

**CONSTITUTION OF QUEENSLAND WATER SKI & WAKEBOARDING FEDERATION INCORPORATED.
MAY 2022**

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1. Definitions and Interpretation

Act means the *Associations Incorporation Act 1981*.

Association means the Queensland Waterski & Wakeboarding Federation Incorporated

AWWF means the Australian Waterski and Wakeboard Federation Limited., a company limited by guarantee, trading as the Waterski and Wakeboard Australia (WAWA) or successor body means the national federation for the sport of waterski and wakeboard.

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

By-law means a by-law under the By-laws of the Queensland Waterski & Wakeboarding Federation Incorporated.

Calendar month means a period of 28 days or four weeks.

Chair means the person who presides at a general meeting, a management committee or a subcommittee meeting of the Association.

Chief executive means the chief executive of the Office of Fair Trading, Department of Justice and Attorney-General.

Constitution means the constitution of the Association.

Day means a business day, unless a contrary intention is expressed in the constitution.

Director means a member of the management committee.

Division means a committee of the Association exercising delegated authority for the control of a discipline in Queensland, including but not limited to the:

- a) Tournament Division
- b) Barefoot Division
- c) Wakeboard Division

Event means and includes:

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

Financial member means a member of the Association who has paid all fees due to the Association.

General meeting means a meeting of the Association of which all current members are given notice.

Individual member means an individual member of the Australian Waterski and Wakeboard Federation Limited.

IWWF means International Waterski and Wakeboard Federation

Management committee means the management committee of the Association as required by the Act.

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Office bearer means the person who holds the office of president, vice-president, secretary or treasurer of the Association.

Present means the presence of a person: at a management committee meeting, see clause 7.5.2; at a general meeting, see clause 8.4.2.

Secretary means the secretary of the Association.

Special meeting means a general meeting of the Association other than an annual general meeting.

Special resolution means a resolution passed at a general meeting by the votes of seventy-five per cent (75%) of members who are present at the meeting and entitled to vote on the motion for special resolution.

Sport means the sport of waterskiing and wakeboarding.

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

Voting Member means those Members of the Association 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.

A word or expression that is not defined in these rules, but is defined in the Act has, if the context permits, the meaning given by the Act.

2. Name

The name of the incorporated association is Queensland Waterski & Wakeboarding Federation Incorporated.

3. Affiliation

The Association, Queensland Waterski & Wakeboarding Federation Incorporated, is affiliated with the Australian Waterski and Wakeboard Federation Limited (AWWF) as a State member. The AWWF is recognised by the International Waterski and Wakeboard Federation, as the sole body to control and regulate the sport of waterskiing and wakeboarding in Australia.

4. Objects

The Objects of the Association:

The Association 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 Association

- 4.1 foster, develop and promote the sport of waterskiing and wakeboarding;
- 4.2 coordinate the activities of the Association throughout Queensland;
- 4.3 provide competition and social activities for its members;
- 4.4 adopt and maintain the standards, quality and reputation of the sport in Queensland;
- 4.5 represent its members generally in any appropriate forum;
- 4.6 strive for governmental, commercial and public recognition of the Association and Water Skiing and Wakeboarding in Queensland;

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- 4.7 encourage and promote performance-enhancing drug free competition and adhere to the AWWF Anti-Doping Policy
- 4.8 do all things reasonably necessary to achieve these objects with the purpose that the members receive the intended benefits of these objects;
- 4.9 do all things reasonably necessary or conducive for the advancement of these objects.

5. Powers

The powers of the Association are:

- 5.1 The Association has the powers of an individual.
- 5.2 The Association may:
 - a) enter into contracts;
 - b) acquire, hold, deal with and dispose of property;
 - c) make charges for services and facilities that it supplies; and
 - d) do all things necessary or convenient to be done in carrying out its affairs and in meeting its objects.
- 5.3 The Association has the power to:
 - a) manage the funds, assets and liabilities of the Association;
 - b) formulate rules and by-laws, or to appoint a committee for that purpose;
 - c) be responsible for the hire and termination of employees and other persons who may contribute to the good of the Association;
 - d) borrow or raise money by a loan either on advance account or overdraft; secure loans by mortgage, charge or other security on the Association's property; purchase or redeem such securities;
 - e) borrow amounts from members and pay interest on the amounts borrowed. The amount of interest must not exceed the current rate being charged for overdrawn accounts on money lent by the financial institution of the Association, or if there is more than one financial institution of the Association, the financial institution nominated by the management committee;
 - f) amalgamate, in promotion of the objects of the Association, with other incorporated associations, having objects similar to those of the Association and which limit the distribution of income and property among members by being applied solely in the promotion of the objects and the exercise of the powers of the Association;
- 5.4 The Association has the power to do all things to attain the objects of the Association and to exercise its powers.

