

**DEANNE CALISTHENICS
CLUB INCORPORATED**



CLUB CONSTITUTION

September 1993
As amended 04 February 2010

DEANNE CALISTHENIC CLUB INCORPORATED - CONSTITUTION

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PART I - PRELIMINARY

1. Interpretation

(1) In this constitution, unless a contrary intention appears:

‘Club’ means Deanne Calisthenic Club Incorporated;

‘Committee’ means the committee established pursuant to Part III of this constitution;

‘Members of the Committee’ means all members of the Committee and includes office bearers of the Club and the Senior coach;

‘Participant’ means a person registered with the Club to take part in its activities either as an individual performer or as a team member;

‘Financial year’ means the year ending on 31 December;

‘Secretary’ means the person holding office under this constitution as secretary of the Club or, where no such person holds that office, the public officer of the Club;

‘Senior coach’ means a person appointed pursuant to clause 24 and includes a person appointed by the Committee to act in that capacity;

‘the Act’ means the Associations Incorporation Act 1991, or subsequent legislation;

‘The Regulations’ means the Associations Incorporation Regulations.

(2) In this constitution

(a) function includes a reference to a power, authority and duty; and

(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 or the performance of the duty.

(c) the *Legislation Act 2001* applies to these rules in the same way as it would if they were an instrument made under the Act.

2. Objects

The objects of the Club shall be to -

(a) teach, promote, encourage and improve calisthenics, and

(b) promote good fellowship amongst members of the Club through their involvement in calisthenics.

PART II- MEMBERSHIP

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3. Ordinary membership

- (1) Ordinary membership is open to-
 - (a) parents and guardians of Participants;
 - (b) Participants who are aged eighteen years or above
 - (c) coaches, assistant coaches and other staff who assist with coaching by the Club and who have attained the age of eighteen years; and
 - (d) any other person approved by the Committee.
- (2) Payment of the subscription fee determined in accordance with clause 8, in full or in part, by a person eligible to join the Club as an ordinary member in accordance with sub-clauses 3(1)(a)-(c) shall be sufficient indication of the intention to join the Club and the Secretary shall insert his or her name in the register of members.

4. Junior membership

- (1) Junior membership is open to Participants and coaches of any category and who under the age of eighteen years.
- (2) Junior members shall not have the power to vote at general meetings of the Club, shall not form part of a quorum at such meetings and are not eligible for appointment to the Committee.

5. Honorary membership

- (1) Honorary membership is open to coaches, assistant coaches and other staff who assist with coaching by the Club and have attained the age of eighteen years.
- (2) Honorary members shall be permitted to contribute to discussions at any general meeting of the Club but shall not have the power to vote at such meetings and shall not form part of a quorum at such meetings but may be elected to positions on the Committee and, if appointed to the Committee, shall have the same rights and obligations as other members of the Committee.

6. Life membership

- (1) Life membership status may be conferred by the Club on any person in recognition of their services to the work of the Club
- (2) Life members shall be permitted to contribute to discussions at any general meeting of the Club and shall have the power to vote at general meetings of the Club and are eligible for appointment to the Committee.
- (3) Life members appointed to any position on the Committee shall have the same rights and obligations as other members of the Committee.

7. Cessation of membership

- (1) A person ceases to be a member of the Club if the person-

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- (a) dies;
 - (b) resigns from membership of the Club in writing addressed to the Secretary; or
 - (c) being an ordinary member; fails to pay subscriptions, fees or other amounts due to the Club three months after due date.
- (2) Where a person ceases to be a member, the Secretary shall' make an appropriate entry in the register of members recording the date on which the member ceased to be a member

8. Subscription fees

- (1) A subscription fee is payable by ordinary and junior members of the Club.
- (2) The amount of the subscription fee shall be determined at the annual general meeting of the Club and shall apply for the current Financial year.
- (3) If no determination is made in accordance with sub-clause (2) at an annual general meeting the amount of subscription applying for the previous year shall apply for the current year as if it had been determined in accordance with sub-clause (2).
- (4) Subscription fees are due and payable at the first formal lesson of each year.

