

DATED Thursday 30th August 2009



ARTICLES OF ASSOCIATION

of a private members' company limited by guarantee
and not having a share capital

THE COMPANIES ACTS 1985 TO 1989

PRIVATE MEMBERS' COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
OF
INTERNATIONAL WATERSKI & WAKEBOARD FEDERATION LIMITED

GENERAL

1 The regulations contained in Table C in the Schedule to the Companies (Tables A to F) Regulations 1985 shall not apply to the Governing Body (as hereinafter defined) and the following shall constitute the regulations of the Governing Body (as hereinafter defined).

2 In these Articles except where the context otherwise requires:-

(a) the following words and expressions shall have the meanings assigned to them, namely:-

Act Means the Companies Act 1985, and any statutory modification or amendment or re-enactment thereof.

Affiliate Member Means a National Federation that has been admitted to Membership in accordance with these Articles as a Guarantee Member with such rights of Membership as set forth in these Articles; and "**Affiliate Membership**" shall be construed accordingly.

Annual Congressional Meeting Means the Governing Body's biennial Congressional Meeting.

Annual Report Shall have the meaning ascribed to it in Article 66.

Articles Means the articles of association from time to time of the Governing Body and "**Article**" shall be construed accordingly.

Athletes Commission Means a committee of the Executive Board established in accordance with these Articles for the purpose of representing the interests of Water Skiers throughout the world.

Athletes Commission Representative Means any representative of the Athletes Commission as duly appointed by the Athletes Commission pursuant to these Articles and more particularly described under Articles 62(g) and 69(d).

Board Meeting	Means a meeting of the Executive Board properly convened and held in accordance with these Articles.
Bureau	Means a committee of the Executive Board constituted in accordance with these Articles and with powers delegated thereto by the Executive Board to administer the day-to-day affairs of the Governing Body between Congressional Meetings.
Bureau Term of Office	Shall have the meaning ascribed to it in Article 81.
Bye-laws	Means the Governing Body's further rules of administration, procedure, interpretation and such other matters deemed necessary or desirable and published and amended by the Executive Board from time to time and contained in the Handbook.
Committee	Means any committee of the Executive Board, including (but not limited to) the Bureau, constituted and established in accordance with these Articles.
Confederation	Means geographical areas as shall be designated by the Executive Board from time to time.
Confederational Representative	Means any representative from each Continental Confederation as further described in Article 14.
Congress	Means the general assembly of Affiliated Members and " <u>Congressional Meeting</u> " shall be construed accordingly.
Constitution	Means the Memorandum and Articles.
Continental Confederation	Means a federation of Affiliate Members from each Confederation as further described in Articles 12 to 16 (inclusive) and admitted to Membership in accordance with these Articles as a Guarantee Member and with such rights of Membership as set forth in these Articles.
Director	Means a member of the Executive Board elected in accordance with these Articles and " <u>Directorship</u> " shall be construed accordingly.
Division	Means the following water ski divisions (and such other water ski divisions as may be established from time to time by the Executive Board and published in the Handbook): Barefoot, Cableski, Disabled, Racing, Tournament, Wakeboard Boat and Wakeboard

	Cable.
Divisional Council	Means a Committee constituted in accordance with these Articles and more particularly described under Articles 124 to 128 (inclusive).
Divisional Council Representative	Means any representative of any Divisional Council duly appointed in accordance with these Articles and more particularly described under Article 126.
Executive Board	Means the board of directors constituted in accordance with these Articles.
Executive Director	Means any person appointed by the Executive Board in accordance with Article 136.
Executive Board Term of Office	Shall have the meaning ascribed to it in Article 70.
Extraordinary Congressional Meeting	Means any Congressional Meeting (other than an Annual Congress) convened and held in accordance with these Articles.
Former Governing Body	Means the non-political worldwide unincorporated members' association of National Federations known as the 'International Waterski Federation' (IWSF).
Governing Body	Means the 'International Waterski & Wakeboard Federation' (IWWF) incorporated under the laws of England and Wales as a private company limited by guarantee and not having a share capital.
Guarantee Member	Means any person whose liability to the Governing Body shall be limited in such manner as set forth in the Memorandum.
Handbook	Means a handbook approved and published by the Executive Board from time to time that contains the Bye-laws and such other information, regulations and directives concerning the affairs of the Governing Body and such technical rules and regulations that apply to Water Skiing.
Honorary Member	Means a person who has been admitted to Membership in accordance with these Articles as a Guarantee Member with such rights of Membership as set forth in these Articles; and " <u>Honorary Membership</u> " shall be construed accordingly.
Material Commercial Interest	Means any interest as defined in section 317 of the Act and any other commercial interest.

Members	Means Affiliate Members, Honorary Members, Patron Members and Continental Confederations only and " Membership " shall be construed accordingly.
Memorandum	Means the memorandum of association from time to time of the Governing Body.
National Federation	Means the organisation, federation or association recognised as the controlling or governing body in its own country of Water Skiing.
Offices	Means the registered office from time to time of the Governing Body.
Patron Member	Means any person or corporation or unincorporated organisation who has been admitted to Membership in accordance with these Articles as a Guarantee Member with such rights of Membership as set forth in these Articles; and " Patron Membership " shall be construed accordingly.
President	Means the president of the Governing Body as duly elected in accordance with these Articles.
President Emeritus	Means the honorary office of president emeritus of the Governing Body as more particularly described in Articles 71 to 75 (inclusive).
Secretary General	Means the secretary general of the Governing Body as duly elected in accordance with these Articles.
Subscription	Means the subscription fee payable by the Members in accordance with these Articles.
Telephonic Meeting	Means any meeting conducted by means of audio and/or audio/visual or other similar communication media now or in the future developed excluding such means of communication media which do not permit positive and authentic identification of all attendees and person(s) present.
Term of Office	Shall have the meaning ascribed to it in Article 119.
Treasurer	Means the financial Director of the Governing Body as duly elected in accordance with these Articles.
Vice-President	Means any vice-president of the Governing Body as duly elected or appointed in accordance with

these Articles.

Water Skiing

Means the sport of water skiing as defined by the Executive Board from time to time and published in the Handbook, and "**Water Skier**" shall be construed accordingly.

- (b) expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form;
- (c) words importing the masculine shall include the feminine and words in the singular shall include the plural and vice-versa;
- (d) words importing persons shall include corporations, partnerships and unincorporated associations;
- (e) subject as aforesaid and unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act, or any statutory modification thereof in force at the date on which these Articles become binding on the Governing Body;
- (f) a special or extraordinary resolution shall be effective for any purpose for which an ordinary resolution is expressed to be required under any provision of these articles and a special resolution shall be effective for any purpose for which an extraordinary resolution is expressed to be required under any provision of these articles; and
- (g) headings and titles are used for ease of reference only and do not affect the interpretation of these Articles.

OBJECTS

- 3 The Governing Body is established for the purposes expressed in the Memorandum.

