

RULES OF SKI RACING QUEENSLAND INC.

WORDS AND EXPRESSIONS TO HAVE MEANING IN THE ACT

1. A word or expression that is not defined in these Rules, but is defined in the *Associations Incorporation Act 1981* has, if the context permits, the meaning given by the Act.

NAME

2. The name of the incorporated association is Ski Racing Queensland Inc. ("the Association")

OBJECTS

3. The objects of the association are –
 - (a) To create and maintain a single uniform entity in Queensland through and by which water ski racing can be encouraged, conducted, promoted and administered.
 - (b) To subscribe to or affiliate with Ski Racing of Australia Association Incorporated (or such other national ski racing association as may exist from time to time) and to share in, as appropriate and to the extent that they do not conflict with the other objects of this association, its aims and objectives.
 - (c) To represent and promote the interests of water ski racing enthusiasts throughout Queensland and northern parts of New South Wales.
 - (d) To hold, arrange or join in water skiing championships, competitions or other sport events or trials or promotions throughout Queensland and northern parts of New South Wales and to prove or contribute towards the provision of prizes, awards and distinctions.
 - (e) To subscribe to or affiliate with any other association, club or organisation whose objects are altogether or in part similar to those of the association, provided that the association shall not subscribe to or support with its funds any association, club or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the association under or by virtue of clause 55 of these Rules.
 - (f) To provide pavilions, rooms, conveniences, facilities and amenities in connection with these objectives.

POWERS

4. The power of the Association are:
 - (1) The association may take over the funds and other assets and liabilities of the present unincorporated association known as the 'Ski Racing Queensland Association'.
 - (2) To subscribe to, become a member of and co-operate with any other association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Association provided that the Association shall not subscribe to or support with its funds any club, association or organisation which does not prohibit the distribution, of its income and property among its members to an extent at least as great as that imposed on the Association under or by virtue of rule 55;
 - (3) In furtherance of the objects of the Association to buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the Association or persons frequenting the Association's premises;

- (4) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of or capable of being conveniently used in connection with, any of the objects of the Association: Provided that in case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts;
- (5) To enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association; to obtain from any such Government or Authority any rights, privileges and concessions which the Association may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- (6) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Association;
- (7) To remunerate any person or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities of the incorporated association, or in or about the incorporated association or promotion at the incorporated association or in the furtherance of its objects;
- (8) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Association's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof;
- (9) To invest and deal with the money of the Association not immediately required in such manner as may from time to time be thought fit;
- (10) To take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate;
- (11) In furtherance of the objects of the Association to lend and advance money or give credit to any person or body corporate; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate and otherwise to assist any person or body corporate;
- (12) To borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the incorporated association's property or assets present or future and to purchase, redeem or pay-off any such securities;
- (13) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- (14) In furtherance of the objects of the Association to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association;
- (15) To take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Association's property of whatsoever kind sold by the Association, or any money due to the Association from purchasers and others;

- (16) To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Association but subject always to the proviso in paragraph (4) of this rule 4;
- (17) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the shape of donations, annual subscriptions or otherwise;
- (18) To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects;
- (19) In furtherance of the objects of the Association to amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of the Association and which shall prohibit the distribution of its or their income and property among its or their members;
- (20) In furtherance of the objects of the Association to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which the Association is authorised to amalgamate;
- (21) In furtherance of the objects of the Association to transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the incorporated associations with which the Association is authorised to amalgamate;
- (22) To make donations for patriotic, charitable or community purposes;
- (23) To transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged;
- (24) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.

CLASSES OF MEMBERS

- 5. (1) The membership of the association shall consist of the following classes of members:
 - (a) ordinary members;
 - (b) associate members;
 - (b) life members; and
 - (c) honorary members.
- (2) The number of ordinary, associate, life and honorary members is unlimited.
- (3) The Management Committee shall grant ordinary membership to such persons who apply to the Management Committee in writing. There are no limitations on this class of membership. All ordinary members may vote and are eligible for election to the management committee and may compete in a water ski event held or arranged by the Association, subject to the rules applicable to that event.
- (4) The Management Committee shall grant associate membership to such persons who apply to the Management Committee in writing and who also provide a declaration that they have no desire to compete in a water ski event held or arranged by the Association. All associate members may vote and are eligible for election to the management committee but may not compete in a water ski event held or arranged by the Association.