9. Members liability

The liability of a member to contribute towards the payment of the debts and liabilities of the Club or the costs, charges and expenses of the winding up of the Club is limited to the amount, if any, unpaid by the member in respect of membership of the Club as required by clause 8.

10. Disciplining of members

The Club shall have the power to cancel, suspend or otherwise modify the rights and obligations of ,members of the Club conferred by this, constitution.

PART III- THE COMMITTEE

11. Powers of the Committee

The Committee, subject to the Act, the Regulations, this constitution, and to any resolution passed by the Club in general meeting -

- (a) shall control and manage the affairs of the Club;
- (b) may exercise all such functions as may be exercised by the Club other than those functions that are required by this constitution to be exercised by the Club in general meeting;
- (c) may make by-laws not inconsistent with the Act, the Regulations or this constitution, governing any part of the activities or functions of the Club and the Committee may alter or revoke any rules made under this

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subclause; and

- (d) has power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the Club.

12. Constitution and membership

- (1) The Committee shall consist of -
 - (a) the office-bearers of the Club; and
 - (b) two representatives of each team and five ordinary members each of whom shall be elected pursuant to clause 13 or appointed in accordance with sub-clause (4); and
 - (c) the Senior coach
- (2) The office-bearers of the Club shall be
 - (a) the president;
 - (b) the vice-president;
 - (c) the treasurer;
 - (d) the Secretary; and
 - (e) Club's Teams/Wardrobe Co-ordinator.
- (3) Each elected member of the Committee shall, subject to this constitution, hold office until the conclusion of the annual general meeting following the date of the members election or appointment but shall be eligible for re-election
- (4) In the event of a vacancy in the membership of the Committee; the Committee may appoint a member of the Club to fill the vacancy and the member so appointed shall hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of appointment
- (5) The Senior coach shall have the same rights and responsibilities as elected members of the Committee.

13. Election of Committee members

- (1) Nominations of candidates for election as office-bearers of the Club or to other elected positions on the Committee
 - (a) shall be made in writing, signed by one member of the Club and accompanied by the written consent of the candidate (which may be endorsed on the nomination form); and
 - (b) shall be delivered to the Secretary of the Club before the commencement of the annual general meeting at which the election is to take place.

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- (2) If no nominations are received to fill a particular position on the Committee nominations for that position may be received at the annual general meeting.
- (3) if no nominations are received for a particular position at the annual general meeting that position on the Committee shall be deemed to be a vacancy
- (4) If only one nomination is received for a particular position on the Committee the person nominated shall be taken to be election
- (5) If more than one nomination is received for a particular position on the Committee, a ballot shall be held.
- (6) The ballot for the election of office-bearers and other positions on the Committee shall be conducted at the annual general meeting in such manner as the Committee may direct
- (7) A person may occupy more than one position on the Committee but may exercise only one vote at meetings of the Committee.

14. President

- (1) The President, or in the absence of the President, the Vice President, shall chair all general, special and Ordinary Committee meetings of the Club.
- (2) If the President and the Vice President are absent from a general, special or Ordinary Committee meeting, the delegates present shall elect one of their number to chair the meeting;

15. Secretary

- (1) The Secretary of the Club shall, as soon as practicable after being appointed as Secretary, notify the Club of his or her address.
- (2) The Secretary shall keep minutes of
 - (a) all elections and appointments of office-bearers and ordinary Committee members;
 - (b) the names of all members and of the Committee members present at a meeting of the Committee; and
 - (c) all proceedings at Committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting shall be signed by the person presiding at the next succeeding ordinary meeting in accordance with a resolution at that succeeding meeting that the minutes, as amended if necessary, constitute an accurate record;
- (4) The Secretary shall, subject to subclause (5) and unless the Committee determines otherwise, act as public officer of the Club in accordance with the provisions of the Act
- (5) If the Secretary is ineligible to hold office as public officer by virtue of subsection 57(2) of the Act the Committee shall appoint another eligible member of the Committee to act in that capacity.

16. Treasurer

The Treasurer of the Club shall

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- (a) collect and receive all moneys due to the Club and make all payments authorised by the Club; and
- (b) keep correct accounts and books showing the financial affairs of the Club with full details of all receipts and expenditure connected with the activities of the Club.

