

CONSTITUTION OF THE REYNELLA-BRAEVIEW SCHOOL OF CALISTHENICS INC

1. Name

The name shall be 'Reynella-Braeview School of Calisthenics Inc' hereinafter referred to as 'The Club'.

2. Interpretation

- 2.1 'Active member' means a person who is duly enrolled and registered with the club for the purpose of instruction in Calisthenics.
- 2.2 'Affiliate member' means all coaches and committee members of the club.
- 2.3 'Family member' means the parent/guardian whose name first appears on the annual club registration form of an active member who is under 18 years of age.
- 2.4 'Life member' means a person who has received Life membership of the club pursuant to Clause 6 of the Constitution.
- 2.5 'Members' means the individuals referred to in Clause 4.2
- 2.6 The 'Committee' means the full committee of the club as defined under clause 10.
- 2.7 The 'Executive' means the officers who together form the executive committee as defined under clause 8.
- 2.8 The 'Association' means the Calisthenics Association of SA Incorporated.
- 2.9 'In writing' or 'written' means any mode of representing and reproducing words in a visible form.
- 2.10 Words imputing the female gender only, include the masculine and vice versa. Words imputing the singular number only, include the plural and vice versa.

3. Philosophy and aim

The objects of the club are:

- 3.1 To hold classes for the instruction of students in the art of calisthenics.
- 3.2 To compete in competitions organised by the Association or any club or body not objected to by the Association.
- 3.3 To promote friendship and goodwill amongst members.
- 3.4 The representation of the club at any conference, meeting, lecture or other function convened for any purpose relating to calisthenics.
- 3.5 To promote, encourage and improve all levels of Calisthenic skills.
- 3.6 To protect and conserve the interests of members of the club and calisthenics in general.
- 3.7 To ensure that all teachers employed by the club to have attained the required level as defined by the Association.
- 3.8 The club shall be non-sectarian and, in carrying out its aims, there shall be no discrimination against any person because of political or religious beliefs, colour, race or age.

4. Membership

- 4.1 Membership shall be open to those individuals who uphold the aims of the club and who are enrolled with the approval of the committee.
- 4.2 The members of the club shall be:
- (a) Active members
 - (b) Affiliate members
 - (c) Family members
 - (d) Life members
 - (e) Any other interested person, subject to clause 4.1
- 4.3 All member's fees and subscriptions shall be determined by the committee. At the committee's discretion, payment or part-payment of fees may be waived in cases of genuine hardship or where membership has been granted because of special circumstances.
- 4.4 Membership commences at the beginning of term one of the Reynella-Braeview Calisthenic year.

5. Termination of Membership

- 5.1 The committee shall have the power to expel, suspend or reprimand any member who in the opinion of the committee, has failed to observe a reasonable standard of conduct or service, or who is believed to be or have been guilty of any act or conduct detrimental to the best interests of the club or its members, or has infringed any of these rules or refused any direction of the committee. Such member shall be notified in writing and have the right to appeal.
- (a) In the event of expulsion the committee may, at its discretion, refund any monies paid by that member, or none.
- 5.2 A student desiring to discontinue her membership of the club during the year, shall tender her resignation in writing. Any students who wish to compete with another affiliated club shall require a signed transfer form.

Transfer is subject to:

- (a) all outstanding monies being fully paid, and
- (b) any other Association requirements.

6. Life members

- 6.1 Any person eighteen years of age or over, who has rendered distinguished service to the club for a minimum period of ten years shall become eligible for consideration of Life Membership of the club.
- 6.2 Distinguished service shall be through significant and continued contribution to the development, well-being, or competitive achievement of the club, not necessarily in consecutive years. The fact that a student, committee member or servant of the club has attended or served the club for ten years does not in itself constitute distinguished service; as such persons are recognised by a ten-year service bar.
- 6.3 Life members shall:
- (a) be nominated by a majority of three-fourths of the committee and the nomination approved by a simple majority of members present.

- (b) have full voting rights on any general meeting of the club, shall be eligible for election or appointment to all offices of the club, and shall be entitled to all its rights and privileges.
- (c) shall not pay registration and shall have free admission to any functions of the club.
- (d) be recognised by a letter of membership and be issued with a Life Membership badge incorporating the person's name.

6.4 The Committee may award such other commendations or recognitions for outstanding or meritorious service to the Club as it deems fit.

7. Patrons

7.1 Patrons may be appointed and as such appointments shall be made at the annual general meeting.

7.2 The position will not carry any voting rights but the Patron(s) will be entitled to attend any function organised by the Club and shall have free admission.