LANGUAGES

- 4 The official language of the Governing Body is English. The Executive Board may, in its discretion, arrange for translations and / or interpretations of the Constitution and Bye-laws into other languages.

AFFILIATE MEMBERS

- 5 Any person may apply to the Governing Body for admission as an Affiliate Member if it is:
 - (a) recognised by the government or authorities of its country as the sole governing body of Water Skiing in its country; and / or
 - (b) the most representative body of Water Skiing in its country.
- 6 Such application shall be made in writing, signed by the applicant and shall be in such form as the Executive Board may from time to time prescribe, and shall be accompanied by:
 - (a) the written constitution of the applicant; and

- (b) documentary evidence that it has satisfied one or both of the pre-requisites of application set out in Article 5; and
 - (c) a list of the names, addresses, email addresses, telephone and facsimile numbers of the principal office bearers of the applicant, and
 - (d) a sum of money equivalent to the then current Subscription. If the application is approved, the payment shall be put towards the Subscription due in respect of the applicant's first year of Affiliate Membership; if the application is not approved, the payment shall be returned to the applicant forthwith.
- 7 Each application for Affiliate Membership of the Governing Body must be received at the Offices not less than thirty (30) days prior to the date scheduled for the next following Annual Congress. The Executive Board shall review any and all such applications and shall make recommendations relating thereto during that Annual Congressional Meeting.
- 8 Each application for Affiliate Membership of the Governing Body shall be considered at Annual Congress and shall be accepted only by special resolution of the Congress. Where, however, any applicant is an existing member of the Former Governing Body as at 31st December 2003, such applicant shall be granted Affiliate Membership provided the provisions of Articles 5 and 6 are, in the determination of the Board fully satisfied, and the provisions of Article 7 and the first sentence of this Article 8 shall, for the avoidance of doubt, not apply in relation to each such applicant. No applicant shall be admitted as an Affiliate Member of the Governing Body unless approved and accepted in accordance with these Articles.

HONORARY MEMBERS AND PATRON MEMBERS

- 9 Any person who renders, and / or has rendered, outstanding services to the Former Governing Body, the Governing Body, and /or to the cause of Water Skiing, may be eligible for admission as Honorary Member of the Governing Body. Any person or corporation or unincorporated organisation who makes, or has made, periodic monetary contributions to the Former Governing Body and / or the Governing Body in furtherance of its objects, may be eligible for admission as Patron Member of the Governing Body.
- 10 The Executive Board may, in its discretion, review the person(s) or corporation or incorporated organisation (if any) eligible for Honorary Membership or Patron Membership and may, in its discretion, recommend to the Affiliate Members that such person(s) or corporation or incorporated organisation (if any) be admitted as either Honorary Member or Patron Member of the Governing Body. Such recommendation(s) (if any) shall be dispatched to each Affiliate Member together with the notice of Annual Congress.
- 11 Each such recommendation shall be considered during Annual Congress and each such recommendation shall be accepted for admission either as Honorary Member or Patron Member if passed by special resolution of the Congress at such Annual Congressional Meeting.

CONTINENTAL CONFEDERATIONS

- 12 Affiliate Members shall be grouped into Confederations. Each Affiliate Member shall not be a voting member of not more than one (1) Continental Confederation. The Executive Board may from time to time designate further or other geographical areas as Confederations, and/or subdivide or reconstitute existing Confederations.
- 13 A Continental Confederation shall be established in respect of each Confederation for the purpose of promoting and regulating Water Skiing within its geographical designation. In the event of a dispute as to which Confederation (and therefore Continental Confederation) an Affiliate Member shall belong, the decision of the Executive Board shall be final and binding.

- 14 Continental Confederations are an integral aspect of the governance and regulatory framework of the Governing Body. Each Continental Confederation shall participate in the administration of the Governing Body via the election of not more than three (3) Confederational Representatives to the Executive Board in accordance with Articles 69(a), 69(b) and 85. Continental Confederations shall thereby assist the Governing Body in implementing the objects of the Governing Body in their respective Regions.
- 15 Each Continental Confederation shall abide by and apply the provisions of the Handbook and shall observe and implement the Bye-laws and other directives issued by the Executive Board from time to time, and shall be accountable to the Governing Body.
- 16 Insofar as these Articles and/or the Handbook do not specify or regulate the administrative structure and internal proceedings of each Continental Confederation, the administrative structure and internal proceedings thereof shall be governed by the Articles regulating such structure and proceedings relating to the Governing Body insofar as they are capable of applying.

RIGHTS OF AFFILIATE MEMBERS

- 17 Subject always to Articles 25 and 28, each Affiliate Member shall be entitled to have included on the agenda of a Congressional Meeting any matter, motion or proposal in accordance with Article 37.
- 18 Subject always to the provisions of these Articles, each Affiliate Member shall be entitled to appoint not more than two (2) delegates to attend, speak and vote at Congressional Meetings and any other meetings held under the auspices of the Governing Body. Each Affiliate Member shall be entitled to a minimum of one (1) vote. Subject always to Article 19, one (1) additional vote in respect of each of the following shall be allocated to each Affiliate Member who:
 - (a) has entered four (4) skiers in the most recent (current) Tournament World Championship;
 - (b) has entered four (4) skiers in the most recent Barefoot World Championship;
 - (c) has entered four (4) skiers in the most recent Disabled World Championship;
 - (d) has entered one (1) team in the most recent Racing World Championship event;
 - (e) has entered four (4) riders in the most recent Wakeboard or Cable Wakeboard World Championship
 - (f) has entered four (4) skiers in the most recent Cable World Championship;
 - (g) has entered two (2) skiers or two (2) riders or one (1) team in the most recent Under 21 or Junior World Championship
 - (h) has organised an Open World, Under 21, or Junior World Championship event during the last six (6) calendar years to include all of the current calendar year.
 - (i) has organised an Open Confederation, Under 21 Confederation or Junior Confederation Championship event during the last five (5) calendar years to include all of the current calendar year.
 - (j) has hosted an IOC recognized, Olympic Games-style event during the last six (6) calendar years to include all of the current calendar year.

(k) is a member of its National Olympic Committee or national sports authority (or equivalent body).

19 Each Affiliate Member shall not have more than a total of twelve (12) votes at any time.

20 The aggregate number of votes to be allocated to each Affiliated Member shall be determined and approved at the commencement of each Congressional Meeting and such allocation of votes shall be valid until the next following Congressional Meeting.

RIGHTS OF HONORARY MEMBERS, PATRON MEMBERS AND CONTINENTAL CONFEDERATIONS

21 Honorary Members, Patron Members and Continental Confederations shall have the right to receive notice of, and to attend, all Congressional Meetings of the Governing Body, but shall have no right to vote, and unless permitted by the chairperson of the Congressional Meeting, shall have no right to speak. They shall each be entitled to appoint not more than one (1) representative to attend each Congressional Meeting as an observer.

