

ASSOCIATIONS INCORPORATION ACT 1985 (SA)

CONSTITUTION

of

AUSTRALIAN CALISTHENIC FEDERATION INCORPORATED

1 Name

The name of the association is Australian Calisthenic Federation Incorporated (“**Federation**”).

2 Interpretation

(1) In this Constitution unless the contrary intention appears:

Act means the *Associations Incorporation Act 1985 (SA)*.

Affiliated Organisations of ACF shall mean : Member States and their Affiliated Organisations (ASCA, coaches Association); ACFCC; AAB; and EAB.

Committee of Management means the Committee of Management constituted under this Constitution.

Council means the Council constituted under this Constitution.

Constitution means the Constitution of the Federation.

Director means a member of the Committee of Management (other than the Executive Officer) and includes any person acting in that capacity from time to time.

Event means and includes:

- (i) any championship (national or otherwise) organised or conducted by a Member State for or on behalf of the Federation;
- (ii) any championship, competition, demonstration sponsored by or conducted by or on behalf of the Federation; or
- (iii) any international competition, or demonstration at which the Federation is represented.

Executive Officer means the Executive Officer of the Federation for the time being appointed under this Constitution.

Financial year means the year from 1 January to 31 December each year.

General Meeting means the annual or any special general meeting of the Federation.

Individual Member means a registered financial member of a Member State.

Intellectual Property means all rights or goodwill subsisting in copyright, business names, names, trade marks (or signs), logos, designs, patents or service marks (whether registered or registrable) relating to the Federation or any Event, competition or Calisthenics activity of or conducted, promoted or administered by

the Federation.

Life Member means an individual upon whom Life Membership of the Federation has been conferred under **Rule 8(3)**

Member means a member for the time being of the Federation under **Rule 8(1)**

Member State means an independent entity recognised under **Rule 8(5)(a)** to administer Calisthenics in its particular State.

Objects mean the Objects in **Rule 4**.

Official means any administrator, coach, adjudicator, examiner, timer, assessor, team manager or other person who has a position as an official in Calisthenics.

President means the person elected to perform the duties of President of the Federation.

Special Resolution means a resolution passed:

- (a) at a General Meeting of the Federation of which 21 days notice, accompanied by notice of intention to propose a resolution as a special resolution, has been given to the Members in accordance with this Constitution; and
- (b) by at least three-quarters of those Members who, being entitled to vote, vote in person at the meeting or by another form of visible or electronic communication approved by the Federation from time to time.

State means a State of Australia and includes the Territories of Australia.

State Acts means the state associations incorporation legislation (by whatever name called) governing the Members, including the Act.

State Delegate means the persons elected or appointed from time to time by a Member State to act for and on behalf of that Member State and represent the Member State at General Meetings and includes Alternate State Delegates (where appointed).

- (3) Expressions referring to "writing" shall unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.
- (4) In this Constitution
 - (a) a reference to a function includes a reference to a power, authority and duty;
 - (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty;
 - (c) words importing the singular include the plural and vice versa;
 - (d) words importing any gender include the other gender;

- (e) references to persons include corporations and bodies politic;
 - (f) references to a person include the legal personal representatives, successors and permitted assigns of that person;
 - (g) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction).
- (5) If any provision of this Constitution or any phrase contained in it is invalid or unenforceable in any jurisdiction, the phrase or provision is to be read down for the purpose of that jurisdiction, if possible, so as to be valid and enforceable. If it can not be so read down it shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of the Constitution or affecting the validity or enforceability of that provision in any other jurisdiction.
- (6) The Federation is established solely for the Objects.
- (7) The model rules referred to in the Act are displaced by this Constitution.

3 Composition

The Federation shall comprise affiliated organisations and other persons elected in the prescribed manner and which have agreed to be governed by the Constitution and By Laws of the Federation.

4 Objects of the Federation

The Federation is the peak body for the administration of Calisthenics in Australia and is established solely to:

- (a) promote and encourage the advancement and development of Calisthenics both within Australia and overseas and to ensure the protection of the separate and collective interests of all affiliated bodies;
- (b) provide for the conduct, encouragement, promotion and administration of Calisthenics through and by various Member States or other organisations for the mutual and collective benefit of the Members and Calisthenics;
- (c) act in good faith and loyalty to ensure the maintenance and enhancement of the Federation and Calisthenics, its standards, quality and reputation for the collective and mutual benefit of the Members and Calisthenics;
- (d) at all times operate with and promote mutual trust and confidence between the Federation and the Members in pursuit of the Objects;
- (e) at all times to act on behalf of, in the interests of, and in conjunction, with the Members and Calisthenics;
- (f) promote the economic and sporting success, strength and stability of the Federation and each Member State and to act interdependently with each Member State in pursuit of the Objects;
- (g) ensure that a competent standard of Calisthenics is maintained throughout Australia, meeting the diverse needs of the community;

