall not be required or compelled to provide any reason for such acceptance or rejection, and there is no right of appeal from such a decision. If the Federation rejects an application, it shall immediately notify AWWF in writing who will refund any fees forwarded with the application, and the application shall be deemed rejected by AWWF. Such rejection of an application for membership must be made by the Federation Board within seventy two (72) hours of receipt of the weekly membership list.
- (d) Where the Federation accepts an application the applicant shall become an Individual Member. Membership of the Federation shall be deemed to commence upon acceptance of the application by AWWF. AWWF will provide regular membership lists to the Federation.

- (e) Individual Members must renew their membership to the Federation in accordance with the procedures set down by the AWWF Board from time to time.
- (f) Subject to this Constitution, all individual members who are, prior to the approval of this Constitution, members of the Federation shall continue to be Individual Members of the Federation from the time of approval of this Constitution. Membership renewal shall be required and proceed in accordance with the requirements set out in this Constitution.

6.4 Public Liability Insurance

The Board must ensure that as soon as possible after a person applies to become a Member of the Federation and before the Board considers the application, they advise the person of the amount of public liability insurance held by the Federation.

6.5 Creation of new categories of Memberships

- (a) 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; however they will not be considered Individual Members under **clause 6.3** and as such will not have the right to vote at General Meetings.
- (b) New categories of members created under **clause 6.5 (a)** will be subject to approval by AWWF.
- (c) The board may also set and collect fees as deemed applicable but such fees as set will be subject to AWWF approval.

6.6 Affiliated Clubs

- (a) An application for Affiliated Club Membership may be made directly to AWWF or through the Federation to AWWF.
- (b) At the time of adoption of this Constitution, the Affiliated Clubs of the Federation, if any, shall be those incorporated entities recognised by the Federation as Clubs.
- (c) Where an applicant for Affiliated Club membership is not incorporated but otherwise meets the criteria for that membership the Directors may request AWWF to recognise that entity as an Affiliated Club. Where AWWF does recognise an entity as an Affiliated Club under this clause that entity must incorporate within 12 months of recognition otherwise its membership lapses.
- (d) Clubs will:
 - (i) have objects that align with the Federation's Objects and do all that is reasonably necessary to enable the Federation's objects to be achieved;

- (ii) effectively promulgate and enforce this Constitution, the AWWF Constitution and the Statutes and Regulations;
 - (iii) at all times act for and on behalf of the interests of the Federation, the Members and the Sport;
 - (iv) be responsible and accountable to the Federation for fulfilling its respective obligations under the Federation's Strategic Plan as revised from time to time;
 - (v) provide the Federation, where requested, with copies of its audited accounts, annual report and associated documents immediately following its annual general meeting;
 - (vi) provide the Federation, where requested, with copies of its business plans and budgets from time to time and within 14 days of request by the Board;
 - (vii) be bound by this Constitution, the AWWF Constitution and the Statutes and Regulations;
 - (viii) act in good faith and loyalty to maintain and enhance the Federation and the Sport, its standards, quality and reputation for the collective and mutual benefit of the Members and the Sport;
 - (ix) at all times operate with, and promote, mutual trust and confidence between the Federation and the Members, promoting the economic and sporting success, strength and stability of each other and work cooperatively with each other in the pursuit of the Objects;
 - (x) maintain a database of all Individual Members Registered with it in accordance with this Constitution and provide a copy to the Federation upon request from time to time by the Board in such means as may be required;
 - (xi) not do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of the Sport and its maintenance and development.
- (e) Each Club must:
- (i) advise the Federation as soon as practicable of any serious administrative, operational or financial difficulties the Club is having;
 - (ii) assist the Federation in investigating those issues; and
 - (iii) cooperate with the Federation in addressing those issues in whatever manner, including by allowing the Federation to appoint an administrator to conduct and manage the Club's business and affairs, or to allow the Federation itself to conduct itself all or part of the business or affairs of the Club and on such conditions as the

Federation considers appropriate. The Federation is not obliged to act under this clause.

6.7 Club Constitution

- (a) Each Club shall take all steps necessary to ensure its Constitution (and any amendments) conforms, to this Constitution.
- (b) Any subsequent amendments to a Club's Constitution shall be subject to the approval of the Federation.
- (c) the Federation shall approve, without delay, any subsequent amendments to a Club's Constitution as may be submitted by a Club provided the amendments conform to this Constitution.
- (d) If the documents do not conform to this Constitution, the Club shall, without delay, take all steps necessary to address the inconsistency so that the documents conform to this Constitution.
- (e) For the avoidance of doubt, if any inconsistency remains between the Club Constitution and this Constitution, this Constitution shall prevail to the extent of that inconsistency.
- (f) Each Club acknowledges that the Federation may develop and implement By-Laws which may set out:
 - (i) the membership criteria (of the Federation) to be met by the Club; and
 - (ii) the privileges and benefits of Club membership.

6.8 Individual Members

- (a) No individual shall be Registered with the Federation as an Individual Member except in accordance with this **clause 6.8**. The Directors may in their discretion refuse to accept a person as an Individual Member and shall not be required or compelled to provide any reason for such rejection as detailed in **clause 6.3(b)**.
- (b) Subject to **clause 6.3** an individual that is recognised, affiliated, accredited or Registered by or with AWWF will, upon Registration with AWWF, become an Individual Member of the Federation and is subject to the provisions of this Constitution.
- (c) To remain a Member, all Individual Members must:
 - (i) renew their membership, affiliation, accreditation or Registration with AWWF in accordance with the procedures applicable from time to time;
 - (ii) otherwise remain a member, affiliated, accredited or Registered with AWWF in accordance with the procedures applicable from time to time; and

- (iii) pay such fees as may be prescribed by AWWF in respect of their membership, affiliation, accreditation or Registration, from time to time.
- (d) In addition to the effect of membership set out in **clause 6.3**, an Individual Member is bound by, and must comply with, this Constitution, the By-Laws and the AWWF Constitution.
- (e) An Individual Member is entitled to any benefits of membership prescribed to apply to Individual Members in the By-Laws.

