

VICTORIAN CALISTHENIC COACHES' ASSOCIATION INC.

ARTICLE I - CONSTITUTION

1. NAME

The name of the incorporated association is VICTORIAN CALISTHENIC COACHES' ASSOCIATION INCORPORATED (herein after referred to in these rules as "the Association").

2. INTERPRETATION

2.1 In these rules, unless the contrary intention appears:

2.1.1 "Committee" means the Committee of Management of the Association.

2.1.2 "Financial Year" means the period between 1st January and 31st December.

2.1.3 "Member" means a member of the Association.

"Special Resolution" means a resolution passed:

(a) at a Members' Forum or Annual General Meeting of the Association of which 21 days notice, accompanied by notice of intention to propose a resolution as a special resolution, has been given to the Members in accordance with this Constitution; and

(b) by at least three quarters of those Members who, being entitled to vote, vote in person at the meeting or by another form of visible or electronic communication approved by the Association from time to time.

2.1.4 "The Act" means the Associations Incorporation Act 1981 as amended.

2.1.5 "The Regulations" means regulations under the Act.

2.1.6 "The Seal" means the common seal of the Association

2.1.7 Words importing a gender include any gender.

2.1.8 "In Writing" or "Written" means and includes printing or other means of representing or reproducing words in visible form.

2.1.9 "Sub Branch" means secondary branch created by the Association to meet the requirements of members within that demographic area.

2.1.10 "Association" means the Victorian Calisthenic Coaches' Association Inc.

2.1.11 "V.C.T.A." mean the Victorian Calisthenic Teachers' Association Inc.

2.1.12 "C.V.I." means Calisthenics Victoria Incorporated.

2.1.13 "Members' Forum" means a meeting of Association Members convened in accordance with rule 6.

2.1.14 "A.C.F." means Australian Calisthenics Federation Incorporated

2.2 Words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1984 and the Act as in force from time to time.

2.3 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 the rule or phrase can not be so read down it shall be severed to the extent of the invalidity or unenforceability. Such severance shall not affect the remaining provisions of this constitution or affect the validity or enforceability of any provision in any other jurisdiction.

3. OBJECTS AND PURPOSES

3.1 The objects for which the Association is established and maintained are:

3.1.1 To provide a non-political and non-sectarian organisation to serve those persons involved in the coaching of calisthenics within the State of Victoria and who have attained accredited coaching status for calisthenics and for those who are undergoing training for such accreditation.

3.1.2 To accept responsibility for the framing and conduct of coach education for members.

3.1.3 To provide a meeting place for expression and exchange of ideas among members.

3.1.4 To do all such things that are lawful and as may from time to time advance the interests of members.

3.1.5 To be affiliated with and support any such organisation which has Victorian Government recognition as being the State governing body for calisthenics activity within the State of Victoria.

4. POWERS AND CONSTITUTION OF THE ASSOCIATION

4.1 Powers

Solely for furthering the objects set out above the Association has, in addition to the rights, powers and privileges conferred on it under the Act, the legal capacity and powers of a company as set out under section 124 of the Corporations Act.

4.2 Constitution of the Association

The constituent documents of the Association shall be in a form acceptable to C.V.I., with such incidental variations as are necessary or appropriate, having regard to the Act applicable to the Association.

The Association shall provide to C.V.I. a copy of its constitution and all amendments to the constitution. The Association acknowledges and agrees that C.V.I. has the power to veto any provision in the constitution which, in C.V.I.'s reasonable opinion, is contrary to the objects of C.V.I..

5. MEMBERSHIP

5.1 Category of Members

The Members of the Association shall consist of:

- 5.1.1 Individual Members, who subject to this Constitution, may attend, debate and vote at General Meetings of the Association;
- 5.1.2 Life Members, who subject to this Constitution, may attend, debate and vote at General Meetings of the Association;
- 5.1.3 Such new categories of Members, created in accordance with rule 5.2 below.

5.2 Creation of New Categories

The Committee 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 category is to alter rights, privileges or obligations of an existing category of Members.

5.3 Life Members

- 5.3.1 The Committee may nominate a person who has rendered distinguished or special service to the sport of calisthenics at the state level, for life membership. The nomination must be on the prescribed form (if any) and must be submitted to the Secretary at least 60 days before the date set down for the Annual General Meeting.
- 5.3.2 The nomination for Life Member shall be considered at the Annual General Meeting. A resolution of the Annual General Meeting to confer life membership must be passed by Special Resolution. The vote on such resolution will be taken by secret ballot.
- 5.3.3 Conditions, obligations and privileges of life membership shall be as prescribed in the By-Laws.