REPRESENTATION AT CONGRESSIONAL MEETINGS

22 During Congressional Meetings:

(a) an individual may only represent (either as delegate or observer) one Member, and may not speak nor vote on behalf of another Member, other than as a duly appointed proxy, and

(b) each Bureau member shall not be permitted to represent (other than as a duly appointed proxy), in any capacity whatsoever, any Member.

23 A delegate or observer shall, if so required by the chairman of the Congressional Meeting, produce to the Congressional Meeting documentary evidence of such proper appointment.

SUSPENSION AND TERMINATION OF MEMBERSHIP

24 Any Member may retire from the Governing Body by giving ninety (90) days' advance written notice to the Governing Body to be received at the Offices. Any person ceasing to be a Member for any reason whatsoever shall remain liable for, and shall pay to the Governing Body, any and all monies due from him to the Governing Body at the time of his ceasing to be a Member, or for which he may become liable under the provisions of the Memorandum and / or Articles.

25 Any Affiliated Member who fails to pay the Subscription on or before 30 June in any year shall automatically be suspended from Membership of the Governing Body. It shall remain liable for the Subscription during the period of suspension and may be reinstated by the Executive Board upon full payment of the outstanding Subscription and any surcharge thereon which may be imposed by the Executive Board from time to time. During the period of suspension, the suspended Affiliate Member shall not be entitled to speak or vote at Congressional Meetings (save with the prior written consent of the Executive Board, and only to address that Congressional Meeting on the issue of its suspension), nor participate in the governance of the Governing Body, or World or Confederational Title events sanctioned by, or falling under the auspices of, the Governing Body.

26 If a suspended Affiliated Member shall not have paid its arrears of Subscription on or before the end of the calendar year in which its suspension commenced, all rights and privileges under

these Articles by virtue of its Membership shall be revoked and its Membership of the Governing Body automatically terminated.

27 Any Affiliate Member whose Membership has been terminated shall, notwithstanding anything to the contrary herein, be entitled to reapply for Affiliate Membership in accordance with these Articles.

28 Any Member who, in the opinion of the Executive Board:

- (a) brings, or tends to bring, the Governing Body or Water Skiing or sports in general into disrepute; or
- (b) acts in a manner prejudicial to the Governing Body or to Water Skiing in general; or
- (c) is guilty of persistent or a material failure(s) to comply with the Memorandum or Articles or any regulations or directives issued pursuant thereto,

shall be liable to suspension or expulsion by special resolution of Congress following the recommendation of the Executive Board (such recommendation to be made at the absolute discretion of the Executive Board). Any such suspension or expulsion shall be effective immediately following the special resolution of Congress. During the period of any suspension, the suspended Member shall not be entitled to speak or vote at Congressional Meetings (save with the prior written consent of the Executive Board, and only to address that Congressional Meeting on the issue of its suspension) nor participate in the governance of the Governing Body, or World or Confederational Title events sanctioned by, or falling under the auspices of, the Governing Body. Notwithstanding such suspension, the suspended Member shall remain liable for payment of the Subscription to the Governing Body.

29 Any period of suspension imposed on any Member (for any reason whatsoever) may be revoked by special resolution of Congress.

SUBSCRIPTIONS

30 Each Affiliate Member and/or Continental Confederation and Patron Member shall pay the Subscription towards the operating costs and expenses of the Governing Body. The scale, rate, amounts, surcharge, mode of payment(s) and other details relating to the Subscription shall be proposed by the Executive Board and presented to Congress for approval by ordinary resolution at Congressional Meeting. The approved Subscription shall be published in the Handbook from time to time.

31 Each application for Affiliate Membership shall be accompanied by the appropriate Subscription applicable at that time.

32 Subscriptions shall be due and payable on or before 30 June in each and every calendar year.

CONGRESSIONAL MEETINGS

33 The Governing Body shall hold a biennial Congressional Meeting every odd year as its annual general meeting ("**Annual Congress**") at such time and place as may be determined by the Executive Board, and shall specify the meeting as such in the notices calling it.

34 All Congressional Meetings other than Annual Congressional Meetings shall be called Extraordinary Congressional Meetings. Save where otherwise expressly provided for in these Articles, Extraordinary Congressional Meetings shall be conducted in accordance with the proceedings for Annual Congressional Meetings.

- 35 The Executive Board may, whenever it thinks fit, convene an Extraordinary Congressional Meeting.
- 36 Extraordinary Congressional Meetings shall also be convened within twenty-one (21) days of receipt at the Offices of a written request to that effect given by Affiliate Members representing not less than ten percent (10%) of the total voting rights of all Members having the right to vote at a Congressional Meeting. Such written request shall state the object(s) and purpose(s) of requisitioning the Extraordinary Congressional Meeting and any resolution or motion to be proposed thereat.
- 37 Pursuant to Article 17, each Affiliate Member shall be entitled to have included on the agenda of any Congressional Meeting any matter, motion or proposal (hereinafter referred to as the "**Proposal**"). The Proposal shall be accompanied by an explanatory statement of reasonable length, which shall be distributed with the notice of Congressional Meeting. All proposals submitted by an Affiliate Member must be received at the Offices not less than sixty (60) days prior to the date scheduled for the Congressional Meeting at which it is to be discussed.

NOTICE OF CONGRESSIONAL MEETINGS

- 38 All Congressional Meetings shall be called by not less than ninety (90) days' written notice but a Congressional Meeting may be called by shorter notice if it is so agreed by Members representing not less than ninety-five percent (95%) of the total voting rights.
- 39 Every notice calling a Congressional Meeting shall comply with the notice provisions of the Act.
- 40 Each notice shall specify the time and place of the meeting and the general nature of the business to be transacted thereat (including, but not limited to, calling for nominations for any elections to be held in accordance with these Articles). In the case of an Annual Congressional Meeting, the notice shall specify the Congressional Meeting as such.
- 41 The only business which shall be transacted at an Extraordinary Congressional Meeting and placed on the agenda shall be:
- (a) approval of the minutes of the previous Congressional Meeting, and
 - (b) consideration of the business for which the Extraordinary Congressional Meeting has been specifically convened.
- 42 No person shall be entitled to receive notice of Congressional Meeting other than:-
- (a) every Member except those Members who have not supplied to the Governing Body an address for the giving of notices to them; and
 - (b) every Director as duly appointed under these Articles; and
 - (c) every person being a trustee-in-bankruptcy (or equivalent thereof) of a Member where the Member, but for his bankruptcy (or equivalent thereof), would be entitled to receive notice of the Congressional Meeting; and
 - (d) members of each Divisional Council; and
 - (e) members of each Committee; and
 - (f) the auditor(s) for the time being of the Governing Body; and
 - (g) the solicitor(s) for the time being of the Governing Body.