6.9 General

- (a) The Federation must keep and maintain a register of all Members in which shall be entered such information as is required under the Act from time to time. Having regard to confidentiality considerations, an extract of the register, excluding the address of any Life Member, Individual Member or Director, or other Category of Member, shall be available for inspection (but not copying) by Members, upon reasonable request. The regular membership list provided by AWWF can form the basis of such register.
- (b) See regulation 10 of the Regulations - the following is required in the register of Members:
 - (i) Name of the Federation;
 - (ii) Name and address of each member of the Federation;
 - (iii) Date each member became a member of the Federation; and
 - (iv) Date if any) each member ceased to be a member of the Federation.
- (c) No Member whose membership ceases has any claim against the Federation or the Directors for damages or otherwise arising from cessation or termination of membership.
- (d) A right, privilege or obligation of a Member by reason of their membership of the Federation is not capable of being transferred or transmitted to another Member. No Member shall, or purport to, assign the rights comprising or associated with membership to any other person and any attempt to do so shall be void
- (e) Members must treat all staff, contractors and representatives of the Federation and all other Members with respect and courtesy at all times.
- (f) Members must not act in a manner unbecoming of a Member or prejudicial to the Objects and/or interests of the Federation or the Sport.

6.10 Limited Liability

Members have no liability except as set out in **clause 33**.

6.11 Effect of Membership

- (a) Members acknowledge and agree that:
- (i) this Constitution constitutes a contract between each of them and Federation and that they are bound by this Constitution and the By-Laws;
 - (ii) they shall comply with and observe this Constitution and the By-Laws and any determination, resolution or policy which may be made or passed by the Board or any duly authorised committee;
 - (iii) by submitting to this Constitution and the By-Laws they are subject to the jurisdiction of the Federation;
 - (iv) this Constitution is made in pursuit of a common purpose, namely the mutual and collective benefit of the Federation, the Members and the Sport;
 - (v) this Constitution and By-Laws are necessary and reasonable for promoting the Objects and particularly the advancement and protection of the Sport; and
 - (vi) they are entitled to all benefits, advantages, privileges and services of the Federation's membership.
- (b) Subject to **clause 10.2(a)**, a Voting Member of the Federation has the right:
- (i) to receive notice of General Meetings and of proposed Special Resolutions in the manner and time prescribed by this Constitution;
 - (ii) to submit items of business for consideration at a General Meeting;
 - (iii) to attend and be heard at General Meetings;
 - (iv) to vote at a General Meeting;
 - (v) to have access to the minutes of the General Meetings and other documents of the Federation the Federation as provided under **clause 26**; and
 - (vi) subject to **clause 6.9(a)**, to inspect the register of members.

7. CESSATION OF MEMBERSHIP

7.1 Cessation

A person ceases to be a Member on:

- (a) resignation;

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

7.2 Resignation

- (a) **[From AWWF]** For the purposes of **clause 7.1(a)**, a Member may resign as a member of AWWF and the Federation by giving 30 days written notice to AWWF and to the Federation Board. AWWF and the Federation are obliged to accept such resignation.
- (b) **Interstate Transfer.** For the purposes of **clause 7.1(a)**, a Member may apply to resign as a member the Federation for the purpose of transferring their AWWF Membership to another Member State. The Application is to be submitted by giving 3 months written notice to the Federation Board with a copy to AWWF. The Federation is not obliged to accept the Application and any subsequent dispute on non acceptance of the Application will be resolved by following Dispute Resolution Procedures.

7.3 Forfeiture of Rights

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

8. DISCIPLINE OF MEMBERS

8.1 Establishing a Disciplinary Committee

Where the Board is advised of an allegation (not being vexatious, trifling or frivolous) or considers that a Member has allegedly:

- (a) breached, failed, refused or neglected to comply with a provision of this Constitution, the By-Laws or any resolution or determination of the Board or any duly authorised committee; or
- (b) acted in a manner unbecoming of a Member or prejudicial to the Objects and the interests of the Federation and/or the Sport, or another Member; or
- (c) brought themselves, another Member, the Federation or the Sport into disrepute,

the Board may by resolution and in accordance with **clause 23**, establish a disciplinary committee to convene to hear a matter against any Member and to determine what action, if any, to take against that Member (**Disciplinary Hearing**), and that Member, will be subject to, and submits unreservedly to the

jurisdiction, disciplinary procedures and penalties and the appeal mechanisms (if any) in this Constitution.

8.2 Provisional Suspension

- (a) Upon establishing a disciplinary committee in accordance with **clause 8.1** the Board may by resolution provisionally suspend the Member subject to the Disciplinary Hearing until such time as the disciplinary committee makes a finding.
- (b) The disciplinary committee may lift a provisional suspension prior to making a finding at the Disciplinary Hearing.

8.3 Disciplinary Committee Members

The members of the disciplinary committee:

- (a) may be Members or anyone else; but
- (b) must not be biased against, or in favour of, the Member concerned.