6. Membership

6.1 Membership – classes, number of members

The membership of the Association consists of the class of ordinary members or other classes as determined by the Association and approved by the AWWF. The number of members of the Association is unlimited but must not be fewer than seven (7) members.

6.2 Ordinary members

- 6.2.1 A person, aged at least 18 years at the date of receipt of a membership application by the Association, is eligible to be an ordinary member of the Association.
- 6.2.2 Application for ordinary membership must be made by submitting the application form prescribed by the Australian Waterski and Wakeboard Federation Limited (AWWF) or by the electronic online system provided by the AWWF which manages a centralised system of membership. The application must meet the criteria for individual membership of the AWWF.
- 6.2.3 An application fee, if any, must be paid at the time of the membership application. The membership fee for each ordinary membership is the amount decided by the AWWF and adopted by the Association, see also clause 6.5.
- 6.2.4 Ordinary membership is subject to the approval of the management committee of the Association which must advise the applicant of the amount of public liability insurance taken by the Association before it considers the application.
- 6.2.5 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;
- 6.2.6 the Divisions recognised as members of the Association under clause 10, who subject to this Constitution, shall have the right to attend, debate and vote at General Meetings via their appointed Delegates;

6.3 Membership – term

The membership of the Association commences on the acceptance of the membership by the Association. Members of the Association renew their membership in accordance with the procedure set down by the AWWF.

6.4 Membership – admission

- 6.4.1 The AWWF manages a centralised membership system.
- 6.4.2 A membership application includes application for membership both of the Association as an ordinary member (or another possible future class) and of the AWWF as an individual member.
- 6.4.3 An application for membership must:
- a) be in writing on the form prescribed by the AWWF or by the AWWF online system
 - b) meet the membership criteria required by the AWWF; and
 - c) be accompanied by the required fee.

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- 6.4.4 The AWWF will send to the Association a list of applicants for consideration of membership of the Association. The Association may accept or reject any membership application and is not required to give reasons for a rejection of membership. The applicant has no right of appeal. The Association advises the AWWF of a rejection of membership forthwith. The AWWF may at its discretion refuse to accept a person as an individual member and in the case of a rejection refunds any fee, which accompanied the application, to the applicant.
- 6.4.5 Acceptance of a membership application is by the vote of a majority of the members of the management committee of the Association present at a management committee meeting.
- 6.4.6 On acceptance or rejection of a membership application, the Secretary of the Association advises the applicant in writing of the decision.
- 6.4.7 A person who, on the day the Association is incorporated, was a member of the unincorporated association and who, on or before a day fixed by the management committee, agrees in writing to become a member of the incorporated association, must be admitted by the management committee:
- a) to the equivalent class of membership of the Association as the member held in the unincorporated association; or
 - b) if there is no equivalent class of membership – as an ordinary member.

6.5 Membership fee

The membership fee for ordinary membership and for any other class of membership (if any) is the amount decided by the AWWF and adopted by the Association. The fee is payable in accordance with the requirements of the AWWF, see also clause 6.2.3.

6.6 Membership – resignation

A member may resign as a member of the Association by giving notice in writing to the Secretary. The resignation takes effect on the date specified by the notice, or if not specified, on the date received by the Secretary.