- (h) develop a sense of sportsmanship and a high degree of proficiency in competitors and participants in Calisthenics;
- (i) enable competitors to achieve a high level of physical and mental fitness through the coaching and practices of Calisthenics
- (j) apply the property and capacity of the Federation towards the fulfillment and achievement of the Objects;
- (k) use and protect the Intellectual Property
- (l) collect, distribute and publish information in connection with Calisthenics and international and national Calisthenics competitions and championships
- (m) promote and control national and international competitions and championships
- (n) strive for governmental, commercial and public recognition of the Federation, the Member States and Calisthenics;
- (o) promulgate and secure uniformity in such rules as may be necessary or appropriate for the management and control of Calisthenics and related activities in Australia;
- (p) further develop the Federation as an organised institution and, with these purposes in view, to foster, regulate, organise and manage national and international competitions, displays and other activities and to present awards as appropriate;
- (q) review and/or determine any matters relating to Calisthenics which may arise or be referred to it by any Member State;
- (r) recognise any penalty imposed by any Member State;
- (s) through or in association with the Member States or other entities or of itself, promote the health and safety of participants, coaches, examiners and adjudicators registered with any Member State or other recognised Calisthenics organisation or other entity;
- (t) through or in association with the Member States or other entities or of itself, encourage participants, coaches, examiners and adjudicators registered with any Member State or other recognised Calisthenics organisation to realise their potential and athletic abilities by extending to them the opportunity of education and further participation in Calisthenics;
- (u) conduct or commission research and development for improvements in Calisthenics;
- (v) pursue through itself or others such commercial arrangements, including sponsorship and marketing opportunities as are appropriate, to further the Objects and Calisthenics;
- (w) formulate or adopt and implement appropriate policies, including in relation to sexual harassment, equal opportunity, equity, drugs in sport, health, safety, junior and senior programs, infectious diseases and such other matters as arise from time to time as issues to be addressed in Calisthenics;
- (x) represent the interests of its Members and of Calisthenics generally in any appropriate forum;

- (y) have regard to the public interest in its operation;
- (z) do all that is reasonably necessary to enable these Objects to be achieved and to enable the Members to receive the benefits which these Objects are intended to achieve;
- (aa) encourage and promote performance-enhancing drug free competition; and
- (bb) undertake and or do all things or activities which are necessary, incidental or conducive to the advancement of these objects.

5 Powers of the Federation

Solely for furthering the Objects the Federation has, in addition to the functions and powers under the Act, the legal capacity and powers of a company as set out under section 124 of the *Corporations Act*.

6 Application of Income

- (a) The income and property of the Federation shall be applied solely towards the promotion of the Objects.
- (b) No portion of the income or property of the Federation shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member.
- (c) No remuneration or other benefit in money or money's worth shall be paid or given by the Federation to any member who holds any office of the Federation.
- (d) Nothing contained in **Rules 6 (b) or (c)** shall prevent payment in good faith of or to any Member:
 - (i) for any services actually rendered to the Federation whether as an employee or otherwise;
 - (ii) for goods supplied to the Federation in the ordinary and usual course of business;
 - (iii) of interest on money borrowed from any Member;
 - (iv) of rent for premises demised or let by any Member to the Federation;
 - (v) for any out-of-pocket expenses incurred by the Member on behalf of the Federation;

provided that any such payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

7 Addition Alteration or Amendment

No addition, alteration or amendment shall be made to this Constitution unless it has been approved by Special Resolution.

8 Members

- (1) Members

The Members of the Federation shall consist of:

- (a) the Member States, which subject to this Constitution, shall be represented by their State Delegates who have the right to be present, debate and vote at General Meetings for and on behalf of the Member States;
- (b) Life Members, who subject to this Constitution, may upon invitation from the Committee of Management attend and debate at General Meetings, but otherwise have no right to vote at General Meetings;
- (c) Individual Members, who have no right to attend, debate or vote at General Meetings; and
- (d) such new categories of Members, created in accordance with **Rule 8(2)**.

(2) Creation of New Categories of Membership

The Council has the right and power from time to time to create new categories of membership with such rights, privileges and obligations as are determined applicable (other than voting rights), even if the effect of creating a new class is to alter rights, privileges or obligations of an existing category of Members. No new category of membership may be granted voting rights.

(3) Life Members

- (a) Member States may nominate persons to be considered for life membership of the Federation. The Council may consider at the relevant Annual General Meeting that one or more persons duly nominated and who has rendered distinguished service to Calisthenics in Australia, where such service is deemed to have assisted the advancement of Calisthenics in Australia, have life membership conferred on them.
- (b) A resolution of the Annual General Meeting to confer life membership on the recommendation of the Council must be a Special Resolution.
- (c) Upon life membership being conferred, the person's details shall be entered upon the register. A person shall become a Life Member from the time their life membership is formally announced not from the time of entry of their details on the register

(4) Liability of Members

The liability of the Members of the Federation is limited.

(5) Member States

(a) Recognition of Member States

The entity which is recognised by the Federation as the only official representative of and controlling authority for Calisthenics in a State is or shall be recognised as a Member State and shall administer Calisthenics in that particular State in accordance with the Objects. Each Member State shall be named according to the State in which it is located.