8.4 Notice of Alleged Breach

- (a) Where a disciplinary committee is established the Federation shall serve on the Member not earlier than 28 days and not later than 14 days before the Disciplinary Hearing is to be held, a notice in writing:
 - (i) setting out the alleged breach of the Member and the grounds on which it is based;
 - (ii) stating that the Member may address the disciplinary committee at the Disciplinary Hearing;
 - (iii) stating the date, place and time of that Disciplinary Hearing;
 - (iv) informing the Member that he, she or it may do one or more of the following:
 - (A) attend that Disciplinary Hearing; and
 - (B) give the disciplinary committee prior to or at that meeting a written statement regarding the alleged breach.

8.5 Determination of Disciplinary Committee

- (a) The disciplinary committee shall ensure that the Disciplinary Hearing accords with the principles of natural justice by ensuring that:
 - (i) the Member has the opportunity to be heard and to call witnesses; and
 - (ii) due consideration is given to any written statement submitted by the Member or a witness,

before determining whether the alleged breach occurred.

- (b) If the disciplinary committee determines there was a breach under **clause 8.1**, it will determine what penalty (if any) shall be given to the Member, and give notice of this to the Board.
- (c) The penalties able to be given to the Member by the disciplinary committee include:
 - (i) expel a Member from the Federation (and by default AWWF); or
 - (ii) suspend a Member from membership of the Federation or accessing certain privileges of membership for a specified period; or
 - (iii) fine a Member; or
 - (iv) impose such other penalty, action or educative process as the disciplinary committee sees fit.

8.6 Appeal

- (a) Subject to **clause 8.6(b)**, an appeal tribunal may be appointed by the Board to hear and adjudicate on any appeal lodged by a Member against the decision of the disciplinary committee.
- (b) An appeal may only be lodged by a party directly affected by a decision and where such an appeal is based on the ground that new information or evidence can be presented that was not available at the time of the original decision being appealed against.

8.7 Appeal Tribunal

- (a) The Board will appoint an appeal tribunal to determine an appeal lodged in accordance with the provisions of **clause 8.6**. The composition of an appeal tribunal shall be:
 - (i) an individual with legal training or experience in dispute resolution; or
 - (ii) a panel of 2 or 3 persons deemed suitable by the Board including a chairperson with legal training or experience in dispute resolution.
- (b) No member of the appeal tribunal pursuant to **clauses 8.7(a)(i)** and **8.7(a)(ii)** may have been a party to or directly interested in the decision under appeal or the original matter brought for determination.

8.8 Appeals Process

- (a) A request for an appeal against a decision of the disciplinary committee must be forwarded to the EO/AO in writing within 14 days of the relevant

party being given notice of disciplinary committee decision. The EO/AO will inform the Board without delay.

- (b) The lodgement of appeal must be accompanied by payment of an appeal fee as determined by the Board. The fee shall be fully refundable if the appeal is successful.
- (c) The Board shall determine whether the appeal falls within the grounds for appeal pursuant to **clause 8.6(b)**. If satisfied, an appeal tribunal will be appointed within 7 days of formal lodgement of the appeal.
- (d) The appeal tribunal will schedule a date and venue for a hearing as soon as possible and no later than 21 days after formal lodgement of the appeal.
- (e) If, as the circumstances may be, all parties are unable to be present at an appeal hearing, they may participate by teleconference or other medium as determined appropriate at the discretion of the appeal tribunal.
- (f) The parties will be advised of the grounds for appeal and invited to lodge written submission which must be received by the EO/AO no later than 2 business days prior to the scheduled appeal hearing. The EO/AO will ensure that all written submissions are distributed to all parties and the appeal tribunal in a timely manner prior to the hearing.
- (g) The appeal tribunal will consider the appeal in accordance with the principles of natural justice as broadly outlined in **clause 8.5**.
- (h) The appeal tribunal may adjourn a hearing to obtain further information or evidence.
- (i) At the conclusion of the hearing the appeal tribunal shall:
 - (i) uphold the appeal and rescind the original decision; or
 - (ii) dismiss the appeal; or
 - (iii) dismiss the appeal and review the penalty within the provisions of **clause 8.5(c)**.
- (j) The decision of the appeal tribunal shall be final.
- (k) The appeal tribunal must forward to the EO/AO a written report outlining their determination of the matter.

9. **GRIEVANCE PROCEDURE**

- (a) The grievance procedure set out in this clause applies to disputes under this Constitution between a Member and:
 - (i) another Member; or
 - (ii) the Federation.

- (b) The parties to the dispute must meet (which may, if agreed by the parties, take place by using any technology that allows the parties to clearly and simultaneously communicate with each other) and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all parties.
- (c) If the parties are unable to resolve the dispute at the meeting or if a party fails to attend that meeting, then the parties may, within 10 days, refer the dispute to the Dispute Resolution Centres Queensland (or such other similar body in circumstances where the Dispute Resolution Centres Queensland is no longer in existence) for resolution.
- (d) The Board may prescribe additional grievance procedures in By-Laws consistent with this **clause 9**.

10. FEES AND SUBSCRIPTIONS

10.1 AWWF Fees payable by Members

- (a) The annual membership fees and other fees (if any) payable by Members to AWWF and the time and manner of payment shall be as determined by the AWWF Board on an annual basis. Such fees will be paid direct to AWWF by Members.

10.2 Non-Payment of Fees

- (a) Subject to **clause 10.2(b)** but notwithstanding any other clause of this Constitution, the right of a Member to attend and vote at a General Meeting may, at the discretion of the Directors, be suspended while the payment of any subscription or other amount determined under **clause 10.1** is in arrears.
- (b) Where a Member is in arrears for any amount:
 - (i) the Board may enter an arrangement with the Member for the payment of the amount; and
 - (ii) any arrangement must be disclosed to other Voting Members, but does not require their approval.
 - (iii) The Member shall have no automatic right to resign from the Federation and shall be dealt with at the Board's discretion, which includes the right to expel, discipline, retain that member as a Member, or to impose such other conditions or requirements as the Board considers appropriate.