6.7 Membership – discipline

- 6.7.1 The management committee may fine, suspend, expel or otherwise deal with any member of the Association in breach of this constitution, the by-laws of the Association (if any), or for any misconduct or conduct likely to bring the Association into disrepute.
- 6.7.2 The management committee may penalise a member, if the member:
- a) is convicted of an indictable offence
 - b) fails to comply with the provisions of this constitution or by-laws (if any);
 - c) has membership fees in arrears for at least two (2) months; or
 - d) conducts himself or herself in a way considered to be injurious or prejudicial to the character, reputation or interests of the Association.
- 6.7.3 The management committee may impose the following penalties for breaches of discipline:
- a) termination of membership of the Association (and the AWWF by default);
 - b) suspension of membership of the Association
 - c) imposing a fine on a member; or

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- d) imposing such other penalty or educative process as the management committee sees fit.

6.7.4 Before the management committee terminates a member's membership, the committee must give the member a full and fair opportunity to present his or her case and to show why the membership should not be terminated.

6.7.5 If, after considering all representations made by the member, the management committee decides to terminate the membership, the Secretary of the Association must give the member notice in writing of the decision and of appeal rights and advise the AWWF of the decision.

6.8 Membership – Appeal Tribunal

6.8.1 On receiving a notice in writing of the intention to appeal from a member who is the subject of a disciplinary decision (the appellant), the management committee appoints an appeal tribunal to determine the appeal.

6.8.2 The appeal tribunal is a panel consisting of a person with legal qualifications, who will chair the tribunal, and two other persons deemed suitable to hear and decide the appeal. A tribunal member must not have a direct or indirect interest in the decision under appeal.

6.9 Membership – appeal procedures

6.9.1 The appellant is required to lodge a notice of appeal against a decision that penalises the member on disciplinary grounds. The notice of intention to appeal must be lodged with the Secretary within fourteen (14) days after the appellant receives the written notice of the disciplinary decision. The lodgement of the notice of appeal must be accompanied by an appeal fee as determined by the management committee. If the appeal is successful, the appeal fee is refunded to the appellant.

6.9.2 Within seven (7) days after the lodgement of the appeal, the management committee appoints the members of the appeal tribunal. The appeal tribunal sets a date and place for the hearing which is to be held within twenty-one (21) days after the lodgement of the notice of appeal. The Secretary advises the parties of the hearing date and place and the grounds of

appeal, and invites written submissions which are to be received by the Secretary no later than two (2) business days before the date of appeal hearing.

6.9.3 A party, who is unable to be physically present at an appeal hearing, may participate by teleconference or other medium as determined appropriate by the appeal tribunal.

6.9.4 The appeal tribunal may adjourn a hearing to obtain further information or evidence, or for a reason that the tribunal deems fit.

6.9.5 The appeal tribunal makes the decision to:

- a) dismiss the appeal – the decision under appeal stands
- b) allow the appeal – the decision under appeal is quashed; or
- c) make a variation of the penalty

The decision of the appeal tribunal is final.

6.9.6 The appeal tribunal provides a report in writing of its decision to the Secretary.

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6.10 Membership register

6.10.1 The management committee must keep a register of the members of the Association.

6.10.2 The register must include the following particulars of each member:

- a) the full name of the member;
- b) the residential address of the member;
- c) the date of admission to the Association as a member; and
- d) the date each member ceased to be a member of the Association.

6.10.3 After giving notice to the Secretary, a member may inspect the membership register at a reasonable time. On application by a member, the management committee may withhold information from the register about the member if the management committee has reasonable grounds for believing that disclosure would prejudice the member.

6.10.4 A member of the Association must not use, or disclose to a third party, information from the membership register to contact, or send material to, another member of the Association for advertising, political, religious, charitable or commercial purposes. This prohibition may be waived by the management committee.

7. Management committee

7.1 Management committee – office bearers and members

7.1.1 The management committee manages the affairs of the Association.

7.1.2 The members of the Association elect the office bearers and other members of the management committee (directors) at each Annual General Meeting. The management committee comprises:

- President
- Secretary
- Treasurer
- Nominated Representatives of the member Divisions

7.1.3 The office bearers are: President, Vice-President, Secretary and Treasurer. Each office bearer holds the office in the Association which he or she holds in the management committee.

7.1.4 Each of the Nominated Division Representatives represents one of the operating state divisions of the Association.

- a) At least twenty-eight (28) days before the annual general meeting of the Association, each division must notify in writing the Secretary of the Association of its preferred nominated representative who had been elected at the region's previous annual general meeting.
- b) If a preferred nominated representative is not elected, that position is deemed a casual vacancy which may be filled in accordance with clauses 7.3.5 and 7.6.7, subject to the person appointed to fill the casual vacancy is a member of the same division as the non-elected preferred nominated representative.