8. Officers

Officers of the club shall be President, two Vice-presidents, Secretary, Assistant Secretary and Treasurer. All the offices shall be declared vacant at the AGM. All officers shall hold office for twelve months and be eligible for re-election, if they so desire.

8.1 An executive committee consisting of the above-named officers shall carry on the affairs of the club between committee meetings, and their actions shall be subject to ratification by the committee, except they may incur expenses of up to fifty dollars. The quorum of the executive shall be three members.

9. Duties of Officers

9.1 President

The President shall preside at the annual general meeting and any special general meetings of the club and meetings of the committee. He shall decide all questions of order, enforce due obedience to the rules and sign minutes of proceedings of the annual general meeting and any special general meetings of the club and meetings of the committee. He shall ensure that the decisions of the committee are carried into proper effect and that such measures are adopted from time to time as are deemed expedient for the purpose of pursuing the objects of the club.

9.2 Vice-president

In the President's absence, a Vice-president shall preside at the annual general meeting and any special general meetings of the club and meetings of the committee. If the President and both Vice-presidents shall be absent or unwilling to act as chairman of a meeting, the members present at the meeting shall appoint one of their numbers to be chairman.

9.3 Secretary

The Secretary shall:

- (a) call general meetings and meetings of the committee when directed to do so.
- (b) record accurate minutes of all such meetings, and keep a Minute Book.

- (c) be responsible for the custody of the books, journals and all documents whatsoever belonging to the club.
- (d) make all books of the club available for inspection by the auditors or any member of the committee.
- (e) conduct correspondence and perform such other duties as the committee may from time to time direct.

9.4 Assistant Secretary

The Assistant Secretary shall assist the Secretary with the above duties.

9.5 Treasurer

The Treasurer shall:

- (a) pay into the club's bank account all monies and cheques received on behalf of the club.
- (b) keep proper records of all monies received and expended by, or on behalf of, the club and of all matters pertaining to such receipts, funds, liabilities and transactions of the club.
- (c) all payments shall be by order of the committee and all accounts shall be paid by cheque signed by any two authorised persons of the executive.
- (d) prepare and submit to the annual general meeting of the club in each year a duly audited annual statement of accounts and balance sheet of the club made up to and including the final day of each financial year.
- (e) submit a financial statement at each meeting of the committee.

9.6 deleted

10. Committee of Management

10.1 There shall be a committee of management which shall comprise the officers and not less than seven and no more than ten ordinary members elected at the annual general meeting who shall hold office for 12 months and be eligible for re-appointment and re-election if they so desire.

10.2 The committee shall:

- (a) provide for the administration and control of the affairs and property of the club not inconsistent with this constitution.
- (b) have the power to co-opt the services of such other persons as deemed necessary to assist with the conduct of the affairs of the club.
- (c) meet regularly at such time and place as the committee shall deem fit.

10.3 The officers and members of the committee shall be entitled to one vote each at committee meetings with the exception of the chairman in a situation as provide for in paragraph 14.1 hereof.

10.4 If a committee member is absent from three consecutive committee meetings without consent of the committee, the committee may resolve that he forfeit his membership of the committee.

- 10.5. The committee may fill a casual vacancy in the committee or any office. A person appointed to fill a casual vacancy shall hold office until the time when the person whose place he has filled would have retired from office.
- 10.6 The powers of the committee shall continue notwithstanding any vacancy if there are sufficient members to form a quorum. Seven committee members present shall constitute a quorum at a committee meeting.
- 10.7 Each member who is:
- i) Financial, and
 - ii) aged eighteen (18) years or over, and
 - iii) not precluded by Statute, and
 - iv) not otherwise precluded by this Constitution,
- shall be eligible for election or nomination to the Committee.

11. Powers of the Committee

- 11.1 The committee shall have power without prejudice to the powers conferred by this constitution or the Associations Incorporation Act 1985 or any other powers conferred or implied by law or statute, but subject to paragraph 10.2 hereof to:
- (a) buy, take on lease, or otherwise acquire any real or personal property for the purposes of the club.
 - (b) sell or otherwise dispose of all or any of the real or personal property of the club.
 - (c) let all or any portion of the real or personal property of the club for such term or terms, at such rent or rents, and generally upon and subject to such terms, conditions and agreements as may be deemed desirable.
 - (d) raise money by registration fees, subscriptions, or any other method as determined from time to time.
 - (e) borrow money or mortgage on the whole or any portion of the real or personal property of the club, and to liquidate, redeem or pay off such obligations.
 - (f) invest any monies of the club in any securities of, or guaranteed by the government, or the parliament of the Commonwealth or a State, with power from time to time to vary or transpose such investments for or into others of a like nature.
 - (g) take and accept any gift or property whether real or personal, and whether subject to any trust or not, for any one or more objects of the club.
 - (h) appoint and dismiss all paid officers or servants of the club and define their duties and the terms of their employment.
 - (i) fix the salaries or remuneration of all persons employed by the club.
 - (j) arrange for the supply of all articles and things considered necessary for the purpose of the club.
 - (k) subscribe to, affiliate with or become a member of, support or co-operate with any society, association, institution, club or body, whether incorporated or not, whose objects are altogether or in part similar to those of the club, and withdraw or retire from all or any of the same.
 - (l) attend generally to all matters affecting the welfare of the assets of the club or otherwise.

