

*Calisthenic Association of
South Australia Incorporated*

(Founded 1928)

CONSTITUTION

November 2009

*Calisthenic Association of
South Australia Incorporated*

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Calisthenic Association of South Australia Incorporated

CONSTITUTION

November 2006

1. The name of the incorporated association is **CALISTHENIC ASSOCIATION OF SOUTH AUSTRALIA INCORPORATED** (in this Constitution called "**the Association**") and it shall comply with the provisions of the Associations Incorporation Act, 1985 as amended from time to time.

2. INTERPRETATIONS

In this Constitution:

- 2.1 the heading shall not affect the construction of this Constitution;
- 2.2 'the Act' means the Associations Incorporation Act, 1985 as amended from time to time;
- 2.3 'Administrator' means the person appointed to that function pursuant to Clause 32 hereof;
- 2.4 'Affiliated Club' shall include any college, school, institute or any other organisation which has applied for and been granted affiliation to the Association;
- 2.5 an 'Affiliated Association' means any incorporated organisation having as one of its objects or activities the conduct, promotion or advancement of calisthenics within and outside South Australia which has applied for and been granted affiliation with the Association;
- 2.6 '**Associate Member**' means **a person who has been accepted as an associate member of the Association upon payment of the Associate membership fee as determined under this Constitution.**
- 2.7 'Competitions' means National competitions, Ballarat Eisteddfods, State championships and Regional competitions of all types;
- 2.8 'Committee Member' means a member of the Committee of Management pursuant to Clause 20;
- 2.9 'Committee of Management' means the Executive and Committee Members of the Association as specified in Clauses 13 and 20;
- 2.10 'Executive' means the Executive of the Association which consists of the Honorary President, Vice-Presidents, Honorary Secretary and Honorary Treasurer established pursuant to Clause 13;

- 2.11 'Financial Year' means the year ending 30 June;
- 2.12 'Member' means, pursuant to Clause 5, an Affiliated Club, or Affiliated Association, a Participating, Associate or Life member of the Association, a member of the Executive or a member of the Committee of Management;**
- 2.13 'Owner' means a person who owns and runs an affiliated club.**
- 2.14 'Participating Member' means any person participating or competing in the sport of calisthenics;
- 2.15 'Principal Coach' means an accredited coach who is appointed by an affiliated club as the principal coach.**
- 2.16 'Seal' means the Common Seal of the Association;
- 2.17 'Special General Meeting' means a special general meeting of members convened in accordance with Clause 29;
- 2.18 'Sport' means the sport of Calisthenics and includes all forms of Calisthenics whether competitive or otherwise;
- 2.19 'State Team' means a group of Participating Members and Officials of the Association established for the purpose of representing South Australia through the auspices of the Association in the sport;
- 2.20 'the Regulations' means regulations under the Act;
- 2.21 'Rules' unless otherwise specified means rules or by-laws made by the Committee of Management.**
- 2.22 words or expressions contained in this Constitution shall be interpreted in accordance with the provisions of the *Acts Interpretations Act, 1958* and the Act as in force from time to time;
- 2.23 words importing the singular number include the plural number and vice-versa;
- 2.24 any reference to the male gender shall as well include the female gender and vice-versa;
- 2.25 expressions referring to writing shall, unless the contrary intention appears, be construed as including reference to printing, lithography, photography and any other modes of representing or reproducing words in a visible form;
- 2.26 a reference to the Secretary of the Association is a reference:
- 2.26.1 where a person holds office under this Constitution as secretary of the Association - to that person; and
- 2.26.2 in any other case, to the public officer of the Association;
- 2.27 a notice shall be deemed to have been given two business days after posting thereof;

3. OBJECTS

The objects of the Association are:

- 3.1 to encourage, develop, promote and manage the Sport throughout South Australia;
- 3.2 to promote personal and social development, team spirit and physical well being amongst Participating Members by means of calisthenic clubs and to promote such clubs for the better protection of their separate and collective interests;
- 3.3 to promote participation by individuals and teams for calisthenic competitions and championships at all levels, including local, district, State and national;
- 3.4 to maintain affiliation and representation of the Association with the Australian Calisthenic Federation Incorporated within Australia or any other association or body and to appoint delegates to any such body;
- 3.5 to develop and manage the Sport in South Australia in accordance with, and having regard to, this Constitution and associated rules and by-laws and to the Constitution, Rules and Regulations of the Australian Calisthenic Federation Incorporated;
- 3.6 to promote, manage and conduct tours for educational and competitive purposes for members of the Association;
- 3.7 to co-ordinate assist and facilitate all calisthenic activities, programs, competitions, championships and events in the South Australia;
- 3.8 to facilitate co-operation between members of the Association and external organisations, bodies and individuals;
- 3.9 to maintain a record of the results of South Australian competitions and championships;
- 3.10 subject to this Constitution, to adopt the General Competition Rules of the Australian Calisthenic Federation Incorporated and where necessary or expedient, to adapt, amend or revise such rules to suit conditions in South Australia;
- 3.11 to promote and arrange functions and activities (subject to the law relating thereto) for the raising of funds for the above mentioned purposes;**
- 3.12 to do all such things and acts conducive to the furtherance of the objects and interests of the Association.

4. POWERS

- 4.1 The Association may, for the purposes of carrying out its objects, subject to the Associations Incorporation Act, 1985 as amended from time to time and this Constitution:
- 4.1.1 acquire any property, real or personal by purchase, exchange, gift, bequest, devise, hire or lease or by any other means whatsoever subject or not subject to any special or other condition or conditions, and subject to the general objects or purposes of the Association to let, mortgage, exchange or otherwise dispose of and execute conveyances, transfers, mortgages and assurances thereof;
 - 4.1.2 build, construct or establish, alter, rebuild, renovate, reconstruct and maintain theatres, offices, shops, houses, flats, homes, premises, rooms and grounds and other things and places generally for the purposes of carrying out the said general objects or purposes of the Association or any part thereof;
 - 4.1.3 borrow money or mortgage the security of the whole or any portion of the real and personal property of the Association with security or without giving any security for the same;
 - 4.1.4 invest all or any of the funds of the Association or any security for the time being authorised by law for the investment of trust funds and from time to time to vary such investments;
 - 4.1.5 establish, assist or support or aid in the establishing or support of any institution or association established or to be established for the general objects or purposes of the Association or some of them and for such purpose transfer any of the property of the Association whether real or personal by sale or gift to any such institution or association;
 - 4.1.6 make and administer rules and/or by-laws and other proceedings for the due maintenance of the Association and for regulating the duties, control and conduct of persons in the employ or under the care of the Association;
 - 4.1.7 fix and collect monies by way of subscription, fee, levy, fine, donation, sponsorship or other forms the Association sees fit;
 - 4.1.8 open and operate bank accounts;
 - 4.1.9 appoint and dismiss agents, employees and all such persons as necessary to transact any business of the Association on its behalf upon such terms as the Association sees fit;
 - 4.1.10 enter into any contract the Association sees fit;
 - 4.1.11 apply for and obtain and maintain any licence or permit or authority necessary or conducive to the attainment of the objects of the Association;
 - 4.1.12 arrange, supervise, co-ordinate and conduct calisthenic activities, programs, competitions, championships and events in the State of South Australia as may from time to time be determined and all matters relating or incidental thereto;
 - 4.1.13 hear, determine and resolve any dispute, appeal or matter relating to or arising out of this Constitution or of the rules or by-laws in which the Association or any of the Members and Affiliated Clubs shall be concerned

or which having been submitted to the Association by any other body is considered by the Association to be a dispute or matter upon which, in the interests of the Sport, a determination by the Association should be given;

- 4.1.14 cancel, suspend, disqualify, fine or otherwise deal with any affiliated body or any member or officer thereof or any Affiliated Club, Affiliated Association, Team, Participating Member or Official in any competition or other activity conducted under the auspices of the Association which or who has committed any breach of this Constitution or of any rule or by-law made hereunder or has been guilty of any act that is contrary to the interests of the Association;
- 4.1.15 appoint, employ, engage, remunerate (in any way deemed desirable including the power to superannuate) or dismiss any person or company upon such terms as it may from time to time deem desirable for the purpose of carrying out the objects of the Association;
- 4.1.16 assist (pecuniarily or otherwise) Affiliated Clubs, Affiliated Associations and any other Club, or Body carrying out objects similar to those of the Association;
- 4.1.17 keep such records and to maintain such administrative offices as may be necessary or desirable for the proper functioning of the Association;
- 4.1.18 delegate all or any of its powers to any committee, sub-committee or any of its officers or affiliated bodies;
- 4.1.19 establish, and support or aid in the establishment and support of or subscribe for or apply for membership of and become a member of any Association or Institution having as one of its objects or activities the conduct of, promotion or advancement of calisthenics within and outside South Australia whether as part of a National Competition or otherwise, or any Association or Institution having for its objects those that are similar to the objects of the Association or any charitable or benevolent Association or Institution and to subscribe or guarantee money for such purposes;
- 4.1.20 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;
- 4.1.21 take 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, levies or otherwise;
- 4.1.22 print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects or powers;
- 4.1.23 make donations for patriotic, charitable or community objects;
- 4.1.24 do all such other things as may be incidental to or be deemed to be conducive to the attainment or execution of the foregoing objects and powers or any of them and generally to manage the affairs of the Association.