(b) Compliance of Member States

Each Member State shall:

- (i) be incorporated in its particular State

- (ii) provide the Federation with copies of its annual report inclusive of financial statements immediately following the Member State's annual general meeting;
 - (iii) adopt the Objects and adopt rules which reflect and which are, to the extent permitted or required by the State Acts, generally in conformity with this Constitution;
 - (iv) apply its property and capacity in pursuit of the Objects, the Member States and Calisthenics;
 - (v) at all times act for the joint advantage of the Federation and the Members and Calisthenics;
 - (vi) do all that is reasonably necessary to enable the Objects to be achieved
 - (vii) act in good faith and loyalty to maintain and enhance the Federation and Calisthenics, its standards, quality and reputation for the collective and mutual benefit of the Members and Calisthenics; and
 - (viii) at all times operate with and promote mutual trust and confidence between the Federation and the Members in pursuit of the Objects; and at all times act on behalf of and in the interests of the Members and Calisthenics.
- (c) Operation of Constitution

The Federation and the Member States agree:

- (i) that they are bound by this Constitution and that this Constitution operates to create uniformity in the way in which the Objects and Calisthenics are to be conducted, encouraged, promoted and administered in Australia;
- (ii) to act in good faith and loyalty to each other to ensure the maintenance and enhancement of Calisthenics, its standards, quality and reputation for the collective and mutual benefit of the Members and Calisthenics;
- (iii) not to do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of Calisthenics and its maintenance and enhancement;
- (iv) to make full and proper disclosure to each other of all matters of importance to the Federation and Calisthenics;
- (v) to ensure that no Member acquires a material or financial advantage at the expense of the Federation or any Member State or Calisthenics;
- (vi) to operate with mutual trust and confidence in pursuit of the Objects;
- (vii) to promote the economic and sporting success, strength and stability of each other and to act interdependently with each other in pursuit of the Objects;

- (viii) to act for and on behalf of the interests of Calisthenics, the Federation and the Members; and
- (ix) that should a Member State have administrative, operational or financial difficulties, the Committee of Management may, in its absolute discretion, act to assist that Member State in whatever manner and on such conditions as the Committee of Management considers appropriate.

(6) Member State Constitutions and Rules

(a) Constitution

The constituent documents of each Member State shall clearly reflect the Objects with such incidental variations as are necessary or appropriate, having regard to the State Acts applicable to each Member State.

(b) Amendments to Member State Constitutions

Each Member State shall take all steps necessary to ensure its constituent documents and rules are consistent with the Constitution, subject to any requirements in any relevant State Act.

(c) Register of Members

Each Member State shall maintain, in a form and with such details as are acceptable to the Federation, a register of all Individual Members in its State. Each Member State shall provide relevant member information in a form acceptable to the Federation for inclusion on the National database and shall provide prompt and regular updates of that information to the Federation when requested by the Committee of Management.

(7) Register of Members

(a) Executive Officer to Keep Register

The Executive Officer shall keep and maintain the National database, which records member information as required under the Act from time to time.

(b) Inspection of Register

Having regard to privacy and confidentiality considerations, an extract of the register, excluding the address of any Life Member, Director or State Delegate, shall be available for inspection, excluding address and telephone number, (but not copying) by Member States, upon reasonable request.

(8) Effect of Membership

Members acknowledge and agree that:

(a) this Constitution constitutes a contract between each of them and the Federation and that they are bound by this Constitution

(b) they shall comply with and observe this Constitution and any determination, resolution or policy, which may be made or passed by the Federation, the Council or any duly, authorised committee;

- (c) by submitting to this Constitution they are subject to the jurisdiction of the Federation
- (d) this Constitution is made in pursuit of a common object, namely the mutual and collective benefit of the Federation, the Members and Calisthenics;
- (e) this Constitution is necessary and reasonable for promoting the Objects and particularly the advancement and protection of Calisthenics; and
- (f) they are entitled to all benefits, advantages, privileges and services of Federation membership.

(9) Discontinuance of Membership

(a) Member's Failure to Comply

Notwithstanding **Rule 8(10)**, where a Member State fails to comply with its financial and reporting obligations under this Constitution, the Council may determine that Member State to be not of good standing. On determination that a Member State is not of good standing, the Council may give notice to the Member State of:

- (i) Council's determination; and
- (ii) the grounds for the Council's determination;

and request that the Member State show cause within 21 days from the date of that notice as to why some action should not be taken against the Member State. The Member State's failure to respond or act to the Council's satisfaction (including assurances or compliance with its obligations) may result in the Council suspending or terminating the Member State's membership of the Federation, or otherwise imposing such conditions on the Member's membership, as the Council sees fit. Such penalty (other than termination) will take effect upon notification to the Member by the Council. Nothing in this Rule effects the operation of **Rules 10(4) and (5)**.

(b) Forfeiture of Rights

A Member (including a Member State) which ceases to be a Member, for whatever reason, shall forfeit all right in and claim upon the Federation and its property including Intellectual Property. Any Federation documents, records or other property in the possession, custody or control of that Member shall be returned to the Federation immediately.

(c) Federation Representation Rights

Where a Member State ceases to be a Member it shall also forfeit all representation rights on the Federation. A Member State shall return any Federation documents, records or other property in its possession, custody or control to the Federation immediately upon cessation of membership.

(d) Membership May be Reinstated

Membership which has lapsed, been withdrawn or terminated under this Constitution may be reinstated at the discretion of the Federation, on

application in accordance with this Constitution and otherwise on such conditions as the Council sees fit.

(e) Individual Members

Where a Member State ceases to be a Member in accordance with this Constitution or the Act, the Individual Members of that Member State may continue to be recognised by the Federation to the extent (if any) and for such time (if any) as is determined in the sole discretion of the Council.

