
Constitution of the South African Water Ski Federation

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1. Introduction

1.1 The activities of water skiing in South Africa are currently undertaken under the auspices of the following voluntary associations:

- Barefoot
- Cable Tournament
- Cable Wakeboard
- Disabled
- Show
- Ski Racing
- Tournament
- Wake Board

Each of the above voluntary associations is affiliated to the South African Water Ski Federation.

In order to:

- administer the sport of water skiing;
- represent the interests of water skiing with national and international bodies; and
- obtain and administer sponsorships, grants and other forms of funding, to be utilized for the benefit of water skiing in South Africa,

the voluntary associations referred to above have resolved to propose to their members that their respective activities be combined in a single voluntary association namely THE SOUTH AFRICAN WATER SKIING FEDERATION (hereinafter referred to as “the Federation”).

1.2 This Constitution (as amended from time to time) shall be the founding document of the Federation until and unless the Federation is wound-up in terms of clause 16.

1.3 In this Constitution, words importing the singular shall include the plural, words importing the masculine gender shall include the feminine and the words “skier” and “water skier” shall include “barefooter” and “wake boarder”.

2. Nature of the Federation

2.1. The Federation shall be the sole representative of the sport of water skiing in South Africa and shall govern the sport in accordance with the terms and conditions of its membership with the INTERNATIONAL WATER SKI FEDERATION (hereinafter referred to as “IWSF”).

2.2. The Federation shall be a voluntary association of members –

2.2.1 having juristic personality and perpetual succession; and

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- 2.2.2 constituted separately from its members and capable of acquiring rights, obligations and duties in law apart from those of its members.
- 2.3. The Federation shall be an Association not for gain and the funds of the Federation shall be applied for the benefit of water skiing in South Africa.
- 2.4. The Federation shall be responsible for the following existing water skiing disciplines (hereinafter referred to as “Criteria”), namely-
- Barefoot
 - Cable Tournament
 - Cable Wakeboard
 - Disabled
 - Show
 - Ski Racing
 - Tournament
 - Wake Board

The Federation may in its sole discretion include such additional criteria as it from time to time deems fit.

- 2.5. The management and control of the Federation shall vest in the Executive Council (as defined in clause 8.1), which shall have the powers conferred upon it by this Constitution.
- 2.6. The management and control of the Criteria shall vest in the Criterion Committees (as defined in clause 8.2), which shall have the powers conferred upon them by this Constitution.
- 2.7. Members of the Federation shall exercise their rights as members through the respective Criteria with which they are associated, as set out in clauses 5 and 6.
- 2.8. All property, movable or immovable, presently the property of the voluntary associations referred to clause 1.1 hereby vests in the Federation.

3. The objects of the Federation

The objects of the Federation are -

- 3.1. to represent the interests of water skiers with the South African Sports Commission (“SASC”), Sports and Recreation South Africa and the National Olympic Committee of South Africa (“NOCSA”);
- 3.2. to represent the interests of water skiers at the IWSF and the region Europe Africa Middle East (“EAME”);

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- 3.3. to promote, foster, develop and control the sport of water skiing in South Africa and to advance the interests of water skiers in South Africa;
 - 3.4. to host, oversee and manage international, national and regional championships, competitions, tests and tournaments in South Africa;
 - 3.5. to provide such services, facilities and products to the members as the Federation may from time to time determine;
 - 3.6. to keep records of all local, regional, national and international championships, competitions, tests and tournaments in which South African water skiers participate;
 - 3.7. to promote, foster, develop and control water skiing amongst members of previously disadvantaged communities.
 - 3.8. to do all other things which are necessary, incidental or conducive to the attainment of the above objects or in pursuance of its express or implied powers.

4. The powers of the Federation

- 4.1. The Federation shall be subject to the provisions of this Constitution, its rules and the rules of the Criteria. In the event of conflict between the provisions of this constitution and any other rules, the Constitution applies. In the event of conflict between the Federation's rules and those of a Criterion, the Federation's rules apply.
- 4.2. The Federation may sue or be sued in any court of law in its own name.
- 4.3. The Federation shall have the power –
 - 4.3.1. to adopt, implement, amend and repeal rules and generally to govern, control, manage and regulate the affairs of the Federation in the interest of water skiing;
 - 4.3.2. to develop and adopt new criteria;
 - 4.3.3. to prescribe, suspend or alter license requirements for skiers and to grant, review, suspend or terminate skiers licenses;
 - 4.3.4. to prescribe and review standards for judges and officials and to grant, review, suspend or terminate judges and officials' licenses;
 - 4.3.5. to determine the fees payable by the Criteria to the Federation and the fees payable by skiers to the Federation;

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- 4.3.6. to approve or reject the proposed disciplinary structures and the rules regarding discipline, including penalties; suspensions or any other disciplinary measures proposed by the various Criteria;
 - 4.3.7. to delegate to the Criteria, the authority to select skiers for regional teams and the authority to award regional colours to such skiers;
 - 4.3.8. to delegate to the Criteria on such terms and conditions as the Federation deems fit, the authority to approve the selection of skiers to a Federation Team and to award Federation colours to such skiers.
 - 4.3.9. to approve the selection of skiers for national teams and to recommend to the SASC that national colours be awarded to such skiers;
 - 4.3.10. to regulate and administer the Criteria in accordance with this constitution and the rules promulgated hereunder;
 - 4.3.11. to purchase, sell or lease land or buildings or otherwise deal with its property;
 - 4.3.12. to authorize the Criteria to administer the property of the Federation subject to conditions the Federation may impose by means of the rules promulgated hereunder;
 - 4.3.13. to open and operate banking accounts subject to the provision that such accounts may not be in overdraft;
 - 4.3.14. to raise monies through sponsorships, donations grants or other means, for purposes of furthering the Federation's objects, subject thereto that the Federation may not raise monies through loans or borrowings.
 - 4.3.15. to authorize the Criteria to raise monies and open bank accounts subject to the provisions in clauses 4.3.13 and 4.3.14 which shall *mutatis mutandis* apply to the Criteria.
 - 4.3.16. to do all such things and to enter into all such arrangements and contracts as are necessary or desirable to achieve the Federation's objects or which are incidental or conducive to the attainment of such objects.
- 4.4. The Federation shall have the power to make monetary payments or distributions to its members only in the furtherance of its objects.