5. MEMBERSHIP

- 5.1 Membership of the Association shall comprise:
- 5.1.1 Affiliated Clubs and Affiliated Associations that are accepted as members under this Constitution on payment of the affiliation fee determined under sub-clause 28.5.7 of this Constitution;
 - 5.1.2 Participating Members being members of Affiliated Clubs and Affiliated Associations who have been accepted as members under this Constitution on payment of the membership fee as determined under this Constitution;
 - 5.1.3 Life Members of the Association as elected under Clause 11 of this Constitution;
 - 5.1.4 Associate members of the Association who have been accepted as members under this Constitution on payment of the membership fee as determined under this Constitution**
 - 5.1.5 Members of the Committee of Management (including members of the Executive) of the Association.
- 5.2 All members shall be registered with the Association and such registration / membership shall be on a year to year basis.
- 5.3 Applications for affiliation of a club or association shall be made in such manner and form as is determined from time to time by the Committee of Management. Such applications shall be made no later than 31 March in each year for membership to commence from the 15 April in that year. Any late applications for affiliation by a newly formed club or association will be considered provided all requirements of the Association are met. The Committee of Management shall, in its absolute discretion, accept or reject applications for affiliation.
- 5.4 Applications for membership of the Association shall be made through an Affiliated Club or Affiliated Association and in such manner and/or form as is determined from time to time by the Committee of Management. The Affiliated Club and Affiliated Associations will be responsible to advise the Association of any changes to membership either by enrolment or resignation throughout the year. The Committee of Management shall, at its absolute discretion, accept or reject application for membership.**
- 5.5 The admission to and continuation of membership is conditional upon and subject to payment by the member of prescribed subscriptions, fees, levies, or monies as may be due from time to time.
- 5.6 Any person may be considered for admission as a participating or associate member of the Association upon payment of the appropriate registration fee and levy (if any) as prescribed from time to time.**
- 5.7 A participating member can be registered as a member of only one Affiliated Club at a time.
- 5.8 Membership and affiliation subscriptions shall be determined by the Committee of Management.**
- 5.9 The Affiliated Clubs and Affiliated Associations shall provide the Association with written details of all persons occupying Executive positions and of the principal coach in that Affiliated Club or Affiliated Association. Such notification shall be forwarded to the Secretary.**

- 5.10 The acceptance of membership of the Association shall bind each Member, Affiliated Club or Affiliated Association to abide by the Constitution and such rules and by-laws as may from time to time be in force and to accept and give effect to decisions of the Committee of Management.

6. CESSATION OF MEMBERSHIP

- 6.1 An Affiliated Club or Affiliated Association may at any time, by giving three (3) months notice in writing to the Secretary, resign its membership but shall continue to be liable for all moneys due by it to the Association.
- 6.2 Upon any Affiliated Club or Affiliated Association ceasing to be a member of the Association for any reason whatsoever the Affiliated Club or Affiliated Association shall not be entitled to the return of membership, subscription or affiliation fees or any portion thereof.
- 6.3 All Participating Members and associate members have the right to resign subject to notice of same being in writing but shall continue to be liable for any monies due to the Association.

7. REGISTER OF MEMBERS

The Secretary shall keep and maintain a register of Life Members, Associate Members, Affiliated Clubs and Affiliated Associations together with their Participating Members. Such register shall record the full name, postal address and, in the case of Participating Members, their date of birth.

8. TRANSFER OF MEMBERS

- 8.1 **All Participating Members have the right to transfer from one Affiliated Club to another. Such transfer shall be subject to any rules of the Association.**
- 8.2 **deleted**
- 8.3 **deleted**
- 8.4 **deleted**
- 8.5 The Secretary shall ensure that an entry is made on the register of members pursuant to clause 7 recording the transfer of any Participating Member together with the date thereof.

9. DISCIPLINE OF MEMBERS

The Committee of Management shall have responsibility for discipline of any Affiliated Club, Affiliated Association, and any Member and may take such action as it deems fit in relation to any such Affiliated Club, Affiliated Association, or Member. The Committee of Management must investigate if this constitutional or the rules and/or by-laws of the Association have been breached or if there has been behaviour that contravenes the best interests of the Association. In the event of a dispute, the Affiliated Club, Affiliated Association, or Member may exercise a right of appeal to the Association as provided in Clause 31.

10. DEFAULT BY AFFILIATED CLUBS AND AFFILIATED ASSOCIATIONS

- 10.1 An Affiliated Club or Affiliated Association falling into arrears with subscriptions or other payments due hereunder may be suspended or have its affiliation cancelled by the Committee of Management and thereafter suspension shall not be lifted and reaffiliation shall not be granted until such time as all monies due are paid to the Association.
- 10.2 The delegates and members of Affiliated Clubs, and Affiliated Associations in arrears with subscriptions or under suspension shall not be entitled to take part in any activity of the Association nor shall its members be entitled to vote at any Annual General Meeting or Special General Meeting nor compete in any event conducted by or under the auspices of the Association.

11. LIFE MEMBERSHIP AND OTHER AWARDS

- 11.1 Any person who has completed a minimum of ten (10) years service either continuous or broken service (as defined in Sub-Clause 11.2 hereof) as:
- 11.1.1 a member of the Executive; or
- 11.1.2 a Committee Member, **(including a person occupying any special purpose position that is or has been created by the committee, but not including a member of a sub-committee)**; or
- 11.1.3 an official of State Teams, promotion or display teams of the Association including coaches, officials, chaperones, musicians, managers; or
- 11.1.4 **a member of the Calisthenic SA Coaches Association Council (CAL.S.A.C.), a member of the Australian Society of Calisthenic Adjudicators – SA Branch (ASCA), or a calisthenic examiner; or**
- 11.1.5 any combination of the above
- and has by their conduct proven to be a worthy contributor to the objects of the Association throughout the full period of ten (10) years service, shall become eligible to be nominated to Life Membership of the Association.
- 11.2 Pursuant to Clause 11.1 a person shall be considered to have completed one year of service when they have for a full period of twelve (12) months;
- 11.2.1 fulfilled all duties and obligations required of the position; and
- 11.2.2 has not resigned or been dismissed from the position to which they were appointed.
- 11.3 Nominations for Life Membership, **excluding those nominated under 11.1.4**, must be put forward by the Committee of Management for consideration at the Annual General Meeting.
- 11.3.1 **Nominations under 11.1.4 must be put forward by CAL.S.A.C., ASCA – SA Branch or the EAB – SA Branch to the Committee of Management, which must then put the nominations forward for consideration at the Annual General Meeting.**
- 11.4 The Committee of Management shall cause a written summary on the services of each nominee for Life Membership to be attached to the Agenda for the Annual General Meeting which is circulated to the Affiliated Clubs and Affiliated Associations and those members who are entitled to vote at such Annual General Meeting.