(10) Discipline of Members

The Council may refer the following matters for investigation or determination by an appointed committee or investigator in accordance with the ACF Complaints Management Policy in its sole discretion:

- (a) Breach of Constitution etc: an allegation or grievance (not being vexatious, trifling or frivolous) by a complainant (who may be, but need not be, an Individual Member, Life Member or a Member State) that an Individual Member, Member State or Life Member has:
 - (i) breached, failed, refused or neglected to comply with a provision of this Constitution, the Regulations or any other resolution or determination of the Federation, Council or duly authorised committee; or
 - (ii) acted in a manner unbecoming of a Member or prejudicial to the objects and interests of the Federation and/or Calisthenics; or
 - (iii) brought the Federation or Calisthenics into disrepute; or
- (b) Disciplinary Matter: where the Council (in its sole discretion) considers the matter is of a serious enough nature, an appeal from an Individual Member who has received a penalty or an adverse finding in disciplinary proceedings conducted by a Member State, provided that the Individual Member has first exhausted all avenues of appeal available under the constitutions of the Member State; and

any such Individual Member, Life Member and/or Member State will be subject to, and submits unreservedly to the jurisdiction, procedures, penalties and appeal mechanisms of the Federation set out in the Regulations.

9 State Delegates

(1) Appointment of State Delegates to Council

Each Member State is entitled to appoint 2 State Delegates. Member States shall appoint their State Delegates for such term as is deemed appropriate by the Member State. A State Delegate must:

- (a) not also be a Director of the Committee of Management
- (b) be an Individual Member of the Member State which appoints her; and
- (c) be appropriately empowered by her Member State to make decisions at General Meetings.

(2) State Delegates as Representative

State Delegates shall represent their Member State at General Meetings and shall have full power to consider and vote on resolutions at General Meetings.

(3) Member State to Advise

Each Member State shall advise the Executive Officer of its appointed State Delegates, at least 21 days prior to any General Meeting.

10 Subscriptions and Fees

(1) Subject to **Rule 10(2)** fees, including annual membership fees, payable by Members (or any category of Member) to the Federation, the basis of, the time for and the manner of payment, shall be determined by the Committee of Management and approved by the Council at the Annual General Meeting.

(2) The Committee of Management may recommend to the Council that fees are levied upon all Individual Members by the Member States and the Member States shall collect such prescribed fees and remit them to the Federation. Such fees when levied will be in the nature of a "capitation" fee.

(3) Monies payable to the Federation by the Members under **Rule 10** shall be forwarded to the Federation for the Federation's use by such dates as are prescribed by the Council.

(4) Any Member which has not paid all monies due and payable by that Member to the Federation shall (subject to Council's discretion) have all rights under this Constitution immediately suspended from the expiry of the time prescribed for payment of those monies. Such rights will be suspended until such time as the monies are fully paid or otherwise in the Council's discretion. The Member shall be dealt with in the Council's discretion, which includes the right to suspend, disqualify, fine, discipline or retain that Member as a Member (but expressly not terminate that Member's membership), or impose such other conditions or requirements as the Council considers appropriate.

(5) Where the Council exercises its discretion under **Rule 10(4)** and imposes a penalty on a Member which has not paid all monies due and payable by that Member to the Federation, the rules of natural justice are hereby expressly excluded and do not apply to the imposition of that penalty.

11 General Meetings

(1) An Annual General Meeting of the Federation shall be held within 5 months of the end of the financial year and on a date and at a venue to be determined by the Council.

(2) All General Meetings other than the Annual General Meeting shall be Special General Meetings and shall be held in accordance with this Constitution.

12 Notice Of General Meetings

(1) Notice of Annual and Special General Meetings

(a) Notice of every Annual General Meeting shall be given to every Member State, State Delegate and Director at the address appearing in the register kept by the Federation. No other person shall be entitled as of right to

receive notices of General Meetings, except the Federation's auditor(s). Life Members may be invited to attend in the discretion of the Council.

- (b) At least 30 days notice of the place and day and hour of the Annual General Meeting shall be given.
- (c) At least 21 days notice of the business to be transacted at an Annual General Meeting shall be given, together with:
 - (i) any notice of motion received from any Member State, Director or the State Delegate in accordance with this Constitution
 - (ii) relevant accounts and reports in accordance with this Constitution and the Act;
 - (iii) a list of all nominations received for positions to be appointed and/or elected at the relevant General Meeting; and
 - (iv) the agenda for the meeting.

(2) Entitlement to attend Annual General Meeting

Notwithstanding any other clause of this Constitution, no Member shall be represented at, or take part in a General Meeting, unless all monies then due and payable by that Member to the Federation are paid.

13 Business of Annual General Meetings

(1) Business to be transacted

- (a) The business to be transacted by the Federation at the Annual General Meeting includes the consideration of the accounts and the reports of the Council and the Committee of Management, Member States and the auditors, the election of Directors (as relevant), the appointment of auditors and (if required) the appointment of patrons.
- (b) All business that is transacted at an Annual General Meeting, with the exception of those matters set out in **Rule 13(1)(a)** shall be special business. "Special business" is business of which a notice of motion has been submitted in accordance with **Rule 14**.

(2) No other Business

No business other than that stated on the notice for a meeting shall be transacted at the General Meeting.

14 Notices of Motion

(1) Notices of Motion from Member States to be submitted

All notices of motion from Member States for inclusion as special business at a General Meeting must be submitted in writing (in the required form) to the Executive Officer not less than 28 days (excluding receiving date and meeting date) prior to the Annual General Meeting.

(2) Notices of Motion from the Council and/or Committee of Management to be submitted

All notices of motion from the Committee of Management or a State Delegate for inclusion as special business at an Annual General Meeting must be submitted in writing (in the required form) to the Executive Officer not less than 28 days (excluding receiving date and meeting date) prior to the General Meeting.