- 43 Not less than forty-five (45) days before the date scheduled for a Congressional Meeting, the agenda of that meeting shall be dispatched to all persons specified in Article 42. The agenda for an Annual Congressional Meeting shall contain (but shall not be limited to) the following (in no order of precedence):
- (a) opening of the meeting and President's address;
 - (b) adoption of the agenda;
 - (c) determination and allotment of votes;
 - (d) the appointment of not less than two (2) but not more than three (3) scrutineers from amongst the Members attending that meeting;
 - (e) minutes of the previous Congressional Meeting and consideration of any matter(s) arising therefrom;
 - (f) the annual report of the Executive Board;
 - (g) financial report;
 - (h) the audited or professionally certified statement of accounts;
 - (i) details of any applications for Affiliate Membership to be considered;
 - (j) to consider recommendations (if any) for admission as Honorary Member or Patron Member;
 - (k) consideration by Congress of the Executive Board's proposal relating to Subscriptions in accordance with Article 30;
 - (l) the budget and forward plan for the next period;
 - (m) notice and details of any Proposal to be considered;
 - (n) notice and details of any other matters or competent business to be considered;
 - (o) notice and details of any other competent business to be considered at the Annual Congress.
- 44 The accidental omission to give notice of any Congressional Meeting to, or the non-receipt of such notice by, any person entitled to receive such notice pursuant to Article 42 shall not invalidate the proceedings at that Congressional Meeting.
- 45 If elections are to be conducted at an Annual Congressional Meeting, the notice of Annual Congressional Meeting shall specify sufficient details relating thereto.

PROCEEDINGS AT CONGRESSIONAL MEETINGS

- 46 No business may be transacted at any Congressional Meeting, except the adjournment of the Congressional Meeting, unless a quorum is present when the meeting proceeds to business. One-third ($\frac{1}{3}$) of all Affiliate Members entitled to vote upon the business to be transacted present by virtue of the attendance of their delegates duly and properly appointed in accordance with these Articles shall constitute a quorum.
- 47 If such quorum is not present within one (1) hour from the time appointed for the Congressional Meeting, or if at any time during a Congressional Meeting, such quorum ceases to be present,

the Congressional Meeting shall stand adjourned until a time and place to be scheduled by the Executive Board and notified to the persons entitled to receive notice pursuant to Article 42.

- 48 In respect of each Congressional Meeting, unless otherwise requested by the President, the Executive Board shall appoint a person to preside as chairperson of that Congressional Meeting. Such person shall be appointed by the Executive Board in its discretion, and such appointment shall be notified to the Members entitled to receive notice of Congressional Meetings by inclusion in the agenda for that Congressional Meeting. If the appointed chairperson is not present within fifteen (15) minutes after the time appointed for the Congressional Meeting, one of the Directors shall be appointed by Congress to preside as chairperson. If no Director is present, or if the appointed person declines to take the chair, the Congress shall select one of the Affiliated Member delegates to take the chair.
- 49 The chairperson shall preside over each Congressional Meeting in the manner set out in the Handbook.
- 50 Directors shall be entitled to attend Congressional Meetings and unless permitted to do so by the chairman of the Congressional Meeting, shall have no right to address the Congress.
- 51 A resolution or motion put to the vote of any Congressional Meeting shall be decided on a poll and all resolutions and motions shall be carried by an ordinary resolution unless otherwise expressly specified in these Articles. A secret ballot shall take place only upon request by either:
- (a) the President; or
 - (b) not less than two (2) Affiliated Members entitled to attend and vote at such meeting.
- 52 Unless a secret ballot is duly requested, a declaration by the chairperson that a resolution or motion has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of, or against, the resolution or motion.
- 53 In the case of an equality of votes, whether on a poll or by secret ballot, the chairperson shall have a casting vote. Chairpersons of Congressional Meeting shall otherwise not be entitled to vote.
- 54 Members of each Divisional Council and Committee (from time to time constituted) shall be entitled to receive notice of and to attend but shall have no right to vote (other than as a duly appointed proxy), and unless permitted by the chairperson during the Congressional Meeting, shall have no right to address the Congress. Other persons making a positive contribution to Water Skiing worldwide may, at its absolute discretion, be invited by the Executive Board to attend Congressional Meetings as observers but shall have no right to address the Congress unless permitted to do so by the chairperson.
- 55 At all Congressional Meetings and other meetings held under the auspices of the Governing Body, only the business notified in the agenda shall be transacted.

VOTING

- 56 Affiliate Members shall be entitled to vote, in person or by proxy, in respect of any matter of which due notice has been given and is to be decided at a Congressional Meeting, save to the extent that these Articles provide otherwise.
- 57 Changes and / or amendments to the Constitution may only be effected by special resolution of Congress.

- 58 Save where otherwise expressly stated, a resolution shall be deemed to be carried by simple majority of all votes properly recorded and cast at a Congressional Meeting.
- 59 Except where otherwise expressly stated in these Articles an Affiliate Member may vote for, against or formally register its abstention from voting in respect of any resolution or motion. If an Affiliate Member is absent at the time a vote is taken, or elects not to participate in the voting procedure, its position shall not be recorded and taken into account in determining whether or not the resolution or motion has been carried.
- 60 No objection shall be raised as to the eligibility of any voter except at Congressional Meetings or adjourned Congressional Meetings at which the vote objected to is tendered. Every vote not disallowed at a Congressional Meeting shall be valid. Any objection made in accordance with this Article 60 shall be referred to the chairperson of the Congressional Meeting whose decision shall be final and conclusive.
- 61 Subject to Article 60, a vote given or a secret ballot requested by the duly authorised delegate(s) of an Affiliate Member shall be valid unless notice was received at the Offices before the commencement of the Congressional Meeting or adjourned Congressional Meeting at which the vote is given or secret ballot requested that such delegate(s) is/are not authorised to vote or request a secret ballot at the said Congressional Meeting or, in the case of a secret ballot taken otherwise than on the same day as the Congressional Meeting or adjourned Congressional Meeting, the time appointed for taking the secret ballot.

THE EXECUTIVE BOARD

- 62 The Executive Board shall comprise:
- (a) the President;
 - (b) the Secretary General;
 - (c) the Treasurer;
 - (d) one (1) Vice-President from each Continental Confederation;
 - (e) two (2) Confederational Representatives from each Continental Confederation;
 - (f) one (1) Divisional Council Representative from each Division; and
 - (g) two (2) Athletes Commission Representatives as appointed in accordance with these Articles.
- 63 The Governing Body may, upon the expiry of each Executive Board Term of Office and at Annual Congressional Meeting by special resolution, increase or decrease the number of Directors. The number of Directors at any time shall not be less than twelve (12) but shall not be subject to any maximum.
- 64 Any vacancy on the Executive Board howsoever occurring may be filled by the Executive Board at its discretion.
- 65 The Executive Board is responsible for the administration of the Governing Body and has the power to delegate any of its powers, duties or responsibilities as specified under these Articles to any person, and shall be responsible for, and empowered to undertake any of (but not limited to), the following:
- (a) proposing to Congress any modifications and/or amendments to the Constitution;

- (b) publishing and amending the Handbook and the Bye-laws from time to time;
 - (c) drawing up a List of Obligations for world titled events;
 - (d) considering strategic plans for the future of the Governing Body.
- 66 The Executive Board shall prepare an annual directors' report, a budget and a forward plan (altogether referred to as the "**Annual Report**") for each twelve (12) month period commencing on the date of incorporation or such other period and commencement date as the Executive Board may decide. The Annual Report shall be presented to Congress at each Annual Congressional Meeting; or where an Annual Congressional Meeting is dispensed with pursuant to the Act for any particular year, the Governing Body shall deliver the Annual Report to each Member in accordance with Article 145.
- 67 Except where otherwise expressly provided for in these Articles, Directors shall not be entitled to payment for their services but may be reimbursed for expenses incurred in accordance with Article 121.
- 68 The Executive Board shall meet not less than once every year and shall be responsible and report to the Members at each Congressional Meeting.