- (5) On the recommendation of the Management Committee, life membership may be granted by resolution passed at a general meeting to any person who has rendered special service to the Association. All life members may vote and are eligible for election to the management committee. Life membership shall be exempt from payment of membership fees. Notice of intention to move such resolution must be given with the notice of meeting.
- (6) The Management Committee shall have power to grant, for such term as the Management Committee shall see fit, honorary membership without payment of membership fees to any person temporarily visiting the State or to any person who is a distinguished person whom the Management Committee desires to honour by granting honorary membership and to such other persons and upon such terms and conditions as the Management Committee may from time to time impose. Honorary members may not vote and are not eligible for election to the management committee
- (7) The Management Committee has the right and power from time to time to create new classes of membership with such rights, privileges and obligations as are determined applicable, even if the effect of creating a new class is to alter rights, privileges or obligations of an existing class of members.

MEMBERSHIP

- 6. (1) A person who, on the day the association is incorporated, was a member of the unincorporated association and who, on or before a day fixed by the Management Committee, agrees in writing to become a member of the incorporated association, must be admitted by the Management Committee to the same class of membership of the association as the member held in the unincorporated association.
- (2) A person who, on the day the association is incorporated, is a member of Queensland Ski Racing Association Southern Region Inc, is eligible to become a member of Ski Racing Queensland.
- (3) A member of the incorporated association who, before becoming a member, has paid the member's annual subscription for membership of the unincorporated association or Queensland Ski Racing Association Southern Region Inc, on or before a day fixed by the Management Committee, is not liable to pay a further amount of annual subscription for the period before the day fixed by the Management Committee as the day on which the next annual subscription is payable.
- (4) An applicant for membership of the association, other than the members of the unincorporated association mentioned in subsection (1), or members of Queensland Ski Racing Association Southern Region Inc as mentioned in subsection (2), must be proposed by 1 member of the association (the **proposer**) and seconded by another member (the **seconder**).
- (5) An application for membership must be -
 - (a) in writing; and
 - (b) signed by the applicant and the applicant's proposer and seconder; and
 - (c) in the form decided by the Management Committee.
- (6) Each member of the association is bound by these Rules and shall comply with these Rules and any determination or resolution which may be passed by the Management Committee.
- (7) Each member is entitled to all benefits, advantages, privileges and services of association membership.

MEMBERSHIP FEES

7. (1) The membership fee for each class of membership-
 - (a) is the amount decided by the members from time to time at a general meeting; and
 - (b) is payable when, and in the way, the Management Committee decides.
- (2) Any member who has not paid all monies due and payable by that Member to the Association shall (subject to the Management Committee's discretion) have all rights under these Rules suspended.

ADMISSION AND REJECTION OF MEMBERS

8. (1) The Management Committee must consider an application for membership at the next meeting of the committee held after it receives-
 - (a) the application; and
 - (b) the appropriate membership fee for the application.
- (2) The Management Committee must decide at the meeting whether to accept or reject the application.
- (3) If a majority of the Management Committee members present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member to the class of membership applied for.
- (4) The secretary of the association must, as soon as practicable after the Management Committee decides to accept or reject an application, give the applicant a written notice of the decision.
- (5) Subject to ratification by the Management Committee, membership of the Association shall be deemed to have commenced upon entrance of the details of the Member into the Register.

WHEN MEMBERSHIP ENDS

9. (1) A member may resign from the association by giving a written notice of resignation to the secretary.
- (2) The resignation takes effect on –
 - (a) the day and at the time the notice is received by the secretary; or
 - (b) if a later day is stated in the notice - the later day.
- (3) The Management Committee may terminate a member's membership if the member -
 - (a) is convicted of an indictable offence; or
 - (b) does not comply with any of the provisions of these Rules; or
 - (c) has membership fees in arrears for at least 2 months; or
 - (d) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the association.
- (4) Before the Management Committee terminates a member's membership, the committee must give the member a full and fair opportunity to show why the

membership should not be terminated.

- (5) If, after considering all representations made by the member, the Management Committee decides to terminate the membership, the secretary of the committee must give the member a written notice of the decision.

APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP

10. (1) A person whose application for membership has been rejected, or whose membership has been terminated, may give the secretary written notice of the person's intention to appeal against the decision.
- (2) A notice of intention to appeal must be given to the secretary within 1 month after the person receives written notice of the decision.
- (3) If the secretary receives a notice of intention to appeal, the secretary must, within 3 months after the day of receipt, call a general meeting to decide the appeal.
- (4) At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.
- (5) Also, the Management Committee and the committee members who rejected the application or terminated the membership must be given an opportunity to show why the application should be rejected or the membership should be terminated.
- (6) An appeal must be decided by a vote of the members present at the meeting.
- (7) If a person whose application has been rejected does not appeal against the decision within 1 month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the secretary must, as soon as practicable, refund the application fee paid by the person.

REGISTER OF MEMBERS

11. (1) The Management Committee must keep a register of members.
- (2) The register of members must include the following particulars for each member -
 - (a) the full name and residential address of the member;
 - (b) the date of admission as a member;
 - (c) the date of death or resignation of the member;
 - (d) details about the termination or reinstatement of membership;
 - (e) any other particulars the Management Committee or the members at a general meeting decide.
- (3) The register must be open for inspection at all reasonable times.
- (4) However, before the member may inspect the register, the member must apply to the secretary to inspect it.

SECRETARY

12. (1) If the association has not elected an interim officer as secretary for the association before its incorporation, the members of the Management Committee must ensure a secretary is appointed or elected for the association within 1 month after incorporation.

- (2) If a vacancy happens in the office of secretary, the members of the Management Committee must ensure a secretary is appointed or elected for the association within 1 month after the vacancy happens.
- (3) The secretary must be an individual residing in Queensland, or in another State but not more than 65 km from the Queensland border, who is -
 - (a) a member of the association elected by the association as secretary; or
 - (b) any of the following persons appointed by the Management Committee -
 - (i) a member of the association's Management Committee;
 - (ii) a member of the association;
 - (iii) another person.
- (4) The Management Committee may appoint and remove the association's secretary at any time.

MEMBERSHIP OF MANAGEMENT COMMITTEE

- 13. (1) The Management Committee of the association consists of a president, vice-president, treasurer, and any other members the association members elect or appoint at a general meeting.
- (2) A member of the Management Committee, other than the secretary, must be a member of the association.
- (3) At each annual general meeting of the association, the members of the Management Committee must retire from office, but are eligible, on nomination, for re-election.

ELECTING THE MANAGEMENT COMMITTEE

- 14. (1) A member of the Management Committee may only be elected as follows -
 - (a) any 2 members of the association may nominate another member (the **candidate**) to serve as a member of the Management Committee;
 - (b) the nomination must be –
 - (i) in writing; and
 - (ii) signed by the candidate and the members who nominated him or her; and
 - (iii) given to the secretary at least 14 days before the annual general meeting at which the election is to be held;
 - (c) each member present at the annual general meeting may vote for any number of candidates not more than the number of vacancies;
 - (d) if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.
- (2) A list of the candidates' names in alphabetical order, with the names of the members who nominated each candidate, must be posted in a conspicuous place in the office or usual place of meeting of the association for at least 7 days immediately preceding the annual general meeting.

- (3) If required by the Management Committee, balloting lists must be prepared containing the names of the candidates in alphabetical order.

RESIGNATION OR REMOVAL FROM OFFICE OF MANAGEMENT COMMITTEE MEMBER

- 15. (1) A Management Committee member may resign from the committee by giving written notice of resignation to the secretary.
- (2) The resignation takes effect on –
 - (a) the day and at the time the notice is received by the secretary; or
 - (b) if a later day is stated in the notice - the later day.
- (3) A member may be removed from office at a general meeting of the association if a majority of the members present at the meeting vote in favour of removing the member.
- (4) Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- (5) A member has no right of appeal against the member's removal from office under this section.

VACANCIES ON MANAGEMENT COMMITTEE

- 16. (1) If a casual vacancy happens on the Management Committee, the continuing members of the committee may appoint another member of the association to fill the vacancy until the next annual general meeting.
- (2) The continuing members of the Management Committee may act despite a casual vacancy on the Management Committee.
- (3) However, if the number of committee members is less than the number fixed under these Rules as a quorum of the Management Committee, the continuing members may act only to -
 - (a) increase the number of Management Committee members to the number required for a quorum; or
 - (b) call a general meeting of the association.