11. GENERAL MEETINGS

11.1 Annual General Meeting

AGMs of the Federation are to be held:

- (a) according to the Act; and

- (b) otherwise as determined by the Directors (including date and venue).

11.2 Power to convene General Meeting

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

11.3 Notice of General Meeting

- (a) Notice of a General Meeting of Members must be given:
 - (i) to all Members entitled to attend the General Meeting, the Directors, and the auditor of the Federation; and
 - (ii) in accordance with **clause 28** and the Act.
- (b) At least 45 days prior to the proposed date of the AGM, the EO/AO will request from Voting Members notices of motions, which must be received no less than 28 days prior to the AGM.
- (c) At least 21 days' notice of the time and place of a General Meeting must be given, together with:
 - (i) all information required to be included in accordance with the Act;
 - (ii) in the case of a proposed Special Resolution, the intention to propose the Special Resolution and the terms of the proposed Special Resolution;
 - (iii) where applicable, any notice of motion received from any Voting Member or Director;
 - (iv) the preferred Divisional Directors nominated by the Divisions in accordance with **clause 16.5**; and
 - (v) where applicable, a list of all nominations received for positions to be elected at the relevant General Meeting.

11.4 No other business

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

11.5 Cancellation or postponement of General Meeting

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

- (a) Voting Members according to the Act;

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

11.6 Written notice of cancellation or postponement of General Meeting

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

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

at least 7 days prior to the date of the General Meeting.

11.7 Contents of notice postponing General Meeting

A notice postponing a General Meeting must specify:

- (a) the new date and time for the meeting;
- (b) the place where the meeting is to be held, which may be either the same as or different from the place specified in the notice originally convening the meeting; and
- (c) if the meeting is to be held in 2 or more places, the technology that will be used to hold the meeting in that manner.

11.8 Number of clear days for postponement of General Meeting

The number of clear days from the giving of a notice postponing a General Meeting to the date specified in that notice for the postponed meeting must not be less than the number of clear days' notice of that General Meeting required to be given by **clause 11.6**.

11.9 Business at postponed General Meeting

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

11.10 Non-receipt of notice

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

11.11 Proxy Voting

- (a) Proxy voting shall be permitted at all General Meetings provided a proxy form in the form approved by the Board from time to time, has been duly

completed and lodged with the EO/AO at least seventy-two (72) hours before the commencement of the meeting.

- (b) The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. For the proxy to be valid a Member must instruct the proxy to vote either in favour of or against any proposed resolutions which must be set out in the proxy form.

11.12 Postal voting

Postal voting or voting by electronic communication at General Meetings of the Federation may be permitted from time to time in such instances as the Directors may determine and shall be conducted in accordance with procedures prescribed by the Directors.

12. PROCEEDINGS AT GENERAL MEETING

12.1 Number for a Quorum

The number of Members who must be present in person or by proxy for a quorum to exist at a General Meeting is 7, of which at least three must be Delegates of Voting Members.

12.2 Requirement for a quorum

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

12.3 Quorum and time – Special General Meetings

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

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

12.4 Quorum and time – AGMs

- (a) If within 30 minutes after the time appointed for an AGM, or at any other time during the meeting, a quorum is not present, the AGM stands adjourned to such other day, time and place as the Chair determines.
- (b) Where an AGM has been adjourned under **clause 12.4(a)**, such Voting Members as are represented by their proxy on the adjourned date shall constitute a quorum.

12.5 President to preside over General Meetings

- (a) The President is to preside as Chair at General Meetings.

- (b) If a General Meeting is convened and there is no Chair, or the Chair is not present within 15 minutes after the time appointed for the meeting or is unable or unwilling to act, the following may preside as Chair (in order of entitlement):
- (i) a Director (or other person) chosen by a majority of the Directors present;
 - (ii) the only Director present; or
 - (iii) a Voting Member present who is entitled to vote and is chosen by a majority of the Voting Members present.

12.6 Conduct of General Meetings

- (a) The Chair:
- (i) has charge of the general conduct of the meeting and of the procedures to be adopted;
 - (ii) may require the adoption of any procedure which in his opinion is necessary or desirable for proper and orderly debate or discussion or the proper and orderly casting or recording of votes; and
 - (iii) may, having regard where necessary to the *Corporations Act 2001* (Cth), terminate discussion or debate on any matter whenever he consider it necessary or desirable for the proper conduct of the meeting.
- (b) A decision by the Chair under this **clause 12.6** is final.

12.7 Adjournment of General Meeting

- (a) The Chair may with the consent of any meeting at which a quorum is present, and must if so directed by the meeting, adjourn the meeting or any business, motion, question, resolution, debate or discussion being considered or remaining to be considered by the meeting.
- (b) The adjournment may be either to a later time at the same meeting or to an adjourned meeting at any time and place agreed by vote of the members present.
- (c) Only unfinished business is to be transacted at a meeting resumed after an adjournment.

12.8 Notice of adjourned meeting

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

12.9 Questions decided by majority

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

12.10 Equality of votes

Where an equal number of votes are cast in favour of and against the resolution, the resolution is not carried. For the avoidance of doubt the Chair does not have a casting vote where voting is equal.