5. Membership

- 5.1. The Federation shall consist of natural persons admitted as Members of the Federation.
- 5.2. Membership will be open to all persons irrespective of gender, nationality, colour or creed.
- 5.3. The Federation shall have three classes of members namely: -
- 5.3.1. Ordinary members;
 - 5.3.2. Administrative members; and
 - 5.3.3. Competitive members.
- 5.4. An ordinary member's membership of the Federation is derived from his membership of a Criterion and is applicable where such member does not meet the requirements to qualify as an Administrative or Competitive member.
- 5.5. Members who meet the standards for officials and/or judges of at least one Criterion (as set out in that Criterion's rules) and who are issued an official's and/or judge's license by a Criterion shall be classed Administrative members.
- 5.6. Members who meet the standards for competitive skiing of at least one Criterion (as set out in that Criterion's rules) and who are issued a license to compete by a Criterion shall be classed Competitive members.
- 5.7. Members may be both Administrative and Competitive members.
- 5.8. Application for membership shall be submitted on the prescribed form of the relevant Criterion.
- 5.9. The Federation reserves the right and shall be entitled to call for particulars, pertinent to the Federation or any of its Criteria, of any applicant.
- 5.10. Acceptance of a Member by a Criterion is subject to the approval of the Federation.
- 5.11. The Federation shall keep a register of the names of Members and shall in such register indicate *inter alia* –
- 5.11.1. the Member's class(es) of membership; and
 - 5.11.2. the Criteria in which the Member holds a licence or licences.

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- 5.12. A Member shall pay to the Federation, on demand, such fees as the Federation may stipulate in its rules.
- 5.13. A Member may terminate his membership by giving written notice to the Federation.
- 5.14. The Federation may terminate, without any liability for refunds, any Member's membership by reason of –
- 5.14.1. any breach of this Constitution, the rules of the Federation or the rules of any of the Criteria to which he is affiliated or by which he has been granted a licence; or
- 5.14.2. non-payment of monies or fees that are payable and owing by the Member to the Federation.
- 5.15. Membership of both the Federation and Criterion automatically terminates upon a member's death or his expulsion in terms of the Federation or relevant Criterion rules.

6. Rights and obligations of Members

- 6.1. Membership of the Federation shall entitle the Member such services, facilities and products as the Federation may from time to time determine to provide or make available to Members.
- 6.2. Ordinary membership entitles the holder thereof to –
- 6.2.1. attend any meeting of Members and to be heard at such meeting; and
- 6.2.2. participate in regional competitions organised by the Criteria to which he is affiliated, subject to the rules of that Criterion.
- 6.3. Administrative membership entitles the holder thereof to –
- 6.3.1. attend any meeting of Members and to be heard at such meeting;
- 6.3.2. vote at meetings at which he is so entitled in terms of this Constitution; the Federation rules and the relevant Criterion rules;
- 6.3.3. officiate and/or judge in championships, competitions, tests or tournaments held under the auspices of the Federation, for which he is qualified in terms of the rules of the relevant Criterion; and
- 6.3.4. comment on any proposal to amend the rules of the Federation or the rules of the Criteria of which he is a Member.

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- 6.4. Competitive membership entitles the holder thereof to –
- 6.4.1. attend any meeting of Members and to be heard at such meeting;
 - 6.4.2. vote at meetings at which he is so entitled in terms of this Constitution;
 - 6.4.3. participate as a contestant in championships, competitions, tests or tournaments held under the auspices of the Criteria for which he holds a licence; and
 - 6.4.4. comment on any proposal to amend the rules of the Federation or the rules of the Criteria of which he is a member.
- 6.5. Members shall notify the Federation of any change to their residential, postal and/or e-mail addresses.
- 6.6. Every Member shall be deemed to be acquainted with and will abide by this Constitution and the rules of the Federation and each Criterion with which he is associated.

7. The Rules

- 7.1. The Federation and each Criterion shall establish and maintain rules to respectively regulate the activities of the Federation and the Criteria. These rules (“Rules”), which may be classified into “A” rules and “B” rules, shall be adopted with this Constitution.
- 7.2. The Rules shall be made available to Members on the Federation’s web site or in printed form, by way of a written request submitted to the Secretary of the Federation and at the Member’s expense.
- 7.3. The Executive Council (as defined in clause 8 below) may propose any amendments to the “A” rules of the Federation by submitting such amendments to an annual or special general meeting. A 75% (seventy five percent) majority of the votes entitled to be cast at the aforementioned meeting in terms of clause 10.4 below shall be required for the adoption of any proposed changes to the “A” rules of the Federation, other than changes to rule 2 of the Federation. In addition to the aforementioned 75% majority approval at the Federation annual or special meeting, the adoption of changes to the Federation “A” rule 2 shall require the approval at a Class Meeting of a 75% majority of the members of each Criterion whose “A” rules contain any rules of the nature referred to in the Federation “A” rule 2.2.