FUNCTIONS OF MANAGEMENT COMMITTEE

- 17. (1) Subject to these Rules or a resolution of the association members carried at a general meeting, the Management Committee -
 - (a) has the general control and management of the administration of the affairs, property and funds of the association; and
 - (b) has authority to interpret the meaning of these Rules and any matter relating to the association on which the Rules are silent.
- (2) The Management Committee may exercise the powers of the association -
 - (a) to borrow, raise or secure the payment of amounts in a way the association members decide; and
 - (b) to secure the amounts mentioned in paragraph (a) or the payment or performance of any debt, liability, contract, guarantee or other engagement

incurred or to be entered into by the association in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the association's property, both present and future; and

- (c) to purchase, redeem or pay off any securities issued; and
 - (d) to borrow amounts from members and pay interest on the amounts borrowed; and
 - (e) to mortgage or charge the whole or part of its property; and
 - (f) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the association; and
 - (g) to provide and pay off any securities issued; and
 - (h) to invest in a way the members of the association may from time to time decide.
- (3) For sub-section (2)(d), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by -
- (a) the financial institution for the association; or
 - (b) if there is more than 1 financial institution for the association - the financial institution nominated by the association.

MEETINGS OF MANAGEMENT COMMITTEE

18. (1) Subject to subsections (2) to (16), the Management Committee may meet and conduct its proceedings as it considers appropriate.
- (2) The Management Committee must meet at least once every 4 months to exercise its functions.
- (3) The committee must decide how a meeting is to be called.
- (4) Notice of a meeting is to be given in the way decided by the committee.
- (5) If the secretary receives a written request signed by at least 33% of the Management Committee members, the secretary must call a special meeting of the committee.
- (6) A request for a special meeting must state -
- (a) why the special meeting is being called; and
 - (b) the business to be conducted at the meeting.
- (7) At a Management Committee meeting, more than 50% of the members elected or appointed to the committee as at the close of the last general meeting of the members form a quorum.
- (8) A question arising at a committee meeting is to be decided by a majority vote of committee members present at the meeting and, if the votes are equal, the question is decided in the negative.
- (9) A Management Committee member must not vote on a question about a contract or proposed contract with the association if the member has an interest in the contract or proposed contract, and if the member does vote the member's vote must not be

counted.

- (10) The secretary must give each Management Committee member at least 14 days notice of a special meeting of the committee.
- (11) A notice of a special meeting must state -
 - (a) the day, time and place of the meeting; and
 - (b) the business to be conducted at the meeting.
- (12) The president or, if there is no president or if the president is not present within 10 minutes after the time fixed for a Management Committee meeting, the vice-president is to preside as chairperson at the meeting.
- (13) If the president and the vice-president are absent from a Management Committee meeting, the members may choose 1 of their number to preside as chairperson at the meeting.
- (14) If a quorum is not present within 30 minutes after the time fixed for a Management Committee meeting called on the request of committee members, the meeting lapses.
- (15) If a quorum is not present within 30 minutes after the time fixed for a Management Committee meeting called other than on the request of committee members, the meeting is to be adjourned to -
 - (a) the same day, time and place in the next week; or
 - (b) a day, time and place decided by the committee.
- (16) If, at the adjourned meeting mentioned in subsection (15), a quorum is not present within 30 minutes after the time fixed for the meeting, the meeting lapses.

DELEGATION OF MANAGEMENT COMMITTEE POWERS

- 19. (1) The Management Committee may delegate the whole or part of its powers to a subcommittee consisting of the association members considered appropriate by the committee.
- (2) A subcommittee may only exercise delegated powers in the way the Management Committee decides.
- (3) A subcommittee may elect a chairperson of its meetings.
- (4) If a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose 1 of their number to be chairperson of the meeting.
- (5) A subcommittee may meet and adjourn as it considers appropriate.
- (6) A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.

ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS

- 20. (1) An act performed by the Management Committee, a subcommittee or a person acting as a member of the Management Committee is taken to have been validly performed.

- (2) Subsection (1) applies even if the act was performed when -
 - (a) there was a defect in the appointment of a member of the Management Committee, subcommittee or person acting as a member of the Management Committee; or
 - (b) a Management Committee member, subcommittee member or person acting as a member of the Management Committee was disqualified from being a member.

