

**ARTICLES OF ASSOCIATION**

**OF**

**THE BRITISH WATER SKI & WAKEBOARD FEDERATION LIMITED**

**Articles of Association as amended, adopted at the Annual General Meeting  
held on 29 January 2023**



Company number: 913182

**THE COMPANIES ACT 2006**  
**Company Limited by Guarantee and not having a Share Capital**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**THE BRITISH WATER SKI & WAKEBOARD FEDERATION LIMITED**

**1. Name of Federation and Meaning of Words**

1.1 The name of the Federation is The British Water Ski & Wakeboard Federation Limited, called in this document "the Federation".

1.2 In these Articles the words in the first column of the table below will have the meanings shown opposite them in the second column, as long as this meaning is consistent with the subject or context:-

1.3	<b>Words</b>	<b>Meanings</b>
	Act	the Companies Act 2006 including any statutory modification or re-enactment thereof from time to time;
	Advisory Council	the Advisory Council for the time being of the Federation;
	AGM	annual general meeting of the Federation;
	Articles	these Articles of Association;
	Associate Member	as described in Article 13.4.2;
	Board	the Board of Directors of the Federation;
	CEO	the Chief Executive Officer of the Federation;
	Chair	the Chair of the Board of Directors or any person discharging the functions of the Chair;
	Clear Days	in relation to a period of notice, the period excluding the day on which notice is given or deemed to be given and the date of the event to which the notice relates;

Director	a director of the Federation;
Discipline	a discipline of Water Skiing (which may be a committee of the Board) which is recognised by the Board from time to time, being at the date of the adoption of these Articles Barefoot; Boat Owner and Recreational; Disabled; Kneeboard; Racing; the Regions; Waterski; Cable Wakeboard; Cable 3 Event; Wakeboard and Wakesurf;
Full Member	as described in Article 13.4.1;
Honorary Member	as described in Article 13.4.3;
Independent Director	someone who is free from any close connection to the Federation and who, from the perspective of an objective outsider, would be viewed as independent and who shall be appointed through an open recruitment process based on skills and experience. For the avoidance of doubt participation in Water Skiing and any sport associated therewith shall not automatically disbar someone from being an Independent Director as long as they have no vested interest or are otherwise incapable of objectively being viewed as independent;
Month	calendar month;
Objects	the Objects of the Federation as described in Article 3;
Office	the registered office of the Federation;
PDF	portable document format
Regulations	any rules, standing orders or regulations made in accordance with these Articles;
Senior Independent Director	any person elected as the senior independent director pursuant to article 31.2.1 from time to time to carry out the functions of such position as set out in any applicable sports governance code;
Signed	shall include faxes, scans and PDF's of signatures and other forms of authentication that are permitted by law;
United Kingdom	Great Britain and Northern Ireland;



- 4.1.6 to borrow money and to charge the whole or any part of the property belonging to the Federation as security for the repayment of money borrowed, grant given or any other obligation;
- 4.1.7 to construct, alter, provide, manage, maintain, furnish and fit with all the necessary furniture and other equipment any buildings and any other premises or structures or land;
- 4.1.8 to employ and pay any employees, officers, servants and professional or other advisers;
- 4.1.9 to invite and receive contributions or grants, enter into contracts, seek subscriptions or raise money in any way including carrying on trade;
- 4.1.10 to give or receive guarantees or indemnities;
- 4.1.11 to promote or undertake study or research and disseminate the results of such research;
- 4.1.12 to produce, print and publish anything in any media;
- 4.1.13 to provide or procure the provision of services, education, training, consultancy, advice, support, guidance, grants, scholarships, awards or materials in kind;
- 4.1.14 to make provision for the payment of pensions and other benefits to or on behalf of employees and their dependants;
- 4.1.15 to establish, promote and otherwise assist any limited company or companies or other bodies for the purpose of acquiring any property or of furthering in any way the Objects or to undertake trading and to establish the same either as wholly owned subsidiaries of the Federation or jointly with other persons, companies, government departments or local authorities and to finance such limited company or companies or other body by way of loan or share subscription or other means;
- 4.1.16 to transfer or dispose of, with or without valuable consideration, any part of the property or funds of the Federation not required for the purpose of the Federation in furtherance of the Federation's Objects;
- 4.1.17 to establish, support, federate with or join or amalgamate with any companies, bodies, institutions, trusts, societies or associations;
- 4.1.18 to transfer to or to purchase or otherwise acquire from any institutions, societies or associations any property, assets or liabilities, and to perform any of their engagements;
- 4.1.19 to open and operate bank accounts and other banking facilities including by using internet banking or other electronic authentication methods;
- 4.1.20 to co-operate and enter into any arrangements with any governments, authorities or any person, company or association;
- 4.1.21 to insure any risks arising from the Federation's activities and to cover members' clubs and Associate Members;

4.1.22 to issue guidance in relation to towing inflatables at members' facilities;

4.1.23 to do anything else within the law which helps promote the Objects.

## **5. Use of income and property**

- 5.1 The income and property of the Federation shall be applied solely towards the promotion of the Objects and no part of it shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to members of the Federation.

## **6. Alterations to these Articles**

- 6.1 Alterations to these Articles may only be made by a special resolution at a general meeting or by a written special resolution. A special resolution will be validly passed at a general meeting if the Federation gives the Full Members at least 14 Clear Days' notice of the intention to pass a special resolution at the meeting and at least 75 per cent. of the votes cast at the meeting vote in favour of the resolution. Such a special resolution may be passed on shorter notice if 90 per cent. of the total number of Full Members agree to such short notice.