5.4 Individual Members

- 5.4.1 The Association may grant membership to any individual who meets the criteria in accordance with the By-Laws.
- 5.4.2 An application for membership is required to be made in writing on the prescribed form and accompanied by the prescribed fees.

5.5 Discretion to Accept or Reject Application

- 5.5.1 The Association may accept or reject an application for membership and shall not be required or compelled to provide any reason for such acceptance or rejection.
- 5.5.2 Where the Association accepts an application, the applicant shall become a Member. Membership of the Association shall be deemed to commence upon acceptance of the application by the Association. The Secretary shall amend the register accordingly as soon as practicable.
- 5.5.3 Where the Association rejects an application the Association shall refund any fees forwarded with the application and the application shall be deemed rejected by the Association.

5.6 Deeming Provision

All persons who were individual members (howsoever described) of the Association prior to the time of approval of this Constitution under the Act, shall be deemed Individual Members from the time of approval of this Constitution under the Act, and will be entitled to such benefits as are conferred on them by the Association, whether directly or indirectly.

5.7 Annual Membership Subscription.

- 5.7.1 The Committee shall set the annual subscription payable by members.
- 5.7.2 Any Member which or who has not paid all monies due and payable by that Member to the Association shall (subject to the Committee'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 Committee's discretion. In the meantime, the Member shall have no automatic right to resign from the Association, and shall be dealt with in the Committee's discretion, which includes the right to expel, suspend, disqualify, fine, discipline or retain that Member as a Member, or impose such other conditions or requirements as the Committee considers appropriate.

5.8 Register of Members.

- 5.8.1 The Registrar shall cause to be maintained a register of Members in which the full name, address and date of entry of each Member shall be entered and, subject to privacy considerations, this register shall be available for inspection by Members.
- 5.8.2 A Member may ONLY make a copy of their own particular details contained within the register

5.9 Resignation of Members.

- 5.9.1 A Member of the Association who has paid all moneys due and payable to the Association may resign from the Association by first giving one months notice in writing to the Committee of the intention to resign and upon the expiration of that period of notice, the Member shall cease to be a Member.
- 5.9.2 Upon the expiration of a notice given under rule 5.9.1, the Registrar shall make in the appropriate register of Members, an entry recording the date on which the Member by whom notice was given, ceased to be a Member.

5.10 Effect of Membership

Members acknowledge and agree that:

- 5.10.1 this constitution constitutes a contract between each of them and the Association and that they are bound by this constitution and the By-Laws;
- 5.10.2 they shall comply with and observe this constitution and the By-Laws and any determination, resolution or policy which may be made or passed by the Committee or any duly authorised sub-committee;
- 5.10.3 by submitting to this constitution and the By-Laws they are subject to the jurisdiction of the Association;
- 5.10.4 this constitution is made in pursuit of a common object, namely the mutual and collective benefit of the Association, the Members and the sport of calisthenics;

- 5.10.5 this constitution and By-Laws are necessary and reasonable for promoting the objects of the Association and particularly the advancement and protection of the sport of calisthenics; and
- 5.10.6 they are entitled to all benefits, advantages, privileges and services of Association membership.

5.11 Discipline Of Members.

Where the Committee is advised or considers that a Member has allegedly:

- 5.11.1 breached, failed, refused or neglected to comply with a provision of this constitution, the By-Laws or any resolution or determination of the Committee or any duly authorised sub-committee; or
- 5.11.2 acted in a manner unbecoming of a Member or prejudicial to the objects and interests of the Association and/or the sport of calisthenics; or
- 5.11.3 brought the Association or the sport of calisthenics into disrepute;

the Committee may commence or cause to be commenced disciplinary proceedings against that Member, and that Member will be subject to, and submits unreservedly to the jurisdiction, procedures, penalties and appeal mechanisms (if any) of the Association set out in the By-Laws.

Such grounds do not constitute a grievance and rule 5.12 does not apply.

The Committee may appoint a judiciary committee to deal with any disciplinary matter referred to it. Such a judiciary committee shall operate under the principles and in accordance with the procedures set down by the Committee from time to time.

5.12 Disputes and Mediation

- 5.12.1 The grievance procedure set out in this rule applies to disputes under this constitution between:-
 - (i) A Member and another Member of the Association; or
 - (ii) A Member and the Association
- 5.12.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- 5.12.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- 5.12.4 The mediator must be:-
 - (i) A person chosen by agreement between the parties; or
 - (ii) In the absence of an agreement:-
 - ...1 In the case of a dispute between a member and another member, a person appointed by the Committee of the Association; or

...2 In the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).