12.11 Declaration of results

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

12.12 Poll

- (a) If a poll is properly demanded in accordance with the *Corporations Act 2001* (Cth) or by the Chair of the meeting, it must be taken in the manner and at the date and time directed by the Chair, and the result of the poll is the resolution of the meeting at which the poll was demanded. On a poll each Member will have the number of votes fixed under **clause 13**.
- (b) A poll demanded on the election of a chair or on a question of adjournment must be taken immediately.
- (c) A demand for a poll may be withdrawn.
- (d) A demand for a poll does not prevent the General Meeting continuing for the transaction of any business other than the question on which the poll was demanded.

12.13 Objection to voting qualification

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

- (b) A vote not disallowed under the objection is valid for all purposes.

12.14 Chair to determine any poll dispute

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

12.15 Minutes

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

13. VOTES OF MEMBERS

- (a) At a General Meeting, on a show of hands and on a poll, each Voting Member shall have one vote, which is to be exercised by its Delegates as per Rule 24. A Voting Member's vote who is not present will be exercised by his appointed proxy.
- (b) No Members other than Voting Members are entitled to vote at General Meetings.

- (c) Only Financial Members who have attained the age of 18 years (and are financial) by close of Nominations are eligible to nominate for a position on the Board.

14. STAKEHOLDER FORUMS

14.1 Power to convene Stakeholder Forums

- (a) The Directors may from time to time convene a Stakeholder Forum.
- (b) The Directors shall on the written requisition of 25% of the Voting Members convene a Stakeholder Forum.

14.2 Notice of Stakeholder Forums

- (a) Where a Stakeholder Forum is convened:
- (b) Notice of a Stakeholder Forum must be given to all Members and Directors entitled to attend the General Meeting. Other parties may be invited to the Stakeholder Forum by the Directors.
- (c) At least 28 days prior to the proposed date of the Stakeholder Forum, the Secretary will request from Members notice of any matters they wish to be discussed at the meeting, which must be received no less than 14 days prior to the meeting.
- (d) At least 14 days' notice of the time and place of a Stakeholder Forum must be given, together with any items for discussion proposed by the Directors or a Member.

14.3 Conduct of a Stakeholder Forum

- (a) A Stakeholder Forum is to provide opportunity for open discussion on all matters relating to the Sport in Queensland and all attendees shall have equal opportunity to participate in discussions. The Directors may also use the meeting to discuss, inter alia, the current or proposed Strategic Plan, Business Plan, Budgets, financial results and By-laws.
- (b) The format of proceedings at a Stakeholder Forum shall be at the discretion of the Directors and may include plenary sessions, small group workshops or guest speakers.
- (c) The Directors shall determine who shall chair the Stakeholder Forum, including who shall lead or facilitate particular discussion items.
- (d) There shall be no quorum requirement for a Stakeholder Forum.
- (e) Items for discussion which were not included in the notice issued under **clause 14.2(d)** may, with the permission of the chair, be raised for discussion.

14.4 Consensus at Stakeholder Forum

A resolution may be made by consensus of the forum for consideration by the Directors. Directors are not bound by any resolution passed at the forum.

15. DIRECTORS

15.1 Composition of the Board

The Board shall consist of:

- (a) a President;
- (b) a Secretary
- (c) a Treasurer; and
- (d) 1 Divisional Director representing each Active Division and elected under **Rule 16.5**.

15.2 Portfolios

The Board may allocate additional portfolios to Directors.

15.3 Qualifications

- (a) The Board may determine from time to time job descriptions and qualifications for Directors, subject to a Director not being disqualified under the Act.
- (b) A person who holds an Official Position is not eligible to be elected as a Director. For the avoidance of doubt if a person who holds an Official Position nominates to be considered for election as a Director and is elected as a Director that person cannot take office as a Director until they have resigned from the Official Position. A copy of such resignation must be received by the EO/AO within 48 hours of the General Meeting at which the person is elected.

15.4 Current Board

- (a) The terms of the Directors in office at the date of the adoption of this Constitution shall continue at the General Meeting at which this Constitution is adopted in accordance with **clause 16.3**. Those Directors may be re-elected or re-appointed for a further term, as the case may be, subject always to this Constitution.

15.5 Remuneration of Directors

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

- (a) paid by the Federation for services rendered to it other than as a Directors; and

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

15.6 Honorarium

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

16. ELECTED DIRECTORS

16.1 Nomination for Board

- (a) Nominations for Elected Directors (other than Divisional Directors) shall be called for by the EO/AO 45 days prior to the General Meeting at which the election is to be held (usually the AGM).

16.2 Form of Nomination and Election

Nominations must be:

- (a) in writing on the prescribed form (if any);
- (b) signed by a Voting Member;
- (c) certified by the nominee expressing their willingness to accept the position for which they are nominated; and
- (d) delivered to the EO/AO not less than 28 days before the date fixed for the holding of the General Meeting.
- (e) If the number of nominations received for positions on the Board is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Board, then those nominated shall be declared elected.
- (f) If there are insufficient nominations received to fill all vacancies on the Board, the positions will be deemed casual vacancies under **clause 17.1**.
- (g) If the number of nominations exceeds the number of vacancies to be filled, voting papers shall be prepared containing the names of the candidates in order drawn by ballot, for each vacancy on the Board.
- (h) The voting shall be conducted in such manner and by such method as may be determined by the Board from time to time.