- 11.5 Life Members of the Association may be elected only at the Annual General Meeting of the Association, after a vote carried by a majority of at least three-quarters of those present and entitled to vote at the Annual General Meeting of the Association.
- 11.6 Life Members, **excluding those awarded under 11.1.4**, shall have free admission to any function organised by the Association where such free admission is approved by the Committee of Management and shall not be required to pay any subscriptions or levies.
- 11.6.1 Life Members awarded under 11.1.4 shall not be required to pay any subscriptions or levies.**
- 11.7 Life Members, **excluding those awarded under 11.1.4**, shall be entitled to attend at any Annual General Meeting and special general meeting of the Association and express opinions and shall have full voting rights at any such Annual General Meeting of the Association but will not be included in any calculation of a quorum.
- 11.7.1 Life members awarded under 11.1.4 shall be entitled to attend at any Annual general meeting and special general meeting of the Association and express opinions but will not have voting rights or be included in any calculation of a quorum at any such Annual General meeting or special general meeting of the Association.**
- 11.8 The Committee of Management may award such other commendations or recognitions for outstanding or meritorious service to the Association as it deems fit.

12. PATRON(S)

Appointment as Patron(s) of the Association will be on the recommendation of the Committee of Management and will be confirmed by a majority vote of all members entitled to vote at the Annual General Meeting. The position will not carry any voting rights but the Patron(s) will be entitled to attend any function organised by the Association and shall have free admission.

13. EXECUTIVE

- 13.1 The Executive Committee shall comprise:
- 13.1.1 the President,
- 13.1.2 two Vice-Presidents,
- 13.1.3 the Secretary and
- 13.1.4 the Treasurer
- and all must be **Associate members**.
- 13.2 The Executive Committee shall conduct the daily affairs of the Association and shall provide a written report to the Committee of Management on a monthly basis.
- 13.3 The Executive Committee shall seek the advice of the Committee of Management on any matter requiring interpretation of this Constitution, policies and/or rules or by-laws.

- 13.4 The Executive Committee shall keep the Committee of Management informed of any matters, decisions or actions undertaken by the Executive Committee where information about such matters, decisions or actions is required for the Committee of Management to properly exercise its duties, powers and/or responsibilities
- 13.5 The Executive Committee shall act in accordance with any resolutions of the Committee of Management.

14. DUTIES AND POWERS OF THE EXECUTIVE MEMBERS

14.1 PRESIDENT

The President shall preside at all meetings of the Committee of Management, Executive Committee, Annual General Meeting and Special General Meeting and shall exercise the usual functions of the Chairperson of a meeting.

14.2 VICE-PRESIDENTS

The Vice-Presidents will accept the role of the President in the absence of the President and in the event the President is unable to preside at a meeting one of the Vice-Presidents will assume that role. In the event that the Vice-Presidents cannot agree who should chair the meeting, the meeting shall elect, by majority, one of their numbers as chairperson.

14.3 SECRETARY

The Secretary shall:

- 14.3.1 conduct the correspondence of the Association;
- 14.3.2 have custody of all non financial books and documents of the Association;
- 14.3.3 be responsible for the compilation of all non- financial records of the Association;
- 14.3.4 keep minutes in books of the resolutions and proceedings of each Annual General Meeting, Special General Meeting, Committee of Management and Executive meeting of the Association together with a record of the names of persons present at the Committee of Management and Executive meetings;
- 14.3.5 give notice of all meetings, hearings or other matters as required or directed;
- 14.3.6 carry out all lawful instructions or directions of the Association and Committee of Management;
- 14.3.7 keep a register of Affiliated Clubs, Affiliated Associations and Members of the Association showing the name and postal address of each Affiliated Club, Affiliated Association and Member;
- 14.3.8 Within one month after the making of any amendment of the Constitution cause it to be registered with the Corporate Affairs Commission;
- 14.3.9 be the Public Officer of the Association and as such sign all official documents as authorised or required and do all things required by statute.

14.4 TREASURER

14.4.1 The funds of the Association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Executive and Committee of Management determines.

The Treasurer shall:

14.4.2 Open a bank account or bank accounts at such bank as the Committee of Management may from time to time determine and all financial transactions on account of the Association shall be conducted through this account;

14.4.3 accept, receive and deposit all moneys due to the Association and shall pay the same to the credit of the Association into such accounts as the Committee of Management shall from time to time direct;

14.4.4 be responsible for the accuracy of the accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association;

14.4.5 be responsible for the approval of all financial transactions and no moneys shall be drawn from the Association's account or accounts except by cheque signed by any two of the signatories to the Association's account or accounts. The signatories shall be the President, Vice-Presidents, Secretary or Treasurer;

14.4.6 prepare a financial summary in a form acceptable to the Committee of Management to be presented at each Committee of Management meeting;

14.4.7 prepare the annual statement of account and balance sheet of the Association to be laid before the Committee of Management prior to the Annual General Meeting;

14.4.8 present the audited financial report at the Annual General Meeting and make the same available for inspection by the Affiliated Clubs, Affiliated Associations and Members upon reasonable notice being given to the Treasurer.

14.4.9 prepare a detailed annual budget of Income and expenditure of the Association to be laid before the Committee of Management meeting no later than two months prior to the end of the financial year. Such budget shall refer specifically to fees (if any) that may be charged to members of the Association and affiliation fees to be paid to the Association by Affiliated Clubs and Affiliated Associations. The Budget must be approved by the Committee of Management before the end of the Financial Year preceding the budget year;

14.4.10 submit the approved budget to the Affiliated Clubs, Affiliated Associations and Members at the Annual General Meeting prior to 30 November in each year for comment. Any increase in fees is to be approved by a simple majority.

14.4.11 Forthwith after the retirement or resignation of the Treasurer the newly appointed Treasurer shall prepare and submit for audit a financial report for the approval of the Committee of Management;

14.4.12 generally perform all such duties as directed by the Committee of Management from time to time.

15 MEETINGS OF THE EXECUTIVE COMMITTEE

- 15.1 The Executive Committee **should** meet twice monthly or at such other time as a simple majority of the Executive may decide. However, the President may call a special meeting of the Executive Committee on such occasions as it is deemed necessary;
- 15.2 Proper minutes of all proceedings of meetings of the Executive shall be entered within one month after the meeting in a minute book kept for that purpose;
- 15.3 Minutes shall be tabled and confirmed at the next meeting and shall be signed by the Chairperson;
- 15.4 Where minutes are entered and signed they shall constitute prima facie evidence that the meeting was convened and duly held. All proceedings, appointments and resolutions made at the meeting shall be deemed to be valid.
- 15.5 The Executive Committee may invite the Administrator or any other person it thinks fit attend all or any of its meetings. However, such person(s) shall not have voting rights.
- 15.6 A member of the Executive Committee having a pecuniary interest in a contract or proposed contract with the Association must disclose that interest to the Executive Committee as required by the Act from time to time and to the next Annual General Meeting of the Association and shall leave the Executive Committee meeting for the duration of the discussion and the voting thereon.

16 VOTING OF THE EXECUTIVE COMMITTEE

- 16.1 The President shall not have the right to have a deliberative vote at all Executive meetings of the Association as well as a casting vote. All other members of the Executive Committee shall have a deliberative vote only.
- 16.2 Questions arising at a meeting of the Executive Committee shall be determined on a show of hands or, if demanded by a member of the Executive, by a poll taken in such manner as the person presiding at the meeting may determine.

17 QUORUM FOR EXECUTIVE COMMITTEE MEETING

- 17.1 A quorum of the Executive Committee shall comprise three (3) members.
- 17.2 No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week.

18 REMOVAL OF A MEMBER OF THE EXECUTIVE COMMITTEE

The Association in an Annual General Meeting or Special General Meeting may by resolution remove any member of the Executive before the expiration of their term of office and appoint another member in their stead to hold office until the expiration of the term of the first-mentioned member.

19 VACANCY ON THE EXECUTIVE COMMITTEE

- 19.1 The position of a member of the Executive Committee shall become vacant if a member;
- 19.1.1 absents themselves from two consecutive meetings of the Executive Committee without written leave of the President,
 - 19.1.2 is disqualified by the Act,
 - 19.1.3 is expelled under this Constitution,
 - 19.1.4 dies or is permanently incapacitated by ill health,
 - 19.1.5 is removed by a majority of the members of the Association present and eligible to vote at an Annual General Meeting or Special General Meeting of the Association,
 - 19.1.6 ceases to be a member of the Association,
 - 19.1.7 tenders his/her resignation which is accepted by the Committee of Management.
- 19.2 Subject to Clause 18 should any vacancy occur on the Executive Committee, other than in the normal course of elections, the Executive Committee shall fill such vacancy from the members of the Committee of Management and such member duly elected shall hold office for the unexpired portion of their predecessor's term.

