



Australian  
Calisthenic  
Federation

**CONSTITUTION OF  
AUSTRALIAN CALISTHENIC FEDERATION INC**

**EFFECTIVE 20 MARCH 2016**

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## 1 NAME

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

## 2 DEFINITIONS

### 2.1 Definitions

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.

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

**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.

**Days** mean calendar days.

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

**Event** means and includes:

- a. any championship (national or otherwise) organised or conducted by a Member State for or on behalf of the Federation;
- b. any championship, competition, demonstration sponsored by or conducted by or on behalf of the Federation; or
- c. 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.

**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(2)(b)**

**Member** means a member for the time being of the Federation under **Rule 5(1)**

**Member State** means an independent entity recognised under **Rule 5(4)** to administer Calisthenics in its particular State.

**Objects** mean the Objects in **Rule 3**.

**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 an Annual General Meeting of the Federation of which 30 ~~28~~ 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 an Annual General Meeting and/or Council Meetings and includes Alternate State Delegates (where appointed).

## 2.2 References

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)
- h. **A reference to writing** includes references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

### **2.3 Unenforceable clauses**

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 cannot 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.

### **2.4 Model Rules**

The model rules referred to in the Act are displaced by this Constitution.

### **2.5 Authorisation to trade**

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

## **3 OBJECTIVES 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 fulfilment 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, communications, privacy, decision making, 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.

#### **4 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*.

#### **5 MEMBERSHIP**

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.

##### **5.1 Types of membership**

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 Annual General Meetings and Council 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 the Annual General Meetings, but otherwise have no right to vote at Annual General Meetings;



- c. Individual Members, who have no right to attend, debate or vote at Annual General Meetings, Council Meetings or Committee of Management Meetings;
- d. ACF Directors and President who have the right to attend and debate at the Annual General Meeting, Council Meetings and Special General Meetings but do not have the right to vote; and
- e. Such new categories of Members, created in accordance with **Rule 5.2**

## **5.2 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.

## **5.3 Liability of members**

The liability of the Members of the Federation is Limited.

## **5.4 Recognition of member states**

- a. 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. State affiliation will be recognised once the Federation receives an Application for Affiliation from the State along with the state registration annual membership fee and signed form committing to abide by the ACF Constitution and policies.

## **5.5 Compliance of member states**

Each Member State shall:

- a. Be incorporated in its particular State;
- b. Provide the Federation with copies of its annual report inclusive of financial statements immediately following the Member State's annual general meeting;
- c. 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;
- d. Apply its property and capacity in pursuit of the Objects, the Member States and Calisthenics;
- e. At all times act for the joint advantage of the Federation and the Members and Calisthenics;

- f. Do all that is reasonably necessary to enable the Objects to be achieved;
- g. 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;
- h. 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;
- i. Clearly reflect the Objects in their constituent documents with such incidental variations as are necessary or appropriate, having regard to the State Acts applicable to each Member State and
- j. Take all necessary steps to ensure its constituent documents and rules are consistent with the Constitution, subject to any requirements in any relevant State Act.

## **5.6 Operation of Constitution**

The Federation and the Member States agree:

- a. 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;
- b. 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;
- c. 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;
- d. to make full and proper disclosure to each other of all matters of importance to the Federation and Calisthenics;
- e. to ensure that no Member acquires a material or financial advantage at the expense of the Federation or any Member State or Calisthenics;
- f. to operate with mutual trust and confidence in pursuit of the Objects;
- g. 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;
- h. to act for and on behalf of the interests of Calisthenics, the Federation and the Members; and
- i. 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.

## 5.7 Compliance of individual members

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.

## 5.8 Subscriptions and fees

- a. Subject to **Rule 5.7(b)** 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.
- b. 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.
- c. Monies payable to the Federation by the Members under **Rule 5.7** shall be forwarded to the Federation for the Federation's use by such dates as are prescribed by the Council.
- d. 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.

- e. Where the Council exercises its discretion under **Rule 5.7(d)** 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.

## **5.9 Expulsion of a member**

a. Member's Failure to Comply

Notwithstanding **Rule 5.9** 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:

- Council's determination; and
- 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 5.7(d) and (e)**.

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.

### 5.10 Discipline of a member

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
- c. 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.

### 5.11 Registration of members

a. Register of Members – Member States

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.

b. Register of Members - Federation

The ~~Executive Officer~~ Director of Information and Communication Technology shall keep and maintain the National database, which records member information as required under the Act from time to time.

c. Inspection of Register

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

## **6 THE COUNCIL**

### **6.1 Composition of Council**

The Council comprises of the following:

- a. President (no vote other than deciding vote);
- b. State Delegates;
- c. Executive Officer (no vote); and
- d. Committee of Management (no vote).