16.3 Term of Appointment

- (a) Subject to this Constitution, and in particular **clause 16.3(b)**, Elected Directors shall be elected in accordance with this Constitution for a term of three years, which shall commence from the conclusion of the General Meeting at which the election occurred until the conclusion of the second Annual General Meeting following.
- (b) Two elected Directors shall retire after the second year after election. The remaining Elected Director shall retire after the third year after election, no Elected Directors shall retire after the fourth year after election and after which the Elected Directors elected to the vacancy after the second year shall retire and so on.
- (c) Notwithstanding any other clause, should any adjustment to the term of Elected Directors elected under this Constitution be necessary to ensure rotational terms in accordance with this Constitution, this shall be determined by the Board. If the Board cannot agree, retirements will be determined by lot. For the avoidance of doubt any part of a term shall be deemed a full term for the purposes of this **clause 16.3**.
- (d) A retiring Director holds office until the conclusion of the General Meeting at which they are to retire, but is eligible for re-election at such General Meeting subject to this Constitution, including this **clause 16.3**.

16.4 Public Liability Insurance

The Board must ensure that as soon as possible after a person nominates to become a Director of the Federation (and before they are elected), or before a person is appointed as Director under **clause 17.1**, the Board advises the person of the amount of public liability insurance held by the Federation.

16.5 Divisional Directors

- (a) Divisions must hold their Annual General Meeting at least 28 days prior to the Federation AGM and are to notify in writing the Federation EO/AO of their preferred Divisional Directors.
- (b) The preferred Divisional Directors will then be included in the notice of the the AGM and nominated to the Voting Members at the Federation AGM for approval. If approved by simple majority the Voting Members those Divisional Directors will be elected.
- (c) If a preferred Divisional Director is not approved by simple majority, that Divisional Director position is to be a casual vacancy which can be filled in accordance with clause 17.1, subject to the individual appointed to fill the casual vacancy being a member of the relevant Division.

17. VACANCIES ON THE BOARD

17.1 Casual Vacancies

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

17.2 Grounds for Termination of Director

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

- (a) dies;
- (b) becomes bankrupt or insolvent under administration or makes any arrangement or composition with their creditors generally;
- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;
- (d) resigns their office in writing to the Federation;
- (e) is absent without the consent of the Board from meetings of the Board held during a period of 3 months;
- (f) is an employee of the Federation;
- (g) is directly or indirectly interested in any contract or proposed contract with the Federation and fails to declare the nature of his interest;
- (h) after reasonable consideration by the Board it determines the Director:
 - (i) has acted in a manner unbecoming or prejudicial to the Objects and/or interests of the Federation and/or the Sport; or
 - (ii) has brought himself, the Federation or the Sport into disrepute,
 - (iii) provided the Director is first given the opportunity to make written or oral submissions to the Board before a determination is made;
- (i) is removed by Special Resolution; or
- (j) would otherwise be prohibited from being a director of a corporation under the *Corporations Act 2001* (Cth).

17.3 Board May Act

In the event of a casual vacancy or vacancies in the office of a Director or Directors, the remaining Directors may act but, if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of the Board, they

may act only for the purpose of increasing the number of Director to a number sufficient to constitute such a quorum or to convene a General Meeting.

18. POWERS AND DUTIES OF DIRECTORS

18.1 Directors to manage the Federation

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

18.2 Specific powers of Directors

Without limiting **clause 18.1**, the Directors may exercise all the Federation's powers to borrow or raise money, to charge any property or business or give any other security for a debt, liability or obligation of the Federation or of any other person.

18.3 Time, etc.

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

18.4 Delegation of powers

- (a) The Directors may, by resolution or by power of attorney or writing under seal, delegate any of their powers to the EO/AO or any employee of the Federation or any other person as they think fit.
- (b) Any delegation by the Directors of their powers:
 - (i) must specify the powers delegated, any restrictions on, and conditions attaching to, the exercise of those powers and the period during which that delegation is to be in force;
 - (ii) may be either general or limited in any way provided in the terms of the delegation;
 - (iii) need not be to a specified person but may be to any person holding, occupying or performing the duties of a specified office or position; and
 - (iv) may include the power to delegate.
- (c) If exercising a power depends on a person's opinion, belief or state of mind, then that power may be exercised by the delegate on the delegate's opinion, belief or state of mind about that matter.
- (d) Any power exercised by a delegate is as effective as if it had been exercised by the Directors.

18.5 Code of Conduct

The Directors must:

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

19. PROCEEDINGS AT DIRECTORS MEETINGS

19.1 Directors meetings

- (a) Subject to **clause 19.1(b)**, the Directors may meet together for conducting business, adjourn and otherwise regulate their meetings as they think fit.
- (b) The Directors must meet at least 5 times in each calendar year.

19.2 Questions decided by majority

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

19.3 Chair's casting vote

The chair of the meeting will not have a casting vote.

19.4 Quorum

Four Directors present in person constitutes a quorum.

19.5 Convening meetings

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

19.6 Election of Chairperson

- (a) The Director elected to the Board as President under **clause 16** shall be chairperson from the date of his election and shall Chair any Board Meeting or General Meeting.
- (b) Despite **clause 20.6 (a)** if:
 - (i) the Chair is not present within 15 minutes after the time appointed for the holding of the meeting; or
 - (ii) the Chair is unwilling to act,the Directors present may elect one of their number to be chair of the meeting, normally this would be the Vice President if present.

19.7 Circulating resolutions

- (a) The Directors may pass a resolution without a Directors' meeting being held if the required majority of the Directors who are entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.
- (b) Separate copies of the document may be used for signing by the Directors if the wording of the resolution and statement is identical in each copy.
- (c) The resolution is passed when the last Director required to achieve the required majority signs.