7.1.5 A member of the management committee, other than a Secretary appointed by the management committee under clause 7.6, must be a member of the Association.

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- 7.1.6 At each annual general meeting of the Association, the members of the management committee must retire from office, but are eligible on nomination, for re-election.
- 7.1.7 A member of the Association may be appointed to a casual vacancy on the management committee by the management committee under clause 7.3

7.2 Management committee – nomination and elections

- 7.2.1 Two ordinary members of the Association, as proposer and seconder, may nominate any other ordinary member (the candidate) to serve as an office bearer or member of the management committee.
- 7.2.2 The nomination, in writing and signed by the proposer, the seconder and the candidate, must be lodged with the Secretary at least fourteen (14) days before the annual general meeting or general meeting at which the election is to be held.
- 7.2.3 An ordinary member may be a candidate only if the person is an adult and is not ineligible for election in the circumstances prescribed under s 61A of the Act, which include bankruptcy and conviction for an indictable offence.
- 7.2.4 At least seven (7) days immediately preceding the annual general meeting or general meeting at which the election is to be held, the Secretary must:
- a) post a list of the candidates' names in alphabetical order, each with the names of the proposer and seconder in a conspicuous place in the office or usual meeting place of the Association; and
 - b) send the list either by electronic transmission (see clause 17) or by mail to all voting members of the Association.
- 7.2.5 If required by the management committee, balloting lists are prepared containing the names of the candidates in alphabetical order.
- 7.2.6 Each division representative complying with the requirements 10.1 (d), present and eligible to vote at the general meeting, may vote for each vacant position on the management committee.
- 7.2.7 Should there be an insufficient number of candidates nominated at the commencement of the general meeting, nominations may be taken from the floor of the meeting.
- 7.2.8 The management committee must ensure that, before a candidate is elected as a member of the management committee, the candidate is advised:
- a) whether or not the Association has public liability insurance; and
 - b) if the Association has public liability insurance, the amount of the insurance cover.

7.3 Management committee – resignation, removal or vacancy

- 7.3.1 An office bearer or other member of the management committee may resign from the management committee at any time by giving notice in writing to the Secretary. The resignation takes effect on the date of the specified notice, or if not specified, on the date received by the Secretary.
- 7.3.2 An office bearer or other member of the management committee may be removed from the committee at a general meeting of the Association if a majority of the members, present and eligible to vote at the meeting, vote in favour of removal of the member of the management committee. At the meeting, the member must be given a full and fair opportunity to show cause why he or she should not be removed from the management committee.

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- 7.3.3 A member must immediately vacate the membership of the management committee in the circumstances prescribed under s 64(2) of the Act, which include bankruptcy and conviction for an indictable offence.
- 7.3.4 A member of the management committee has no right of appeal against his or her removal of the member from the management committee.
- 7.3.5 If a casual vacancy occurs on the management committee, because of resignation, removal, retirement, death or other cause, the continuing members of the management committee may appoint a member of the Association to fill the vacancy until the next annual general meeting, see also clause 7.6.7.
- 7.3.6 The continuing members of the management committee may act as a committee despite a casual vacancy on the management committee. If the number of management committee members is fewer than fifty per cent (50%) of the members elected to the management committee as at the close of the last general meeting, the continuing members may act only to:
- a) increase the number of management committee members to the number required for a meeting quorum; and
 - b) call a general meeting of the Association.

7.4 Management committee – functions and powers

7.4.1 The management committee has the following functions and powers:

- a) to control and manage the administration of the affairs, property and funds of the Association.
- b) to interpret the meaning of the constitution and any matter relating to the Association on which the constitution is silent, but any interpretation must comply with the Act and any Regulations made under the Act. The provisions of the Act and any Regulations prevail if the constitution and by-laws (if any) are inconsistent with the Act.