RESOLUTIONS OF MANAGEMENT COMMITTEE WITHOUT MEETING

- 21. (1) A written resolution signed by each member of the Management Committee for the time being entitled to receive notice of a committee meeting is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.
- (2) A resolution mentioned in subsection (1) may consist of several documents in like form, each signed by 1 or more members of the committee.

FIRST GENERAL MEETING

- 22. (1) The first general meeting must be held not less than 1 month, and not more than 3 months, after the day the association is incorporated.
- (2) The Management Committee must decide where the meeting is to be held.
- (3) The business to be conducted at the first general meeting must include the appointment of an auditor.

FIRST ANNUAL GENERAL MEETING

- 23. The first annual general meeting must be held within 18 months after the day the association is incorporated.

SUBSEQUENT ANNUAL GENERAL MEETINGS

- 24. Each subsequent annual general meeting must be held -
 - (a) at least once each year; and
 - (b) within 6 months after the end of the association's previous financial year.

BUSINESS TO BE CONDUCTED AT ANNUAL GENERAL MEETING

- 25. The following business must be conducted at each annual general meeting -
 - (a) receiving the statement of income and expenditure, assets, liabilities and mortgages, charges and securities affecting the property of the association for the last financial year;
 - (b) receiving the auditor's report on the financial affairs of the association for the last financial year;
 - (c) presenting the audited statement to the meeting for adoption;
 - (d) electing members of the Management Committee;
 - (e) appointing an auditor.

SPECIAL GENERAL MEETING

26. (1) The secretary may only call a special general meeting by giving each member notice of the meeting within 14 days after -
- (a) being directed to call the meeting by the Management Committee; or
 - (b) being given a written request signed by -
 - (i) at least 33% of the members of the association presently on the Management Committee; or
 - (ii) at least the number of ordinary members of the association equal to double the number of members of the association presently on the Management Committee plus 1; or
 - (c) being given a written notice of an intention to appeal against the decision of the Management Committee -
 - (i) to reject an application for membership; or
 - (ii) to terminate a person's membership.
- (2) A request mentioned in subsection (1) (b) must state -
- (a) why the special general meeting is being called; and
 - (b) the business to be conducted at the meeting.

NOTICE OF GENERAL MEETING

27. (1) The secretary may call a general meeting of the association.
- (2) The secretary must give at least 14 days notice of the meeting to each association member.
- (3) The Management Committee may decide the way in which the notice must be given.
- (4) However, notice of the following meetings must be given in writing -
- (a) a meeting called to hear and decide the appeal of a member against the rejection or termination of the member's membership by the Management Committee; or
 - (b) a meeting called to hear and decide a proposed special resolution of the association.
- (5) A notice of a general meeting must state the business to be conducted at the meeting.

QUORUM FOR, AND ADJOURNMENT OF, GENERAL MEETING

28. (1) Subject to subsection (5), at a general meeting the number of members equal to double the number of members of the association presently on the Management Committee plus 1 form a quorum.
- (2) No business may be conducted at a general meeting unless a quorum of members is present when the meeting proceeds to business.
- (3) If a quorum is not present within 30 minutes after the time fixed for a general meeting called on the request of members of the Management Committee or the association,

the meeting lapses.

- (4) If a quorum is not present within 30 minutes after the time fixed for a general meeting called other than on the request of members of the Management Committee or the association, the meeting is to be adjourned to -
 - (a) the same day, time and place in the next week; or
 - (b) a day, time and place decided by the Management Committee.
- (5) If at an adjourned meeting, a quorum under subsection (1) is not present within 30 minutes after the time fixed for the meeting, the members present form a quorum.
- (6) The chairperson may, with the consent of any meeting at which a quorum is present, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- (7) If a meeting is adjourned under subsection (6), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- (8) The secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.
- (9) If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.
- (10) In this rule -

"member" includes a person attending as a proxy or representing a corporation that is a member.