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- 7.4. The Executive Council may propose any amendments to the “B” rules of the Federation by –
- 7.5. submitting such amendments to an annual or special general meeting for approval by an ordinary majority.; or
- 7.5.1. by circulating (by e-mail; facsimile or post) an explanatory note, together with the proposed amendment, to Ordinary members for information and to Administrative and Competitive members for comment.
- 7.6. If amendments to the “B” rules are proposed by circulating such amendments for comment, the Executive Council shall consider any comments received (if any), and may thereafter, in a vote supported by 75% (seventy five percent) of the Executive Council members, adopt such proposed amendment, save that the Executive Council may not alter its remuneration without the approval of Members in an annual general meeting or a special meeting.
- 7.7. Each Criterion Committee (as defined in clause 8 below) may propose any amendments to the “A” rules of the Criterion by submitting such amendments to a class meeting of the Criterion. A 75% (seventy five percent) majority of the Administrative and Competitive members of the Criterion present in person or by proxy at the aforementioned class meeting is required for the adoption of the proposed change to the “A” rules of the Criterion.
- 7.8. Each Criterion Committee may propose any amendments to the “B” rules of its Criterion by circulating (by e-mail; facsimile or post) an explanatory note, together with the proposed amendment, to –
- 7.8.1. the Executive Council, for comment;
- 7.8.2. Ordinary members affiliated to the Criterion, for information; and
- 7.8.3. Administrative and Competitive members for comment.
- 7.9. Any proposed amendment of the Federation or Criterion rules shall be circulated 30 days before deciding on the proposed amendment.
- 7.10. If written comments on the proposed amendment are received, the Criterion Committee shall:
- 7.10.1. reconsider the proposed amendments and may repeat the process set out in clause 7.8;
- 7.10.2. adopt the proposed amendment if the majority of the committee considers it appropriate and by circulating a notice to this effect to all members; or

7.10.3. call a class meeting of Administrative and Competitive members of the affected Criterion to consider and approve or reject the proposed amendments to the “B” rules of that Criterion, by an ordinary majority.

7.11. In the event that the Criterion Committee receives no written comment within 30 days of publishing the proposed amendments to the rules of the Criteria, the amended rules shall be adopted by circulating a notice to this effect to all Members.

8. Management of the Federation and the Criteria

8.1. Composition and election of the Executive Council

8.1.1. The Executive Council shall consist of natural persons numbering not less than the number of Criteria and not more than 3 (three) persons more than the number of Criteria.

8.1.2. Each chairman of a Criterion Committee will become, *ex officio*, a member of the Executive Council, with the power to appoint an alternate as set out in clause 8.3

8.1.3.1 The Executive Council may, by a two-thirds majority, nominate an Administrative or Competitive member to be President of the Executive Council (“President”) and any such nomination shall be ratified by general or special meeting of the Federation.

8.1.3.2 In the event that the Executive Council members are unable to nominate an Administrative or Competitive member by a two-thirds majority, they shall by an ordinary majority, elect an *ex officio* member, to be President. If the voting is equally divided the resigning President will have the casting vote.

8.1.3. The Executive Council members may, by an ordinary majority, elect one of their number to be Vice-President of the Executive Council. If the voting between two candidates is equally divided, the President elected (whether subject to ratification or not), will have the deciding vote.

8.1.4. The Secretary and Treasurer of the Executive Council, if not elected from Executive Council members, may be nominated to the Executive Council by a simple majority of Executive Council members. If the voting between two candidates is equally divided, the President elected (whether subject to ratification or not), will have the deciding vote. Such appointments shall not require ratification by a general meeting of Members.

8.1.5. The first Executive Council of the Federation, after adoption of this Constitution, shall not be elected and shall be constituted as follows -

President	L Polome
Vice-president	Andre de Villiers
Secretary	S Gaze
Treasurer	B McFarlane
Members	Representatives from all criteria

8.2. Composition and election of the Criterion Committees

8.2.1. The Criterion Committees shall consist of not less than 3 (three) and not more than 10 (ten) natural persons.

8.2.2. The members of the Criterion Committees shall, insofar as it is viable, be representative of the range of interests of the skiers and clubs of each Criterion and the geographical spread of its Members.

8.2.3. The first Committees of the Criteria, after adoption of this Constitution, shall not be elected and shall be constituted as follows -

Barefoot

Chairman

Cable Tournament

Chairman

Cable Wakeboard

Chairman

Disabled

Chairman

Show

Chairman

Ski Racing

Chairman

Tournament

Chairman

Wake Board
Chairman

8.2.4. Subject to clause 8.2.3, the Administrative and Competitive members of each Criterion shall, by ordinary majority, elect the members of that Criterion Committee.

8.2.5. No person shall be eligible for election to the Criterion Committee at any class meeting of the Criterion, unless he:

8.2.5.1. is nominated by the Criterion Committee for election and a written notice of acceptance for the nomination is received from the nominee; or

8.2.5.2. notice in writing is given to the Criterion, not less than 7 (seven) days nor more than 14 (fourteen) days before the day appointed for the class meeting, by a Member duly qualified to be present and vote at the meeting for which such notice is given, of the intention of such Member to nominate such person for election as well as a written notice of acceptance for the nomination signed by the nominee.

8.2.6. The members of each Criterion Committee shall have the power to co-opt any one person as a member of such Criterion Committee. The co-opted member's term of office will expire when the Committee's term expires.

8.2.7. If the number of Criterion Committee members falls below the prescribed minimum, the remaining Criterion Committee members shall not act for any purpose other than to fill the vacancy in terms of clause 8.2.6.

8.2.8. Subject to 8.2.3, the Chairman of each Criterion Committee shall be nominated by the members of each Criterion Committee and ratified at a class meeting by an ordinary majority of Administrative and Competitive member's votes.

8.2.9. The Administrative and Competitive members of each Criterion may, by ordinary majority at a class meeting, remove any of the members of such Criterion Committee.

8.3. Alternate Executive Council members

8.3.1 A Criterion Committee chairman shall have the power to appoint a member of the Criterion Committee of which he is chairman to act as an alternate Executive Council member in

his place and, at his discretion, to remove such alternate Executive Council member and to appoint another in his stead.

- 8.3.2 The alternate Executive Council member shall in all respects be subject to the Constitution and rules that apply to the other Executive Council members.
- 8.3.3 The alternate Executive Council member shall be entitled to act at all Executive Council meetings and in all proceedings in which, and on all occasions when, the Executive Council member who appointed him is unable to act.
- 8.3.4 The alternate Executive Council member shall be entitled to attend Executive Council meetings, but shall not be entitled to vote when the Executive Council member who appointed him is present at Executive Council meetings.