### **6.2 Powers and Duties of Council**

The Council is responsible for:

- a. Strategic Direction

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:

- i. Provide the strategic direction for the management, growth and long term sustainability of the sport;
- ii. Establish the framework and parameters for the development of strategic and business plans to guide the administration of the sport;
- iii. Be the key agent for strategic management and steer the organisation through changing circumstances; and
- iv. Evaluate the performance of officials, employees, sub committees and the Council itself.

b. Approval of the Strategic and Operational Plan

The Council will develop the framework and directions for national policies and procedures.

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

### **6.3 Appointments of 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. Member States must advise the names of their State Delegates to the ACF Executive Officer no later than 21 days prior to the Council Meeting.

A State Delegate must:

- a. Not also be a Director of the Committee of Management;
- b. Not be a paid employee of the Member State which could be subject to a conflict of interest;
- c. Be an Individual Member of the Member State which appoints her; and
- d. Be appropriately empowered by her Member State to make decisions at Council General Meetings and the Annual General Meeting.

## **7 THE COMMITTEE OF MANAGEMENT**

### **7.1 Composition**

The Committee of Management comprises:

- a. President;
- b. Director of Finance;
- c. Director of Planning;
- d. Director of Information, Communication and Technology;
- e. Director of Competitions;
- f. Director of Coaching;
- g. Director of Adjudicating;
- h. Director of Skills; and
- i. Executive Officer.

## 7.2 Role

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 Council. The Committee of Management will implement the Strategic and Operational plan and 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 funding for 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;
- i. Develop the Strategic and Operational Plan for approval by the Council;
- j. Manage the conduct of Events, and
- k. Manage projects conducted under the Federation's grants
- l. Prepare national policies and procedures for Council approval.

## 7.3 Appointments and elections

- a. Election / appointment of the President and Directors

The President, Director of Finance, Director of Competitions, Director of Planning and Director of Information and Communication Technology will be elected at the Annual General Meeting in accordance with this Constitution. Nominations must be received from Member States for persons to be considered for election as President/Directors 35 calendar days prior to the relevant Annual 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.



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 President and Director another delegate may be elected from the Director's State to the relevant committee.

The immediate past President may remain active for a period of one year with no voting rights.

b. 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.

The Executive Officer shall:

- i. As far as practicable attend all Committee of Management Meetings, Council Meetings and Annual General Meetings;
- ii. Prepare the notice of and agenda for all Committee of Management meetings, Council meetings and all Annual General Meetings;
- iii. Ensure that minutes of the proceedings of all meetings of the Committee of Management, Council, the Annual General Meeting and the Federation are recorded and prepared;
- iv. Regularly report to the Committee of Management (and if required, to the Federation) on the activities of, and issues relating to the Federation; and
- v. Maintain safe custody of the seal.

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 any 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.

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.

c. Form of Nomination

Nominations must be:

- i. In writing;
- ii. On the prescribed form (if any) provided for that purpose as presented in the ACF By-laws;
- iii. Signed by a nominator and a seconder, who shall be Affiliated Organisations; and
- iv. Certified by the nominee expressing his willingness to accept the position for which he is nominated.

d. Elections

Elections for the President and Directors under **Rule 7.3(a)** shall be by secret preferential ballot at the relevant Annual General Meeting on papers prepared by the Executive Officer.

If there is one nominee, the nominee must be supported with three-quarters of the votes for appointment. If the nominee does not secure three-quarters of the votes, the position will be deemed vacant and filled via the casual appointment process

If there is more than one nominee, the member states will vote via a point rating system for each nominee. The maximum number of points allocated to their preferred nominee will be equivalent to the number of nominees with each other nominee being voted for in descending order to one point being allocated to the least preferred nominee. The nominee with the highest number of points will be appointed to the position. If the voting is equal, the President will decide the appointment in consultation with the Committee of Management.

If voting is equal for the President's position, the appointment will be made by the Committee of Management under a majority rule voting system.

e. Term of Office

- i. The President and each Director shall hold office for a two year term and is eligible for re-election or reappointment (as the case may be) for an additional three terms subject to having the required qualifications and complying with the job description.
- ii. The terms of office of Directors shall rotate in accordance with the initial terms determined under **Rule 7.3(f)**.

f. Rotational Terms

The election of President, Director of Finance, Director of Coaching and Director of Skills shall be in even years.

The election of Director of Competitions, Director of Information and Communication Technology, Director of Planning and Director of Adjudication shall be in odd years.

g. Qualifications of President and Directors

The Council will determine necessary requirements, qualifications and job descriptions for eligibility as President and Directors from time to time as presented in the Federation's By-Laws.

h. 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.