PROCEDURE AT GENERAL MEETING

- 29. (1) Subject to these Rules, at each general meeting -
 - (a) the president or, if there is no president or if the president is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the vice-president is to preside as chairperson; and
 - (b) if the vice-president is absent or unwilling to act as chairperson, the members present must elect 1 of their number to be chairperson of the meeting; and
 - (c) the chairperson must conduct the meeting in a proper and orderly way; and
 - (d) each question, matter or resolution must be decided by a majority of votes of the members present; and
 - (e) each member present and entitled to vote is entitled to 1 vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote; and
 - (f) a member is not entitled to vote at a general meeting if the member's annual subscription is in arrears at the date of the meeting; and
 - (g) voting may be by a show of hands or a division of members, unless at least 20% of the members present demand a secret ballot; and
 - (h) if a secret ballot is held, the chairperson must appoint 2 members to conduct

the secret ballot in the way the chairperson decides; and

- (i) the result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held; and
- (j) a member may vote in person or by proxy or by attorney and-
 - (i) on a show of hands, each person present who is a member or a representative of a member has 1 vote; and
 - (ii) in a secret ballot, each member present in person or by proxy or by attorney or other properly authorised representative has 1 vote; and
- (k) an instrument appointing a proxy must be in writing; and-
 - (i) if the appointor is an individual - signed by the appointor or the appointor's attorney properly authorised in writing; or
 - (ii) if the appointor is a corporation - either under seal or signed by a properly authorised officer or attorney of the corporation; and
- (l) a proxy may be a member of the association or another person; and
- (m) the instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot; and
- (n) if someone wants to give a member an opportunity to vote for or against a resolution, the instrument appointing a proxy must be in the following or like form -

ASSOCIATION:

*I, _____ of _____, being a member of the association,
 appoint _____ of _____,
 as my proxy to vote for me on my behalf at the (annual) general meeting of
 the association, to be held on the _____ day of _____, 20____,
 and at any adjournment of the meeting.*

Signed this _____ day of _____, 20____.

Signature

*This form is to be used * in favour of _____ the resolution.
 * against _____*

**Strike out whichever is not wanted.*

(Unless otherwise instructed, the proxy may vote as the proxy considers appropriate.); and

- (o) each instrument appointing a proxy must be given to the secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote; and
- (p) the secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Management Committee meeting and general meeting are entered in a minute book; and
- (q) the secretary must ensure the minute book for each general meeting is open for inspection at all reasonable times by any financial member who previously

applies to the secretary for the inspection.

- (2) To ensure the accuracy of the minutes recorded under subsection (1)(p)-
 - (a) the minutes of each Management Committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next Management Committee meeting, verifying their accuracy; and
 - (b) the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and
 - (c) the minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the association that is a general meeting or annual general meeting, verifying their accuracy.

CODE OF CONDUCT FOR MEMBERS

30. All members of the Association are required to set a minimum standard of conduct not only at sanctioned events but all social events whether held under the auspices of the Association itself or Ski Racing Australia.

CONDUCT BY MEMBERS

31. All members are expected to exhibit a level of conduct which is "socially acceptable". The term "socially acceptable" for the purpose of these Rules means that level of conduct which would be regarded as acceptable by a reasonable person at social occasions. Those members who display non-social behavior, whether it be a competition event or a social event pertaining to the activities of SRA shall be at all times subject to disciplinary procedures, upon being cited by the Disciplinary Committee.

LEVEL OF BEHAVIOR

32. "Non-social behavior" shall, for the purpose of these Rules, be deemed to include but not be limited to the following:
 - (i) indulging in irresponsible behavior whilst intoxicated;
 - (ii) creating a fracas;
 - (iii) engaging in any aggressive or fighting behaviour of any nature whatsoever;
 - (iv) bad language or swearing in the presence of other members or their guests;
 - (v) exerting intimidating behaviour against other members or their guests;
 - (vi) engaging in any assault against another member or his or her guest;
 - (vii) indulging in behaviour which causes or has the potential to cause injury to a third party as a consequence of either reckless behavior or failure to exercise a proper duty of care.

DISCIPLINARY COMMITTEE

33. Should it be deemed necessary, the Management Committee shall constitute by way of appointment, a Disciplinary Committee to hear and investigate any breach of the abovementioned Code of Conduct consisting of five members.
34. The other types of matters which may be referred to a Disciplinary Committee include, but are not limited to, the following:
 - (i) any allegation that Member has breached , failed, refused or neglected to comply with a provision of these Rules;
 - (ii) acting in a manner unbecoming of a Member or prejudicial to the objects and interests of the Association and/or water ski racing; or
 - (iii) any allegation that a Member has brought the Association or water ski racing into

disrepute.

35. Notwithstanding anything herein contained, the Board may, if it deems necessary, appoint a legally qualified person to assist the Disciplinary Committee in the prosecution and investigation of the complaint.