20. COMMITTEE OF MANAGEMENT

- 20.1 The management of the business and general affairs and property of the Association shall be vested in the Committee of Management which shall comprise:
- 20.1.1 the Executive
 - 20.1.2 a member nominated by the Australian Society of Calisthenic Adjudicators Incorporated (SA. Branch) (ASCA)
 - 20.1.3 a member nominated by the Calisthenic South Australia Coaches Association Incorporated (CAL.S.A.C.) and
 - 20.1.4 twelve (12) other members known as Committee Members.
- The Executive and the twelve Committee Members shall be elected by postal ballot with their term of office commencing at the date of the Annual General Meeting of the Association.
- The members representing the Australian Society of Calisthenic Adjudicators (SA Branch) and Calisthenic South Australia Coaches Association will be appointed by their respective associations.
- 20.2 Each member who is:
- 20.2.1 **an Associate member,**
 - 20.2.2 aged eighteen (18) years or over,
 - 20.2.3 not precluded by Statute, and

20.2.4 not otherwise precluded by this Constitution,

shall be eligible for election or nomination to the Committee of Management.

21 DUTIES AND POWERS OF THE COMMITTEE OF MANAGEMENT

The Committee of Management, subject to the overriding control of the Association in Annual General Meetings and Special General Meetings:

- 21.1 shall conduct and manage the business and affairs of the Association in accordance with and subject to the directions, requirements and policies of the Association in Annual General Meeting and Special General Meeting;
- 21.2 may exercise all such powers and functions of the Association and do all such acts and things as may be done by the Association or which it considers necessary to carry out the objects of the Association;
- 21.3 subject to Act, the Regulations relating to the Act and this Constitution, may perform all such acts and things that appear to the Committee of Management to be for the proper management of the business and affairs of the Association;
- 21.4 may make, amend, or repeal such rules and by-laws for the general management of the Association, provided that such rules and by-laws are consistent with this Constitution;
- 21.5 may enter into any agreement with any one or more Members for any purpose authorised by the Association;
- 21.6 May appoint Sub-Committees and delegates to sub-committees in any area of business. The Committee of Management shall establish the rules under which such Sub-Committees shall operate, and may dissolve same at any time without assigning any reason thereof. Written notice of such dissolution shall be given to members of that sub-committee, after which no funds may be expended or bills incurred on behalf of the Association. Each Sub-Committee shall include a member of the Executive Committee and that Executive member shall be entitled to attend meetings of the Sub-Committee and cast one vote;
- 21.7 Shall deal with any matter referred to it by the President upon application of at least four (4) Members who are of the view that the matter requires the urgent attention of the Committee of Management;
- 21.8 Shall receive all moneys of the Association and within fourteen (14) days of such receipt shall, through the agency of the Treasurer, deposit or arrange for the deposit of such sum of money with the Association's bankers;
- 21.9 shall authorise the payment of all accounts submitted by the Treasurer and other authorised officials of the Association and shall ensure that the records of all financial transactions are maintained to the satisfaction of the auditor;
- 21.10 shall ensure the Treasurer prepares and submits audited financial statements to each Annual General Meeting;
- 21.11 shall ensure the Treasurer produces a statement of cash transactions and of the financial position of the Association, including the bank balance, at each ordinary meeting of the Committee of Management;
- 21.12 shall manage the financial affairs of the Association in accordance with the budget and so as to obtain the objectives set out therein.

- 21.13 shall make available books and accounts referred to in this sub-clause for inspection by any members of the Association upon reasonable notice.
- 21.14 shall ensure that accurate records are kept of all its meetings and shall as soon as practicable thereafter ensure that copies thereof are delivered to each member of the Committee of Management;
- 21.15 shall be honest and diligent in the carrying out of its functions and shall in all things act in the best interests of the Association;
- 21.16 shall hold an Annual General Meeting within five (5) months after the end of the financial year of the Association as provided for in the Act,
- 21.17 shall make application on behalf of the Association for the grant of a licence under the Liquor Licensing Act, 1985 as amended from time to time or any other licence, permit or authority as may from time to time be considered to be a benefit to the Association or its members;
- 21.18 subject to Clause 31, the Committee of Management shall be the sole arbiter in interpreting the Constitution, the rules and by-laws of the Association. The decisions of the Committee of Management affecting the Association and not provided for by the Constitution or rules or by-laws made there under shall be final and binding.

22 MEETINGS OF THE COMMITTEE OF MANAGEMENT

- 22.1 The President of the Association shall be the Chairperson of meetings of the Committee of Management. In the Presidents absence, one of the Vice-Presidents shall act as Chairperson but if neither Vice-President is available or they are unwilling to act, the members of the Committee of Management shall elect by a majority, one of their members as Chairperson.
- 22.2 The Committee of Management **should** meet at least once every calendar month, however, special meetings may be called as required by the President, the Secretary or the Treasurer or by four (4) members of the Committee of Management and such meetings shall be presided over by the President.
- 22.3 Notice of each Committee of Management meeting shall be **given to** each member of the Committee of Management at a reasonable time before the meeting:

22.3.1 deleted

22.3.2 by contacting the person directly, by telephone or electronic contact.

- 22.4 The business at Committee of Management meetings shall be conducted in the following order unless otherwise determined:

22.4.1 Reading and confirming of Minutes

22.4.2 Business arising out of Minutes

22.4.3 Correspondence

22.4.4 Financial Statements

22.4.5 Reports

22.4.6 Notice of motion(s) of which due notice has been given

22.4.7 Special items of business

22.4.8 General business

- 22.5 Proper minutes of all proceedings of meetings of the Committee of Management of the Association shall be entered within one month after the meeting in a Minute Book kept for the purpose.
- 22.6 Minutes shall be tabled and confirmed at the next meeting and shall be signed by the Chairperson of that meeting.
- 22.7 Where minutes are entered and signed they shall until the contrary is proved by evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held and that all appointments and resolutions made at a meeting shall be deemed to be valid.
- 22.8 The Committee of Management may invite any person to attend all or any of its meetings; however such person(s) shall not have voting rights.
- 22.9 A member of the Committee of Management having a pecuniary interest in a contract or proposed contract with the Association must disclose that interest to the Committee of Management as required by the Act, as amended from time to time and to the next Annual General Meeting of the Association and shall leave the Committee of Management meeting for the duration of the discussion and the voting thereon.

23 VOTING OF THE COMMITTEE OF MANAGEMENT

- 23.1 At all meetings of the Committee of Management;
- 23.1.1 the Chairperson shall have a deliberative as well as a casting vote;
- 23.1.2 each member of the Committee of Management apart from the Chairperson shall be entitled to one vote only.
- 23.2 Questions arising at a meeting of the Committee of Management shall be determined on a show of hands or, if demanded by a member of the Committee of Management, by a poll taken in such manner as the person presiding at the meeting may determine.
- 23.3 No motion or decision carried by the Committee of Management shall be overruled other than by a subsequent motion or amendment to the motion or decision carried by a majority of the Committee of Management or by a majority vote of those entitled to vote at an Annual General Meeting or Special General Meeting of the Association.

24 QUORUM FOR COMMITTEE OF MANAGEMENT MEETING

- 24.1 A quorum of a meeting of the Committee of Management shall be more than fifty (50) per centum of the current members of the Committee of Management
- 24.2 No business shall be transacted unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week.

25 REMOVAL OF A COMMITTEE OF MANAGEMENT MEMBER

The Association in Annual General Meeting or Special General Meeting may by resolution remove any member of the Committee of Management before the expiration of their term of office and appoint another member in their stead to hold office until the expiration of the term of the first-mentioned member.