15 Special General Meetings

- (1) Special General Meetings may be held

The Council may, whenever it thinks fit, convene a Special General Meeting of the Federation and, where but for this Rule more than 15 months would elapse between Annual General Meetings, shall convene a Special General Meeting before the expiration of that period.

- (2) Requisition of Special General Meetings

- (a) The Council shall on the requisition in writing of 5 Member States convene a Special General Meeting.
- (b) The requisition for a Special General Meeting shall state the object(s) of the meeting, shall be signed by the State Delegates of the Member States making the requisition and be sent to the Federation. The requisition may consist of several documents in a like form, each signed by 1 or more of the Member States making the requisition.
- (c) If the Council does not cause a Special General Meeting to be held within 1 month after the date on which the requisition is sent to the Federation, the State Delegates making the requisition, or any of them, may convene a Special General Meeting to be held not later than 3 months after that date.
- (d) A Special General Meeting convened by Member States under this Constitution shall be convened in the same manner, or as nearly as possible as that, in which meetings are convened by the Council.
- (e) The Council and/or Committee of Management may call a Special Meeting at any time with reasonable notice to those parties entitled to receive notice.

16 Proceedings at General Meetings

- (1) Quorum

No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for General Meetings shall be more than half the State Delegates entitled to be present.

- (2) President to Preside

The President shall, subject to this Constitution, preside at every General Meeting. If the President is not present, or is unwilling or unable to preside, the Members shall choose one of the remaining Directors who shall, subject to this Constitution, preside as chairperson for that meeting only.

- (3) Adjournment of Meeting

- (a) If within half an hour from the time appointed for the General Meeting a quorum is not present the meeting shall be adjourned to such other day and

at such other time and place as the President may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting will lapse.

- (b) The President may, with the consent of any General Meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) When a General Meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (d) Except as provided in **Rule 16(3)(c)** it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

(4) Voting

At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded:

- (a) by the President; or
- (b) by over half the State Delegates present.

(5) Recording of Determinations

Unless a vote is demanded under **Rule 16(4)**, a declaration by the president that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Federation shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

(6) Where Vote Demanded

If a vote is duly demanded under **Rule 16(4)** it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the chairman directs, and the result of the poll shall be the resolution of the meeting at which the vote was demanded.

(7) Resolutions Not in Meeting

- (a) Except:
 - (i) where prohibited by the Act or the Corporations Act;
 - (ii) in the case of an Annual General Meeting; or
 - (iii) where a Special Resolution is required under this Constitution or under the Act;
 - (iv) a resolution in writing signed or assented to by facsimile or other form of visible or other electronic communication by all the Members

entitled to vote shall be as valid and effectual as if it had been passed at a meeting of Members entitled to vote duly convened and held. Any such resolution may consist of several documents in like form each signed by 1 or more of the Members entitled to vote.

- (b) Without limiting the power of the Federation to hold General Meetings in accordance with this Constitution and otherwise as they see fit, a meeting of Federation may be held where 1 or more of the Members entitled to vote and represented by its State Delegate is not physically present at the meeting, provided that:
- (i) all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously whether by means of telephone or other form of communication;
 - (ii) notice of the meeting is given to all persons entitled to notice in accordance with this Constitution;
 - (iii) in the event that a failure in communications prevents **Rule 16(7)(b)(i)** from being satisfied by a quorum then the meeting shall be suspended until **Rule 16(7)(b)(i)** is satisfied again. If such is not satisfied within 15 minutes from the interruption the meeting shall be deemed to have terminated; and
 - (iv) no meeting shall be invalidated merely because no Member entitled to vote is physically present at the place for the meeting specified in the notice of meeting.

17 Entitlement to Vote at General Meetings

Each Member State shall have voting rights at General Meetings. State Delegates shall represent their respective Member States and each Member State shall have one vote. The President shall also have a casting vote which may be exercised or not in the President's absolute discretion. No other person shall be entitled to vote but shall, subject to this Constitution, have and be entitled to exercise those rights set out in **Rule 8(1)**.

18 Proxy Voting not permitted

Proxy voting shall not be permitted.

19 Council

The Council is responsible for:

- (1) Strategic Direction and approval of the Strategic Plan

The members of the Council have the responsibility of providing strategic direction to the Committee of Management in relation to the content of the strategic plan. The Director of Planning is responsible for developing a strategic plan in consultation with the Council. The strategic plan once completed must be endorsed by the Council.

The Council will:

- (a) provide the strategic direction for the management, growth and long term sustainability of the sport;

- (b) establish the framework and parameters for the development of strategic and business plans to guide the administration of the sport;
- (c) be the key agent for strategic management and steer the organisation through changing circumstances; and
- (d) evaluate the performance of officials, employees, sub committees and the Council itself.

(2) Approval of Business Plan

The Director of Planning will develop an annual business plan for approval by the Council, having regard to the strategic plan and operational needs. The Council, by approving the business plan delegates to the Committee of Management the operational management of ACF.

(3) Approval of National Policies and Procedures

The Committee of Management is responsible for developing National Policies and Procedures for submission to the Council for endorsement. The Council will develop the framework and directions for polices and procedures and will have the responsibility for the approval of National Policies and Procedures having endorsed the Committee of Management submission.

20 Composition of the Council

The Council is comprised of the following:

- (a) President;
- (b) State Delegates; and
- (c) Executive Officer (No Vote).