PENALTIES

36. In the event that a complaint is found to be proven by the Disciplinary Committee, the Disciplinary Committee may impose the following penalties:
- (i) admonishment (Grade 1 offence)
 - (ii) warning (Grade 1 offence)
 - (iii) disqualification from an event (Grade 1 offence)
 - (iv) fine (Grade 2 offence)
 - (v) removal of points gained by member, arising out of a competitive event where the complaint arose (Grade 2 offence)
 - (vi) removal of points from all events where complaint arose (if applicable) (Grade 2 offence)
 - (vii) removal of all of points from all events to date (if applicable) (Grade 3 offence)
 - (viii) suspension from future competition – one to twelve months (Grade 4 offence)
 - (ix) suspension from membership – one to twelve months (Grade 4 offence)

COMPLAINT PROCEDURE

37. The procedure for initiating and prosecuting a complaint shall be as follows:
- (i) Any member shall have the right to initiate a complaint by lodging a complaint with the Management Committee which is in writing and accompanied by any documentary or other evidence.
 - (ii) Upon receipt of that complaint the Management Committee shall carry out a preliminary investigation to ascertain whether or not there is justification for complaint.
 - (iii) In the event that, in the view of the Board there is a prima facie case for the member complained of ("the Respondent") to answer, the Management Committee shall constitute an appropriate Disciplinary Committee.
 - (iv) The Disciplinary Committee shall consist of not less than five persons and shall be entitled, if necessary, to retain a Legal Advisor to the Disciplinary Committee who shall be appointed with the imprimatur of the Management Committee if in the opinion of the Management Committee, such an appointment is deemed necessary.
 - (v) Upon receiving written notification of his or her appointment, the Chairman of the Disciplinary Committee shall convene a meeting of the Disciplinary Committee to settle the form of complaint.

PARTICULARS OF COMPLAINT

38. For the further assistance of the Disciplinary Committee, the complaint shall contain the following information:
- (i) the nature of the offence;
 - (ii) the particulars of the offence;
 - (iii) the circumstances surrounding the offence;
 - (iv) the grade of penalty likely to be imposed.

THE FORMAT OF THE COMPLAINT

39. The complaint shall be forwarded by the Disciplinary Committee to the Respondent by way of a formal Notice of Complaint.

40. The Notice of Complaint shall, in addition to the above particulars, provide the following information:
- (i) The Respondent shall be invited to respond to the complaint in writing within 21 days of the receipt by him or her of the Notice of Complaint.
 - (ii) The Respondent shall be notified of the date of the proposed hearing of the complaint by the Disciplinary Committee at the time of service of the Notice of Complaint upon the Respondent.
 - (iii) The Disciplinary Committee shall, at the time of issuing the Notice of Complaint, also give notice to all witnesses of their requirement to attend the proposed hearing day.

HEARING OF COMPLAINT

41. The hearing shall be conducted in the following manner:
- (i) Any witness, when called upon by the Disciplinary Committee, shall give oral evidence of the facts and circumstances surrounding the complaint;
 - (ii) The Respondent shall have the right of cross examination of those witnesses giving oral evidence;
 - (iii) The Respondent shall give evidence of the facts and circumstances surrounding the complaint and in doing so shall be subject to cross examination by any member of the Disciplinary Committee;
 - (iv) The Respondent shall at the conclusion of the evidence be entitled to either make an oral submission or a submission in writing as to whether or not the complaint has been proven. The Disciplinary Committee shall retire to make a decision and will notify the Respondent as to whether that decision will be reserved and in writing or will be made extempore.
 - (v) At the conclusion of the proceedings, the Disciplinary Committee may:
 - (a) dismiss the complaint on the grounds that it has not been proven;
 - (b) find the offence to have been proven;
 - (c) impose a penalty at the time of the hearing; or
 - (d) indicate to the Respondent that consideration of the penalty to be imposed shall be reserved and notified to the Respondent in writing.
 - (vi) The entire proceeding of the hearing of the complaint shall be minuted for the benefit of the Board.