17. Vacancies

- (1) For the purposes of this constitution, a vacancy in the office of an elected member of the Committee occurs if the member –
 - (a) dies;
 - (b) ceases to be a member of the Club;
 - (c) resigns the office;
 - (d) is removed from office pursuant to clause 18;
 - (e) is disqualified from office under subsections 63(1) or 63(2) of the Act; or
 - (f) is absent without the consent of the Committee from consecutive meetings of the Committee held during a period of six months.
- (2) The acceptance by a Committee meeting of an apology for absence from a member of the Committee shall be deemed to be consent to that absence for the purposes of sub-clause (17)(f).

18. Removal of Committee members

The Club in general meeting may by resolution, subject to section 50 of the Act, remove any elected member of the Committee from the office before the expiration of the member's term of office.

19. Committee meeting and quorum

- (1) The Committee shall meet at least once in each two month period at such place and time as the Committee itself may determine.
- (2) Meetings of the Committee shall be convened by the Secretary -
 - (a) as determined by the Committee;
 - (b) on the authority of the president; or
 - (c) on receipt of a written request of at least five members of the Committee.
- (3) Notice of a meeting of the Committee shall be given by the Secretary to each member of the Committee at least seven days (or such other period as may be unanimously agreed upon by the members of the Committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subclause (3) shall specify the general nature of the business to be transacted at the meeting, except business which the Committee members present at the meeting unanimously agree to treat as urgent business.

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- (5) One third of the total number of members of the Committee but not less than five shall constitute a quorum at meetings of the Committee
- (6) No business shall be transacted by the Committee unless a quorum is present and if within half an hour after the time appointed for the meeting a quorum is not present the meeting stands adjourned to the same place and at the same hour of the same day on the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting shall be dissolved
- (8) At meetings of the Committee -
 - (a) the president, or in the absence of the president or at his or her request, the vice-president shall preside;
 - (b) if the president and the vice-president are absent or are unwilling to preside one of the remaining members of the Committee may be chosen by the members present to preside.

20. Formation of sub-committees

- (1) The Committee may form sub-committees, either by resolution or by by-laws made pursuant to subclause 11(c), to advise it or carry out specific functions and shall specify the terms of reference of such sub-committees.
- (2) Sub-committees shall consist of such member or members of the Club (including junior members, honorary members and life members) as the Committee thinks fit
- (3) The president shall, ex-officio, be a member of all sub-committees.
- (4) A sub-committee may meet and adjourn as it thinks fit

21. Delegation by Committee to sub-committee

- (1) The Committee may, in writing, delegate to one or more sub-committees the exercise of such of the functions of the Committee as are specified in the by-laws or the instrument, other than-
 - (a) this power of delegation; and
 - (b) a function which is a function imposed on the Committee by the Act, by any other law of the Territory, or by resolution of the Club in general meeting.
- (2) A function, the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by ~~me~~ the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Notwithstanding any delegation under this clause, the Committee may continue to exercise any function delegated.

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- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Committee.
- (6) The Committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.

22. Executive Sub-Committee

- (1) Without limiting in any way the powers of the Committee under clauses 19 and 20, there shall be an executive committee of the Club which shall consist of the office bearers of the Club and the Senior coach.
- (2) Between meetings of the Committee, the executive sub-committee may, subject to any limitations imposed by the Committee, exercise all its powers
- (3) Three members of the executive sub-committee shall constitute a quorum at meetings of the executive sub-committee.
- (4) All decisions of meetings of the executive sub-committee shall be reported to the next following meeting of the Committee.

23. Voting and decisions

- (1) Questions arising at a meeting of the Committee or of any sub-committee shall be determined by a majority of the votes of members of the Committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the Committee or of any sub-committee) is entitled to one vote but, in the event of an equal number of votes on any question the person presiding may exercise a second or casting vote.