ELECTIONS AND APPOINTMENTS TO THE EXECUTIVE BOARD

- 69 All elections to the positions of Director of the Executive Board shall take place as follows:
- (a) The members of the Bureau, as duly appointed under these Articles, shall be automatically appointed to the Executive Board upon appointment to the Bureau and the Directors who were previously Directors by virtue of their membership of the Bureau shall be simultaneously and immediately removed as Directors serving on the Executive Board; and
 - (b) Two (2) Confederational Representatives from each Continental Confederation, shall be elected and appointed internally by the Continental Confederation at its annual congressional meeting and shall thereupon be appointed to the Executive Board as above; and
 - (c) The Divisional Council Representatives, consisting of one (1) from each Divisional Council, shall be elected and appointed internally by the Divisional Council delegates at their annual congress and shall thereupon be appointed to the Executive Board as above; and
 - (d) The two (2) Athletes Commission Representatives, consisting of no more than one (1) Athletes Commission Representative from any of the Divisions, shall be elected and appointed internally by the Athletes Commission and shall thereupon automatically be appointed to the Executive Board as above.
- 70 Subject to the provisions of Article 69 above, all members of the Executive Board shall hold office for a term ending at an Annual Congressional Meeting following completion of a period of four (4) years' service in respect of the posts of President, Secretary General and Treasurer, and a period of two (2) years' service in respect of the remaining posts ("**Executive Board Term of Office**"). Following expiry of the Executive Board Term of Office, such persons shall be eligible for re-election to office unless otherwise expressly provided for in these Articles.

PRESIDENT EMERITUS

- 71 Immediately following completion of elections and appointments to the Executive Board at Annual Congress, the Executive Board shall be entitled to nominate one previous President to the office of President Emeritus.
- 72 Any such nomination by the Executive Board shall be presented to the Congress by the newly elected President during Annual Congressional Meeting and as soon as practicable following completion of the elections.
- 73 The nominee shall be appointed to the office of President Emeritus by ordinary resolution of Congress.
- 74 The President Emeritus shall serve for a term of two (2) years commencing on the date of his election following which he shall be entitled to stand for nomination and re-election in accordance with Articles 71 to 73 (inclusive).
- 75 The President Emeritus shall exercise such powers and authority and shall undertake such duties as the Executive Board may in its absolute discretion determine.

THE BUREAU

- 76 The Bureau shall comprise the President, the Secretary General, the Treasurer and at least three (3) Vice-Presidents (comprising no more than one (1) individual from each of the Continental Confederations as duly appointed in accordance with these Articles).
- 77 Any vacancy on the Bureau howsoever occurring may be filled by the Executive Board at its discretion.
- 78 The Bureau shall administer the day-to-day affairs of the Governing Body in accordance with the advice and direction of the Executive Board and shall assume any other duties, tasks or responsibilities delegated or assigned to it by the Executive Board and shall be responsible for, and empowered to undertake any of (but not limited to), the following:
- (a) general administration of the Governing Body, and
 - (b) reviewing the progress of the Governing Body, and
 - (c) reviewing the policies of the Governing Body, and
 - (d) marketing and promoting Water Skiing worldwide, and all events falling under the auspices of the Governing Body, and
 - (e) preparing the Governing Body's annual budget.
- 79 Except where otherwise expressly provided for in these Articles, all members of the Bureau shall not be entitled to payment for their services but may be reimbursed for expenses incurred in accordance with Article 121.
- 80 The Bureau shall meet as many times as is necessary for the proper discharge of its duties and shall be responsible and report to the Executive Board and the Members at Annual Congressional Meetings.

ELECTIONS TO THE BUREAU

- 81 All elections for the President, the Secretary General, the Treasurer and appointment of the Vice-Presidents shall be conducted at Annual Congressional Meeting and shall be for a term ending at an Annual Congress following completion of a period of four (4) years' service in respect of the posts of President, Secretary General and Treasurer, and a period of two (2)

- years' service in respect of the posts of the Vice-Presidents ("**Bureau Term of Office**"). Following expiry of the Bureau Term of Office, such persons shall be eligible for re-election to office unless otherwise expressly provided for in these Articles.
- 82 Nominations for election to the posts of President, Secretary General, Treasurer and the Vice-Presidents must be received at the Offices not less than sixty (60) days prior to the date scheduled for the Annual Congressional Meeting at which the elections are to be conducted.
- 83 No nomination to the Bureau shall be accepted unless:
- (a) it is made by Affiliate Members in respect of the post of President, Secretary General and Treasurer; and
 - (b) a statement signed by the nominee confirming his willingness to stand for election is received at the Offices on or before the closing date for nominations; and
 - (c) a statement from the nominee is received at the Offices on or before the closing date for nominations confirming either (i) he has no Material Commercial Interest(s) relating to Water Skiing or, (ii) if he does have any such interest(s), then setting out in full the nature and extent of such interest(s). In the event of (ii), such statement shall accompany the agenda for the Annual Congressional Meeting at which the elections are to be conducted. In the event of any change to the statement from the nominee regarding such interest(s), the nominee shall notify the Offices of such change not less than thirty (30) days from the date scheduled for the Annual Congressional Meeting and in any event, as soon as practicable.
- 84 Any nominee for election to the positions of President, Secretary General and Treasurer must have previously been an officer (or equivalent thereof) of the Former Governing Body, Governing Body, a Continental Confederation or an Affiliate Member.
- 85 Each Continental Confederation shall be entitled to have one (1) Confederational Representative elected to the Bureau (by way of simple majority) as Vice-President. Each Continental Confederation shall be entitled to nominate up to a maximum of two (2) candidates to stand for election to the office of Vice-President. Such nominees must not be either the current president or secretary general (or equivalent officers thereof) of the nominating Continental Confederation. Only Affiliate Members from the same Continental Confederation shall be entitled to vote in respect of their Confederational Representative(s) who is / are standing for election as Vice-President and the election procedure specified in Article 88 shall apply *mutatis mutandis*.
- 86 Details of, and information relating to, nominations received at the Offices shall accompany the agenda for the Annual Congressional Meeting at which the elections are to be conducted. These shall comprise the following:
- (a) a full and complete list of accepted nominations;
 - (b) any statement(s) made pursuant to Article 83 (c);
 - (c) a statement of reasonable length made by each nominator in support of the nomination.
- 87 All elections shall be conducted by secret ballot.
- 88 The election for the post of President shall be conducted first. If there is only one (1) nominee, such nominee shall be elected President by simple majority of all votes cast. If a simple majority is not attained, the chairperson shall declare that further nominations for the post of President may be received from the floor. If there are two (2) or more contesting nominees for the post of President, the nominee with the higher / highest number of votes shall be declared

by the chairperson as the elected President. In the event of a casual vacancy of the post of President, the Executive Board shall appoint a replacement to hold office for the remainder of the Executive Board Term of Office.