26 VACANCY ON THE COMMITTEE OF MANAGEMENT

- 26.1 The position of Committee of Management member shall become vacant if the member:
- 26.1.1 absents herself or himself from two consecutive meetings of the Committee of Management without written leave of the President.
 - 26.1.2 is disqualified by the Act,
 - 26.1.3 is expelled under this Constitution,
 - 26.1.4 dies or is permanently incapacitated by ill health,
 - 26.1.5 is removed by a majority of the members of the Association present and voting at an Annual General Meeting or Special General Meeting of the Association,
 - 26.1.6 ceases to be a member of the Association,
 - 26.1.7 tenders his/her resignation which is accepted by the Committee of Management.
- 26.2 Should any vacancy occur on the Committee of Management, other than in the normal course of elections, the Committee of Management shall have the power to fill such vacancy from **an Associate member** and such member shall hold office for the unexpired portion of their predecessor's term.

27 COMMITTEE OF MANAGEMENT APPOINTMENTS

The Committee of Management shall appoint;

- 27.1 all such State Team officials as it may deem necessary from time to time including;

- State Coaches
- Promotion Team Coach
- Precision Team Coach**
- Assistant Coaches
- Demonstrators
- Officials
- Chaperones
- Musicians
- Managers

- 27.2 delegates comprising at least one member of the Committee of Management not being a member of the Executive to represent the Association of the Australian Calisthenic Federation Incorporated on such terms and conditions as it sees fit.

28 ANNUAL GENERAL MEETING

- 28.1 The Committee of Management shall in each Financial Year by instrument in writing convene a meeting of the Affiliated Clubs, Affiliated Associations, Life Members and members of the Committee of Management called the Annual General Meeting. Such instrument shall be delivered to Affiliated Clubs, Affiliated Associations, Life Members and members of the Committee of Management not less than twenty eight (28) days before the meeting and shall contain the agenda of the meeting.
- 28.2 Public notice of the Annual General Meeting of the Association shall be published in "*The Advertiser*" newspaper under "Public Notices" not less than twenty eight (28) days prior to the meeting.
- 28.3 The Annual General Meeting shall be held in November of each year at such place as the Committee of Management determines.
- 28.4 An Annual General Meeting shall be specified as such in the notice convening it.
- 28.5 The ordinary business of an Annual General Meeting shall be:
- 28.5.1 at the commencement of the meeting to announce the postal ballot election results of the election of the Executive Members and the members of the Committee of Management and to announce the members nominated by the Australian Society of Calisthenic Adjudicators (SA Branch) Incorporated and the Calisthenic South Australia Coaches Association Incorporated.
 - 28.5.2 to confirm the minutes of the preceding Annual General Meeting;
 - 28.5.3 to receive from the Committee of Management reports upon the transactions of the Association;
 - 28.5.4 to present, consider, and, if appropriate, adopt the audited balance sheet or financial statements of account of the Association;
 - 28.5.5 to present the annual budget of income and expenditure of the Association as approved by the Committee of Management;
 - 28.5.6 **deleted**
 - 28.5.7 to nominate and elect an auditor;
 - 28.5.8 to elect a Patron(s) if it is thought desirable to do so;
 - 28.5.9 to transact special business of which notice is given in accordance with this Constitution;
 - 28.5.10 to transact such business affecting the interest and welfare of the Association as the Affiliated Clubs, Affiliated Associations, Life Members and members of the Committee of Management shall think fit;
 - 28.5.11 to amend add or rescind any rules or by-laws made pursuant to Clause 21.4 hereof and to make any rules and by-laws;

- 28.5.12 to give such directions and instructions to the Committee of Management as the Affiliated Clubs, Affiliated Associations, and Life Members shall consider necessary and desirable for the advancement management of the Association;
- 28.5.13 to establish policies for implementation by the Committee of Management.
- 28.6 The President shall be the Chairperson of such Annual General Meeting. In the absence of the President a Vice-President shall preside. If after fifteen (15) minutes from the scheduled starting time of an Annual General Meeting the President and both Vice-Presidents are absent; the meeting shall be opened by a member of the Committee of Management who shall call for nominations for a Chairperson from amongst the voting delegates present.
- 28.7 The Chairperson presiding at any Annual General Meeting shall not have a deliberative as well as a casting vote.
- 28.8 At an Annual General Meeting of members except as otherwise herein provided the mode of voting shall be a show of hands with appropriate identification or, if required by three (3) members, by division or ballot and a declaration of the chairperson that a resolution has been carried or has failed and an entry to that effect in the minute book of the proceedings of the Association shall be sufficient evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.
- 28.9 Members shall be entitled to attend at Annual General Meetings and cast a vote in the following manner:
- 28.9.1 All Affiliated Clubs are entitled to cast two votes per Club.
- 28.9.2 All Life members, **subject to clause 11.7.1** are entitled to attend and cast one vote per member.
- 28.9.3 Each member of the Committee of Management excluding the representatives of any Affiliated Association are entitled to cast one vote.
- 28.9.4 Affiliated Associations are each entitled to cast one vote.
- 28.9.5 Participating Members **and** Associate Members have no entitlement to cast a vote.
- 28.10 A quorum at any Annual General Meeting of the Association shall be authorised delegates from forty-five (45) per centum of all Affiliated Clubs.
- 28.11 The Chairperson shall terminate any discussion which is not at the time relevant to the business before the meeting.
- 28.12 Each Affiliated Clubs shall give notice in writing of the two delegates who are to attend on behalf of the Affiliated Club to the Secretary no later than seven (7) days prior to the close of nominations for the Executive and Committee of Management.
- 28.13 Each Affiliated Associations shall give notice in writing of the delegate who is to attend on behalf of the Affiliated Association to the Secretary no later than seven (7) days prior to the close of nominations for the Executive and Committee of Management.
- 28.14 Subject to Clause 28.15 each Affiliated Club shall be entitled to appoint two members as its proxies by notice given to the Secretary no later than seven (7) days

prior to the date of the close of nominations for the Executive and Committee of Management.

The notice appointing the proxies shall be in the form set out in Appendix 2.

- 28.15 Clubs eligible to nominate proxy delegates are those Affiliated Clubs located outside a defined area bordered by the towns of Port Wakefield, Roseworthy, Tanunda, Callington, Echunga and Willunga.
- 28.16 No item of business shall be transacted at an Annual General Meeting unless a quorum of Affiliated Clubs entitled under this Constitution to vote is present during the time the business is being considered and a vote is taken.
- 28.17 The Secretary shall cause to be kept a roll book of Affiliated Clubs, Affiliated Associations, Life Members and members of the Committee of Management for the purpose of recording the representation at the Annual General Meeting and the voting power of those present.
- 28.18 The attendance book shall be opened at each Annual General Meeting and shall be signed by each person attending the meeting at entry to the meeting and entitled to vote and also on exit from the meeting where exit occurs prior to the conclusion of the meeting.
- 28.19 A notice may be given by the Association to any Affiliated Club, Affiliated Association, Life Member or member of the Committee of Management by serving same with the notice personally, or by sending it by ordinary prepaid post to the postal address appearing in the register of members.
- 28.20 Where a notice is sent by post, service of the notice shall be deemed to be effected if it is properly addressed and posted to the Affiliated Club, Affiliated Association, Life Member or member of the Committee of Management by ordinary prepaid post.
- 28.21 The Committee of Management shall be empowered to include Notices of Motion and other items for consideration at any Annual General Meeting.
- 28.22 If, within thirty (30) minutes of the time appointed for the meeting, a quorum of Affiliated Clubs is not present, the meeting shall stand adjourned to the same day in the next week at the same time and place and if at such adjourned meeting a quorum is not present within thirty (30) minutes of the time appointed for the meeting the Affiliated Clubs present shall form a quorum.
- 28.23 Subject to the provisions of this Constitution, the procedure to be followed at any Annual General Meeting shall be determined by the Chairperson.
- 28.24 A copy of the minutes of any Annual General Meeting of the Association shall be prepared and distributed to all Affiliated Clubs, Affiliated Associations, Life Members and members of the Executive and Committee of Management of the Association within twenty-one (21) days of the date of such meeting.
- 28.25 At all meetings the Chairperson's decision on points of order shall be final.
- 28.26 Where notices of intention to move a motion is given an amendment may be moved without prior notice.
- 28.27 All matters to be determined at an Annual General Meeting shall be determined by a simple majority of Members present and voting (or authorised by proxy to vote) except where this Constitution provides otherwise.