24. Senior Coach

- (1) There shall be a Senior coach of the Club who shall be appointed by the Committee.
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- (2) The Committee may by a three-fourths (3/4 ths) majority of its members present at a meeting resolve to terminate the appointment of the Senior coach upon giving her not less than one months notice in writing to that effect
- (3) The Senior coach may recommend the appointment of coaches, assistant coaches and cadets within any staff establishment determined by the Committee .
- (4) The Senior coach and any persons appointed under sub-clause (4) shall be paid such allowances and out of pocket expenses as are approved by the Committee.
- (5) If the Senior coach is not a member of the Club, she shall nevertheless be entitled to receive notice of all general meetings of the Club, to attend thereat and be heard but shall not be entitled to vote.
- (6) Notwithstanding anything hereinafter contained in this constitution, if the Committee proposed to consider the tenure of office of the Senior coach it may request her to absent herself from the meeting of the Committee whilst this matter is considered. The proceedings of the Committee and any resolution thereof conducted or passed in the absence of the Senior coach consequent upon such request, shall be valid and effectual.

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- (7) If in any year a Senior coach position is not able to be filled, the responsibilities of this position shall be undertaken by the Executive Committee.

PART IV - GENERAL MEETINGS

25. Annual General Meeting - holding of

- (1) The Club shall, during the first four months of each year or within such lesser period as provided for in the Act, convene an annual meeting of the members of the Club in accordance with section 69 of the Act.
- (2) Sub-clause (1) has effect subject to the powers of the Registrar of Incorporated Clubs under section 120 of the Act in relation to extension of time.

26. Annual general meeting - calling of and business at

- (1) The annual general meeting of the Club shall, subject to the Act, be convened on such date and at such place as the Committee thinks fit;
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be -
 - (a) to confirm the minutes of the last preceding annual general meeting and of any general meetings held since that meeting;
 - (b) to receive from the president a report on the activities of the Club during the last preceding Financial year,
 - (c) to elect office-bearers, two representatives per team and five ordinary members to form the Committee as provided for in clause 12; and
 - (d) to receive and consider the *financial* statements and the reports that are required to be submitted to members pursuant to subsection 73(1) of the Act.
- (3) An annual general meeting must be specified as such in the notice convening it in accordance with clause 27.
- (4) An annual general meeting must be conducted in accordance with the provisions of this Part.

27. General Meetings - calling of

- (1) The Committee may, whenever it thinks fit, convene a general meeting of the Club.
- (2) The Committee shall, on the receipt in writing of a request by not less than ten members, convene a general meeting of the Club.
- (3) A requisition of members for a general meeting -
 - (a) shall state the purpose or purposes of the meeting;

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- (b) shall be signed by the members making the requisition;
 - (c) shall be lodged with the Secretary; and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the Committee fails to convene a general meeting within one month after the date when a requisition of members for the meeting is lodged with the Secretary, any one or more members who made the requisition may convene a general meeting to be held not later than three months after that date.
- (5) A general meeting convened by a member or members referred to in sub-cause (4) shall be convened as nearly as is practicable in the same manner as general meetings are convened by the Committee and any member who thereby incurs expense is entitled to be reimbursed by the Club for any reasonable expense so incurred.

28. Notice

- (1) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Club, the Secretary shall, at least seven days before the date fixed for the holding of the general meeting, cause to be sent to each member appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) Where the nature of business proposed to be dealt with at a general meeting requires a special resolution, the Secretary must, at least twenty one days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in sub-cause (1) specifying in addition to the matter required under that sub-cause, the intention to propose a resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business that may be transacted pursuant to subclause 26(2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who shall include that business in the next notice calling a general meeting given after receipt of the notice from the member.

29. General meetings - procedure and quorum

- (1) No item of business shall be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item
- (2) Ten members present in person (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than seven) shall constitute a quorum

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30. Presiding member

- (1) The president shall preside at each general meeting of the Club but in the absence of the president or at his or her request, the vice-president shall preside.
- (2) If the president and the vice-president are absent from, or unwilling to preside at a general meeting the members present shall elect one of their number to preside at the meeting.