21 Meetings of the Council

(1) Council to Meet

The Council shall meet twice in the first complete Financial Year under this Constitution and at least once in every Financial Year thereafter. The Council meeting will coincide with the Annual General Meeting.

(2) Notice of Council Meetings

The Executive Officer will provide not less than 28 days' written notice of the next Council meeting to each Member State, Director and State Delegate. The agenda shall be forwarded to each Member State, Director and State Delegate not less than 14 days prior to such meeting.

(3) Decisions of Council

Subject to this Constitution, questions arising at any meeting of the Council shall be decided by a majority of votes and a determination of a majority of Council members present and entitled to vote. All Council members shall have 1 vote on any question. The President shall also have a casting vote where voting is equal.

(4) Voting Majorities

All motions shall be decided by simple majority, on a show of hands, unless a

Special Resolution is required.

22 Committee of Management

(1) Role of Committee of Management

The Committee of Management is to provide good governance and administration to the Federation acting at all times in accordance with this Constitution and the powers delegated to it by the National Council. The Committee of Management will undertake the following responsibilities:

- (a) obtain resources and ensure that all financial and legal matters are properly managed;
- (b) manage external relations and advocacy issues;
- (c) regularly communicate with, and provide information to Members about the management of the Federation;
- (d) ensure that all members of the committee act as leadership role models;
- (e) facilitate coaching education programs seminars and resources to enable the personal development of coaching skills;
- (f) provide adjudication education programs, seminars and resources to enable the development and maintenance of adjudication skills;
- (g) enable participants to improve their technical skills and reach their own level of competence;
- (h) provide marketing, promotional and development information to increase the awareness of calisthenics as a sport and provide members and clubs with resources and information to increase participation levels; and
- (i) develop strategic and business plans for approval by the Council.

(2) Composition of the Committee of Management

The committee of management comprises:

- (a) President;
- (b) Director of Finance;
- (c) Director of Planning;
- (d) Director of Marketing;
- (e) Director of Competition;
- (f) Director of Coaching;
- (g) Director of Adjudicating;
- (h) Director of Skills; and
- (i) Executive Officer.

(3) Qualifications of Directors

The Council will determine necessary requirements, qualifications and job descriptions for eligibility as Directors from time to time.

(4) Portfolios

The Council may determine the interests of the Federation are best served by the allocation of portfolios to Directors within the Committee of Management. The Committee of Management shall be entitled to vary the titles and portfolios of each of the Directors in accordance with the needs of the Federation from time to time.

23 Election and/or Appointment of Directors

(1) Election Appointment of Directors

- (a) The Director of Finance, Director of Competitions, Director of Planning and Director of Marketing will be elected at a General Meeting in accordance with this Constitution. Nominations must be received from Member States for persons to be considered for election as Directors 30 days prior to the relevant General Meeting. When calling for nominations the details of the necessary qualifications and job description (if any) applicable to the position shall also be provided.
- (b) The Director of Coaching, Director of Skills and Director of Adjudication shall be appointed by their relevant sub-committees. These appointments must be ratified by the Council. Each of these Directors must be a current member of the relevant sub-committee nominated by the State Delegate to the sub-committee and ratified by Council.

Following the appointment of the Director another delegate may be elected from the Director's State to the relevant committee.

(2) Form of Nomination

Nominations must be:

- (a) in writing;
- (b) on the prescribed form (if any) provided for that purpose;
- (c) signed by a nominator and a seconder, who shall be Affiliated Organisations; and
- (d) certified by the nominee expressing his willingness to accept the position for which he is nominated.

(3) Elections

Elections for Directors under **Rule 23(1)** shall be by secret preferential ballot at the relevant General Meeting on papers prepared by the Executive Officer.

(4) Term of Office

- (a) Each Director shall hold office for two years but is eligible for re-election or reappointment (as the case may be) subject to having the required qualifications and complying with the job description.
- (b) The terms of office of Directors shall rotate in accordance with the initial terms determined under **Rule 23(5)**.

(5) Rotational Terms

To ensure rotational terms 3 Directors elected under **Rule 23(1)** shall retire in each odd year and the remaining 3 Directors elected under **Rule 23(1)** shall retire in each even year until, after two years the five original Directors elected under **Rule 23(1)** have retired after which, those Directors (or their replacements) who first retired, shall retire and so on. Any adjustment to the term of Director(s) elected or appointed under this Constitution to ensure rotational terms in accordance with this Constitution, shall be determined by the Council and in the event of the Council failing to agree, by lot. Elections and appointments to subsequent Councils shall then proceed in accordance with the procedures in this Constitution.

(6) President

The President will be elected at a General Meeting in accordance with this Constitution. Nominations must be received from Member States for persons to be considered for election as Directors 30 days prior to the relevant General Meeting. When calling for nominations the details of the necessary qualifications and job description (if any) applicable to the position shall also be provided.

24 Vacancies of Directors/President

(1) Grounds for Termination of Director/President

In addition to the circumstances (if any) in which the office of a Director becomes vacant by virtue of the Act or the Corporations Act, the office of a Director becomes vacant if the Director:

- (a) dies;
- (b) becomes bankrupt or makes any arrangement or composition with his/her creditors generally;
- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;
- (d) resigns his/her office by providing notice in writing to the Federation;
- (e) is absent without the consent of the Committee of Management from meetings of the Committee of Management held during a period of 6 months;
- (f) without the prior consent or later ratification of the Members in General Meeting, holds any office of profit under the Federation;
- (g) is directly or indirectly interested in any contract or proposed contract with the Federation and fails to declare the nature of his/her interest;
- (h) is removed from office by Special Resolution; or
- (i) would otherwise be prohibited from being a director of a corporation under the Act or the Corporations Act.