## **8 ANNUAL GENERAL MEETING**

### **8.1 Timing and participation**

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.

a. Entitlement to attend Annual General Meeting

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

b. Notice of Annual General Meetings

i. Forty five calendar days prior to the Annual General Meeting The Executive Officer will call for:

- Motions;
- Relevant accounts;
- Position nominations; and
- Life member, Letter of Thanks and Certificate of Recognition award nominations from Member States and Committee of Management.

ii. Notices of Motion

All notices of motion from Member States and Committee of Management 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 35 calendar days (excluding receiving date and meeting date) prior to the Annual General Meeting.

- iii. Notice of the place, day and hour of every Annual General Meeting shall be given to every Member State, State Delegate, Directors and Life Members at the address appearing in the register kept by the Federation at least 30 calendar days prior to the meeting. No other person shall be entitled as of right to receive notices of an Annual General Meetings, except the Federation's auditor(s).
- iv. Notice of the business to be transacted at an Annual General Meeting shall be given, together with:
  - Any notice of motion received from any Member State, Director or the State Delegate in accordance with this Constitution.
  - Relevant accounts and reports in accordance with this Constitution and the Act;
  - A list of all nominations received for positions to be appointed and/or elected at the relevant Annual General Meeting;
  - Nominations for Life Membership, Letter of Thanks and Certificate of Recognition; and
  - The agenda for the meeting.

## **8.2 Business to be transacted**

### **a. Business to be transacted**

Unless otherwise determined by the Council, the only business to be transacted at the Annual General Meeting includes:

- i. The consideration of the accounts;
- ii. The reports of the Council, Committee of Management and Member States;
- iii. The auditor' s report;
- iv. The election of President and Directors (as relevant);
- v. The setting of fees;
- vi. The appointment of auditors;
- vii. The appointment of solicitors;
- viii. (If required) the appointment of patrons;
- ix. The conferring of Life Members;
- x. The conferring of Certificate of Recognition and Letter of Thanks;
- xi. Modification to the Constitution (if required)
- xii. Any motions determined appropriate by the Council.

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

b. Life Members

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.

A resolution of the Annual General Meeting to confer life membership on the recommendation of the Council must be a Special Resolution.

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.

c. Certificate of Recognition and Letter of Thanks

Member States may nominate persons to be considered for Certificate of Recognition and Letter of Thanks. The Council may consider and determine at the relevant Annual General Meeting that one or more persons duly nominated have met the criteria for each award as stipulated in the By-laws.

d. Appointment of Auditor

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.

e. All business that is transacted at an Annual General Meeting, with the exception of those matters set out in **Rule 8.2(a)** shall be special business. 'Special business' is business of which a notice of motion has been submitted in accordance with **Rule 8.1(b)(ii)**.

### 8.3 Proceedings

a. Quorum

No business shall be transacted at any Annual General Meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for Annual General Meetings shall be more than 5 ~~half the~~ Member States ~~State Delegates~~ entitled to be present.

b. President to Preside

The President shall, subject to this Constitution, preside at every Annual 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.

c. Adjournment of Meeting

- i. If within half an hour from the time appointed for the Annual 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.
- ii. The President may, with the consent of any Annual 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.
- iii. When an Annual General Meeting is adjourned for 30 calendar days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- iv. Except as provided in **Rule 8.3(c)(iii)** it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

d. Resolutions in Virtual Meetings

An Annual General Meeting may be held where 1 or more of the Members entitled to vote 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. if a failure in communication media prevents **Rule 8.3(d)(ii)(bullet point one)** from being satisfied by a quorum then the meeting shall be suspended until **Rule 8.3(d)(ii)(bullet point one)** is satisfied again. If such is not satisfied within 15 minutes from the interruption the meeting shall be deemed to have terminated; and
- iv. minutes are subsequently presented in visible form signed by the President.

## 8.4 Voting

Each Member State shall have voting rights at the Annual 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 5.1**.

a. State Delegates as Representative

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

b. Voting

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

- i. By the President; or
- ii. By over half the State Delegates present.

A resolution is passed if at least three-quarters of those voting Members who, being entitled to vote, vote in person at the meeting or by another form of visible or electronic communication.

Recording of Determinations

Unless a secret ballot vote is demanded under **Rule 8.4(b)**, a declaration by the president that a resolution has on a show of hands been carried, or carried unanimously, or by a three-quarter majority of the voting members or lost, and an entry to that effect in the minutes of the proceedings of the Federation shall be conclusive evidence of the decision.

The vote by the Member State will be recorded in the minutes for all Special Resolutions except for the appointment of Directors and President where a secret ballot will take place.

c. Where Vote Demanded

If a vote is duly demanded under **Rule 8.4(b)** it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the chairperson directs, and the result of the show of hands or secret ballot in the case of Directors shall be the resolution of the meeting at which the vote was demanded.