31. Adjournment

- (1) The person presiding at a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where a general meeting is adjourned for fourteen days or more, the Secretary shall give written notice to each member of the Club stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in sub-causes (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given

32. Making of decisions

- (1) A question arising at a general meeting of the club shall be determined on a show of hands and, unless before or on the declaration of the show, a poll is demanded, a declaration by the person presiding that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Club, is evidence of the fact without proof of the number or proportion of the votes recorded in favor of or against that resolution
- (2) At a general meeting of the Club, a poll may be demanded by the person presiding or by not less than five members present in person at the meeting.
- (3) Where a poll is demanded at a general meeting the poll shall be taken
 - (a) immediately in the case of a poll which relates to the election of the person to preside at the meeting or to the question of an adjournment, or
 - (b) in any other case, in such manner and at such time before the close of the meeting as the person presiding directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

33. Voting

- (1) Subject to subclause (3), upon any question arising at a general meeting of the Club a member has one vote only;
- (2) All votes must be given personally and voting by proxy shall not be permitted;
- (3) The person presiding shall not exercise a deliberative vote but in the case of an equality of votes on a question at a general meeting, the person presiding is entitled to exercise a casting vote;

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- (4) A member present at a general meeting of the Club is not entitled to vote unless all money due and payable by the member to the Club has been paid, other than the amount of the annual subscription or fees payable in respect of the then current year.

PART V - MISCELLANEOUS

34. Patron

- (1) The Club may by resolution in general meeting appoint a patron.
- (2) The patron shall have such powers and functions as usually attach to the office of patron of a charitable institution.

35. Funds source

- (1) The funds of the Club shall be derived from annual subscriptions of members determined in accordance with clause 8, donations, fundraising activities and, subject to any special resolution passed by the Club in general meeting and subject to section 114 of the Act, such other sources as the Committee determines.
- (2) All money received by the Club shall be deposited to the credit of a bank account in the name of the Club as soon as practicable and without deduction.
- (3) The Club must, as soon as practicable after receiving any money, issue an appropriate receipt.

36. Funds - management

- (1) Funds of the Club may not be expended except in the payment of expenses properly authorised by the Committee.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two members of the Committee authorised to do so by the Committee.
- (3) Electronic transactions shall be authorised in accordance with financial institution regulations.

37. Alteration of objects and constitution

Neither the objects of the Club referred to in section 29 of the Act nor this constitution shall be altered except in accordance with the provisions of the Act

38. Common Seal

- (1) The common seal of the Club shall be kept in the custody of the Secretary.
- (2) The common seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal shall be attested by the signatures of any two office bearers of the Club.

39. Custody of books and records

Subject to the Act, the regulations and this constitution, the Secretary shall keep in his or her custody or under his or her control all records, books and other documents relating to the Club except those entrusted by the Committee either to the treasurer or to another member of the Committee or to a sub-committee.

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40. Inspection of books and records

- (1) The register of members of the Club shall be open to inspection at a place in the Territory, free of charge, by a member of the Club at any reasonable hour.
- (2) A member of the Committee shall have full and free access to all records, books and other documents of the Club at such times and places as arranged between the member of the Committee wishing to inspect the records and the member of the Club responsible for the custody of the relevant records.

41. Service of notices

- (1) For the purpose of this constitution, a notice may be served by or on behalf of the Club upon any member of the Club either personally or by sending it by post to the member at the member's address shown in the register of members.
- (2) where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of this constitution to have been served on the person at the time at which the letter would have been delivered in the Ordinary course of post

42. Winding up

- (1) The Club may be wound up voluntarily if the Club has, by special resolution, resolved that it be wound up as provided for in section 88 of the Act.
- (2) Upon winding up of the Club any surplus property as defined in subsection 92(6) of the Act shall not be distributed amongst the members of the Club but shall be given or transferred in accordance with a special resolution of the Club to -
 - (a) another association for the purposes of paragraph 92(1)(a) of the Act; or
 - (b) a fund, authority or institution for the purposes of paragraph 92(1)(b) of the Act.

43. Transitional provision

The constitution previously adopted by the Club is repealed and any appointment made or motion passed under the constitution hereby repealed shall, if it is in force at the commencement of this constitution, continue in force as far as practicable as if made or passed under this constitution.