8.4. Terms of office of the Executive Council

- 8.4.1. Each member of the Executive Council shall retire at the Federation's annual general meeting but may serve consecutive terms on the Executive Council if re-elected chairman of a Criterion for successive terms.
- 8.4.2. The President shall serve for –
- 8.4.2.1. one year if nominated and elected in terms of clause 8.1.3.1 above by the members of the Executive Council, save that this term may be extended on an annual basis with the approval of Members in a general or special meeting; or
- 8.4.2.2. one year, if elected in terms of clause 8.1.3.2 above, or for such shorter period that he serves as chairman of a Criterion Committee.

8.5. Terms of office of the Criterion Committees

- 8.5.1. Each member of each Criterion Committee shall retire at the Federation's annual general meeting.
- 8.5.2. Retiring Criterion Committee members may stand for re-election.

8.6. Meetings of the Executive Council

- 8.6.1. Executive Council members may meet to regulate and promote the affairs and objects of the Federation; and conduct any business incidental thereto. All meetings may be adjourned or otherwise regulated as the Council deems fit, subject to the

proviso that there will be at least 3 (three) Executive Council meetings per annum.

- 8.6.2. A quorum shall comprise at least half in number of the *ex officio* members of the Executive Council or their alternates, and shall include either the President or the Vice-President.
- 8.6.3. If, within half an hour from the time appointed for a meeting, a quorum is not present, the meeting shall stand adjourned to the same day in the next week at the same time and place. If at such adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Executive Council members at that meeting shall constitute a quorum.
- 8.6.4. An Executive Council member may at any time require the President to convene a meeting of the Executive Council.
- 8.6.5. Notice of a meeting of the Executive Council (including any adjourned meeting) and the proposed agenda shall be given at the business and e-mail addresses of the Executive Council members as nominated by such members.
- 8.6.6. A meeting of the Executive Council shall not be called on less than 7 (seven) days' notice, unless the President determines in his sole discretion that the business to be conducted is so urgent that shorter notice is required. The minutes and decisions reached at a meeting called on less than 7 (seven) days' notice shall, as soon as reasonably possible after the meeting, be circulated to all Executive Council members.
- 8.6.7. Meetings of the Executive Council may be held by means of such telephone, electronic or other communications facilities as to permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously.
- 8.6.8. Each Executive Council member shall have one vote in respect of any matters raised at meetings of the Executive Council save that the Secretary and Treasurer, if not *ex officio* members of the Executive Council, shall not have a vote.
- 8.6.9. All issues before an Executive Council meeting shall be decided by an ordinary majority of votes and, in the case of an equality of votes, the Chairman shall have a casting vote unless a larger majority is required in terms of the provisions of this Constitution.
- 8.6.10. A duly convened and constituted meeting of the Executive Council shall be competent to exercise all or any of the powers of the Federation under this Constitution or the Rules.

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- 8.6.11. Minutes shall be kept of proceedings and decisions reached at all duly convened and constituted meetings of the Executive Council.
- 8.6.12. The President of the Executive Council may, in his sole discretion, subject to clause 8.6.12.1, circulate a written motivation for an Executive Council decision on an issue to all the Executive Council members by giving them notice at their business and e-mail addresses, requesting them to vote on the proposal. If under these circumstances the majority of the Executive Council members vote in favour of the proposal, such proposal will be deemed to have been taken by the Executive Council in a duly convened and constituted meeting.
- 8.6.12.1. Any Executive Council member may request a debate on the issue referred to in clause 8.6.12. The President shall consider such request and grant the debate if he considers the request to be reasonable and in the interests of good governance.
- 8.6.13. All acts carried out or decisions made at any meeting of the Executive Council shall, notwithstanding that it is found afterward that there was some defect in the appointment or election of one or more Executive Council members, be valid.

8.7. Meetings of the Criterion Committees

- 8.7.1. Criterion Committee members may meet for the handling of business, adjourn and otherwise regulate their meetings as they think fit, provided that there shall be at least 3 (three) meetings of each Criterion Committee per annum.
- 8.7.2. A quorum shall comprise at least half in number of the Criterion Committee members.
- 8.7.3. If, within half an hour from the time appointed for a meeting, a quorum is not present, the meeting shall stand adjourned to the same day in the next week at the same time and place or, if that day is a public holiday, to the next succeeding business day. If at such adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Criterion Committee members at that meeting shall constitute a quorum.
- 8.7.4. A Criterion Committee member may at any time require the Chairman of that Criterion to convene a meeting of the Criterion Committee.
- 8.7.5. Notice of a meeting of the Criterion Committees shall be given at the business and e-mail addresses of the Criterion Committee members as nominated by such member.

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- 8.7.6. A meeting of a Criterion Committee shall not be called on less than 48 (forty-eight) hours' notice, unless the Chairman of that Criterion determines in his sole discretion that the business to be conducted is so urgent that shorter notice is required. The minutes and the decisions of a meeting called on less than 48 (forty eight) hours' notice shall, as soon as reasonably possible after the meeting, be circulated to all Criterion Committee members.
- 8.7.7. Meetings of the Criterion Committees may be held by means of such telephone, electronic or other communications facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously.
- 8.7.8. Each Criterion Committee member shall have one vote in respect of any matters raised at meetings of the Criterion Committee of which he is a member.
- 8.7.9. All issues before a Criterion Committee meeting shall be decided by an ordinary majority of votes and, in the case of an equal number of votes, the Chairman shall have a casting vote.
- 8.7.10. A duly convened and constituted meeting of the Criterion Committee shall be competent to exercise all or any of the powers under this Constitution or the rules of the Criterion for the time being vested in or exercisable by the Criterion Committees.
- 8.7.11. The Chairman of a Criterion Committee may, in his sole discretion, subject to clause 8.7.11.1, circulate a written motivation for an Executive Council decision on an issue to all the Executive Council members by giving them notice at their business and e-mail addresses, requesting them to vote on the proposal. If under these circumstances the majority of the Executive Council members vote in favour of the proposal, such proposal will be deemed to have been taken by the Executive Council in a duly convened and constituted meeting.
- 8.7.11.1. Any Executive Council member may request a debate on the issue referred to in clause 8.7.11. The Chairman shall consider such request and grant the debate if he considers the request to be reasonable and in the interests of good governance.
- 8.7.12. Minutes shall be kept of proceedings at all duly convened and constituted meetings of the Criterion Committees and such minutes shall be circulated to the President.
- 8.7.13. All acts carried out at any meeting of the Criterion Committee or of a sub-committee of the Criterion Committee, or