## **7. Limited Liability**

- 7.1 The liability of the Full Members is limited.

## **8. Guarantee by Full Members**

- 8.1 Each Full Member undertakes that, if the Federation is wound up while it is a member, or within one year after it ceases to be such a member, it will contribute a sum not exceeding £1 to the assets of the Federation for:-
- 8.1.1 payment of the debts and liabilities of the Federation contracted before it ceases to be a member;
  - 8.1.2 payment of the costs, charges and expenses of winding up; and
  - 8.1.3 adjustment of the rights of the contributories among themselves.

## **9. Indemnity of Directors**

- 9.1 Subject to Article 9.2, a relevant director shall be indemnified out of the Federation's assets against—
- 9.1.1 any loss or liability incurred by that Director in connection with any negligence, default, breach of duty or breach of trust in relation to the Federation or an associated company,
  - 9.1.2 any loss or liability incurred by that Director in connection with the activities of the Federation or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),
  - 9.1.3 any other loss or liability incurred by that Director as an officer of the Federation or an associated company.

- 9.2 This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Act or by any other provision of law.
- 9.3 In this Article—
- 9.3.1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate;
- 9.3.2 a “relevant director” means any Director or former director of the Federation or an associated company; and
- 9.3.3 a “relevant loss” means any loss or liability which has been or may be incurred by a relevant director in connection with that Director’s duties or powers in relation to the Federation, any associated company or any pension fund or employees’ share scheme of the Federation or associated company.
- 9.4 The Directors may decide to purchase and maintain insurance, at the expense of the Federation, for the benefit of any relevant director in respect of any relevant loss.

## **10. Conflicts of Interest**

- 10.1 The Directors may, in accordance with the requirements set out in this Article, authorise any matter proposed to them by any Director which would, if not authorised, involve a Director breaching his duty under section 175 of the Act to avoid conflicts of interest (“Conflict”).
- 10.2 For the purposes of this Article, an interest of a person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this Regulation becomes binding on the Federation), connected with a Director shall be treated as an interest of the Director. A Director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.
- 10.3 Subject to Article 10.4 if a question arises at a meeting of Directors or of a committee of Directors as to the right of a Director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any Director other than the chairman is to be final and conclusive.
- 10.4 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the Directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.
- 10.5 The Federation may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the Articles prohibiting a Director from voting at a meeting of Directors or of a committee of Directors.
- 10.6 Any authorisation under this Article will be effective only if:

- 10.6.1 the matter in question shall have been proposed by any Director for consideration at a meeting of Directors in the same way that any other matter may be proposed to the Directors under the provisions of these articles or in such other manner as the Directors may determine;
  - 10.6.2 any requirement as to the quorum at the meeting of the Directors at which the matter is considered is met without counting the Director in question; and
  - 10.6.3 the matter was agreed to without his voting or would have been agreed to if his vote had not been counted.
- 10.7 Any authorisation of a matter under this Article may (whether at the time of giving the authority or subsequently):
- 10.7.1 extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter so authorised;
  - 10.7.2 be subject to such terms and for such duration, or impose such limits or conditions as the Directors may determine;
  - 10.7.3 be terminated or varied by the Directors at any time.

This will not affect anything done by the Director prior to such termination or variation in accordance with the terms of the authorisation.

- 10.8 In authorising a Conflict the Directors may decide (whether at the time of giving the authority or subsequently) that if a Director has obtained any information through his involvement in the Conflict otherwise than as a Director and in respect of which he owes a duty of confidentiality to another person the Director is under no obligation to:
- 10.8.1 disclose such information to the Directors or to any Director or other officer or employee of the Federation;
  - 10.8.2 use or apply any such information in performing his duties as a Director;
- where to do so would amount to a breach of that confidence.
- 10.9 Where the Directors authorise a Conflict they may provide, without limitation (whether at the time of giving the authority or subsequently) that the Director:
- 10.9.1 is excluded from discussions (whether at meetings of Directors or otherwise) related to the Conflict;
  - 10.9.2 is not given any documents or other information relating to the Conflict;
  - 10.9.3 may or may not vote (or may or may not be counted in the quorum) at any future meeting of Directors in relation to any resolution relating to the Conflict.
- 10.10 Where the Directors authorise a Conflict:
- 10.10.1 the Director will be obliged to conduct himself in accordance with any terms imposed by the Directors in relation to the Conflict;



- 10.10.2 the Director will not infringe any duty he owes to the Federation by virtue of sections 171 to 177 of the Companies Act 2006 provided he acts in accordance with such terms, limits and conditions (if any) as the Directors impose in respect of its authorisation.
- 10.11 A Director is not required, by reason of being a Director (or because of the fiduciary relationship established by reason of being a Director), to account to the Federation for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a Conflict which has been authorised by the Directors or by the Federation (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.
- 10.12 If a proposed decision of the Directors is concerned with an actual or proposed transaction or arrangement with the Federation in which a Director is interested, that Director is not to be counted as participating in the decision-making process for quorum or voting purposes.
- 11. Rights of Inspection**
- 11.1 A copy of the Articles and any Regulations must be available for inspection by the Full Members at the Office or at a single alternative inspection location if applicable. Any Full Member who requests a copy of the Articles of Association must be sent a copy.
- 12. Register of Full Members**
- 12.1 The Federation must keep at the Office a register of Full Members showing their name, postal address and dates of becoming a Full Member and ceasing to be a Full Member.
- 12.2 Subject to any restrictions permitted by the Act, the register is available for inspection by the Full Members without charge and any other person on payment of a fee prescribed by the Federation, subject to any maximum fee imposed by law. Subject to the Act, where a person seeks to inspect the register, the Federation must within five working days either comply with the request or apply to the Court for permission not to comply with the request.
- 13. Membership**
- 13.1 The number of members of the Federation is unlimited. They remain members until they cease to be members in accordance with these Articles.
- 13.2 The current members and such other persons who are admitted to membership in accordance with these Articles shall be the members of the Federation.
- 13.3 Membership is open to:-
- 13.3.1 any individuals whom the Board decides to admit to membership; and
- 13.3.2 any organisations whether incorporated or unincorporated which the Board decides to admit to membership.

