Explanatory Notes: Proposed Changes to the Articles of Association

Our Articles of Association are the rules that set out how WWS is run: who can be a member, how the Board works, and how decisions are made. They were last updated in 2020, and WWS has changed a great deal since then.

The Board has reviewed the Articles to bring them up to date with how we work now and with the sportscotland governance framework. The proposed changes have been reviewed by our solicitors, Harper MacLeod, and approved by the Board.

The changes will be put to members as a **special resolution** at the AGM on **22 November 2026**. To pass, at least 75% of the members voting in person or by proxy must vote in favour. Both a clean copy and tracked-changes copy of the proposed Articles are enclosed.

Summary of the main changes

Area	What is changing	Why
Objects of the Company (Article 4)	Updated to describe what WWS does today: representing and developing waterski, wakeboard and associated disciplines; supporting clubs and facilities; setting standards on governance, safety, safeguarding, welfare, equality, diversity and inclusion, and anti-doping; developing coaches, officials, boat drivers, cable operators, and volunteers. Adds power to support clubs through loans, grants, equipment or services, and to use specialist safeguarding advice.	The previous wording reflected WWS as it was, not the range of work we now deliver.
Membership classes (Article 5.5)	Social Membership is removed, leaving five classes. Adult Members now covers anyone 18 or over who is not a Student Member. Family Membership is confirmed as a subscription category only: each person is a member in their own right and the family has no extra vote.	Social Membership is not used. The changes close a gap where some people fitted no class and make clear how voting works for families.
BWSW membership (Article 5)	Membership of WWS will no longer require separate BWSW membership.	Simplifies joining WWS, and means we can welcome people as members who do not hold BWSW membership.
Resignation (Article 5.7)	A resignation takes effect when it is received, or on a later date the member chooses, rather than at the next AGM.	Previously a member resigning could remain a member for up to a year.
Participants (Article 5.8)	A new Participant category for people who take part in our programmes, pay-as-you-play sessions and community activity without being members. Participants are not members and have no vote. The Board sets the terms of participation by policy.	Let's WWS recognise and report on everyone we work with, not only formal members.

General meetings and voting (Articles 6 to 9)	Notice of meetings can be sent by email to the address a member has given or by post otherwise. Proxies can be appointed electronically. The quorum is three voting members; Board Officers no longer need to be present. A tied vote means a resolution is not passed, rather than the Chair having a casting vote. The AGM receives an executive management report, including Participant and NTS activity.	Brings the rules into line with how we already communicate and makes it easier for members to take part.
Board Structure (Articles 10 and 11)	The Board remains a maximum of nine: four Officers (Chair, Vice Chair, Treasurer, Secretary) and up to five other directors. Safeguarding and NTS portfolios must always be held by a director; the Board can set other portfolios as needs change.	Makes sure key responsibilities are always covered, while giving flexibility for other roles.
Independent Directors (Article 10.4)	The Board may appoint up to three Independent Directors through open recruitment, within the maximum of nine. Each appointment is put to members for ratification at the next AGM.	Reflects the sportscotland governance framework and lets us bring in skills the Board needs, with members having the final say.
Terms of office (Articles 10.5 to 10.7)	Directors serve two-year terms, with Officer elections staggered across years. Directors can serve up to six years in a row; a Chair can serve up to six years as Chair, with no one serving more than eight years in total. A one-year break is then needed before standing again.	Balances continuity with fresh perspectives and puts a clear limit on how long a Chair can serve, in line with sportscotland framework.
Secretary (former Article 17)	A separate article saying the Secretary retires at every AGM has been removed. The Secretary remains one of the four Officers on a two-year term.	The old article contradicted the two-year term.
NTS Management Committee (Article 11.6)	A standing committee to oversee the NTS, chaired by an NTS member appointed by the Board, with the Treasurer and an NTS members' representative. Committee members have no individual authority over staff. The director holding the NTS portfolio reports to each Board meeting, and the committee works to Board-approved terms of reference.	Keeps NTS oversight close to the people who use the site, with clear accountability to the Board and clear lines for staff.
Discipline (Article 20)	A clearer and fairer process: written notice, at least 14 days to respond, the right to a hearing, and an appeal to an independent panel instead of a general meeting. Adds a power to suspend someone straight away where needed to protect children or adults at risk while a concern is investigated. Applies to Participants as well as Members.	Gives everyone a fair process and allows WWS to act quickly on safeguarding concerns.
Safeguarding advice (Articles 4, 19 and 23)	WWS may use Children 1st, or another specialist safeguarding adviser appointed by the Board, and may share information with professional advisers for that purpose.	Gives access to specialist support and lets us change provider without amending the Articles.
Indemnity and insurance (Article 24)	The indemnity for directors and officers is updated to the form permitted under the Companies Act 2006, and the Company may buy insurance for them.	Brings the wording up to date and protects the volunteers who serve on the Board.

Housekeeping. The Articles have also been tidied up throughout: typing errors corrected, numbering and cross-references updated, out-of-date references removed (including an old BWSW address and references to legislation that no longer applies), and wording made consistent.

Questions

If you have any questions about the proposed changes, please contact **COO@wws.org.uk**.