APPEALS PROCEDURE

42. In the event that the Respondent receives notification that the complaint is proven, either orally or in writing, the member complained of may appeal to the Management Committee for, a review of the complaint, upon one of the following grounds:
- (i) the decision was against the weight of evidence; or
 - (ii) severity of sentence,

NATURE OF APPEALS PROCEDURE

43. The Management Committee shall convene a special meeting, by either telephone conference or at a venue to be determined by the Management Committee to consider the appeal.
44. In considering the appeal, the Management Committee shall be provided with all papers,

documents, minutes, memoranda and other evidence which is to be made available by the Disciplinary Committee so as to enable the Management Committee to make an informed decision upon a review of the complaint.

45. The Management Committee shall make a decision as to whether or not such an appeal should be allowed or dismissed, within 21 days of receiving the Notice of Appeal.
46. The Management Committee shall not be entitled to consider any material of any nature which has not been previously tendered to the Disciplinary Committee as part of the proceedings relating to the complaint.

COMPLAINT PROCEDURES – COMPETITION

47. In the event of a minor infraction relating to the Code of Conduct on the part of a competitor member during competition, the procedures set out herein shall not be used but alternative procedures shall be adopted for any Grade 1 or Grade 2 offence in accordance with the procedures set out in the Competition Code of Conduct of Ski Racing Australia.
48. The procedures utilised shall be those procedures set out in the Code of Conduct of Ski Racing Australia required during competition and as amended from time to time. Should the Code of Conduct cease to exist then the Association will adopt any substitute code produced by Ski Racing Australia or the Association. If there are any inconsistencies between any applicable code of conduct and these Rules, the Rules will prevail.

BY-LAWS

49. (1) The Management Committee may make, amend or repeal by-laws, not inconsistent with these Rules, for the internal management of the association.
- (2) A by-law may be set aside by a vote of members at a general meeting of the association.

ALTERATION OF RULES

50. (1) Subject to the *Associations Incorporation Act 1981*, these Rules may be amended, repealed or added to by a special resolution carried at a general meeting.
- (2) However an amendment, repeal or addition is valid only if it is registered by the chief executive.

COMMON SEAL

51. (1) The Management Committee must ensure the association has a common seal.
- (2) The common seal must be-
 - (a) kept securely by the Management Committee; and
 - (b) used only under the authority of the Management Committee.
- (3) Each instrument to which the seal is attached must be signed by a member of the Management Committee and countersigned by-
 - (a) the secretary; or
 - (b) another member of the Management Committee; or
 - (c) someone appointed by the Management Committee.

FUNDS AND ACCOUNTS

52. (1) The funds of the association must be kept in an account in the name of the

association in a financial institution decided by the Management Committee.

- (2) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the association.
- (3) All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- (4) If an amount of \$100 or more is paid by cheque, the cheque must be signed by any 2 of the following -
 - (a) the president;
 - (b) the secretary;
 - (c) the treasurer;
 - (d) another member authorised by the Management Committee for the purpose.
- (5) Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed "not negotiable".
- (6) A petty cash account must be kept on the imprest system, and the Management Committee must decide the amount of petty cash to be kept in the account.
- (7) All expenditure must be approved or ratified at a Management Committee meeting.
- (8) The treasurer must, as soon as practicable after the end of each financial year, ensure a statement containing the following particulars is prepared -
 - (a) the income and expenditure for the financial year just ended;
 - (b) the association's assets and liabilities at the close of the year;
 - (c) the mortgages, charges and securities affecting the property of the association at the close of the year.
- (9) If the association is incorporated within 3 months before the end of the association's financial year, subsection (8) does not apply for the financial year in which the association is incorporated.
- (10) The auditor must examine the statement prepared under subsection (8) and present a report about it to the secretary before the next annual general meeting following the financial year for which the audit was made.
- (11) The income and property of the association must be used solely in promoting the association's objects and exercising the association's powers.

DOCUMENTS

53. The Management Committee must ensure the safe custody of books, documents, instruments of title and securities of the association.

FINANCIAL YEAR

54. The financial year of the association closes on 30 June in each year.

DISTRIBUTION OF SURPLUS ASSETS TO ANOTHER ENTITY

55. (1) This section applies if the association-

- (a) is wound-up under part 10 of the Act; and
 - (b) it has surplus assets.
- (2) The surplus assets must not be distributed among the association members.
- (3) The surplus assets must be given to another entity -
 - (a) having objects similar to the association's objects; and
 - (b) the rules of which prohibit the distribution of the entity's income and assets to its members.
- (4) In this section -

"surplus assets" has the meaning given by section 92(3) of the Act.