by a Criterion Committee member shall, notwithstanding that it is found afterward that there was some defect in the appointment or election of one or more Criterion Committee members, be valid as if every such person had been duly appointed or elected.

8.8. Powers of the Executive Council

8.8.1. Save where the consent of a general meeting of Members is required as provided in clause 8.8.2, or where these powers have been delegated to the Criteria, the Executive Council may exercise all the powers of the Federation. No resolution of a general meeting shall invalidate any prior act of the Executive Council that would have been valid if such resolution had not been passed at a general meeting.

8.8.2. The Executive Council shall not, without the prior authorisation of a general meeting, be entitled for and on behalf of the Federation, to –

8.8.2.1. make any decisions or take actions which, in terms of the Constitution, are specifically required to be taken or approved by Members in a general meeting as provided for in clause 13 (amendments to the Constitution) or clause 16 (winding-up of the Federation);

8.8.2.2. approve the remuneration of Criterion Committee members or Executive Council members (other the remuneration of the Secretary and/or Treasurer, if they are nominated Executive Council members);

8.8.2.3. lend money to any Member; or

8.8.2.4. dispose of a material portion of the Federation's assets.

8.8.3. The Executive Council shall have the power -

8.8.3.1. to delegate or assign any power or duty conferred upon or assigned to it under this Constitution to the extent and on the terms and conditions determined by it in its sole discretion to one or more sub-committees or persons appointed by it for that purpose. The Executive Council shall not be divested or relieved of any power or duty so delegated or assigned. Any decision taken by such sub-committee or person under such delegated powers shall be tabled at the next meeting of the Executive Council. It is specifically recorded that the Executive Council shall have the power to appoint an executive to perform the day-to-day administration and management of the Federation and the Criteria;

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- 8.8.3.2. to appoint a delegate or delegates to represent the Federation and the Criteria at meetings of the SASC, Sports and Recreation South Africa or other National bodies and the IWSF, EAME or other International bodies;
 - 8.8.3.3. to recommend to the SASC the names of skiers to be awarded national colours;
 - 8.8.3.4. to apply for government grants;
 - 8.8.3.5. in its sole discretion allocate funds raised by the Federation to the Criteria;
 - 8.8.3.6. to review and accept the rules of a new criterion;
 - 8.8.3.7. to hear appeals by any Members on disciplinary proceedings and to adjudicate thereon;
 - 8.8.3.8. to determine the fees payable by the Criteria to the Federation;
 - 8.8.3.9. to authorise the payment of such donations by the Federation to such bodies, clubs, funds or associations or persons as may seem to the Executive Council advisable or desirable and in the interests of the Federation; and
 - 8.8.3.10. to invest the funds of the Federation for the benefit of the Federation.

8.9. Powers of the Criterion Committees

- 8.9.1. Each Criterion Committee may exercise all the powers of the Federation delegated to that Criterion. No resolution of a general meeting shall invalidate any prior act of any Criterion Committee that would have been valid if such resolution had not been passed at a general meeting.
- 8.9.2. The Criterion Committees shall not be entitled to make any decisions or take actions which, in terms of the Constitution, are specifically required to be taken or approved by the Executive Council or by a general, special or class meeting.
- 8.9.3. The Criterion Committees shall not be entitled to undertake any actions that, in terms of the Constitution, are specifically required to be taken or approved by Members in a general meeting or by the Executive Council.
- 8.9.4. The Criterion Committees shall not be entitled to lend money to any Member.

8.9.5. Each Criterion Committee shall have the power, in respect of its own Criterion -

- 8.9.5.1. to raise such sums of money, other than by borrowing, for the purposes of the Criterion as it deems fit;
- 8.9.5.2. to invest money in any manner and to open and operate banking accounts;
- 8.9.5.3. to prescribe, suspend or alter licence requirements for skiers and to grant, review, suspend or terminate skiers' licences;
- 8.9.5.4. to prescribe, suspend or alter standards for national judges and officials and to grant, review, suspend or terminate to officials' licences;
- 8.9.5.5. to manage all technical aspects of the Criterion, including setting and reviewing standards to be met for selection of teams or individuals for national or regional colours;
- 8.9.5.6. to recommend to the Federation the names of skiers to be selected for national, Federation and regional teams;
- 8.9.5.7. to impose suspensions and/or other penalties or disciplinary actions for misconduct or for breach of the rules of the Criterion;
- 8.9.5.8. to manage any assets of the Federation allocated to the Criterion in such manner as the Criterion Committee in its sole discretion sees fit, save that it may not dispose of a material portion of the Criterion's assets without the approval of the Executive Council;
- 8.9.5.9. to generally govern, control, manage and regulate the affairs of the Criterion in terms of the rules of that Criterion, in the interest of water skiing; and
- 8.9.5.10. to do all such things and to enter into all such arrangements and contracts as are necessary or desirable to achieve the objects of the Federation as they apply to the Criterion or are incidental or conducive to the attainment of such objects.

8.10. Remuneration and expenses

- 8.10.1. Executive Council members shall be entitled to such remuneration for their activities as set out in the rules of the Federation.

8.10.2. Criterion Committee members shall be entitled to such remuneration for their activities as set out in the rules of the respective Criterion of which they are Members.