7.4.2 The management committee may exercise all the powers of the Association.

7.5 Management committee – meetings

- 7.5.1 The management committee must meet at least every four calendar months at the time, the place and on the day appointed by the management committee or the Secretary. The Secretary will notify the management committee members by notice, in writing, of not fewer than seven (7) days prior to the meeting.
- 7.5.2 A quorum for a management committee meeting is constituted by more than one half of the number of members elected to the management committee. A committee member is taken to be present at a management meeting who participates by telephone or the use of other technology that reasonably allows the member to hear and take part in the meeting.
- 7.5.3 The management committee may regulate its proceedings as it thinks fit. Questions arising at a management committee meeting are decided by a majority of votes. In the case of an equality of votes, the question is decided in the negative.
- 7.5.4 A member of the management committee must not vote in respect of any contract with the Association, or proposed contract, in which he or she has an interest or any nexus with the contract, and if he or she does vote, the vote will not be counted.

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- 7.5.5 The president presides as chair at a management committee meeting. If there is no president, or if the president is not present within fifteen (15) minutes after the commencement time appointed for the meeting, the vice-pr presides, the members may choose one of their number to preside at the meeting.
- 7.5.6 If there is no quorum present within thirty (30) minutes after the commencement time appointed for a management meeting called on the request of the members of the committee, the meeting lapses. In any other case, the meeting is adjourned for at least one (1) day, and the members of the management committee, who are present, decide the day, the time and place of the adjourned meeting. If an adjourned meeting has no quorum present within thirty (30) minutes of the appointed commencement time, the meeting lapses.

7.6 Management committee – the Secretary

Eligibility of the Secretary

- 7.6.1 The Secretary of the Association must be an individual residing in Queensland, or in another state not more than 65 kilometres from the Queensland border, who is:
- a) a member of the Association, elected by the Association as Secretary; or
 - b) any of the following persons appointed by the management committee as Secretary:
 - (i) a member of the management committee of the Association;
 - (ii) an ordinary member of the Association;
 - (iii) another person, not a member of the Association.

Secretary and incorporation

- 7.6.2 If the Association has not elected an interim officer as Secretary of the Association before its incorporation, the members of the management committee must ensure that a Secretary of the Association is appointed or elected within thirty (30) days after incorporation of the Association.

Secretary and casual vacancy

- 7.6.3 If a vacancy occurs in the office of Secretary, the members of the management committee must ensure that a Secretary of the Association is appointed or elected within thirty (30) days after the vacancy occurs.
- 7.6.4 If the management committee appoints a member of the Association, but not a member of the management committee as Secretary, other than to fill a casual vacancy on the management committee, that person does not become a member of the management committee.
- 7.6.5 If the management committee appoints a member of the Association as Secretary to fill a casual vacancy on the management committee, that person becomes a member of the management committee.
- 7.6.6 If the management committee appoints a person, not a member of the Association, as Secretary to fill a casual vacancy, the appointee does not become a member of the management committee.

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7.6.7 **Casual vacancy** on the management committee means a vacancy that occurs when a member of the management committee resigns, dies, otherwise ceases to hold office. A casual vacancy is also applicable if a nominated divisional representative is not elected to the management committee, see clause 7.1.4.

Removal of Secretary

7.6.8 The management committee may at any time remove a person appointed by the management committee as the Secretary. The removal of the Secretary, who was a member of the management committee or was a member of the Association and appointed to fill a casual vacancy of the management committee, remains a member of the management committee.

Functions of Secretary

7.6.9 The functions of the Secretary include, but are not limited to:

- a) calling meetings of the Association, including, the preparation of notices of a meeting in consultation with the president of the Association. The notices of meeting are to state the nature of the business to be conducted at the meeting;
- b) keeping minutes of each meeting;
- c) keeping copies of all correspondence and other documents relating to the Association;
- d) maintaining the register of members of the Association.

7.7 Management committee – special meetings

7.7.1 On a request for a special meeting, in writing and signed by not less than one-third (33%) of the members of the management committee, the Secretary must call a special meeting of the management committee. The request must clearly state the nature of the business and the reasons for the special meeting. If the Secretary is unable or unwilling to call the special meeting, the president must call the meeting.

7.7.2 Notice of the special meeting must be given to each member of the management committee within fourteen (14) days after the request for the special meeting is received by the Secretary.