29 SPECIAL GENERAL MEETINGS

- 29.1 All general meetings other than the Annual General Meeting shall be called Special General Meetings.
- 29.2 The Committee of Management may call such Special General Meeting when any question of urgency or importance arises and shall be bound to do so on receiving a request in writing signed by or on behalf of not less than ten (10) per centum of all Affiliated Clubs.
- 29.3 The President shall be the Chairperson of such Special General Meeting. In the absence of the President a Vice-President shall preside. If after fifteen (15) minutes from the scheduled starting time of a Special General Meeting the President and both Vice-Presidents are absent; the meeting shall be opened by a member of the Committee of Management who shall call for nominations of a Chairperson from amongst the voting delegates present.
- 29.4 The Chairperson presiding at any Special General Meeting shall have a deliberative as well as a casting vote.
- 29.5 At all Special General Meetings, except as otherwise herein provided, the mode of voting shall be a show of hands with appropriate identification or, if required by three (3) members, by division or ballot and a declaration of the Chairperson that a resolution has been carried or has failed and an entry to that effect in the minute book of the proceedings of the Association shall be sufficient evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.
- 29.6 Members shall be entitled to attend at Special General Meetings and cast a vote in the following manner:
- 29.6.1 All Affiliated Clubs are entitled to cast two votes per Club.
- 29.6.2 All Life members are entitled to cast one vote per member.
- 29.6.3 Each member of the Committee of Management excluding the representatives of any Affiliated Association is entitled to cast one vote.
- 29.6.4 Each Affiliated Associations is entitled to cast one vote.
- 29.6.5 Participating Members, Associate Members or social members have no entitlement to cast a vote.
- 29.7 A quorum at any Special General Meeting of the Association shall be authorised delegates from forty-five (45) per centum of all Affiliated Clubs.
- 29.8 The Chairperson shall terminate any discussion which is not at the time relevant to the business before the meeting.
- 29.9 A copy of the minutes of any Special General Meeting of the Association shall be prepared and distributed to all Affiliated Clubs, Affiliated Associations, Life Members and members of the Committee of Management of the Association within twenty-one (21) days of the date of such meeting.
- 29.10 The requisition for a Special General Meeting shall state the objects of the meeting and shall be signed by the authorised Executive Members of the Affiliated Clubs making the requisition and be sent to the address of the Secretary and may consist of several documents in a like form, each signed on behalf of one or more of the Affiliated Clubs making the requisition.

- 29.11 All Affiliated Clubs, Affiliated Associations, Life Members and members of the Committee of Management shall be given notice in writing at least twenty eight (28) days before any Special General Meeting and such notice shall specify the business to be transacted at such Special General Meeting.
- 29.12 If the Committee of Management does not cause a Special General Meeting to be held within two (2) months after the date on which the requisition is sent to the address of the Secretary, the Affiliated Clubs making the requisition, or any of them, may convene a Special General Meeting to be held not later than three (3) months after the date of the original requisition.
- 29.13 A Special General Meeting convened by Members in pursuance to this Constitution shall be convened in the same manner or as near as possible as that in which those meetings are convened by the Committee of Management and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the Affiliated Clubs incurring the expenses.
- 29.14 No business other than that set out in the notice convening the Special General Meeting shall be transacted at that meeting.
- 29.15 Each Affiliated Clubs shall give notice in writing to the Secretary no later than fourteen (14) days prior to the date of any Special General Meeting of the Association of the two delegates who are to attend on behalf of the Affiliated Club.
- 29.16 Each Affiliated Associations shall give notice in writing to the Secretary no later than fourteen (14) days prior to the date of any Special General Meeting of the Association of the delegate who is to attend on behalf of the Affiliated Association.
- 29.17 Subject to Clause 29.18, each Affiliated Club shall be entitled to appoint two members as its proxies by notice given to the Secretary no later than fourteen (14) days before the time of the Special General Meeting in respect of which the proxies are appointed.
- The notice appointing the proxies shall be in the form set out in Appendix 2.
- 29.18 Clubs eligible to nominate proxy delegates are those Affiliated Clubs located outside a defined area bordered by the towns of Port Wakefield, Roseworthy, Tanunda, Callington, Echunga and Willunga.
- 29.19 No item of business shall be transacted at a Special General Meeting unless a quorum of Affiliated Clubs entitled under this Constitution to vote is present during the time the business is being considered and a vote is taken.
- 29.20 The Secretary shall cause to be kept a roll book of Affiliated Clubs, Life Members and members of the Executive and Committee of Management for the purpose of recording the representation at meetings and the voting power of those present.
- 29.21 The attendance book shall be opened at each Special General Meeting and shall be signed by each person attending the meeting at entry to the meeting and entitled to vote and also on exit from the meeting where exit occurs prior to the conclusion of the meeting.
- 29.22 A notice may be given by the Association to any Affiliated Club, Affiliated Association, Life Member or member of the Committee of Management by serving same with the notice personally, or by sending it by ordinary prepaid post to the address appearing in the register of members.
- 29.23 Where a notice is sent by post, service of the notice shall be deemed to be effected if it is properly addressed and posted to the Affiliated Club, Affiliated Association, Life Member or member of the Committee of Management by ordinary prepaid post.

- 29.24 The Committee of Management shall be empowered to include Notices of Motion and other items for consideration at any Special General Meeting.
- 29.25 If, within thirty (30) minutes of the time appointed for the Special General Meeting, a quorum of Affiliated Clubs is not present, a meeting convened upon the requisitions of the Affiliated Clubs shall lapse.
- 29.26 Subject to the provisions of this Constitution, the procedures to be followed at any Special General Meeting shall be determined by the Chairperson subject to any rulings given by those present and entitled to vote.
- 29.27 At all Special General Meetings the Chairperson's decision on points of order shall be final.
- 29.28 Where notice of intention to move a motion is given an amendment may be moved without prior notice.
- 29.29 All matters to be determined at a Special General Meeting shall be determined by a simple majority of members present and voting (or authorised by proxy to vote) except where this Constitution provides otherwise.

30 VOTING PROCEDURES FOR THE ELECTION OF EXECUTIVE AND COMMITTEE OF MANAGEMENT

30.1 The members of the Executive shall be elected by postal ballot and shall hold office for a period of two years or such lesser term as may be required as a result of resignation or early termination by a member of the Executive Committee.

30.2 **deleted**

30.3 The members of the Committee of Management (excluding the members of the Australian Society of Calisthenic Adjudicators Incorporated (SA Branch) (ASCA) and the Calisthenic South Australia Coaches Association Incorporated (CAL.S.A.C.)) shall be elected by postal ballot and shall hold office for a period of two years with fifty (50) per centum thereof to retire each year or such lesser term as may be required as a result of resignation or early termination by a member of the Committee of Management.

30.4 For the purposes of conducting the elections, the Committee of Management shall appoint a Returning Officer who has no interest in the outcome of the election.

30.5 30.5.1 The Secretary shall maintain three electoral rolls:

Roll 1 shall contain the names of persons eligible for election to the Committee of Management in accordance with sub-clause 20.2 of the Constitution. This roll shall close on the date that nominations open.

Roll 2 shall contain the names of persons eligible to nominate candidates in the election. This roll shall contain the names of Executive Members of each Affiliated Club, namely the **Owner**, Principal Coach, President, Vice-President, Secretary and Treasurer. This roll shall close on the date nominations open.

Roll 3 shall contain the names of persons eligible to vote in the election. This roll shall include the names of:

- members of the Management Committee,
- Life Members,
- two delegates appointed from each Affiliated Club,
- one delegate appointed from each Affiliated Association.

The names of appointed delegates from Affiliated Clubs and Affiliated Associations must be forwarded to the Secretary by no later than seven (7) calendar days prior to the close of nominations. This roll shall close on the date that nominations close.