19.8 Validity of acts of Directors

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

19.9 Directors' interests

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

(iii) disciplinary matter; or

(iv) financial matter,

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

- (c) The nature of the interest of such Director must be declared by the Director at the meeting of the Board at which the contract or other matter is first taken into consideration if the interest then exists or in any other case at the first meeting of the Board after the acquisition of the interest. If a Director becomes interested in a contract or other matter after it is made or entered into the declaration of the interest must be made at the first meeting of the Board held after the Director becomes so interested.
- (d) A general notice that a Director is a member of any specified firm or company and is to be regarded as having an interest in all transactions with that firm or company is a sufficient declaration under **clause 19.9(c)** as regards such Director and the said transactions. After such general notice it is not necessary for such Director to give a special notice relating to any particular transaction with that firm or company.
- (e) It is the duty of the Secretary to record in the minutes any declaration made or any general notice given by a Director in accordance with **clauses 19.9(c) or 19.9(d)**.

19.10 Minutes

- (a) The Directors must cause minutes of meetings to be made and kept according to the Act and the *Corporations Act 2001 (Cth)*.
- (b) The minutes of Directors meetings shall not be available for inspection or copying by the Members.
- (c) To ensure their accuracy, the minutes of each Directors meeting must be signed by the chair of the meeting, or the chair of the next meeting, verifying their accuracy.

20. TELECOMMUNICATION MEETINGS OF THE FEDERATION

20.1 Telecommunication meeting

- (a) A General Meeting or a Directors' Meeting may be held by means of a telecommunication meeting, provided that:

- (i) the number of Members or Directors (as applicable) participating is not less than a quorum required for a General Meeting or Directors' Meeting (as applicable); and
 - (ii) the meeting is convened and held in accordance with the Act.
- (b) All provisions of this Constitution relating to a meeting apply to a telecommunication meeting in so far as they are not inconsistent with the provisions of this **clause 20**.

20.2 Conduct of telecommunication meeting

The following provisions apply to a telecommunication meeting of the Federation:

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

21. EXECUTIVE OR ADMINISTRATIVE OFFICER

21.1 Appointment of EO/AO

The Directors may appoint an EO or Administrative Officer (EO/AO).

21.2 Powers, duties and authorities of EO/AO

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

21.3 Suspension and removal of EO/AO

Subject to the terms and conditions of the appointment, the Directors may suspend or remove the EO/AO from that office.

21.4 Delegation by Directors to EO/AO

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

- (a) develop business plans, budgets, strategies, policies, processes and codes of conduct for consideration by the Directors and to implement them to the extent approved by the Directors;
- (b) manage the financial and other reporting mechanisms of the Federation;
- (c) approve and incur expenditure subject to specified expenditure limits;
- (d) sub-delegate his or her powers and responsibilities to employees or internal management committees of the Federation; and
- (e) any other powers and responsibilities which the Directors consider appropriate to delegate to the EO/AO.

21.5 EO/AO to attend meetings

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

22. SECRETARY

- (a) There must be a Secretary who is to be appointed by the Directors under the Act.
- (b) In addition to the manner in which the office of secretary becomes vacant under the Act the Directors may suspend or remove the Secretary from that office.
- (c) The Secretary holds office on the terms and conditions and with the powers, duties and authorities, determined by the Act and the Directors. Subject to this Constitution the Secretary is not entitled to remuneration unless the Secretary is also the EO/AO.

23. COMMITTEES

23.1 Committees

The Directors may by written instrument delegate any of their powers to Committees consisting of such persons they think fit (including Directors, individuals and consultants), and may vary or revoke any delegation.

23.2 Powers delegated to Committees

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

23.3 Committee meetings

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

24. STATE DIVISIONS

24.1 State Division Committees

- (a) The Federation Board will recognise Divisions as Committees of the Federation under **clause 23**. AWWF will categorise Divisions as Active or Interim Divisions.
- (b) As of the date of adoption of this Constitution, the following Divisions are recognised as Active Divisions of AWWF:
 - (i) Tournament;
 - (ii) Wakeboard; and
 - (iii) Barefoot;
- (c) As of the date of adoption of this Constitution, the Cable Wakeboard Division is recognised as Interim Division of AWWF.
- (d) Each Active Division is to receive one vote on any resolution at a General Meeting, which is to be exercised by its Delegate appointed in accordance with Rule 24.2, with each Delegate to have one vote each.

24.2 Appointment of Delegates

Each Active Division shall nominate to the Federation Board one Delegates for such term as is deemed appropriate by the Active Division. A Delegate must:

- (a) not also be a Director of the Federation;
- (b) be an Individual Member of the Federation and the Active Division which appoints him or her; and
- (c) be appropriately empowered by his or her Active Division to make decisions at General Meetings.

24.3 Delegates as Representative

Each Delegate shall represent his Active Division at General Meetings of the Federation and shall have full power to consider and vote on resolutions at General Meetings.

24.4 Active Division to Advise

Each Active Division shall, at least forty-eight hours prior to any General Meeting, advise in writing to the Federation its appointed Delegates for that General Meeting.

24.5 Divisions Terms of Delegation

Each Division Board will function as a Committee of the Federation in accordance with Rule 24 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 Division Terms of Delegation - this will be a Regulation adopted by the Federation Board which may include standard rules that must be incorporated into the Policy Book of each Division. These Terms of Delegation are to be modelled on those of the AWWF corresponding Regulation.

25. BY-LAWS

25.1 Making and amending By-Laws

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

25.2 Effect of By-Laws

A By-Law:

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

26. KEEPING AND INSPECTION OF RECORDS

26.1 Records

- (a) The EO/AO shall establish and maintain proper records and minutes concerning all transactions, business, meetings and dealings of the Federation and the Board and shall produce these as appropriate at each Board meeting or General Meeting.