7.8 Management meetings – minutes

7.8.1 The Secretary must ensure that full and accurate minutes of all matters, questions, resolutions and other proceedings of each management committee meeting are entered in a minute book.

7.8.2 The minutes of each management meeting must be signed by the chair of the meeting, or the chair of the next management committee meeting to verify their accuracy.

7.9 Management committee – acts not affected by defects or disqualifications

7.9.1 An act performed by the management committee, a subcommittee or a person acting as a member of the management committee is taken to be validly performed.

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7.9.2 The validity of an act applies, even if the act is performed when:

- a) there is a defect in the appointment of a member of the management committee, a subcommittee or a person acting as a member of the management committee;

or

- b) a member of the management committee, a subcommittee or a person, acting as a member of the management committee, is disqualified from being a member.

7.10 Management committee – public liability insurance

The management committee must, at least annually, consider whether there is need to take out public liability insurance in accordance with s 70 of the Act, and report its decision at the next annual general meeting of the Association.

8. General Meetings

8.1 First annual general meeting

The first annual general meeting must be held within six (6) months after the end date of the Association's first reportable financial year.

8.2 Annual general meetings – subsequent to the first annual general meeting

8.2.1 The annual general meeting must be held within six (6) months of the close of each financial year.

8.2.2 The business to be conducted at the annual general meeting comprises:

- a) recording attendance sheet and apologies;
- b) acceptance of the minutes of the previous annual general meeting;
- c) receiving the annual report of the management committee, including a public liability insurance report in accordance with s 70 of the Act;
- d) receiving the Association's financial statement for the preceding financial year;
- e) receiving the auditor's report for the preceding financial year prepared in accordance with Part 6, Division 2 of the Act (if applicable);
- f) notices of motion;
- g) election of office bearers and other members of the management committee and, where applicable, the appointment of an auditor, solicitor and patrons until the next annual general meeting;
- h) general business.

8.2.3 At least thirty-five (35) days before the proposed date of the annual general meeting, the Secretary gives notice to the members that any notices of motion must be delivered to the Secretary at least twenty-eight (28) days before the annual general meeting. At least twenty-one (21) days before the date of the annual general meeting, the Secretary gives notice of the date and place of the annual general meeting to each member stating the nature of the business, see clause 8.2.2. For example, the actual wording of a notice of motion is to be included in the notice of the meeting and for an amendment of the constitution a special resolution is required, see clause 1.

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- 8.2.4 The notices regarding the annual general meeting may be given by electronic transmission (see clause 18) or by mail.
- 8.2.5 For the election of office bearers and other members of the management committee, voting is by secret ballot, or by a show of hands if decided by the annual general meeting. For a secret ballot, the scrutineers must declare informal any ballot paper which contains more or less names than the number of names nominated for election.

8.3 Special general meeting

8.3.1 The Secretary must give written notice of a special general meeting, which is a general meeting other than an annual general meeting, to each member of the Association of the meeting within fourteen (14) days after:

- a) receiving a direction of the management committee; or
- b) receiving a written request:
 - (i) signed by, at least, thirty-three per cent (33%) of members of the management committee at the time that the request is signed; or
 - (ii) signed by, at least, the number of ordinary members equal to double the number of members of the management committee at the time the request is signed, plus one (1).

The direction or request must clearly state the nature of the business to be conducted at the meeting and the reasons for calling the special general meeting which must transact only business for which the meeting is called. The wording of a proposed notice of motion must be included in the direction or request.

- 8.3.2 If the Secretary is unable or unwilling to call a special general meeting, the president calls the meeting.
- 8.3.3 A special general meeting must be held within twenty-eight (28) days after the Secretary:
- a) is directed to call the meeting by the management committee; or
 - b) is given a written request either by the number of members of the management committee or the number of members the Association prescribed in clause 8.3.1.

8.4 General meeting – procedures

Quorum

- 8.4.1 A quorum for a general meeting is at least the number of members elected or appointed to the management committee at the close of the Association's last general meeting, plus one (1). If all members of the Association are members of the management committee, the quorum is the total number of members, less one (1) pursuant to s 57A of the Act.
- 8.4.2 Business must not be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business. A member is taken to be present at a general meeting, by proxy or by an attorney under a power of attorney.
- 8.4.3 A general meeting will lapse if a quorum is not present within thirty (30) minutes of the time appointed for the commencement of the meeting called on the request of members of the management committee or of the Association. In any other case, if a quorum is not present within thirty (30) minutes of the time appointed for the commencement of the

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meeting, the meeting is adjourned for at least seven (7) days. The management committee decides the day, time and place of the adjourned meeting.