(2) Casual Vacancies

Any casual vacancy occurring in the office of Director may be filled by the Council from among persons with the required qualifications. Any such vacancy may only be filled for the remainder of the Director's term under this Constitution.

(3) Remaining Directors May Act

In the event of a casual vacancy or vacancies in the office of a Director, the remaining Directors may act but, if the number of remaining Directors is not sufficient to constitute a quorum at Council meeting, they may act only for the purpose of increasing the number of Directors to a number sufficient to constitute such a quorum.

25 Meetings of the Committee of Management

(1) Committee of Management to Meet

The Committee of Management shall meet as often as is deemed necessary in every Financial Year for the dispatch of business and may adjourn and, subject to this Constitution, otherwise regulate, meetings as it thinks fit. Any Director may at any time convene a meeting of the Committee of Management within a reasonable time.

(2) Decisions of Committee of Management

Subject to this Constitution, questions arising at any meeting of the Committee of Management shall be decided by a majority of votes and a determination of a majority of Directors present and entitled to vote shall for all purposes be deemed a determination of the Committee of Management. All Directors shall have 1 vote on any question. The President shall also have a casting vote where voting is equal.

(3) Resolutions Not in Meeting

- (a) A resolution in writing, signed or assented to by facsimile or other form of visible or other electronic communication by all the Directors shall be as valid and effectual as if it had been passed at a meeting of Directors duly convened and held. Any such resolution may consist of several documents in like form each signed by 1 or more of the Directors.
- (b) Without limiting the power of the Committee of Management to regulate their meetings as they think fit, a meeting of the Committee of Management may be held where 1 or more of the Directors is not physically present at the meeting, provided that:
 - (i) all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously whether by means of telephone or other form of communication;
 - (ii) notice of the meeting is given to all the Directors entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Committee of Management;
 - (iii) in the event of a failure in communications prevents **Rule 25(3)(b)(i)** from being satisfied by a quorum of Directors then the meeting shall be suspended until **Rule 25(3)(b)(i)** is satisfied again. If such is not satisfied within 15 minutes from the interruption the meeting shall be deemed to have terminated; and
 - (iv) no meeting shall be invalidated merely because no Director is physically present at the place for the meeting specified in the notice of meeting.

(4) Quorum

At meetings of the Committee of Management the number of Directors whose presence (or participation under **Rule 25(3)**) is required to constitute a quorum is 4 Directors.

(5) Notice of Committee of Management Meetings

Unless all Directors agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their presence), not less than 14 days' written notice of the meeting of the Committee of Management shall be given to each Director. The agenda shall be forwarded to each Director not less than 7 days prior to such meeting.

(6) Validity of Committee of Management Decisions

A procedural defect in decisions taken by the Committee of Management shall not result in such decision being invalidated.

(7) Conflicts of Interest

A Director shall declare her interest in any:

- (a) contractual matter;
- (b) selection matter;
- (c) disciplinary matter; or
- (d) other financial matter;

in which a conflict of interest arises or may arise and shall, unless otherwise determined by the Committee of Management, absent herself from discussions of such matter and shall not be entitled to vote in respect of such matter. In the event of any uncertainty as to whether it is necessary for a Director to absent herself from discussions and refrain from voting, the issue should be immediately determined by vote of the Committee of Management, or if this is not possible, the matter shall be adjourned or deferred.

26 Executive Officer

(1) Appointment of Executive Officer

The Executive Officer shall be appointed by the Council, in consultation with the Committee of Management for such term and on such conditions as it thinks fit.

(2) Specific Duties

The Executive Officer shall:

- (a) as far as practicable attend all Committee of Management meetings and General Meetings;
- (b) prepare the notice of and agenda for all Committee of Management meetings and all General Meetings;
- (c) ensure that minutes of the proceedings of all meetings of the Committee of

Management and the Federation are recorded and prepared; and

- (d) regularly report to the Committee of Management (and if required, to the Federation) on the activities of, and issues relating to, the Federation.

(3) Broad Power to Manage

Subject to the Act, this Constitution, and any directive of the Committee of Management, the Executive Officer has power to perform all such things as appear necessary or desirable for the proper management and administration of the Federation. No resolution passed by the Federation in General Meeting shall invalidate any prior act of the Executive Officer or the Committee of Management which would have been valid if that resolution had not been passed.

(4) Executive Officer may employ

The Executive Officer, in consultation with the Committee of Management, may employ such office personnel as are deemed necessary from time to time. Such appointments shall be for such period and on such conditions as the Executive Officer and the Committee of Management determines.

27 Appointments

The following positions are to be appointed at the Annual General Meeting:

- (a) patron;
- (b) auditor; and
- (c) solicitor

A properly qualified auditor or auditors shall be appointed and the remuneration of such auditor or auditors fixed by the Committee of Management. The auditor's duties shall be regulated in accordance with the *Corporations Act*, or if no relevant provisions exist under the *Corporations Act* in accordance with generally accepted principles, or any applicable code of conduct.

The accounts of the Federation including the profit and loss accounts and balance sheet shall be examined by the auditor or auditors at least once in every year.