- 5.12.5 The mediator can be a Member of the Association.
- 5.12.6 The mediator cannot be a Member who is a party to the dispute.
- 5.12.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 5.12.8 The mediator, in conducting the mediation, must:-
 - (i) Give the parties to the mediation process every opportunity to be heard; and
 - (ii) Allow due consideration by all parties of any written statement submitted by any party; and
 - (iii) Ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 5.12.9 The mediator must not determine the dispute.
- 5.12.10 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act otherwise at law.
- 5.12.11 The By-laws of the Association shall determine any fees that may apply in respect of a dispute between a member and another member of the Association.
- 5.12.12 All matters associated with the dispute shall remain private and confidential.
- 5.12.13 At all levels another individual may assist either party.

6. MEMBERS' MEETINGS

6.1 Annual General Meeting

- 6.1.1 The Association shall in each financial year convene an Annual General Meeting of its Members.
- 6.1.2 The Annual General Meeting shall be held on such day in each year as the Committee determines within five (5) months of the end of the Financial Year.
- 6.1.3 The Annual General Meeting shall be specified as such in the notice convening it.
- 6.1.4 The Annual General Meeting shall be in addition to any other Special Members' Forums or Members' Forums that may be held in the same year.
- 6.1.5 The Secretary of the Association shall at least twenty-one (21) days before the date fixed for holding an Annual General Meeting of the Association send written notice to all members stating place, date and time of such meeting and the nature of the business to be transacted at the meeting.
- 6.1.6 The business to be transacted at the Annual General Meeting includes the consideration of accounts, reports of the Committee (including in relation to the

activities of the Association during the last preceding Financial Year) and auditors and the election of Committee members and Life Members.

6.1.7 No business other than that set out in the notice convening the meeting shall be transacted at the meeting.

6.1.8 The quorum for the Annual General Meeting shall be 75 Members.

6.2 Members' Forums

6.2.1 The Secretary of the Association shall at least ten (10) days before the date fixed for the holding of the meetings, cause to be sent to each Member of the Association the minutes of the previous meeting and the agenda for the meeting of which notice is given.

6.2.2 Members' Forums shall be conducted at least five (5) times per year.

6.2.3 The quorum for a Members' Forum shall be 50 Members, and for Sub-branches be 50% of Sub-branch members.

6.2.4 A Member desiring to bring any business before a Members' Forum may give notice of that business in writing to the Secretary, who shall include that business in the notice calling the next forum after the receipt of the notice.

6.3 Special Members' Forums

5.3.1 The Committee may, whenever it thinks fit, convene a Special Members' Forum of the Association.

5.3.2 The Committee shall, on the requisition in writing of Members representing not less than 10% of the total number of Members, convene a Special Members' Forum of the Association.

5.3.3 The requisition for a Special Members' Forum shall state the objects of the meeting and shall be signed by the Members making the requisition and be sent to the address of the Secretary.

7. PROCEDURE AT MEMBERS' MEETINGS

7.1 All business that is transacted at a Members' Forums or Special Members' Forum, or at the Annual General Meeting with the exception of that specifically referred to in this constitution as being the ordinary business of the Annual General Meeting shall be deemed to be special business.

7.2 No item of business shall be transacted at any meeting unless a quorum of Members entitled under this constitution to vote is present during the time when the meeting is considering the item.

7.3 If within half an hour after the appointed time for the commencement of the 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 a time and date specified by the Chairperson at the time of the adjournment or by written notice to Members given before the day to which the meeting is adjourned at the same place.

7.4 The President, or in her absence, the Vice-President shall preside as Chairperson at each meeting of the Association

7.5 If all the aforementioned Chairpersons are absent from a meeting, those present shall elect one of their number to preside as Chairperson at the meeting.

7.6 The Chairperson of any meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and 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.

7.7 Voting

7.7.1 Members are not entitled to vote at any meeting of the Association unless all moneys due and payable have been paid in respect of the current Financial Year.

7.7.2 Upon any matters at any meeting of the Association each Category 2, 1 and R member has one (1) vote only.

7.7.3 All votes shall be given personally whilst in attendance or by postal vote (Appendix 2).

7.7.4 In the case of an equality of voting on any matter the Chairperson of the meeting is entitled to exercise a second or casting vote.

7.7.5 A question arising at a meeting of the Association shall be determined on a show of hands, and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost and an entry to that effect in the minute book of the Association is recorded in favour of, or against, that resolution.

7.7.6 If a poll is duly demanded under rule 7.7.5 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 poll shall be the resolution of the meeting at which the poll was demanded.