The Board may determine criteria for membership but are not obliged to admit any person satisfying such criteria as members and may decline in their absolute discretion any person's application and need not give reasons for such decision.

13.4 There shall be four classes of membership namely:

13.4.1 **Full membership** which shall be open to:

- (a) the current Full Members
  - (b) such clubs or bodies of persons as the Board shall determine
- also referred to as "Member Clubs"

For the avoidance of doubt only Full Members are members for the purposes of the Act and have the right to receive notice (subject to Article 17.1), attend, speak and vote at general meetings of the Federation.

13.4.2 **Associate membership** which shall be open to:

- (a) Individuals
- (b) Families consisting of parents and their children up to the age of 18 or any combination of such parents and children in which case such membership shall be referred to as "family membership"

13.4.3 **Honorary membership** which may be awarded by the Board to such individuals as the Board may determine pursuant to Article 31.2.2 ("Honorary Members")

13.4.4 **E-members** who shall have none of the rights conferred on Full Members or Associate Members pursuant to these Articles (and without limitation such E-members shall not count in the determination of the voting rights attributable to Full Members) but shall be entitled to receive such e-communication updates from the Federation as the Federation shall in its absolute discretion determine.

13.5 Each member, except Honorary Members and E-members, shall pay a subscription annually or otherwise as may be determined from time to time by the Board.

13.6 Every application for membership under Article 13.4.1(b) and 13.4.2(a) and (b) shall be made in writing at any time to the Federation and no club or body of persons shall be admitted as a member without the application first having been approved by the Board or such committee to which the Board shall have delegated the power of approving application for membership.

13.7 All Directors shall automatically become Associate Members of the Federation and their names shall be entered into the Federation's register of Associate Members.

13.8 A member which is an organisation must, if asked, give a copy of its constitution to the Federation.

13.9 Each member which is an organisation has the right to appoint one representative. At any time by giving notice in Writing to the Federation, that member can cancel the appointment of its representative and appoint another instead. The member must confirm the name of its representative at the Federation's request. The representative has the right to attend, vote and speak at general meetings of the Federation and any vote given shall be valid unless prior to the vote the Federation receives written notice ending the representative's authority.

13.10 Unless specific approval in writing to the contrary has been given by the Board or by the CEO on its behalf a Member Club shall:

13.10.1 not hold membership of any other body purporting to represent Water Skiing in the United Kingdom;

13.10.2 be constituted so that its own board of directors (if applicable) is composed entirely of Federation members.

#### **14. No transfer of Membership**

14.1 None of the rights of any member of the Federation may be transferred or transmitted to any other person.

#### **15. Ending of Membership**

15.1 A member stops being a member of the Federation if:

15.1.1 the member resigns from membership by giving notice in Writing to the Federation; or

15.1.2 membership is ended under Article 16; or

15.1.3 the member's subscription (if any) remains unpaid six months after it is due and the Board resolves to end that member's membership; or

15.1.4 the member fails to respond in Writing within 60 days of being sent a notice in Writing requesting confirmation that they wish to remain a member and the Board resolves to end membership. The notice must contain a warning that membership may be ended; or

15.1.5 in the case of a member who is a member by virtue of being a Director, membership ceases automatically when that member ceases to be a Director unless prior to that the Board resolves to allow that person to continue to be a member; or

15.1.6 the member dies or, in the case of a member organisation, if the organisation ceases to function or is wound up.

#### **16. Removal from Membership**

16.1 The Board may terminate membership by giving the member notice in Writing.

16.2 No later than 28 days after receiving that notice the member can appeal in Writing to the Federation against the termination. If an appeal is received within the time limit, the termination must be considered by the Board or a

committee appointed by the Board. The member has the right to be heard at the meeting or may make written representations. The meeting shall either confirm the termination or reinstate the member.

## **17. AGM, General Meetings and Associate Members**

- 17.1 The Federation shall hold an AGM in addition to any other general meeting in every calendar year. The AGM must be specified as such in the notices calling it. Associate Members shall be entitled to receive notice (by email and website notification) of all AGMs and general meetings and shall be entitled to speak at such meetings but shall not vote or count towards the quorum.

## **18. Other General Meetings**

- 18.1 All general meetings except AGMs are called general meetings.

## **19. Calling of Other General Meetings**

- 19.1 The Board may call a general meeting whenever they wish. Such a meeting must also be called if not less than five per cent. of the Full Members request it in accordance with the Act.