- 89 The election for the post of Secretary General shall be conducted following the election of the President. The election procedure specified in Article 88 shall apply to the election procedure for the post of Secretary General *mutatis mutandis*. If the elected President is also a nominee for the post of Secretary General, he shall automatically be removed from standing for election for the post of Secretary General. In the event of a casual vacancy of the post of Secretary General, the Executive Board shall appoint a replacement to hold office for the remainder of the Term of Office.
- 90 The election for the post of Treasurer shall follow the election of the Secretary General. The election procedure specified in Article 88 shall apply to the election procedure for the post of Treasurer *mutatis mutandis*. If the elected President and / or the elected Secretary General is / are also nominees for the post of Treasurer, he / they shall automatically be removed from standing for election for the post of Treasurer. In the event of a casual vacancy of the post of Treasurer, the Executive Board shall appoint a replacement to hold office for the remainder of the Term of Office.
- 91 In the event that there is only one (1) nominee standing for election to an office on the Bureau, the election procedure specified in Article 88 shall apply *mutatis mutandis*. In the event that there are two (2) or more nominees contesting for the same post on the Bureau, the nominee with the higher/highest number of votes shall be declared by the chairperson as elected to that post. If in any ballot two (2) or more nominees contesting for the same post on the Bureau each receive an equal number of votes, the election shall be re-balloted until such time as an election is made.
- 92 In the event that more than two (2) nominees for the offices of President, Secretary General and Treasurer habitually reside in the same Confederation, only a maximum of two (2) such nominees may be elected to any of these posts at any one time and any and all remaining nominees from the same Confederation shall automatically be excluded from standing for election for any of the above remaining posts (which shall then only include nominees from other Confederations).
- 93 No more than two (2) members of the Bureau shall be habitually resident in the same Affiliated Member country and no more than three (3) members of the Bureau shall be habitually resident in the same Confederation. For the purposes of determining the habitual place of residence of any person, the Executive Board's decision shall be final and conclusive.

POWERS OF THE EXECUTIVE BOARD

- 94 Subject to the provisions of the Act, the Constitution and to any directions given by special resolution of Congress, the business of the Governing Body shall be managed by the Executive Board, who may exercise all the powers of the Governing Body and may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment, registration and operation of the Governing Body as it thinks fit.
- 95 The Executive Board may appoint any person to be the agent of the Governing Body for such purposes and on such conditions as it may determine.
- 96 The Executive Board may exercise all the powers of the Governing Body to borrow money without limit as to the amount and upon such terms and in such manner as it thinks fit, and to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock and other securities

whether outright or as security for any debt, liability or obligation of the Governing Body or of any third party.

- 97 The Executive Board shall be responsible for ensuring the annual preparation of an audited statement of accounts and balance sheet relating to the Governing Body's activities.
- 98 The Executive Board shall have the power to, and shall be responsible for, the publication of, and amendments to (if any), the Handbook on an annual basis. The Executive Board shall be responsible for amendments to the Bye-laws from time to time as it shall deem appropriate or necessary. Such amendments are separate and distinct from any amendment to the Constitution, which shall require special resolution of Congress.
- 99 No alteration of the Constitution and no such direction shall invalidate any prior act of the Directors that would have been valid if that alteration had not been made or that direction had not been given.

POWERS OF THE BUREAU

- 100 Subject to the provisions of the Act, the Constitution and to any directions given by the Executive Board, the day-to-day administration of the Governing Body shall be managed by the Bureau pursuant to Article 78 of these Articles and shall assume any further and / or other duties, tasks or responsibilities delegated or assigned to the Bureau by the Executive Board in accordance with the terms of these Articles.

DELEGATION OF POWERS BY THE EXECUTIVE BOARD

- 101 The Executive Board may, as and when it thinks fit, delegate any of their powers, duties and responsibilities to any bodies (including, but not limited to, the Bureau) consisting of one or more of their number and / or individuals who in their sole opinion are considered fit to perform such functions. They may also delegate to any Director such of their power(s) as they consider desirable to be exercised by him. Any such delegation of power(s) or formation of such bodies may be made subject to any conditions the Directors may impose, either collaterally with, or to the exclusion of, their own powers and which may at any time be revoked or altered.

PROCEEDINGS OF THE BUREAU

- 102 Subject always to Article 103, the Executive Board shall in its absolute discretion prescribe and determine the powers, authority and proceedings of the Bureau.
- 103 All resolutions and motions arising at Bureau meetings shall be decided by a two-thirds (2/3) majority vote.

PROCEEDINGS OF EXECUTIVE BOARD MEETINGS

- 104 Subject always to the provisions of these Articles, the Executive Board may regulate its proceedings as it thinks fit.
- 105 Any two (2) Directors may, and the President upon request by any two (2) Directors shall, call a meeting of the Executive Board ("**Board Meeting**"). The President shall preside as chairperson at each Board Meeting and issues and questions arising at Board Meetings shall be decided by a simple majority of votes. Each Director shall have one vote and in the event of an equality of votes, the chairperson (subject to Article 112) shall have a casting vote.
- 106 The quorum for the transaction of the business of the Executive Board shall be a two-thirds (2/3) round-up of those entitled to attend and vote at Board Meetings.

- 107 In the event that postal votes are sought from the Directors, non-returning of votes on or before the specified deadline shall be treated as an abstention.
- 108 The continuing Director(s) may act notwithstanding any vacancies in their number, but, if the number of Directors is less than the number fixed as the quorum in Article 106, the continuing Director(s) may act only for the purpose of filling vacancies or for calling a Congressional Meeting.
- 109 If there is no Director holding the office of President, or if the Director holding it is unwilling to preside, or is not present within fifteen (15) minutes after the time scheduled for the Board Meeting, the Directors present may appoint one of their number to be chairperson of that Board Meeting.
- 110 All acts undertaken by the Executive Board, a Committee or a Divisional Council, or by a person acting as a Director shall, notwithstanding that it is afterwards discovered that there was a defect in the appointment of any Director or that any of them was disqualified from holding office, or had vacated office, or was not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director (where applicable) and had been entitled to vote.
- 111 A resolution in writing signed by all the Directors entitled to receive notice of a Board Meeting or of a Committee or a Divisional Council shall be as valid and effectual as if it had been passed at a Board Meeting or (as the case may be) a Committee or a Divisional Council meeting duly convened and held and may consist of several documents in the like form each signed by one or more Directors.
- 112 Save as otherwise expressly provided for in these Articles, a member of the Board, Committee and Divisional Council shall not vote on any resolution concerning a matter in which he has directly or indirectly, a Material Commercial Interest or duty which is material and which conflicts or may conflict with the interests of the Governing Body and / or Water Skiing unless such interest(s) or duty(ies) is / are disclosed to the meeting at which such resolution is to be voted on and the remaining members resolve that such interested member may vote on such resolution or, his interest or duty arises only because the case falls within one or more of the following paragraphs:
- (a) the resolution relates to the giving to him of a guarantee, security, or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of, the Governing Body or any of its Members; and/or
 - (b) the resolution relates to the giving to a third party of a guarantee, security, or indemnity in respect of an obligation of the Governing Body or any of its Members for which the interested member has assumed responsibility in whole or in part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security.
- For the purposes of this Article 112, any interest of a person who is connected with a member shall be treated as an interest of that member.
- 113 A Director shall not be counted in the quorum present at a Board Meeting in relation to any matter on which he is not entitled to vote.
- 114 If any question arises at a Board Meeting or a Committee or a Divisional Council meeting as to the right of a Director or Committee or a Divisional Council member to vote, the question may, before the conclusion of the Board Meeting or Committee or Divisional Council meeting, be referred to the voting members of such Board Meeting or meeting and their ruling shall be final and conclusive.