8.10.3. Executive Council and Criterion Committee members shall be entitled to be paid any travelling or other expenses reasonably incurred by them in attending to the affairs of the Federation or the Criteria.

8.11. Interests of Executive Council and Criterion Committee members to be declared

No Executive Council or Criterion Committee member shall be disqualified by virtue of his office from contracting with the Federation, whether as a vendor or purchaser or otherwise. The Executive Council or Criterion Committee member shall declare full details of his interest to such Executive Council or Criterion Committee prior to a decision being taken on whether any such contract or arrangement shall be entered into and such member shall not vote on such matter.

9. Annual and special general meetings

9.1. An annual general meeting shall be held once in every calendar year at a date to be determined by the Executive Council which date shall not be later than 3 (three) months after the end of each financial year.

9.2. At an annual general meeting the ordinary business shall be to –

9.2.1. report to Members on the activities of the Federation;

9.2.2. report to Members, in summary, on the activities of each of the Criteria;

9.2.3. amend the Rules, if such amendment is required;

9.2.4. confirm the appointment of the President, if such confirmation is required;

9.2.5. consider, debate and confirm the Audited Financial Statements of the Federation; and

9.2.6. transact any other business which may be necessary or relevant and in the interests of the Federation.

9.3. All business other than that set out in clause 9.2 shall be special and shall not be dealt with at any annual general meeting unless the nature thereof has been specified in the notice convening the meeting, or in a notice given under clause 9.6.

9.4. In addition to the annual general meeting, the Executive Council may, whenever it thinks fit, convene a special general meeting.

9.5. An annual or special general meeting shall be called by not less than 21 (twenty-one) days' notice in the manner determined by the Executive Council, whether by e-mail, facsimile or post. Such notice shall specify the place, date and time of the annual general meeting and the nature of the business to be transacted at the meeting. The inadvertent failure to give notice to any Member shall not invalidate any meeting or any resolution passed thereat.

9.6. Notice of any resolution to be proposed at an annual or special general meeting, other than a resolution contained in the notice convening the meeting shall be signed by the Chairman of any of the Criterion Committees and lodged with the President at least 14 (fourteen) days before the meeting. Such notice shall forthwith be posted and/or e-mailed to all Members.

10. Proceedings at annual and special general meetings

10.1. Quorum

The quorum for all annual and special general meetings shall be at least half in number of the *ex officio* members of the Executive Council, and shall include the President or Vice-President. If, within half an hour from the appointed time for the meeting, a quorum is not present the meeting shall stand adjourned to the same day in the next week at the same time and place. If at such adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members represented at the meeting shall constitute a quorum.

10.2. Chairman

The President shall be the Chairman at annual or special general meetings. If the President is not present within 15 (fifteen) minutes from the time appointed for the meeting or does not wish to preside, the Executive Council members present at the meeting and entitled to vote shall by ordinary resolution elect their own Chairman for that meeting or any adjournment thereof.

10.3. Attendance

Any Member shall be entitled to attend and speak at annual and special general meetings.

10.4. Voting

10.4.1. Administrative and Competitive members shall be entitled to vote at annual or special general meetings only in respect of

10.4.1.1. Resolutions to amend the “A” rules of the Federation (clause **Error! Reference source not found.**);

10.4.1.2. Resolutions to amend the constitution (clause 13);

10.4.1.3. Resolutions to wind-up the Federation (clause 16); and

10.4.1.4. Resolutions outside the powers of the Executive Council (clause 8.8.2),

and shall not be entitled to vote on any other matters.

10.4.2. Members below the age of 18 years at the date of an annual or special general meeting may exercise their voting rights only if assisted by either of their parents or a guardian when voting by proxy or accompanied by either of their parents or a guardian when voting in person.

10.4.3. The Chairman of a Criterion, or the duly authorised representative of such Criterion, and the President, if he is not the Chairman of a Criterion, shall each have one vote in respect of resolutions proposed at annual or special general meetings.

10.4.4. All issues before annual or special general meetings, save as otherwise determined in clause **Error! Reference source not found.** (amendments the “A” rules of the Federation), clause 13 (amendments to the Constitution), and clause 16 (winding-up of the Federation), shall be decided by an ordinary majority of the votes cast.

10.4.5. Voting shall be by way of a show of hands unless any member of the Executive Council demands a poll.

10.4.6. The Chairman of a Criterion and the President and Administrative or Competitive members, when such members are entitled to vote, may do so either personally or by proxy. The instrument appointing a proxy shall be in writing under the hand of the appointer or his agent duly authorised in writing.

No person shall act as proxy unless he is properly authorised by the Chairman of a Criterion, the President, or an Administrative or Competitive Member to be present and vote at the meeting at which he acts as proxy.

The instrument creating a proxy shall be lodged with the Chairman of the meeting prior to the commencement of the meeting.

No instrument appointing a proxy shall be valid after the expiration of 6 (six) months from the date when it was signed unless so

specifically stated in the instrument itself, and no proxy shall be used at an adjourned meeting that could not have been used at the original meeting. The instrument appointing the proxy shall be in the form prescribed by the Executive Council from time to time.

On a show of hands, a proxy shall have the aggregate number of votes of the Chairman of a Criterion and/or the President and/or the Administrative and/or Competitive members he represents, determined on the basis set out in this clause, subject to properly executed forms of proxy having been lodged.

10.4.7. At any special or general meeting where they are entitled to vote, each Administrative and Competitive member Criterion shall have one vote. A person who is both an Administrative and Competitive member of any Criterion shall have one vote. Ordinary Members shall not have a vote

10.4.8. In the case of an equal number of votes where Administrative and Competitive members are not entitled to vote, the President shall have a casting vote, save that he shall not be compelled to exercise this casting vote. If the President has elected not to exercise his casting vote, a special general meeting shall be called to vote on the issue.