## 9 COUNCIL MEETINGS

### 9.1 Notice of Council Meetings

a. 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.

45 calendar days prior to the Council meeting, the Executive Officer will call for:

- i. State reports;

- ii. Director reports;
- iii. Motions;
- iv. Topics for discussion;
- v. Funding applications;
- vi. Project progress reports from Directors and Member States.

The relevant documents will be due to the Executive Officer no later than 35 calendar days from the meeting dates.

The Executive Officer will provide to each Member State, Director and State Delegate not less than 30 calendar days from the next Council meeting:

- i. The agenda for the meeting, and
- ii. Relevant papers

## 9.2 Proceedings at Council Meetings

### a. Quorum

At Council meetings the number of Member States required to constitute a quorum is 5.

### b. Validity of Council Decisions

A procedural defect in decisions taken by the Committee of Management shall not result in such decision being invalidated, provided that such decision is later ratified by the Committee of Management.

Without limiting the power of the Council to regulate their meetings as they think fit, a meeting of the Council may be held where 1 or more of the Member States 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 Member States entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Council;
- iii. In the event of a failure in communications prevents **Rule 9.2(a)** from being satisfied by a quorum of Member States then the meeting shall be suspended until **Rule 9.2(a)** is satisfied again. If such is not satisfied within 15 minutes from the interruption the meeting shall be deemed to have terminated; and
- iv. A meeting shall not be invalidated merely because no Member State is physically present at the place for the meeting specified in the notice of meeting.



### 9.3 Voting at Council Meetings

a. 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 on any question, have one vote. The President shall also have a casting vote where voting is equal.

b. Voting Majorities

All motions and decisions shall be decided by simple majority, on a show of hands.

The minutes of the meeting will record each Member State's vote as being either 'for' or 'against'.

## 10 COMMITTEE OF MANAGEMENT MEETINGS

### 10.1 Notice of Committee of Management Meetings

a. 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.

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.

### 10.2 Proceedings at Committee of Management Meetings

a. Quorum

At meetings of the Committee of Management the number of Directors whose presence (or participation under **Rule 10.2(d)**) is required to constitute a quorum is ~~four~~ 5 Directors.

b. 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.

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 10.2(b)(i)** from being satisfied by a quorum of Directors then the meeting shall be suspended until **Rule 10.2(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.

c. Conflicts of Interest

A Director or President shall declare her interest in any:

- v. Contractual matter;
- vi. Selection matter;
- vii. Disciplinary matter; or
- viii. 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/President 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.

d. Resolutions Not in Meeting

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.

### **10.3 Voting at Committee of Management Meetings**

- a. 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.

## **11 SPECIAL GENERAL MEETINGS**

### **11.1 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.

### **11.2 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 Annual General Meeting.
- e. The Council and/or Committee of Management may call a Special General Meeting at any time with reasonable notice to those parties entitled to receive notice.

## **12 PROXIES**

Proxy voting shall not be permitted.

## **13 METHODS OF NOTIFICATIONS**

### **13.1 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.

## **14 RECORDS AND MINUTES**

### **14.1 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 shall produce these as appropriate at each Committee of Management meeting, Council meeting and Annual General Meeting.

### **14.2 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.

### **14.3 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.

Minutes of Meetings or extracts from the minutes may be provided to Individual Members upon request provided it does not relate to a confidential matter.

## **15 VACANCIES OF DIRECTORS AND PRESIDENT**

### **15.1 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*, 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*.

### **15.2 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.

### **15.3 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.

## **16 DISPUTE RESOLUTION**

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

## **17 FINANCIAL REPORTING**

### **17.1 Financial Year**

The Financial year of the Federation is fixed as 1 January to 31 December each year.

### **17.2 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.

### **17.3 Accounts and reports**

a. 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.

b. 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.

c. 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 and every other document required under the Act or *Corporations Act* (if any).

d. 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.

e. 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.

## 17.4 Annual Returns

This rule only applies to a prescribed association as defined under the Act.

The annual (periodic) return shall be lodged within six months after the end of each financial year. It must be accompanied by a copy of the accounts, the auditor's report, The Committee of Management's statement and the Committee of Management's report.

## 17.5 Financial auditing

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.

## 18 PROHIBITION OF SECURING PROFITS FOR MEMBERS

- 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 18(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.

## 19 THE SEAL

### 19.1 Safe custody of seal

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

## 19.2 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.

## 20 WINDING UP

- a. The Federation may be wound up in accordance with the provisions of the Act.
- b. 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.
- c. 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 18**. 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.

## 21 INDEMNITY

### 21.1 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.

### 21.2 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 wilful 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.



## **22 ALTERATION TO RULES**

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

## **23 GRIEVANCE PROCEDURE**

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