- (b) The Directors will cause the Federation records to be kept for a period of 7 years from their creation.

26.2 Inspection of Records

- (a) Members may on request inspect free of charge:
 - (i) the minutes of general meetings; and
 - (ii) subject to **clause 26.2(b)**, the financial records, books, securities and any other relevant document of the Federation.
- (b) The Board may refuse to permit a member to inspect records of the Federation that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Federation.
- (c) The Board must on request make copies of these rules available to Members and applicants for membership free of charge.
- (d) Subject to **clause 26.2(b)**, a Member may make a copy of any of the other records of the Federation referred to in this clause and the Federation may charge a reasonable fee for provision of a copy of such a record.
- (e) For the purposes of this clause:

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

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

27. ACCOUNTS

27.1 Records Kept in Accordance with Act

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

27.2 Board to Submit Accounts

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

27.3 Transactions

All cheques, promissory notes, bankers drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Federation, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Directors determine from time to time.

27.4 Auditor

- (a) A properly qualified auditor or auditors shall be appointed by the Directors and the remuneration of such auditor or auditors fixed and duties regulated in accordance with the Corporations Act 2001 (Cth).
- (b) Members may remove an auditor from office by resolution made at a General Meeting in accordance with the Act.

28. SERVICE OF DOCUMENTS

28.1 Document includes notice

In this **clause 28**, document includes a notice.

28.2 Methods of service on a Member

The Federation may give a document to a Member:

- (a) personally;
- (b) by sending it by post to the address for the Member in the Register or an alternative address nominated by the Member; or
- (c) by sending it to a fax number or electronic address nominated by the Member.

28.3 Methods of service on the Federation

A Member may give a document to the Federation:

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

28.4 Post

A document sent by post:

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

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

28.5 Electronic transmission

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

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

29. INDEMNITY

29.1 Indemnity of officers

Every person who is or has been:

- (a) a Director;
- (b) EO/AO; or
- (c) Secretary,

is entitled to be indemnified out of the property of the Federation against:

- (d) every liability incurred by the person in that capacity (except a liability for legal costs); and
- (e) all legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the person becomes involved because of that capacity, unless:
 - (i) the Federation is forbidden by statute to indemnify the person against the liability or legal costs; or
 - (ii) an indemnity by the Federation of the person against the liability or legal costs would, if given, be made void by statute.

29.2 Insurance

The Federation may pay or agree to pay, whether directly or through an interposed entity, a premium for a contract insuring a person who is or has been a Director, Secretary or EO/AO against liability incurred by the person in that capacity, including a liability for legal costs, unless:

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

29.3 Deed

The Federation may enter into a deed with any Indemnified Officer or a deed poll to give effect to the rights conferred by **clause 29.1** on the terms the Directors think fit (as long as they are consistent with **clause 29.1**).

30. STATE DELEGATE

30.1 Appointment

The Board shall appoint one (1) State Delegate for such term as is deemed appropriate. The State Delegate shall:

- (a) be a Board Member or Individual Member of the Federation;
- (b) be appropriately empowered by the Federation to make decisions at AWWF General Meetings.

30.2 Representation

The State Delegate will represent the Federation at AWWF General Meetings and shall have full power to consider and vote on resolutions at those meetings.

30.3 Advice to AWWF

The Federation will advise the AWWF Office Manager of the appointed State Delegate at least 21 days prior to any AWWF General Meeting.

30.4 Alternate State Delegate.

The Federation may appoint an Alternate State Delegate. An Alternate State Delegate must comply with the requirements for State Delegates set out in AWWF Constitution 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 AWWF Chief Executive Officer as soon as practicable after the appointment.

31. REGULATIONS

31.1 Formulate Regulations

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 the Federation, 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.

31.2 Regulations Binding

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

31.3 Rules and Regulations in Force

All rules and regulations of the Federation in force at the date of the approval of this Constitution under the Act insofar as such rules and regulations are not inconsistent with, or have been replaced by this Constitution, shall be deemed to be Regulations of the Federation under this Rule.

31.4 Amendments

Amendments, alterations, interpretations or other changes to Regulations shall be advised to Members by means of notices approved by the Board and prepared and issued by the Secretary or Executive Director. Notices are binding upon all Members.

32. UNDER AGE DRINKING

Underage drinking and the aiding, abetting or condoning of underage drinking at any AWWF sanctioned event or activity is not permitted. AWWF and the Federation 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.

33. WINDING UP

33.1 Contributions of Members on winding up

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

33.2 Excess property on winding up

- (a) If on the winding up or dissolution of the Federation, and after satisfaction of all its debts and liabilities, any property remains, that property must be given or transferred to another body or bodies:
 - (i) having objects similar to those of the Federation; and

- (ii) whose Constitution prohibits (or each of whose Constitutions prohibit) the distribution of its or their income and property among its or their members to an extent at least as great as is imposed under this Constitution.
- (b) That body is, or those bodies are, to be determined by the Voting Members at or before the time of dissolution or, failing that determination, by a judge who has or acquires jurisdiction in the matter.

34. COMMON SEAL

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

35. SOURCE OF FUNDS

The funds of the Federation may be derived from annual membership subscription rebates from AWWF, donations, grants, sponsorships, infrastructure maintenance levies and such other sources as the Directors determine.

36. REGISTERED ADDRESS

The registered address of the Federation is:

- (a) the address determined from time to time by resolution of the Board; or
- (b) if the Board has not determined an address to be the registered address, the postal address of the Secretary.