10.4.9. In the case of an equal number of votes where Administrative and Competitive members are entitled to vote, the President shall have a casting vote, save that he shall not be compelled to exercise this casting vote. If the President has elected not to exercise his casting vote, the resolution so proposed shall not be carried.

10.4.10. Any bona fide declaration by the Chairman of the meeting that a resolution has been carried or lost by a particular majority shall be binding upon the meeting. An entry to that effect in the minute book of the meeting shall be *prima facie* evidence of the number of votes recorded in favour of or against the resolution.

10.5. Minutes

10.5.1. Minutes shall be kept of proceedings at all annual general and special meetings.

10.5.2. The minutes that stand to be confirmed in terms of clause 10.5.3 shall be made available to any member, on request, by e-mail or by being published on the Federation's web site, within 14 days of the annual general or special meeting.

10.5.3. The minutes of all annual and special general meetings

shall be read and confirmed at the next meeting of Members and shall be available for inspection by Members at the place at which the Federation ordinarily conducts business.

11. Class meetings of the Criteria

- 11.1. A class meeting of the Ordinary members of the Criterion and Administrative and Competitive members of each Criterion ("Class meeting") shall be held at least once in every calendar year prior to the annual general meeting. The date of the Class meeting shall not be earlier than 2 (two) months or later than 3 (three) months after the end of each financial year.
- 11.2. At a Class meeting the ordinary business shall be to –
- 11.2.1. report to Members on the activities of the Criterion;
 - 11.2.2. receive, consider and debate the financial statements of the Criterion;
 - 11.2.3. elect Criterion Committee members;
 - 11.2.4. authorise the Chairman of the Criterion (or any other person) to represent the Criterion at an annual or special general meeting of the Federation and to instruct the representative as to the manner in which the Criterion's vote shall be exercised in respect of each resolution proposed at such annual or special meeting; and
 - 11.2.5. transact any other business which may be necessary or relevant and in the Interests of the Criterion.
- 11.3. All business other than that set out in clause 11.2 shall be special and shall be dealt with at any Class meeting unless proper notice as required in clause 11.5 has been provided.
- 11.4. A Class meeting shall be called by not less than 21 (twenty one) days' notice in the manner determined by the Criterion Committee, whether by e-mail, facsimile or post, in writing or otherwise. Such notice shall specify the place, date and time of the annual general meeting and the nature of the business to be transacted at the meeting. The inadvertent failure to give notice to any Member shall not invalidate any meeting or any resolution passed thereat.
- 11.5. Notice of any resolution to be proposed at a Class meeting, other than a resolution contained in the notice convening the meeting, shall be signed by 5 (five) Administrative and/or Competitive members of the Criterion and lodged with the Chairman at least 14 (fourteen) days before the meeting. The Chairman of the Criterion Committee or such person to whom this function has been delegated shall forthwith

post such notice.

12. Proceedings at Class meetings

12.1. Quorum

The quorum for all Class meetings shall be 10 (ten) Members entitled to vote and represented in person or by proxy at such meeting. If, within half an hour from the appointed time for the meeting, a quorum is not present the meeting, if convened upon the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place. If at such adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members represented at the meeting shall constitute a quorum.

12.2. Chairman

The Chairman of the Criterion of which a Class meeting is being convened shall be the Chairman at that Class meeting. If such Chairman is not present within 15 (fifteen) minutes from the time appointed for the meeting or does not wish to preside, Administrative and Competitive members present at the meeting and entitled to vote shall by ordinary resolution elect their own Chairman for that meeting or any adjournment thereof

12.3. Attendance

Any Member represented in person or by proxy shall be entitled to attend and speak at Class meetings. A register of Members present in person or represented by proxy at such meetings shall be kept.

12.4. Voting

12.4.1. All issues before a Class meeting, save as otherwise determined in clause 16 (winding-up of the Criterion) or in the "A" class rules of a Criterion shall be decided by an ordinary majority of the votes cast.

12.4.2. Voting shall be by way of a show of hands unless a poll is demanded.

12.4.3. Administrative or Competitive members may vote either personally or by proxy. The instrument appointing a proxy shall be in writing under the hand of the appointer or his agent duly authorised in writing. No person shall act as proxy unless he is properly authorised by an Administrative or Competitive Member to be present and vote at the meeting at which he acts as proxy.

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- 12.4.4. The instrument creating a proxy shall be lodged with the Chairman of the meeting prior to the commencement of the meeting.
- 12.4.5. No instrument appointing a proxy shall be valid after the expiration of 6 (six) months from the date when it was signed unless so specifically stated in the instrument itself, and no proxy shall be used at an adjourned meeting that could not have been used at the original meeting. The instrument appointing the proxy shall be in the form prescribed by the Executive Council from time to time.
- 12.4.6. At any Class meeting, each Administrative and each Competitive member licenced by that Criterion shall have one vote. A person who is both an Administrative and Competitive member of the Criterion shall have one vote. Ordinary Members shall not have a vote.
- 12.4.7. On a show of hands, a proxy shall have the aggregate number of votes, determined on the basis set out in clause 12.4.6, of the Administrative and Competitive members he represents, subject to properly executed forms of proxy having been lodged in terms of clause 12.4.4.
- 12.4.8. Members below the age of 18 years at the date of the Class meeting may exercise their voting rights only if assisted by either of their parents or a guardian when voting by proxy or if accompanied by either of their parents or a guardian when voting in person.
- 12.4.9. A bona fide declaration by the Chairman of the meeting that a resolution has been carried or lost by a particular majority shall be binding upon the meeting. An entry to that effect in the minute book of the meeting shall be *prima facie* evidence of the number of votes recorded in favour of or against the resolution.
- 12.4.10. In the case of an equal number of votes, the Chairman shall have a casting vote save that he shall not be compelled to exercise this casting vote. If the Chairman has elected not to exercise his casting vote, a special class meeting shall be called to vote on the issue.