28 Records

(1) Executive Officer to Keep Records

The Executive Officer shall establish and maintain proper records and minutes concerning all transactions, business, meetings and dealings of the Federation and the Committee of Management and shall produce these as appropriate at each Committee of Management meeting or General Meeting.

(2) Records Kept in Accordance with the Act and the *Corporations Act*

Proper accounting and other records shall be kept in accordance with the Act and the *Corporations Act*, generally accepted accounting principles and/or any applicable code of conduct. The books of account shall be kept in the care and control of the Director of Finance.

(3) Federation to Retain Records

The Federation shall retain such records for not less than 7 years after the

completion of the transactions or operations to which they relate.

All books, documents, securities shall be made available for inspection for any member upon request.

29 Finance

(1) True accounts to be kept

True accounts shall be kept of the sums of money received and expended by the Federation and the manner in respect of which such receipt and expenditure takes place and of the property, assets and liabilities of the Federation and subject to any reasonable restrictions as to time and manner of inspecting the same that may be imposed in accordance with this Constitution for the time being, shall be open to the inspection of the Member States and/or State Delegates. Once at least in every year the accounts of the Federation shall be examined by one or more properly qualified auditor or auditors who shall report to the Members in accordance with the provisions of the Act and the Corporations Act.

(2) Committee of Management to Submit Accounts

The Committee of Management shall submit to the Annual General Meeting the accounts of the Federation in accordance with this Constitution and the Act.

(3) Accounts Conclusive

The accounts when approved or adopted by an Annual General Meeting shall be conclusive except as regards any error discovered in them within 3 months after such approval or adoption.

(4) Accounts to be sent to Members

The Executive Officer shall cause to be sent to all persons entitled to receive notice of Annual General Meetings of the Federation in accordance with this Constitution, a copy of the accounts, the Committee of Management's report, the auditor's report and every other document required under the Act or *Corporations Act* (if any).

(5) Inspection of Accounts

Subject to any reasonable restrictions as to time and manner of inspecting the same that may be imposed in accordance with this Constitution, the accounts shall be open to inspection (but not copying) by the Members.

(6) Negotiable Instruments

All cheques, promissory notes, bankers drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Federation, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any 2 authorised Directors or in such other manner and by such persons the Directors determine.

30 Notices

(1) Manner of Notice

- (a) Notices may be given to any Member by sending the notice by pre-paid post or facsimile transmission or where available, by electronic mail, to the Member's registered address or facsimile number or electronic mail address.

- (b) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been effected 2 days after posting.
- (c) Where a notice is sent by facsimile transmission, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the facsimile was sent to/or received at the facsimile number to which it was sent.
- (d) Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the electronic mail message was received at the electronic mail address to which it was sent.

(2) Notice of General Meeting

Notice of every General Meeting shall be given in the manner authorised and to the persons entitled to receive notice under this Constitution.

31 Seal

(1) Safe Custody of Seal

The Executive Officer shall provide for safe custody of the Seal.

(2) Affixing Seal

The Seal shall only be used by authority of the Council and every document to which the seal is affixed shall be signed by 2 Directors.

32 Alteration of Constitution

This Constitution shall not be altered except by Special Resolution.

33 Indemnity

(1) Directors to be indemnified

Every Director, auditor, manager, employee or agent of the Federation shall be indemnified out of the property or assets of the Federation against any liability incurred by her in her capacity as Director, auditor, manager, employee or agent in defending any proceedings, whether civil or criminal, in which judgement is given in her favour or in which he is acquitted or in connection with any application in relation to any such proceedings in which relief is, under the Act or the Corporations Act, granted to her by the Court.

(2) Federation to Indemnify Directors

The Federation shall indemnify its Directors, managers and employees against all damages and costs (including legal costs) for which any such Director, manager or employee may be or become liable to any third party in consequence of any act or omission except willful misconduct:

- (a) in the case of a Director, performed or made whilst acting on behalf of and with the authority, express or implied of the Federation; and

- (b) in the case of a manager or employee, performed or made in the course of, and within the scope of her employment by the Federation.

34 Dissolution

The Federation may be wound up in accordance with the provisions of the Act.

35 Authority to Trade

The Federation is authorised to trade in accordance with the Act.

36 Dissolution of the Federation

Every Member State undertakes to contribute to the assets of the Federation in the event of it being wound up while a Member, or within one year after ceasing to be a Member for payment of the debts and liabilities of the Federation contracted before the time at which it ceases to be a Member, and the costs, charges and expenses of winding up and for an adjustment of the rights of contributors among themselves, such amount as may be required not exceeding one dollar.

37 Distribution of Property on Winding Up

If upon winding up or dissolution of the Federation there remains after satisfaction of all its debts and liabilities any assets or property, the same shall not be paid to or distributed amongst the Members of the Federation but shall be paid to or distributed to an organisation or organisations having objects similar to the Objects and which prohibits the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Federation by **Rule 6**. Such organisation to be determined by the Members of the Federation at or before the time of dissolution, and in default thereof by such judge of the Supreme Court of South Australia as may have or acquire jurisdiction in the matter.

38 Grievance procedure

Any complaints and/or grievances will be dealt with in accordance with the Federation's Complaints Management Policy

This is the annexure marked 'A' referred to in the statutory declaration of DIANE WINTERLING made on the _____ day of _____, 2006 before me (Justice of the Peace signature) _____

Lodged with the Office of Consumer and Business Affairs on _____

CONSTITUTION

- of -

**AUSTRALIAN CALISTHENIC
FEDERATION INCORPORATED**

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