## **20. Notice of General Meetings**

- 20.1 An AGM or a general meeting must be called by giving at least 14 Clear Days' notice in Writing (for the purposes of this Article "in Writing" includes notice given by website in accordance with Article 59.4). Such notices must specify the place, date, time and the general nature of any business and, in the case of a special resolution the exact wording of the resolution must be set out in the notice. The notice must also include a statement informing the Full Members of their right to appoint a proxy to exercise their rights to attend, speak and vote at the meeting. Notice of the meeting must be given to everyone entitled by these Articles to receive it and must be given in accordance with these Articles. A meeting may be held on shorter notice if it is agreed by not less than 90 per cent. of the Full Members.

## **21. Quorum for General Meetings**

- 21.1 Business may be transacted at a general meeting only if a quorum of members is present when the meeting begins to deal with its business. Save as otherwise herein provided sixteen Full Members present in person or by proxy shall be a quorum.

## **22. Adjournment if no Quorum**

- 22.1 If the meeting is called by the demand of Full Members, it must be dissolved if, within half an hour after the appointed starting time, a quorum is not present. If called in any other way, the meeting may be adjourned to another day, time and place as the Board may decide. Articles 24.2 and 24.3 shall apply to such an adjourned meeting.

- 22.2 If no quorum is present at the adjourned meeting within half an hour of the appointed starting time, the Full Member or Full Members present at that time shall constitute the quorum for that meeting.

**23. Chairman of a General Meeting**

- 23.1 The Chair (if any) of the Board should normally preside as chairman at every general meeting of the Federation. If there is no Chair, or if he is not present within 15 minutes after the appointed starting time or is unwilling to take the chair, the Board shall select the chairman of the meeting and in default the members at the meeting shall select a chairman.

**24. Adjournment of a General Meeting**

- 24.1 The chairman of the meeting may, with the consent of any meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place.
- 24.2 No business may be transacted at any adjourned meeting except business left unfinished at the meeting from which the adjournment took place.
- 24.3 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as for the original meeting. Apart from that, it is not necessary to give any notice of an adjourned meeting nor of the business to be done at it.

**25. Voting on Resolutions**

- 25.1 At any general meeting a resolution put to the vote of the meeting is decided by a show of hands by Full Members unless a poll is demanded (before or after the result of the show of hands is declared). A poll may be demanded by the chairman of the meeting or a member, save that no poll may be demanded on the election of a chairman of a meeting or on any question of adjournment. Full Members may vote by proxy.
- 25.2 Full Members may appoint a proxy who need not be a member of the Federation. The proxy may be appointed by the Full Member to exercise all or any of the member's rights to attend, speak, vote and demand a poll at a meeting of the Federation.

**26. Proxies**

- 26.1 A person holding a proxy may vote on any resolution.
- 26.2 An instrument appointing a proxy shall be in Writing executed by or on behalf of the appointer and shall be in the form set out below or in any usual or common form or in such other form as the Directors may approve. If the appointer does not direct the proxy how to vote on a particular resolution, the proxy may vote as he thinks fit. The instrument of proxy shall, unless the contrary is stated in such instrument of proxy, be valid for any adjournment of the meeting as well as for the meeting to which it relates. The instrument appointing a proxy and any authority under which it is executed shall be deposited at the Office or at such other place or with such other person as the notice for the meeting shall specify at least 48 hours prior to the general meeting or adjourned meeting (excluding any day that is not a working day).

26.3 A vote given or poll demanded by proxy or by the duly authorised representative of a body corporate shall be valid notwithstanding the previous termination of the authority of the person voting or demanding a poll unless notice of the termination was received by the Federation at the Office or at such other place at which the instrument of proxy was duly deposited at least 48 hours before the commencement of the meeting or adjourned meeting (excluding any day that is not a working day).

26.4 A proxy in the following form will be acceptable:

"We/I

of

a Full Member of The British Water Ski & Wakeboard Federation Limited

hereby appoint the Chair of the Federation or if he is not present the chairman of the Meeting\*

.....

as our/my proxy to vote for us/me on our/my behalf at the [annual] general meeting of the Federation to be held on the day of and any adjournment thereof.

Signed on the day of ."

***\*If you do not wish to appoint the Chair or the chairman of the meeting, please delete the reference to the Chair/chairman of the meeting and insert the name and address of your appointee in the space that follows.***

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll and may contain directions as to how the proxy is to vote on any resolution.

## 27. Declaration of chairman is final

27.1 Unless a poll is demanded, the chairman of the meeting's declaration that a resolution has been carried by a particular majority or lost on a show of hands and an entry saying so in the minute book is conclusive evidence of the result. The number or proportion of the votes need not be entered in the minute book.

27.2 The demand for a poll may be withdrawn.

## 28. When a poll is taken

28.1 Polls will be taken whenever the chairman of the meeting says so. Business which is not the subject of a poll may be dealt with before, during or after the poll.

28.2 The chairman of the meeting will decide how a poll will be taken. The result of a poll will be treated as a resolution of the meeting.

## 29. Voting and Speaking

- 29.1 Each individual who is a Full Member and every club or body of persons which is a Full Member which in each case has between one and thirty members who are Associate Members shall have one vote on a show of hands or a poll at general meetings. The chairman of the meeting shall have one casting vote at general meetings.
- 29.2 Every club or body of persons which is a Full Member which has more than 30 members who are Associate Members shall (in addition to the vote under Article 29.1 above) shall have such further votes on a poll as shall equal the number of such excess over 30 divided by 30 so that for this purpose any fraction resulting from the division shall be rounded up to the nearest whole number.
- 29.3 Except as provided for in Articles 29.1 and 29.2 no member shall be entitled to vote on any question at any general meeting.
- 29.4 The auditor or reporting accountant has the right to attend and speak at general meetings.
- 29.5 A Director shall have the same rights as members to attend and speak at general meetings but shall not be entitled to vote at general meetings, save in his capacity as a Full Member or as chairman as contemplated in Article 29.1. if applicable.