- 30.5.2 Immediately following the close of the rolls, the Secretary shall certify each roll correct and forward such certified copies to the Returning Officer.
- 30.5.3 The Secretary shall arrange for an election notice to be published in the Associations magazine in July each year, and will arrange for an election notice to be forwarded to all Affiliated Clubs, Affiliated Associations, Life Members and members of the Committee of Management, calling for nominations and setting out the timetable for the conduct of the election.
- 30.6 Nominations for members of the Executive and Committee of Management shall be in writing on the prescribed form, as per Appendix 2, available from the Returning Officer, the Secretary or the Administrator of the Association and each person nominated must have a proposer and seconder.
- 30.7 Any nomination form signed on behalf of an Affiliated Club must be signed by at least one authorised Executive member of that Affiliated Club and must be either the **Owner**, Principal Coach, President, a Vice President, Secretary or Treasurer.
- 30.8 Any Affiliated Club may propose or second any **Associate member of the Association** for election to the Executive or Committee of Management. However, that Affiliated Club is limited to proposing **one** and/or seconding **one** candidate at any one election. The nomination form must be signed by two separate Affiliated Clubs, that is, one Affiliated Club cannot propose and second the same nomination form.
- 30.9 The Returning Officer shall determine the validity of nominations by checking the names contained on the nomination form against the names of the persons contained on the certified membership listings. The Returning Officer may either accept or reject the nomination. In either case the Returning Officer shall advise the candidate of the outcome of their nomination.
- 30.10 The Returning Officer shall within fourteen (14) days of the close of nominations forward by prepaid post the ballot papers and replied prepaid envelopes together with the profile of candidates to those entitled to vote.
- 30.11 The order in which candidates names appear on the ballot-paper shall be determined by lot, drawn by the Returning Officer in the presence of another person and/or any candidates who choose to be present.
- 30.12 The ballot-paper shall have printed on it, instructions on how the paper shall be marked to exercise a valid vote, the number of vacancies to be filled, the names of the candidates and a box beside each name in which the vote is to be recorded.
- 30.13 Any person who meets the requirements of Clause 20.2 of this Constitution at the

time of roll closure may stand for election to one or more positions on the Executive or Committee of Management but upon being elected to any office, then nominations for that person for any other office shall hereby lapse.

- 30.14 Each nomination form must be signed by the nominee, proposer and seconder (subject to Sub-Clause 30.7 hereof) and shall be required to be lodged on the prescribed form with the Returning Officer at the close of nominations which shall be at least fifty six (56) days prior to the date of the Annual General Meeting. Such nomination form may be accompanied by promotional material not exceeding 250 words.
- 30.15 Nominations and/or promotional material received by the Returning Officer after the date and time set for the close of nominations shall be invalid.
- 30.16 Nominations may not be withdrawn after the date and time set for the close of nominations unless in the opinion of the Returning Officer such withdrawal would not be to the detriment of other candidates.
- 30.17 If the number of nominations received for an office equals the number of vacant positions or is less than the number of vacant positions, the Returning Officer shall declare the nominated candidate or candidates duly elected.
- 30.18 If the number of nominations for an office is less than the number of vacant positions:
 - 30.18.1 in the case of the vacant position(s) being Executive positions the Executive Committee shall fill such vacancy from the members of the Committee of Management and such member duly elected shall hold office until the next election **for that position**,
 - 30.18.2 in the case of the vacant position(s) on the Committee of Management the Committee of Management shall have the power to fill such vacancy from a person who meets the requirements of Clause 20.2 and such member shall hold office for that position in accordance with Clause 30.3.
- 30.19 If the number of valid nominations received is greater than the number of positions vacant, the Returning Officer shall make the necessary arrangements for a ballot-paper and return envelope to be printed and sent to all persons who are eligible to vote at the election and whose names appear on the roll(s).
- 30.20 Elections shall be held during the period commencing six (6) weeks prior to the Annual General Meeting and finishing one (1) week prior to the Annual General Meeting.
- 30.21 The method of voting in all elections shall be "bottoms up preferential". In order to record a valid vote, a person to whom a ballot-paper has been posted, shall place a number 1 in the square opposite the name of the most preferred candidate and the numbers 2, 3, 4, and so on in the squares opposite the names of remaining candidates so as to indicate for all of them.
- 30.22 The marked ballot-paper shall be placed by the person entitled to vote in the envelope provided, sealed and sent by post so as to reach the Returning Officer on or before the date and time set for the close of the poll. The address of the Returning Officer shall be displayed on the front of the envelope and on the back shall be displayed the electors name, address and signature and where appropriate the Affiliated Club.
- 30.23 An envelope shall be rejected if it does not contain the signature of the voter.

- 30.24 For the purposes of the scrutiny and count each candidate may appoint in writing a person to represent them during proceedings. Such person may not be a candidate in the same election.
- 30.25 When the ballot box is opened, only those persons whose names appear on the roll and have completed the requirements of sub-clause 30.22 shall have the envelopes containing their ballot-papers set aside for inclusion in the count. In performing that task, the Returning Officer shall not attempt to discover how individual electors have voted. In the event that more than one envelope is received from the same person, the first envelope will be admitted to the count, the other(s) will be rejected.
- 30.26 A ballot-paper is informal if:
- 30.26.1 it is not authenticated by the initials of the Returning Officer or by a mark authorised by the Returning Officer;
- 30.26.2 it has no vote indicated on it or does not indicate, in a manner required by sub-clause 30.21 the order of the voter's preference for all candidates in the election;
- However, where a voter indicates by consecutive numbers commencing with the number 1 an order of preference for all candidates except one, it shall be presumed that the candidate for whom no preference is expressed is the least preferred and that the voter has accordingly indicated an order of preference for all candidates or
- 30.26.3 it has upon it any mark or writing by which the voter can be identified.
- 30.27 A ballot-paper shall not be informal for any other reasons than the reasons specified but shall be given effect, to according to the voter's intention so far as that intention is clear. On any question regarding the validity or formality of a vote, the Returning Officers decision shall be final.
- 30.28 Subject to sub-clauses 30.1, 30.2 and 30.3 hereof officer bearers of the Association shall, as required, be elected in the following order:
- 30.28.1 President
- 30.28.2 Vice-Presidents
- 30.28.3 Secretary
- 30.28.4 Treasurer and
- 30.28.5 Members of the Committee of Management.
- 30.29 Counting of the ballot-papers for Executive positions.

The Returning Officer shall count the first preference votes of each candidate in the first contested election, according to the order of elections prescribed in sub-clause 30.28.

The candidate who has received the largest number of first preference votes shall if that number constitutes an absolute majority of votes, be elected.

If no candidate has received an absolute majority of first preference votes, the candidate who has received the fewest first preference votes shall be excluded, and

each ballot-paper counted to him/her shall be counted to the candidate next in order of the voter's preference.

If a candidate then has an absolute majority of votes he/she shall be elected, but if no candidate then has an absolute majority of votes, the process of excluding the candidate who has the fewest votes and counting each of his/her ballot-papers to the continuing candidate next in the order of the voter's preference shall be repeated until one candidate has received an absolute majority of votes.

The candidate who has received an absolute majority of votes shall be elected.

On completion of the count for the first Executive position, the Returning Officer shall proceed in the counting of ballot-papers for the second contested Executive position, and so on.

The ballot-papers are counted in the same manner as the first, however, in the case where a candidate contests more than one election and has been elected to a position previously counted, a vote indicated on a ballot-paper opposite the name of the candidate shall be counted to the candidate next in the order of the voters preference, and the numbers indicating subsequent preferences shall be deemed to be altered accordingly.

30.30 Counting of ballot-papers for Committee Members.

The Returning Officer shall count the number of votes for each candidate.

The candidate who has received the least number of first preference votes shall be excluded and each ballot-paper counted to him/her shall be counted to the candidate next in the order of the voter's preference.

The process of excluding the candidate with the least number of votes continues until the number of candidate remaining in the count equals the number of vacancies required to be filled.

Once again, if a candidate has already been elected at a previous count, a vote indicated on a ballot-paper opposite the name of the elected candidate shall be counted to the candidate next in the order of the voter's preference, and the numbers indicating subsequent preferences shall be deemed to be altered accordingly.

If during any count two or more candidates have an equal number of votes (and one of these candidate is required to be excluded), the Returning Officer shall determine by lot who shall be excluded. If two or more candidates have an equal number of votes at the conclusion of the count (and one or more than one candidate is required to be elected), the successful candidate/s shall be determined by sub-clause 30.31.