- (m) delegate any of the powers of the committee herein contained upon such terms and conditions as may be determined by the committee or officer of the club.
 - (n) make rules not inconsistent with this constitution for the regulation of its own proceedings and for defining the respective powers and duties of any committee or officer of the club and the government of the club generally.
 - (o) authorise bank signatories as may be determined by the committee from time to time.
- 11.2 The income and property of the club whence-so-ever derived shall be applied solely towards the objects of the club as set forth in this constitution, and no portion thereof shall be paid or transferred, directly or indirectly by any means by way of profit to members of the club.
- 11.3 A member of the committee shall at all times act honestly and use all reasonable diligence in the exercising of his rights and the discharge of his duties as a member of the committee and:
- (a) any member of the committee who is in any way either directly or indirectly interested in or likely to receive any benefit from the exercising or proposed exercising by the committee of any of the powers herein contained shall as soon as practicable after the relevant facts have come to his knowledge declare the nature of his interest or likely benefit as the case may be at a meeting of the committee and such member shall not vote in respect thereof at any meeting of the committee and shall not be counted in a quorum at such meeting.
 - (b) a member of the committee shall not make improper use of information acquired by virtue of his position as such member of the committee or exercise his rights to vote at any meeting of the committee to gain directly or indirectly an advantage for himself or any other person or to cause detriment to the club.
 - (c) any member of the committee who commits a breach of any of the provisions of this subclause is:
 - (i) liable to the club for any profit made him and for damage suffered by the club as a result of the breach, and
 - (ii) guilty of misconduct and subject to suspension or expulsion from the club.
 - (d) for the purposes of this subclause a member of the committee shall be deemed to include all members of any subcommittee or any officer of the club to whom any powers of the committee have been delegated pursuant to the provisions of subclause 11.1 (m) hereof.
- 11.4 The Committee shall be the sole arbiter in interpreting the Constitution, the rules and by-laws of the Club. The decisions of the Committee affecting the members and not provided for by the Constitution or rules or by-laws made thereunder shall be final and binding.

12. Meetings

- 12.1 The annual general meeting of the club shall be held no later than the 30th November each year, when elections and appointments shall be made as provided herein, and a report of the operations of the club for the financial year ending the 30th September, together with audited accounts for that year, shall be presented by the appropriate officers of the club.
- (a) Nominations for members of the committee shall be in the hands of the Secretary fourteen days before the AGM. All candidates for office or committee positions shall be proposed and seconded, and elected by a simple majority of members present in person and entitled to vote.

- (b) If insufficient nominations are forthcoming, at the AGM, the elected committee is empowered to co-opt members to fill the vacancies.

12.2 A special general meeting may be called:

- (a) by the president
- (b) at the written request of six members of the committee
- (c) at the written request of at least 50% of all financial members eligible to vote.

12.3 Subject to paragraph 15.2 hereof, at least fourteen days notice of the annual general meeting or any special general meeting, and of the business to be brought forward thereat, shall be given.

12.4 Notice of the annual general meeting or any special general meeting shall be sent to all members entitled to vote.

12.5 Committee meetings shall be held at least every three months and at such other times as may be:

- (a) required by the president
- (b) requested by five members of the committee provided seven days notice is given and the business to be discussed is clearly stated on the notice paper.

12.6 The accidental omission to give notice of any meeting to, or non-receipt by any member or person entitled to receive such notice, shall not invalidate the proceedings of any resolution cast at any such meeting.

12.7 No business shall be transacted at any general meeting unless a quorum is present; twenty five percent of all members eligible to vote personally present shall be a quorum. If, within thirty (30) minutes of the time appointed for the meeting, a quorum of members eligible to vote is not present, the meeting shall stand adjourned to the same day in the next week at the same time and place and if at such adjourned meeting a quorum is not present within thirty (30) minutes of the time appointed for the meeting the members eligible to vote present shall form a quorum.

12.8 At any general meeting a resolution put to the vote shall be decided by a show of hands, unless a poll is demanded by at least two members present and entitled to vote. It shall be taken in such manner as the chairperson directs, and the result shall be deemed to be the resolution of the meeting.