### **30. Written Agreement to Resolution**

- 30.1 Except in the case of a resolution to remove a Director or the auditors before the expiry of their term, members may pass a valid resolution without a meeting being held. But for the resolution to be valid:
- 30.1.1 it must be in Writing;
- 30.1.2 in the case of a special resolution it must be stated on the resolution that it is a special resolution, and it must be Signed by Full Members holding at least 75 per cent. of the voting entitlement of all those members (or their duly authorised representatives) entitled to receive notice of and to attend and vote at general meetings;
- 30.1.3 in the case of an ordinary resolution it must be Signed by Full Members holding a majority of the voting entitlement of all those members (or their duly authorised representatives) entitled to receive notice of and to attend and vote at general meetings;
- 30.1.4 it may consist of two or more documents in identical form Signed by members; and
- 30.1.5 the passing of the resolution must comply with any other requirements of the law from time to time.
- 30.2 A written resolution is passed when the required majority of eligible members have signified their agreement to it.

- 30.3 A written resolution passed in accordance with this Article 30 has effect as if passed by the Federation in general meeting.

### **31. Management by the Board**

- 31.1 The business of the Federation is managed by the Board. The Board may pay all the expenses of promoting the Federation. The Board may use all powers of the Federation which are not, by the Act or by these Articles, required to be used by a general meeting of the Federation.

- 31.2 The Board shall be responsible for:-

31.2.1 appointing from amongst its number the Chair of the Federation (subject to the requirements of any applicable sports governance code), any vice chair of the Federation, a Senior Independent Director (as defined in any applicable sports governance code), the lead financial officer of the Federation and the chairman of any committees of the Board;

31.2.2 the appointment of Honorary Members of the Federation;

31.2.3 the formulation, planning, monitoring and execution of policy of the Federation on all matters affecting Water Skiing within the United Kingdom;

31.2.4 the appointment of all employees of the Federation;

31.2.5 the policies to be followed in the representation of the Federation on all matters within the United Kingdom and internationally.

### **32. Payment of reasonable expenses to Directors**

- 32.1 The Directors may be paid reasonable out-of-pocket expenses that they have properly incurred in connection with the business of the Federation.

### **33. The Keeping of Minutes**

- 33.1 The Board must have minutes entered in the minute books:-

33.1.1 of all appointments of officers by the Board;

33.1.2 of the names of the Directors present at each of its meetings and of any committee of the Board; and

33.1.3 of all resolutions and proceedings at all meetings of:

(a) The members;

(b) The Board; and

(c) Committees of the Board.

### **34. The Advisory Council**

- 34.1 Until otherwise determined by a general meeting the members on the Advisory Council shall be nominated by each Discipline with each Discipline having up to two individuals as representatives on the Advisory Council plus in addition a



representative appointed by the governing body for Water Skiing for each of Northern Ireland, Scotland and Wales.

- 34.2 Each Discipline will nominate its representative(s) through its own internal democratic process. Such representatives shall be subject to re-election after three calendar years in office and shall not be eligible to serve for more than three consecutive terms of three years. Any person who serves for a continuous period of nine years shall not be re-elected as a representative of any discipline until at least a four year period has elapsed since the previous appointment ceased.
- 34.3 The Advisory Council shall provide, by such mechanism as it shall determine, for some of its members to retire from office before the expiry of a three year period (but who shall be eligible for re-election) so as to achieve a phased retirement amongst its members on as equal a numeric basis as possible. Members of the Advisory Council may serve for a further two terms of three years following their initial term subject always to them being duly reappointed pursuant to Articles 34.1 and 34.2.
- 34.4 On appointment to the Advisory Council a non-member shall become an Associate Member of the Federation.
- 34.5 Any member of the Advisory Council who does not attend a minimum of 50% of the Advisory Council meetings for which he is eligible during any year shall be deemed to have resigned from office unless the Advisory Council shall otherwise resolve.
- 34.6 The Advisory Council will elect its Chair from amongst the members of the Advisory Council and the Advisory Council shall determine such Chair's term of office.
- 34.7 The quorum for meetings of the Advisory Council shall be six. Failure of any Discipline or governing body to appoint a representative shall not otherwise render the Advisory Council inquorate.
- 34.8 The Advisory Council will meet at least twice a year and as often in addition as it may determine. The Advisory Council may invite the Chair of the Board and/or any other Director(s) to attend its meetings. The Advisory Council will:-
- 34.8.1 keep the Board informed of the views of the participants at a grass roots level in the various Disciplines;
  - 34.8.2 advise and be a sounding board as requested from time to time by the Board;
  - 34.8.3 review the current-year activities of the Federation;
  - 34.8.4 hear the Board's recommendations for honorary membership, vice-president, patron and president.
- 34.9 A member of the Advisory Council shall cease to hold such office if he:
- 34.9.1 is removed by the Discipline or governing body nominating him by notice in Writing to the Federation; or
  - 34.9.2 resigns the office by notice in Writing to the Federation; or
  - 34.9.3 ceases to hold office under Article 34.5; or

34.9.4 ceases to be an Associate Member.