- 8.4.4 With the consent, or at the direction, of the meeting at which a quorum is present, the chair may, and must if directed by the meeting, adjourn the meeting to a time and place. Only the business, left unfinished at the meeting from which the adjournment took place, may be conducted at the adjourned meeting.
- 8.4.5 The Secretary is not required to give members notice of an adjournment or of the business to be conducted at an adjourned meeting unless the meeting is adjourned for at least thirty (30) days. If a meeting is adjourned for at least thirty (30) days, notice of the adjourned meeting must be given in the same way that notice is given for an original meeting.

Chair

- 8.4.6 At every general meeting, the president presides as the chair. If there is no president, or if the president is not present within fifteen (15) minutes after the time appointed for the commencement of the meeting then the members present elect one of their number to be chair of the meeting.
- 8.4.7 The chair maintains order and conducts a general meeting in a proper and orderly manner. Any decision or ruling by the chair may be dissented from and over-ruled by the majority of votes of the members present and entitled to vote. A motion to dissent from a ruling of the chair is spoken to only by the chair and by the proposer of the motion, whose submission is limited to five (5) minutes.

Voting

- 8.4.8 At a general meeting, every question, matter or resolution, other than a special resolution, is decided by a majority of votes of the members present and entitled to vote. A special resolution is decided by the votes of seventy-five per cent (75%) of members present and entitled to vote at a general meeting.
- 8.4.9 Each member present and entitled to vote at a general meeting is entitled to one (1) vote only, and if there is an equality of votes, the chair has a second or casting vote in addition to his or her deliberative vote (if any). Voting is to be by a show of hands in person or by proxy vote except where the constitution directs that a secret ballot be held. If twenty per cent (20%) of the members, present and entitled to vote, demand a ballot, the vote is by secret ballot. The chair appoints two (2) members as scrutineers to conduct the secret ballot and the result declared by the chair constitutes a resolution of the meeting.
- 8.4.10 A member is not entitled to vote at a general meeting if the member is not a financial member, within the meaning of clause 1, at the date of the meeting.

Proxy votes

- 8.4.11 A member present at a general meeting and entitled to vote may hold proxy votes from members but not a greater number of proxy votes than two per cent (2%) of the number of members entitled to vote. The instrument, appointing a proxy to attend a general meeting of the Association and vote on behalf of a member, is to be in the following or similar form:

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Queensland Waterski and Wakeboarding Federation Incorporated

Iof

being a member of the above-named association, appoint as my proxy

.....of

to vote on my behalf at the general meeting of the association

to be held on the day of.....20 and at any

adjournment of the meeting.

Signed this day of20

Signature

Full name (print)

9. Subcommittees – appointment and function

- 9.1 The management committee may appoint a subcommittee consisting of members of the Association to assist with the conduct, or to advise on policy, in regard to the operation of the Association.
- 9.2 The Board may by instrument in writing create or establish or appoint from amongst the Directors, Individual Members, or otherwise, sub-committees, individual officers or consultants to carry out such duties and functions, and with such powers, as the Board determines
- 9.3 A member of a subcommittee, who is not a member of the management committee, is not entitled to vote at a management committee meeting.
- 9.4 A subcommittee may elect a chair to preside at its meetings. If a chair is not elected, or if the chair is not present within ten (10) minutes after the commencement time for a meeting, the members present may choose one (1) of their number to be the chair of the meeting.
- 9.5 A subcommittee may meet and adjourn as it considers appropriate.
- 9.6 A question arising at a subcommittee meeting is decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.

10. State Divisions

10.1 State Division Committees

- a) The Association Board will recognise Divisions as Committees of the Association under clause 9.2. 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) Barefoot
 - (iii) Wakeboard;

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- 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 10.2, with each Delegate to have one vote each.