- 115 A Director may vote for, against or formally register its abstention from voting in respect of any matter put before the Executive Board. If any Director is absent at the time a vote is taken, or elects not to participate in the voting procedure, its position shall not be recorded nor taken into account in determining whether or not the vote has been carried.
- 116 A Director shall vacate office if:
- (a) he ceases to be a Director by virtue of any provision of the Act or he becomes prohibited by law (whether English or otherwise) from being a director; or
 - (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally (whether in England or otherwise); or
 - (c) he is, or may be, suffering from mental disorder and either:
 - (i) he is admitted to hospital in pursuance of an application, or the equivalent of this application in any other jurisdiction, for admission for treatment under the Mental Health Act 1974; or
 - (ii) an order is made by a court having jurisdiction (whether in England or elsewhere) in matters concerning mental disorder for his/her detention or for the appointment of a receiver or other person to exercise powers with respect to his / her property or affairs; or
 - (d) he resigns his office by three (3) months' advance written notice to the Governing Body to be received at the Offices; or
 - (e) he brings, or tends to bring, the reputation of Water Skiing and / or the Governing Body into disrepute in the opinion of a duly convened Congressional Meeting at which a special resolution is passed to remove such Director; or
 - (f) he shall, for more than six (6) consecutive months, have been absent without permission of the Executive Board from his duties and responsibilities as Director and the Executive Board resolves that his office be vacated; or
 - (g) has been convicted of a criminal offence and sentenced to a period of imprisonment in any jurisdiction.
- 117 The President, Secretary General and Treasurer shall, unless elected for a further Term of Office in accordance with Article 119, vacate office after serving three (3) consecutive Terms of Office. The Confederation Representatives shall, unless elected for a further Term of Office in accordance with Article 119, vacate office after serving five (5) consecutive Terms of Office.
- 118 Upon earlier termination (for whatever reason) or expiration of the three (3) consecutive Terms of Office in respect of the President, the Secretary General and the Treasurer and five (5) consecutive Terms of Office in respect of the Confederation Representatives shall not be re-elected or appointed to any official position in the Governing Body for a period of not less than two (2) years, save that the Secretary General or Treasurer may, upon expiration of the aforementioned periods of three (3) consecutive Terms of Office, be nominated and stand for election to the office of President.
- 119 Any Director may be nominated for re-election for such further Bureau Term of Office or Executive Term of Office ("**Term of Office**") notwithstanding anything to the contrary in these Articles if a special resolution is passed to that effect at the Annual Congressional Meeting immediately preceding the expiry of his fifth (5th) consecutive Term of Office. In the event that such resolution is passed, the Director concerned may then be nominated for re-election at the following Annual Congressional Meeting pursuant to the provisions of these Articles. Any

Director, other than the President, Secretary General or Treasurer, having served the maximum Term of Office is immediately eligible for nomination as President, Secretary General or Treasurer.

- 120 The President shall be entitled to invite one representative from each Confederational sub-region that is not already represented on the Executive Board to attend Executive Board meetings as an observer. All such observers shall not have the right to vote, and shall not, unless invited to by the Executive Board, have the right to speak.

REMUNERATION OF DIRECTORS

- 121 Directors shall not be entitled to remuneration for their services but may be reimbursed for expenses incurred in undertaking legitimate work for, or on behalf of, the Governing Body and in accordance with the criteria for expenses prescribed by the Executive Board from time to time. Expenses not approved in advance by the Executive Board shall be borne personally by the Director(s) concerned.

DIRECTORS' INTERESTS AND APPOINTMENTS

- 122 Each Director shall be obliged to disclose all material interests he has or may have in any matter to be discussed or any business to be transacted. Provided that he has disclosed to the Executive Board the full nature and extent of any such material interest(s), a Director, notwithstanding his office:

- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the Governing Body or in which the Governing Body is otherwise interested; and / or
- (b) may be a Director or other officer of, or employed by, or be a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Governing Body or in which the Governing Body is otherwise interested; and / or
- (c) shall not, by reason of his office, be accountable to the Governing Body for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

- 123 For the purposes of Article 122:

- (a) a general notice given to the Executive Board that a Director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested, shall be deemed to be a disclosure that the Director concerned has an interest in any such transaction of the nature and extent so specified; and
- (b) an interest of which a Director has no knowledge of, and of which it is unreasonable to expect him to have knowledge of, shall not be treated as a material interest of his.

DIVISIONAL COUNCILS

- 124 Each Divisional Council shall be responsible for the administration, officiating of competitions and technical development of its respective Division subject to the Bye-laws. Divisional Councils shall carry out such other duties as may be prescribed or determined by the Executive Board and set out in the Handbook, and shall be accountable to, and report to, the Executive Board from time to time and upon written request by the Executive Board.

- 125 The duties & proceedings, composition & voting and frequency of meetings for each Divisional Council shall be set out by the Executive Board in the Byelaws.

- 126 Each Divisional Council shall appoint a Divisional Council Representative onto the Executive Board in accordance with the terms of these Articles.
- 127 Each Divisional Council shall elect and appoint from its members a chairperson to preside over Divisional Council meetings.
- 128 REMOVED

TELEPHONIC MEETINGS OF THE EXECUTIVE BOARD, BUREAU, COMMITTEES AND DIVISIONAL COUNCILS

- 129 Board Meetings and Committee and Divisional Council meetings may be conducted by means of telephone, video conferencing or similar communication media ("**Telephonic Meeting**"). Participation in Telephonic Meetings shall be deemed to constitute the presence in person of such participant at such meeting. The location of each Telephonic Meeting shall be deemed to be the place at which the chairperson of that meeting is located at the time of commencement of that meeting.
- 130 At the commencement of each Telephonic Meeting, each participant must acknowledge his presence for the purpose(s) of the Telephonic Meeting to all the other participants.
- 131 A Director or Committee and Divisional Council member may not leave the Telephonic Meeting by disconnecting his telephone or other communications media unless he has previously obtained the express consent of the chairperson of that meeting. A Director or Committee and Divisional Council member shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the Telephonic Meeting unless he has previously obtained the express consent of the chairperson to leave the meeting as aforesaid.
- 132 Minutes of the proceedings of each Telephonic Meeting shall be conclusive evidence of such proceedings and of the observance of all necessary formalities if certified as correct by the chairperson of each such meeting.