- 34.10 For the purposes of the democratic processes contemplated by this Article 34 a Full Member voting in relation to a particular Discipline shall be deemed to have the number of votes to which it is entitled pursuant to Article 29.2 PROVIDED ALWAYS that if it wishes to participate in the democratic process for more than one Discipline its total votes shall be divided and allocated to such Disciplines as it may propose and be conclusively determined by the Board (and if a Full Member has only one vote pursuant to Article 29.2 it may vote in the democratic process for one Discipline only).

### **35. The Make-up of the Board**

- 35.1 The maximum number of Directors shall be eight and subject thereto the Board shall consist of:
- 35.1.1 a maximum of five persons (who do not meet the definition of Independent Director) elected by the Full Members or appointed by the Board to fill a vacancy;
  - 35.1.2 the current CEO; and
  - 35.1.3 subject to Article 35.2, not less than two individuals who meet the definition of Independent Directors elected by the Full Members or appointed by the Board to fill a vacancy.
- 35.2 At least 25% of Directors shall be Independent Directors.
- 35.3 A Director (other than those nominated by Full Members under Article 35.1.1 whose appointment shall be subject to the process contemplated by Article 35.5) shall only be appointed following the implementation of the process contemplated by Article 35.4
- 35.4 The Board shall advertise the relevant board position and implement an objective skills based recruitment and assessment process in order to identify suitable candidates who shall be the subject of a review and interview process determined by the Board from time to time.
- 35.5 The Board shall inform Full Members of their right to nominate Directors under Article 35.1.1, the manner in which such nominations must be given to the Federation and the date for receipt of such nominations by the Federation. All such candidates shall be put forward for election at the next AGM and must be selected by Full Members on the basis of merit taking into account for these purposes such skills criteria, diversity requirements and procedures as the Board may specify from time to time.
- 35.6 No Director shall be appointed at any general meeting unless a resolution of Full Members is passed in favour of such appointment. If at a general meeting more Directors would be appointed than the maximum number(s) contemplated by these Articles then, as between Independent and non-Independent Directors respectively, the person with most votes within the category of Independent and non-Independent Directors, as the case may be, shall be appointed accordingly. In the event of a tie the Chair shall have a casting vote.

- 35.7 In the event that there are nominations for Independent Director and non-Independent Directors which in aggregate would, if all were appointed, result in the permitted maximum number of Directors being exceeded then the voting shall be determined by such process as the Board shall specify so as to ensure such maximum is not exceeded (but without prejudice to the provisions of Article 35.2).

### **36. Appointment and Retirement of members of the Board**

- 36.1 Subject always to Articles 36.2 and 36.3 each Director (including Independent Directors but excluding the CEO as a Director) shall retire at the third AGM following their election but they are eligible for re-election by the Full Members for a maximum period of two further terms of three years.
- 36.2 No Director shall serve for more than 9 consecutive years from the AGM at which he is appointed (or if he is appointed to fill a vacancy the AGM following such appointment) without a period of at least four years out of office. unless on the recommendation of the Board in what they consider in good faith to be exceptional circumstances and subject always to the terms of any applicable sports governance code he is elected for a further term of one additional year by a special resolution passed by the Full Members.
- 36.3 Articles 36.1 and 36.2 are subject to the following exceptions:
- 36.3.1 There shall be no maximum period of service applicable to (i) the CEO as a Director or (ii) a Director considered by the Board as having skills of particular importance to the Federation's activities and holds an ex-officio role involving to a part time appointment including (but not limited to) a finance officer or safety officer. Any Director continuing in office pursuant to (ii) shall not be subject to retirement by rotation but shall be subject to annual re-election at each AGM.
- 36.3.2 For the purposes of calculating whether a Director is due to retire, account shall not be taken of any time served by the Director prior to the 2016 AGM.
- 36.3.3 a Director who is the Chair of the Board of an international water ski or wakeboard body or who is appointed to a senior position in an international water ski or wakeboard body may serve for an aggregate period of up to four three year terms.

### **37. Change in composition of the Board**

- 37.1 The make-up and number of the Board may be varied by amendment to these Articles but at no time may the number of the Board be reduced to below four.

### **38. Notification of change of members of the Board to the Registrar of Companies**

- 38.1 All appointments, retirements or removals of Directors and the Company Secretary (if appointed) must be notified to the Registrar of Companies.

### **39. Filling vacancies in the Board**

- 39.1 Subject always to Article 35.4 the Board can appoint anyone as a Director to fill a vacancy in the membership of the Board including in respect of filling vacancies for Independent Directors. They will hold office until the next AGM where they may be elected by the Full Members. Such appointees may vote at meetings of the Board. For the purposes of this Article the Board shall decide how many vacancies there are, subject to the maximum and minimum numbers given in Article 35.
- 39.2 An Independent Director will become an Associate Member on appointment to the Board.