7.7.7 There shall be NO proxy voting.

7.7.8 The Secretary shall keep minutes of the resolutions and proceedings of each Meeting and Members' Forum in books provided for that purpose, together with a record of the names of persons present at all meetings.

8. COMMITTEE OF MANAGEMENT

8.1 The Officers of the Association shall be:

8.1.1 President

8.1.2 Vice President/ Association Director to C.V.I.

8.1.3 Secretary/Public Officer

8.1.4 Treasurer

8.1.5 Coach Education Committee Representative

8.1.6 Registrar

8.1.7 Competition Liaison Officer

- 8.1.8 Country Liaison Officer
- 8.1.9 General Member
- 8.1.10 General Member
- 8.1.11 General Member
- 8.2 Each Officer of the Association shall hold office for two (2) years next after the date of her election and is eligible for re-election in that position.
- 8.3 One half of the Committee shall retire annually. The President, Treasurer, and two General Members shall retire in one (1) year. The Vice-President/Director to C.V.I., Secretary/Public Officer, Registrar, and one General Member shall retire in the following year. Should any adjustment to the term of Officers elected under this constitution be necessary to ensure rotational terms in accordance with this constitution, this shall be determined by the Committee. Elections to subsequent Committees shall then proceed in accordance with the procedures in this constitution with approximately half the Committee retiring each year.
- 8.4 The representative from the Coach Education Committee shall be a nominee of that committee and must be a member of the same.
- 8.5 The Competition Liaison Officer will be an Association Member holding a position on the C.V.I. Competition Committee and will be co-opted by the Association to hold the position.
- 8.6 The Country Liaison Officer shall be a nominee of the Coach Education Committee and must be a member of the same.

8.7 The Executive

- 8.7.1 The Executive of the Association shall comprise the following positions:-
 - (i) President
 - (ii) Vice President/Director to CVI
 - (iii) Secretary/Public Officer
 - (iv) Treasurer
- 8.7.2 The Executive shall administer the affairs of the Association and execute all powers of the Committee between meetings of the Committee subject always to review of any decision at the next Committee meeting.
- 8.7.3 The Executive will meet as and when required, with any three constituting a quorum.

9. POWERS OF THE COMMITTEE OF MANAGEMENT

- 9.1 Subject to the Act and this constitution the business of the Association shall be managed, and the powers of the Association shall be exercised, by the Committee. In particular, the Committee as the controlling authority of the Association shall be responsible for acting on all issues in accordance with the objects of the Association and shall operate for the collective and mutual benefit of the Association and shall:
 - 9.1.1 control the affairs of the Association as defined within the constitution and By-Laws;

- 9.1.2 make and repeal By-Laws at any time as it may deem necessary for the proper conduct and administration of the Association;
- 9.1.3 approve at the Committee meeting immediately preceding the Annual General Meeting a schedule of affiliation fees, registration fees, levies, deposits and fines for the ensuing year;
- 9.1.4 appoint Sub-Committees and the establishment of Sub-Branches and delegate all or any of its power to Sub-Committees and Sub-Branches. Such delegation may be made generally or for a particular purpose and may at any time be withdrawn;
- 9.1.5 control the finances and assets of the Association including the powers to borrow and pledge the assets of the Association as security; and
- 9.1.6 appoint staff to the Association office and allocate appropriate tasks to those incumbents.

10. ELECTION OF OFFICERS

- 10.1 Nominations of candidates for election as Officers of the Association:
 - 10.1.1 shall be made in writing, signed by two (2) Members of the Association and accompanied by the written consent of the candidate (which may be endorsed in the form of nomination); and
 - 10.1.2 shall be delivered to the Secretary of the Association not less than seven (7) days before the date fixed for the holding of the Annual General Meeting.
- 10.2 If a position on the Committee receives no nominations, then the position shall be deemed a casual vacancy and may be filled according to rule 10.8.
- 10.3 If the number of nominations received is less than or equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- 10.4 If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
- 10.5 The ballot for the election of Officers shall be conducted at the Annual General Meeting in such usual and proper manner as the Committee may direct.

10.6 Grounds for termination of Officers

In addition to the circumstances (if any) in which the office of a Committee Member becomes vacant by virtue of the Act, the office of a Committee Member becomes vacant if the officer:

- 10.6.1 dies;
- 10.6.2 becomes bankrupt or makes any arrangement or composition with his creditors generally;
- 10.6.3 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;
- 10.6.4 resigns her office in writing to the Association;
- 10.6.5 is absent without the consent of the Committee from 3 consecutive meetings of the Committee;

- 10.6.6 holds any office of employment of the Association;
- 10.6.7 without the prior consent or later ratification of the Members in General Meeting holds any office of profit under the Association;
- 10.6.8 is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of his interest;
- 10.6.9 is removed from office by Special Resolution under rule 10.7; or
- 10.6.10 would otherwise be prohibited from being a director of a corporation under the Corporations Act or is disqualified from office under the Act.