13. Subcommittees

13.1 Subcommittees may be appointed and dissolved in such manner as may be determined by the committee.

13.2 A subcommittee shall in all things be subject to the control and direction of the committee, but subject to such control and direction, subcommittees may regulate the conduct of its own business.

13.3 Terms of reference, quorums, powers and composition of subcommittees shall be laid down and amended as deemed necessary by the committee.

13.4 Any member of a subcommittee may be removed by the committee.

14. Voting

- 14.1 At the annual general meeting or any special general meeting or meeting of the committee, the chairman shall be entitled to a deliberative vote, and to a casting vote where there is an equality of voting.
- 14.2 Those entitled to one vote per person at the annual general meeting or any special general meeting shall be members over eighteen years of age at the date of the said meeting.
- (a) No member shall be entitled to vote at any general meeting unless all monies presently payable by them to the club have been paid.
- 14.3 All questions shall be decided by a simple majority, except for paragraph 15.1 hereof.
- 14.4 All elections shall be decided by a show of hands except when two members request a secret ballot.
- 14.5 25% voting members shall constitute a quorum at the annual general meeting or any special general meeting.

15. Alteration of constitution

- 15.1 Alterations and additions to and deletions from this constitution may be made by a resolution passed by two-thirds majority of those present and entitled to vote at the annual general meeting or any special general meeting.
- 15.2 At least one calendar month's notice of the meeting and of the alterations, additions or deletions to be proposed shall be given to the persons entitled to notice of meeting under paragraph 12.4 hereof.

16. Assets

No part or parts of the assets of the club shall be given or transferred in any way to any member or members of the club except that payment in good faith may be made or remuneration to a member of the club for services rendered to the club or for goods supplied in the ordinary way of business or for any reasonable out-of-pocket expenses incurred by a member of the club under the authority of the committee.

17. Auditor

At the AGM the members shall appoint an auditor who shall not be a member of the committee. The auditor shall as soon as practicable after the 30th day of September in each year (and also whenever requested by the President or the committee) audit the accounts of the club and shall report thereon to the committee.

18. Public Officer

The committee shall from time to time appoint any person other than the auditor to be the Public Officer of the club, and may revoke any such appointment.

19. Common Seal

The club shall have and use a common seal inscribed with the name of the club and it shall be held in custody by the Secretary at all times, and shall not be affixed to any document except with the authority of the committee and in the presence of the President and Secretary who shall together sign every document to which the seal is affixed in their presence.

20. Dissolution

If at any time the committee considers that the club shall be dissolved, it shall present its reasons to a special general meeting of the club. Members shall be given at least 21 days notice specifying the intention to propose the resolution as a special resolution. If the special resolution for dissolution is carried by a majority of not less than three quarters voting members present, the real and personal property of the club shall be sold and disposed of by the committee by private treaty or by auction as the committee shall determine (with power to the committee to give good and valid receipts for all purchase monies) and the monies arising from such a sale and disposition, after payment of all incidental expenses and debts and liabilities of the club shall, at the time of dissolution be divided amongst such charitable institutions in South Australia and in such manner as the committee may determine, provided the institutions are approved by the Commissioner of Taxation for the purpose of s78.1 of the Income Tax and Social Services Contribution Act 1936.

21. General

- 21.1 The club accepts no personal liability in respect of accidents or damage to or caused by members, but may hold liable any member who wilfully damages the property of the club or any property, buildings or grounds leased by the club.
- 21.2 Every member shall inform the Secretary in writing within seven days of any change of address. Notices shall be deemed given to a member after posting to the last known address.
- 21.3 Any servant of the club shall give four weeks notice in writing of their intended resignation, and the club shall give four weeks notice in writing of the intended dismissal of servants.
- 21.4 All communications, whether oral or written, reports, minutes and other papers and documents relative to the admission of members or to the forfeiture or suspension of membership or other proceedings specified in clause 5.1 shall be privileged and confidential, as shall the way any member votes at a meeting called for those proceedings, or at any meeting.
- 21.5 Active and Affiliate members shall receive a service bar at the completion of every five full years' service, not necessarily consecutive years.
- 21.6 Active members may be presented with trophies and/or other awards or recognitions from the club and/or coaches.
- 21.7 No active member shall be eligible to be nominated for or receive any award, trophy or other recognition unless all monies payable by or for that member have been paid to the club.

22. deleted

23. Irregularity of Appointment

All acts done by the members in Annual General Meeting, Special General Meeting or by the Executive or the Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any person, or that any of them were disqualified, be as valid as if every such person had been duly appointed.