### **40. Ending of Board Membership**

- 40.1 A Director ceases to hold office if he:-
- 40.1.1 becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - 40.1.2 becomes barred from membership of the Board because of any order made under the Act or the Company Directors Disqualification Act 1986 (or any regulations made under it); or
  - 40.1.3 is considered by the Board to have become incapable whether mentally or physically of managing his own affairs and a majority of the other Directors resolve that he must cease to hold office; or
  - 40.1.4 resigns the office by notice in writing to the Federation but only if at least four Directors will remain in office when the resignation takes effect; or
  - 40.1.5 is absent without permission from all or the substantive part of three or more meetings of the Directors in any 12 months period unless it is resolved by a majority of the other Directors to retain him. For the avoidance of doubt attendance by telephone for all or the substantive part of a meeting shall count as attendance; or
  - 40.1.6 breaches his duties under the Act and in particular the duties for the proper management of conflicts of interest and the Board resolves to remove him by a resolution by 75 per cent. of the other Directors present and voting at a meeting and that prior to such a meeting the Director in question has been given written notice of the intention to propose such a resolution at the meeting; or
  - 40.1.7 is removed from office under Article 41; or
  - 40.1.8 ceases to be an Associate Member of the Federation; or
  - 40.1.9 is removed from office by a resolution of at least 75 per cent. of the other Directors present and voting at a Board meeting at which at least half of the serving Directors are present provided that prior to such a meeting the

Director in question has been given written notice of the intention to propose such a resolution at the meeting.

**41. Removal of a Director by a General Meeting**

- 41.1 5% of the Full Members may require the Board to call a general meeting by following the procedure set out in the Act. They may propose a resolution to remove a Director before the end of his period of office at that meeting, in accordance with the procedure set out in the Act.

**42. Meetings of the Board**

- 42.1 The Board may meet, adjourn and run its meetings as it wishes, subject to the rest of these Articles.
- 42.2 Questions arising at any meeting must be decided by a majority of votes. Every Director has one vote including the Chair. If the votes are equal, the Chair has a second or casting vote.
- 42.3 The Federation, if requested by the Chair or any three Directors, must summon a meeting of the Board.
- 42.4 Notice of a Board Meeting shall be given to any Director who is out of the United Kingdom.
- 42.5 Meetings may be held in person, by telephone, or by suitable electronic means agreed by the Board in which all participants may communicate with all other participants.

**43. Officers of the Board**

- 43.1 The Board may elect or remove the Chair or any other officers that it wishes. Officers shall be appointed from among the Directors.

**44. Quorum for the Board**

- 44.1 The quorum necessary for business to be done at a Board meeting is a third of the Directors subject to a minimum of four and where one third does not produce a whole number the quorum shall be the next higher whole number. A Director shall not be counted in the quorum at a meeting in relation to a resolution on which he is not entitled to vote. This is subject to Article 10.

**45. Board's Right to Act Despite Vacancies on the Board**

- 45.1 The Board may act despite any vacancy on the Board, but if the number of Directors falls below the quorum, it may act only to summon a general meeting of the Federation or to co-opt further Directors.

**46. A Resolution may be Approved by Signature Without a Meeting**

- 46.1 A resolution in Writing Signed by all of the Directors or any committee is as valid as if it had been passed at a properly held meeting of the Board or committee. The resolution may consist of several documents in the same form Signed by one or more members of the Board or committee.

**47. Validity of Acts Done at Meetings**

- 47.1 If it is discovered that there was some defect in the procedure at a meeting or the appointment of a Director or that he was disqualified, anything done before the discovery is as valid as if there were no defect or disqualification.

#### **48. Delegation by the Board**

- 48.1 The Board may delegate the administration of any of its powers to individual Directors or committees of Directors or to a committee answerable to one or more Directors and any such Director or committee must conform to any rules that the Board imposes on it.
- 48.2 The Board may co-opt any person or people who are not Directors to serve on the committee.
- 48.3 All acts and proceedings of the committee or Directors must be reported to the Board as soon as possible.

#### **49. Chair of Committees**

- 49.1 A committee may elect a chair of its meetings if the Board does not nominate one.
- 49.2 If at any meeting the committee's chair is not present within 10 minutes after the appointed starting time, the committee members present may choose one of their number to be chair of the meeting.

#### **50. Meetings of Committees**

- 50.1 A committee may meet and adjourn whenever it chooses.
- 50.2 Questions at the meeting must be decided by a majority of votes of the committee members present. In the case of an equality of votes, the chairman of the committee meeting shall have a casting vote.
- 50.3 A committee must have minutes entered in minute books.
- 50.4 If it is discovered that there was some defect in the procedure at a meeting of a committee, or in the appointment of a committee member, anything done before such discovery at any meeting of the committee is as valid as if there were no defect.

#### **51. Appointment and Removal of the Company Secretary**

- 51.1 The Board may but, subject to the Act, need not appoint a Company Secretary and may decide his period of office, pay and any conditions of service, and may remove him from office.

#### **52. Honorary Officer**

- 52.1 The Board may appoint or remove any person for such terms as they think fit as the president, vice president or patron of the Federation. Such posts are honorary only and carry no vote or other rights.

#### **53. Actions of Directors and Company Secretary**

- 53.1 The Act says that some actions must or may be taken both by a Director and by the Company Secretary. If one person is both a Director and Company Secretary, that one person may not act in the capacity of both Director and Company Secretary for any business that requires the action of both a Director and the Company Secretary.

**54. Proper Accounts must be Kept**

- 54.1 Accounts shall be prepared in accordance with the Act.

**55. Books must be Kept at the Office**

- 55.1 The accounts must be kept at the Office or at other places decided by the Board. The accounts must always be open to inspection by Directors.

**56. Inspection of Books**

- 56.1 The Directors must decide whether, how far, when, where and under what rules the accounts may be inspected by members who are not Directors. A member who is not a Director may only inspect the accounts or a document of the Federation if the right is given by law or authorised by the Directors or a general meeting.