12.5. Polling

- 12.5.1. A poll may be demanded –
- 12.5.1.1. by the Chairman of the meeting; or

12.5.1.2. on a show of hands by 25 (twenty five) percent of the number of Members entitled to vote at the meeting in person or by proxy,

either before or after the declaration of the result of a resolution voted on by the show of hands, but in any event before the adjournment of the meeting. The demand for a poll may be withdrawn.

12.5.2. Should a poll be demanded, the Chair of the meeting shall appoint 2 (two) independent persons as scrutineers to check the voting and to determine the result of the voting.

12.6. Adjournment

12.6.1. Any Class meeting may be adjourned for a period not exceeding 7 (seven) days, as the majority of Competitive and/or Administrative Members represented at such meeting in person or by proxy shall determine by ordinary resolution. A Class meeting in which a representative is to be authorised to represent the Criterion at an annual or special general meeting shall not be adjourned to a date later than 24 (twenty-four) hours before the date and time of such annual or special general meeting.

12.6.2. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

12.6.3. A decision to adjourn shall not prevent the continuation of a meeting for the transaction of any business other than that in respect of which the decision to adjourn has been made.

12.7. Minutes

12.7.1. Minutes shall be kept of proceedings at all Class meetings.

12.7.2. The minutes that stand to be confirmed shall be made available to any member, on request, by e-mail or by being published on the Federation's web site, within 14 days of the Class meeting.

12.7.3. The minutes of all Class meetings shall be read and confirmed at the next Class meeting and shall be available for inspection by Members at the place at which the Federation ordinarily conducts business.

13. Amendments to the constitution

- 13.1. The Executive Council may propose any amendment to this Constitution.
- 13.2. Any proposed amendment to the Constitution shall be published on the web site of the Federation and the text thereof shall be e-mailed to all Members.
- 13.3. Any proposed amendment shall be considered at a special general meeting or at an annual general meeting where the notice has been given in terms of clause 9.3.
- 13.4. A majority of at least 75 (seventy-five) percent in number of those Members present in person or by proxy and entitled to vote shall be required to approve any proposed amendment to the Constitution.
- 13.5. The amendment shall come into effect 14 (fourteen) days after being adopted in terms of clause 13.4.

14. Arbitration

- 14.1 The Executive Council will be the sole arbitrator regarding any dispute arising from:
 - 14.1.1. the interpretation of this Constitution;
 - 14.1.2. the interpretation of the Federation and the Criteria rules;
and
 - 14.1.3. any other dispute referred to it by an Administrative or Competitive member of any Criteria.
- 14.2 Without derogating from clause 14.1, the Executive Council will arbitrate on disputes pertaining to selection Criteria and the selection of National, Federation and Regional teams.
- 14.3 Any Administrative or Competitive member can declare a dispute by filing a written notice of same and the reasons for the dispute within 3 (three) days of any decision of a Criterion Committee.
- 14.4 The aggrieved member shall file his dispute declaration with the President of the Executive Council and therein furnish all his membership details; describe the background and circumstances relating to the dispute; the decision reached and his reasons for being aggrieved by the decision.
- 14.5 The Council will refer the dispute declaration to the relevant Criterion Chairman within 7 (seven) days of receiving same and the Criterion Chairman will within 7 (seven) days thereafter or such shorter period as

the President may determine, comment thereon. The Chairman's comments will be forwarded to the aggrieved Member who may, within 3 (three) days thereafter briefly reply to the Chairman's commentary.

- 14.6 The Executive Council will after receiving the Member's reply (if any) and that of the Chairman reach a final and binding decision on the dispute by setting aside the decision of the Criterion Committee, by upholding the same or by substituting the decision of the Criterion Committee with the findings of the Executive Council. The Executive Council will endeavour to perform the aforesaid function within 7 (seven) days after receiving the Member's reply.
- 14.7 The Executive Council will in its sole discretion determine the procedures to be followed and, taking into account the nature of the dispute, decide whether a formal hearing is necessary.
- 14.8 All decisions regarding the interpretations of the rules and of the Constitution are binding on all members and such interpretations are to be recorded in the minute book.

15. Auditors, financial year end and accounting records

- 15.1. The Executive Council shall appoint an auditor for the Federation.
- 15.2. The financial year of the Federation shall terminate on 30 June in each year or such other day as the Executive Council may determine.
- 15.3. The Executive Council shall keep such proper accounting records as are necessary fairly to present the state of affairs and financial position of the Federation.
- 15.4. The Executive Council shall prepare and table the audited annual financial statements of the Federation at the annual general meeting.

16. Winding-up

- 16.1. The Federation shall not be wound-up except –
- 16.1.1. if it appears from the audited financial statements, that the Federation is insolvent and the Members decide not to contribute such amount of money as is necessary to make the Federation solvent; or
- 16.1.2. by a resolution of 75 (seventy five) percent or more of all Administrative and Competitive members present in person or by proxy at a meeting specially convened for that purpose. In this case, the net assets of the Federation, if any, shall be transferred

to another voluntary association with similar objectives to the Federation or, failing this, to Sports and Recreation South Africa.

- 16.2. A Criterion shall not be wound-up or otherwise dissolved except by a resolution of 75 (seventy five) percent or more of all Administrative and Competitive members of that Criterion present in person or by proxy at a meeting specially convened for that purpose. The net assets under the control of the Criterion, if any, shall remain vested in the Federation.

17. Liability of officers and Members

- 17.1. The Federation shall have the power to indemnify every member of the Executive Council and the Criterion Committees against all actions, liabilities, costs, charges, losses, damages and expenses which they or any of them may incur or become liable for in respect of any act carried out, or omitted, in the execution of their duties as a member of the Executive Council or Criterion Committee. Actions, liabilities, costs, charges, losses, damages and expenses suffered or expenses incurred by reason of such members' wilful acts, shall be excluded from such indemnity.

- 17.2. Members shall not be liable for any of the debts of the Federation and their liability is limited to their membership contributions.

PRESIDENT

Louis Polome

BAREFOOT

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TOURNAMENT

WAKEBOARDING