30.31 If at the conclusion of the count:

30.31.1 there is an equality of votes for candidates in the election of President; the current Secretary of the Association shall have a second or casting vote;

30.31.2 there is an equality of votes for candidates in the election of Vice-Presidents, Secretary, Treasurer and/or member of the Committee of Management the President of the Association (upon election) shall have a second or casting vote;

- 30.32 The Returning Officer shall report as soon as practicable, the result of the ballot to the President of the Association and to the candidates. The President or Chairperson shall convey by declaration this result to the members at the commencement of the Annual General Meeting.

31 RIGHT OF APPEAL TO ASSOCIATION

- 31.1 There shall be a right of appeal to the Association, **subject to the Associations Rules** by any **member** aggrieved by any decision or action of the Committee of Management or of any Member:
- 31.1.1 in relation to the grant or proposed grant to any person, body or club of membership of such Member or of the revocation of any such grant; or
 - 31.1.2 in relation to the conduct of any aspect of the Sport; or
 - 31.1.3 in relation to any dispute concerning the interpretation of this Constitution or any rules or by-laws herein; or
 - 31.1.4 in relation to any disciplinary action imposed on a Member of the Association.
- 31.2 Such appeal shall be commenced by lodging a notice addressed to the Secretary at the registered office for the time being of the Association not more than fifteen (15) calendar days after the decision which is the subject of the appeal.
- 31.3 Forthwith upon receiving such notice the Secretary shall cause the same to be served on the parties concerned and the Committee of Management.
- 31.4 The Committee of Management shall appoint a suitably qualified person or persons to hear any appeal instituted pursuant to clause 31 (hereinafter called "the Tribunal").
- 31.5 A person shall be suitably qualified for the purpose of sub-clause 31.4 if;
- 31.5.1 in the case of a Tribunal of one member, that person is an admitted practitioner of the Supreme Court of any State or Territory of Australia; or
 - 31.5.2 in the case of a Tribunal of three (3) members, the Chair is held by an admitted practitioner of the Supreme Court of any State or Territory of Australia and at least one other member must have knowledge of, and experience in, the sport;
 - 31.5.3 in the case of any Tribunal member, that person(s) must not be a party to or have a conflict of interest in the appeal to be held.
- 31.6 The Tribunal shall hear and determine the appeal and in so doing;
- 31.6.1 shall not be bound by the rules of evidence;
 - 31.6.2 may inform itself in such manner as it thinks fit;
 - 31.6.3 shall act according to equity, good conscience and substantial merits of the case;
 - 31.6.4 may affirm, quash, or vary the decision appealed against in such manner as it shall think fit;

31.6.5 provide proof of any matter that shall be determined on the balance of probability; and

31.6.6 shall publish reasons for its decision.

31.7 All parties participating in the appeal process and associated Tribunal hearings must agree to bear their own costs and expenses in this process with all Tribunal costs to be apportioned to the parties by that Tribunal, or as the Tribunal thinks fit.

31.8 The Committee of Management may make rules in relation to the conduct of any appeals herein and in doing so shall have regard to the principles of natural justice.

32 ADMINISTRATOR

32.1 The Committee of Management shall appoint an Administrator and determine their duties, salary and terms and conditions of employment.

32.2 The Administrator shall carry out those duties honestly and diligently and in the best interests of the Association.

32.3 The Administrator shall, as requested by the Executive or Committee of Management, attend all Annual General Meetings, Special General Meetings and Committee of Management meetings and will carry out any secretarial functions.

32.3 **deleted**

33. Deleted.

34 AUDITOR

34.1 An auditor of the Association shall be appointed at the Annual General Meeting of the Association in each year. The Committee of Management may fill a casual vacancy in the position of Auditor.

34.2 The auditor shall be a registered company auditor, a member of the Australian Society of Certified Practising Accountants, a member of the Institute of Chartered Accountants in Australia or such other person who may be approved by the Corporate Affairs Commission as an auditor of the accounts of the Association.

34.3 The auditor shall not be a member of the Executive or Committee of Management.

34.4 The auditor shall not hold any other office within the Association during the term of his appointment.

34.5 The auditor shall in each year examine the financial report submitted by the Treasurer together with the financial books and records maintained by the Treasurer and shall report on the correctness or otherwise thereof.

34.6 The auditor shall make a report upon the financial report to be submitted to the Annual General Meeting and in every such report shall state whether in their opinion they are properly drawn up so as to exhibit a true and correct view of the Association's financial affairs that such report shall be prepared by no later than the Annual General Meeting.

- 34.7 If the auditor is unable to make the report referred to in sub-clause 34.5 they shall advise the Annual General Meeting of the reason of this inability.
- 34.8 Upon retirement of the Treasurer the Auditor shall examine the financial report submitted by the newly appointed Treasurer together with the financial books and records maintained by the Treasurer and shall report on the correctness or otherwise thereof to the Committee of Management.
- 34.9 The auditor shall:
- 34.9.1 have access at all reasonable times to the accounting and other records of the Association,
 - 34.9.2 be entitled to require from any officer of the Association such information and explanation for the purposes of the audit as is necessary,
 - 34.9.3 furnish such records as are required by the provisions of the Act, 1985,
 - 34.9.4 be entitled to such reasonable fees and expenses as are approved by the Committee of Management.
- 34.10 If at any election for Auditor there is an equality of votes it shall be decided by lot which of the nominees having an equal number of votes shall be Auditor.

35 ALTERATION TO CONSTITUTION

- 35.1 This Constitution may be added to, altered, repealed or otherwise amended by the vote of a two thirds majority of the members present and entitled to vote at any Annual General Meeting or Special General Meeting of the Association.
- 35.2 Notice in writing of the intention to add to, alter, or replace or otherwise amend any part of the Constitution must be given to the Secretary at least two calendar months before an Annual General Meeting or Special General Meeting called for that purpose.
- 35.3 The notice of the proposed shall give details of the exact terms of the proposal and such information shall be included by the Secretary in the notice of the Annual General Meeting or Special General Meeting to be sent to Affiliated Clubs, Affiliated Associations, Life Members and members of the Committee of Management.

36 COMMON SEAL AND SEAL HOLDERS

The Seal shall:

- 36.1 be in the custody of the Secretary or such other member of the Executive as may be determined by the Committee of Management;
- 36.2 not be affixed to any deed, document or instrument except by virtue of a resolution of the Committee of Management and must be noted in the minutes of the Committee of Management meeting;
- 36.3 Every document to which the Seal is affixed shall be signed by any two members of the Executive.

37 DISSOLUTION

- 37.1 The Association may be dissolved by a resolution carried at a Special General Meeting expressly called for that purpose, convened by the Committee of Management or convened on the requisition of a two-third majority of Affiliated Clubs. The Association may also be wound up in such manner as provided for in the Act.
- 37.2 The Association shall be wound up if a resolution to that effect is carried by a vote of seventy-five per centum of those Affiliated Clubs, Life Members and members of the Committee of Management present and entitled to vote at a Special General Meeting of the Association called for that purpose.
- 37.3 In the event of the winding up or the cancellation of the Incorporation of the Association, the assets of the Association shall be disposed of in accordance with the provisions of the Act.

38 IRREGULARITY OF APPOINTMENT

All acts done by the Association in Annual General Meeting, Special General Meeting or by the Executive, Committee of Management or sub-committees or by any person acting as a delegate shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any person acting as aforesaid or any such delegate, or that the delegate or any of them were disqualified, be as valid as if every such person had been duly appointed or was qualified to be a Delegate.

39 INDEMNITY

Every member of the Committee of Management and any other officer for the time being of the Association shall be indemnified out of the assets of the Association against any liability arising out of the execution of duties incurred in conducting any proceedings authorised by the Association whether civil or criminal.

40 REGISTERED OFFICE

The registered office of the Association shall be situated at the Royalty Theatre, 65 Angas Street, Adelaide in the State of South Australia or as may otherwise be determined by the Committee of Management.

41 IMPLEMENTATION OF THIS CONSTITUTION

This Constitution, subject to a resolution of an Annual General Meeting of the Association, shall supersede the previous Constitution and shall take operational effect from Twenty ninth day of March One thousand nine hundred and ninety six, and notice of the implementation of this Constitution shall be given in writing to all Affiliated Clubs, Affiliated Associations, Life Members and members of the Committee of Management by no later than Fourteenth day of April One thousand nine hundred and ninety six.

This Constitution was amended on the twenty fourth day of November 2009.

President.....

Secretary.....