**57. Accounts and Returns**

- 57.1 The Board must, for each financial year, send a copy of its annual accounts and reports (or summary financial statements where appropriate) to every person who is entitled to receive notice of and vote at general meetings.
- 57.2 Copies need not be sent to a person for whom the Federation does not have a current address (as defined in Companies Act 2006).
- 57.3 The deadline for sending out the accounts and reports (or summary financial statements) is as follows:
- 57.3.1 the deadline for filing the Federation's accounts and reports (or summary financial statements) with Companies House, as prescribed by the Companies Act 2006; or
- 57.3.2 if earlier, the date on which the Federation actually files the accounts and reports (or summary financial statements) with Companies House.
- 57.4 To the extent required by law, the Board must file the accounts and reports (or summary financial statements) with Companies House within any deadlines specified by law.

**58. Appointment of Reporting Accountants or Auditors**

- 58.1 The Federation must appoint properly qualified reporting accountants or properly qualified auditors if the level of the Federation's income or assets from time to time makes this a legal requirement.

**59. Service of Notices**

- 59.1 Subject to Article 17.1, the Federation may give notices, accounts or other documents to any member either:

- 59.1.1 personally; or
- 59.1.2 by delivering them or sending them by ordinary post to the member's registered address; or
- 59.1.3 if the member has provided the Federation with a fax number, by sending them by fax to that member. This is subject to the member having consented to receipt of the notice, documents or accounts in this way, where this is a legal requirement; or
- 59.1.4 if the member has provided the Federation with an e-mail address, by sending them by e-mail to that address. This is subject to the member having consented to receipt of the notice, documents or accounts in this way, where this is a legal requirement; or
- 59.1.5 in accordance with the provisions for communication by website set out below.

If the member lacks a registered postal address within the United Kingdom, the notice, accounts or documents may be sent to any postal address within the United Kingdom which he has given the Federation for that purpose or in accordance with Article 59.1.1, 59.1.3, 59.1.4 or 59.1.5 above. However, a member without a registered postal address in the United Kingdom who has not provided a postal address in the United Kingdom for that purpose, shall not be entitled to receive any notice, accounts or other documents served by the Federation, irrespective of whether they have consented to receiving notices by email or fax.

If a notice, accounts or other documents are sent by post, they will be treated as having been served by properly addressing, pre-paying and posting a sealed envelope containing them. If sent by fax or email they will be treated as properly sent if the Federation receives no indication that they have not been received.

- 59.2 If sent by post in accordance with this Article, the notice, accounts or other documents will be treated as having been received 48 hours after the envelope containing them was posted if posted by first class post and 72 hours after posting if posted by second class post. If sent by fax or email, the notice, accounts or other documents will be treated as having been received 24 hours after having been properly sent.
- 59.3 The Federation may assume that any fax number or e-mail address given to it by a member remains valid unless the member informs the Federation that it is not.
- 59.4 Where a member has informed the Federation in Writing of his consent, or has given deemed consent in accordance with the Act, to receive notices, accounts or other documents from the Federation by means of a website, such information will be validly given if the Federation sends that member a notification informing him that the documents forming part of the notice, the accounts or other documents, may be viewed on a specified website. The notification must provide the website address, and the place on the website where the information may be accessed and an explanation of how it may be accessed. If the information relates to a general meeting the notification must state that it concerns a notice of a general meeting and give the place, date and time of the meeting. The notice must be available on the website throughout the notice period until the end of the meeting in question.



## **60. Accidental Omission of Notice**

- 60.1 Sometimes a person entitled to receive a notice of a meeting does not receive it because of accidental omission or some other similar reason. This does not invalidate the proceedings of that meeting.

## **61. Who is Entitled to Notice of General Meetings**

- 61.1 Notice of every general meeting must be given to:-

- 61.1.1 every Full Member who has the right to vote at general meetings of the Federation (except those members who lack a registered address within the United Kingdom and have not given the Federation a postal address for notices within the United Kingdom);
- 61.1.2 the reporting accountants or auditor of the Federation;
- 61.1.3 all Directors;
- 61.1.4 any person having the right to nominate a Director; and
- 61.1.5 any President or other honorary position.

- 61.2 No one else is entitled to receive notice of general meetings subject to Article 17.1.

## **62. Regulations**

- 62.1 The Board may make such Regulations, by-laws or standing orders as it sees fit. These must not be inconsistent with the Articles or such that they would otherwise need to be made by a special resolution. No Regulation may be made which invalidates any prior act of the Board which would otherwise have been valid.

## **63. Winding-up of the Federation**

- 63.1 The Full Members may decide at any time by resolution at a general meeting, to dissolve the Federation PROVIDED ALWAYS THAT in excess of 90% of **all** Full Members of the Federation (ie not just those present at such general meeting), have voted in favour of the passing of such resolution.
- 63.2 If the Federation is wound up or dissolved, and there remains any property after all debts and liabilities have been met, the property shall be distributed to Full members pro rata to the weighted voting rights of Full Members as described in these Articles.
- 63.3 In the event of any proposed resolution to amend Article 63.1 so as to impose a lower voting threshold to approve any such dissolution then Full Members voting at that meeting **against** such resolution shall, notwithstanding any provision to the contrary contained in these Articles and to the fullest extent permissible by law, be entitled in aggregate to ninety per cent plus one vote of the aggregate voting rights to be exercised at any such meeting.