10.2 Appointment of Delegates

Each Active Division shall nominate to the Association Board one Delegate for such term as is deemed appropriate by the Active Division. The association has a gender equality policy and where practical the divisions are encouraged to adhere to that policy when selecting their nominated delegates

A Delegate must:

- (a) not also be a Director of the Association;
- (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

11. Minutes of meetings

- 11.1 The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of every management committee meeting and every general meeting are entered in a book to be opened for inspection at all reasonable times by any member who has previously applied to the Secretary for an inspection.
- 11.2 The minutes of every management committee meeting is signed by the chair, see clause 7.8.2.
- 11.3 The minutes of every general meeting must be signed by the chair of the general meeting or by the chair of the next succeeding general meeting, to verify the accuracy of the minutes.

12. Common seal

- 12.1 The management committee must ensure that the Association has a common seal to be kept securely by the management committee and to be used only under its authority.
- 12.2 Each instrument to which the seal is applied must be signed by a member of the management committee and countersigned by the Secretary, another member of the management committee or by a person authorised by the management committee.

13. Funds, assets and accounts

Funds

- 13.1 Proper books of account must be kept, recording accurately the financial affairs of the Association and the particulars usually kept in financial records.

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13.2 The funds of the Association must be deposited in the name of the Association in a financial institution approved by the management committee.

13.3 All money must be deposited as soon as practicable after receipt.

Expenditure and payments

13.4 The management committee at a meeting must approve or ratify all expenditure. The chair of the meeting is to initial all accounts submitted at the meeting.

13.5 A payment of \$100 or more is to be made by cheque or by an electronic funds transfer (EFT). A cheque or EFT of \$100 or more must be signed by any two (2) of the following: the president, the Secretary or the treasurer. When two members of the one family serve on the management committee at the one time, only one of the family members is to be an authorised signatory to the account.

Financial statements

13.6 As soon as practicable after the end of each financial year, the treasurer will cause the preparation of financial statements, containing particulars of:

- a) the income and expenditure for the financial year just ended;
- b) the assets and liabilities of the Association and all mortgages, charges and securities affecting the property of the Association at the close of the financial year just ended; and
- c) an annual budget for the current financial year showing estimated revenue, expenditure and cash flow of the Association.

13.7 An auditor will examine the statements referred to clause 12.6 and submit an auditor's report, if required by Part 6, Division 2 of the Act, to the Secretary prior to the next annual general meeting.

14. Income and property

The income and property of the Association must be used and applied solely in accordance with the objects and the exercise of the powers of the Association.

15. Financial year

The financial year of the Association is the twelve (12) month period that commences on 1 July of each year and expires on 30 June of the subsequent year.

16. Distribution of surplus assets

16.1 This rule applies if the Association, with surplus assets, is wound up under Part 10 of the Act. For the meaning of 'surplus assets', see s 92(3) of the Act.

16.2 The surplus assets must not be distributed among the members of the Association.

16.3 The surplus assets must be given or transferred to some other institution or institutions having similar objects to the objects of the Association and which limit the distribution of income and property among its members.

17. Amendment of the Constitution

- 17.1 The rules of this constitution may be amended, rescinded or added to by a special resolution carried at a general meeting. No amendment, rescission or addition is valid until submitted to, and registered by, the chief executive of the Office of Fair Trading (the chief executive).
- 17.2 Notice of the special resolution to amend this constitution must be lodged with the Secretary at least twenty-one (28) days before the date of the annual general meeting or before the special general meeting called for the purpose of dealing with the special resolution.
- 17.3 Notice of the special resolution must state the wording of the specific resolution to be moved and the names of the proposer and the seconder.
- 17.4 The management committee may also give notice of a special resolution to amend the constitution.

18. Electronic transmission

If a notice or other document is sent by the Association to a member, or by a member to the Association, in the form of an electronic transmission, delivery is effective by properly addressing and transmitting the electronic transmission which is taken to have been delivered on the business day following the transmission.

The effectiveness of an electronic transmission is dependent upon the sending of the transmission to the relevant electronic address that has been nominated either by the Association or by the member.

19. Documents

The management committee must ensure the safe custody of books, documents, instruments of title and securities of the Association.

20. Liability of members

No member is personally liable for any debt, liability or act of the association, or for the costs and expenses of winding up the association.