ELECTRONIC-MAIL BALLOT VOTING

- 133 The Executive Board, the Councils, Commissions and Committees may vote by way of electronic-mail balloting. A quorum comprising two-thirds (2/3) rounded-up of those entitled to attend and vote at the Meetings must respond including specific declarations of abstention. The non-returning of a vote on, or before, the specified date shall be treated as an abstention and ignored for the purpose of voting. A decision shall be made by simple majority of the actual votes cast. The specified date shall not be less than ten (10) whole days from the date of the originating requested vote.

MINUTES

- 134 The Executive Board, Committees and Divisional Councils shall ensure that minutes are recorded and books kept in relation to:-
- (a) all appointments made; and
 - (b) all of the names of the Directors or any Committee or Divisional Council members; and
 - (c) all resolutions and proceedings at all such meetings of the Executive Board, Committees and / or Divisional Councils, such minutes shall include details of those present, the location, the time and the date of the meeting.

- 135 The minutes of any meeting, if signed by the chairperson of such meeting, or by the chairperson of the next succeeding meeting, shall be conclusive evidence without any further proof of the facts therein stated.

EXECUTIVE DIRECTOR

- 136 Subject to the provisions of the Act, the Executive Board may appoint an Executive Director who shall be employed by the Governing Body for such term and on such conditions as it may think fit. The Executive Director shall perform the day to day administration and management of the Governing Body and such other tasks as the Executive Board shall determine from time to time.

COMPANY SECRETARY

- 137 Unless otherwise appointed by the Executive Board (for such term and upon such conditions as it may think fit), the Secretary General shall also act as company secretary in accordance with the provisions of the Act. The company secretary may be replaced by the Executive Board in its discretion. The Executive Board may from time to time appoint an assistant or deputy company secretary, and any person so appointed may act in place of the company secretary if there is no company secretary or no company secretary capable of acting.

MANAGEMENT AND OTHER EMPLOYEES

- 138 The Executive Board may, at its discretion, appoint, remove or suspend such managers, officers, clerks, secretaries, agents or servants whether for permanent, temporary or special services, as it may from time to time think fit, and shall determine their powers, duties and responsibilities.

THE SEAL

- 139 The Executive Board shall provide for the safe custody of the seal, which shall only be used by the authority of the Executive Board or of any Committee or Divisional Council previously authorised by the Executive Board in that behalf. Every instrument to which the seal is affixed shall be signed by a Director and shall be countersigned by the company secretary or by a second Director or by some other person appointed by the Executive Board for the purpose, and in favour of any purchaser or person *bona fide* dealing with the Governing Body, such signature shall be conclusive evidence of the fact that the seal has been properly affixed.

ACCOUNTS

- 140 The Executive Board shall ensure that proper accounting records are kept in accordance with section 221 of the Act.
- 141 The accounting records shall be kept at the Offices or, subject to section 222 of the Act, at such other place or places as the Executive Board thinks fit, and shall always be open to inspection by the Directors.
- 142 The Executive Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Governing Body or any of them shall be open to inspection by Members. No Member shall have any right to inspect any account or book or document of the Governing Body except as conferred by statute, or authorised by the Executive Board or by Congressional Meeting, or pursuant to these Articles.
- 143 At each Annual Congressional Meeting, the Executive Board shall present to Congress a proper income and expenditure account for the period since the last preceding account (or in the case

of the first account, since the incorporation of the Governing Body) made up to 31 December in every year, together with a proper balance sheet made up to the same date.

- 144 A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be presented to Congress at each Annual Congressional Meeting, together with a copy of the Annual Report shall be sent to every Member and Director not less than thirty (30) days prior to the date scheduled for the Annual Congressional Meeting. Provided that this Article 144 shall not require a copy of those documents to be sent to any person of whose address the Governing Body is not aware.
- 145 The Executive Board shall ensure that the annual statement of accounts and balance sheet be prepared as soon as practicably possible after the financial year end to which the accounts relate, and in any event not later than six (6) months from the financial year end. In the event of an Annual Congressional Meeting not being scheduled within nine (9) months of preparation of the accounts and balance sheet, the Executive Board shall arrange for a full copy of the profit and loss account, balance sheet and Annual Report to be dispatched to all Members not later than thirty (30) days thereafter. Notwithstanding this procedure, such accounts shall be tabled for the inspection of the Members at the next following Annual Congressional Meeting.

AUDIT / ACCOUNTANT'S REPORT

- 146 The Executive Board shall ensure that the accounts of the Governing Body are examined, and the correctness of the income and expenditure account and balance sheet ascertained, by one or more properly qualified accountant or accountants not less than once in every year.

NOTICES

- 147 Any notice to be given to, or by, any person pursuant to these Articles (including but not limited to, notices calling a Board Meeting or Congressional Meeting) may be delivered personally or sent by first-class prepaid post to the registered address. Notice may be in writing or in any form of electronic communication whereby proof of receipt can be established.
- 148 Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

WINDING-UP AND DISSOLUTION

- 149 Paragraphs 8 and 9 of the Memorandum relating to the winding-up and dissolution of the Governing Body shall have effect as if the provisions thereof are repeated in these Articles.

INDEMNITY

- 150 Subject to the provisions of the Act but without prejudice to any indemnity to which a Director may otherwise be entitled, every Director or other officer of the Governing Body shall be indemnified out of the assets of the Governing Body against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Governing Body.
- 151 The Executive Board may, if it thinks fit, purchase and maintain for any Director or other officer of the Governing Body insurance against any liability they may incur in the lawful and authorised execution and discharge of their duties or otherwise in relation thereto.

COURT OF ARBITRATION FOR SPORT

- 152 Any dispute arising from, or related to, the Constitution or the Bylaws, or the Handbook or any decisions, directives, rules and regulations issued by the Governing Body) shall be submitted exclusively by way of appeal to the Court of Arbitration for Sport in Lausanne, Switzerland, which shall resolve the dispute definitively in accordance with the Code of Sports-related Arbitration. The time limit for appeal is twenty-one (21) days after the receipt of the decision concerning the appeal.

This Articles of the Association were approved by the Extraordinary Congress on 21st September 2002 in Roquebrune-sur-Argens/France and have been amended by the Extraordinary Congress on 30th August 2007 in Linz/Austria and by the Extraordinary Congress on 6th August in Calgary/Canada.

Signed by



Kuno Ritschard, President



Gillian Hill, Secretary General