10.7 Removal of a Officer

- 10.7.1 The Association in a General Meeting or Members' Forum may by Special Resolution remove any Officer, before the expiration of their term of office. If an Officer is removed in accordance with this rule the office of the Officer becomes vacant and shall be filled in accordance with the procedure set out in rule 10.8.
- 10.7.2 Where the officer to whom a proposed resolution referred to in rule 10.7.1 makes representations in writing to the Secretary and requests that such representations be notified to the Members, the Secretary may send a copy of the representations to each Member or, if they are not so sent, the Officer may require that they be read out at the meeting, and the representations shall be so read.

10.8 Casual Vacancies

In the event of a casual vacancy on the Committee, the Committee may appoint a Member of the Association to fill the vacancy and the person so appointed will hold office, subject to this constitution, until the conclusion of the Annual General Meeting next following the date of the appointment.

10.9 Remaining Officers May Act

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

11. APPOINTMENTS

- 11.1 The following are to be appointed at the Annual General Meeting:-
 - 11.1.1 Auditor
 - 11.1.2 Delegates to C.V.I.

- 11.2 The Committee of Management may appoint a Patron.

12. COMMITTEE OF MANAGEMENT MEETING PROCEDURES

- 12.1 The Committee shall meet at least ten (10) times in each year at such place and such time as the Committee may determine.
- 12.2 Special meetings of the Committee may be convened by the President or by six members of the Committee.

- 12.3 Notice shall be given to members of the Committee fourteen (14) days in advance of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.
- 12.4 Any six members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- 12.4.1 If a quorum is not present the business of the meeting can be discussed and recommendations submitted to absent committee members for ratification.
- When decisions need to be made urgently, absent committee members may be contacted for their ratification.
- 12.5 At meetings of the Committee:-
- the President or in her absence the Vice President shall preside: or
- if the President and Vice President are absent, such one of the remaining members of the Committee as may be chosen by the members present shall preside.
- 12.6 Questions arising at a meeting of the Committee or any Sub-Committee appointed by the Committee shall be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the Chairperson may determine.
- 12.7 Each committee member present at a meeting of the Committee or any Sub-Committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote and in the event of an equality of votes on any motion or resolution, the Chairperson presiding may exercise a second or casting vote.
- 12.8 There shall be NO proxy voting at Committee meetings.
- 12.9 An absent committee member may record a vote on a previously notified and circulated matter.
- 12.10 A procedural defect in decisions taken by the Committee shall not result in such decision being invalidated.
- 12.11 Life Members may attend and contribute and speak on any issue before the Committee with the prior approval of the Committee. They do NOT have voting rights unless they are an elected or appointed member of the Committee.
- 12.12 The agenda and minutes of the previous meeting shall be served on each member of the Committee at least seven (7) days before the date of the meeting.

13. CONFLICTS

13.1 Officers' Interests

An Officer is disqualified by holding any place of profit or position of employment in the Association, or in any company or incorporated association in which the Association is a shareholder or otherwise interested or from contracting with the Association either as vendor, purchaser or otherwise except with express resolution of approval of the Committee. Any such contract or any contract or arrangement entered into by or on behalf of the Association in which any Officer is in any way interested will be voided for such reason.

13.2 Conflict of Interest

An Officer shall declare her interest in any:

- contractual matter;
- selection matter;
- disciplinary matter; or
- other financial matter;

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

13.3 Disclosure of Interests

The nature of the interest of such Officer must be declared by the Officer at the meeting of the Committee at which the contract or other matter is first taken into consideration if the interest then exists or in any other case at the first meeting of the Committee after the acquisition of the interest. If an Officer becomes interested in a contract or other matter after it is made or entered into the declaration of the interest must be made at the first meeting of the Board held after the Officer becomes so interested.

13.4 General Disclosure

A general notice that an Officer is a member of any specified firm or company and is to be regarded as interested in all transactions with that firm or company is sufficient declaration under rule 13.3 as regards such Officer and the said transactions. After such general notice it is not necessary for such Officer to give a special notice relating to any particular transaction with that firm or company.

13.5 Recording Disclosures

It is the duty of the Secretary to record in the minutes any declaration made or any general notice given by an Officer in accordance with rules 13.3 and 13.4.

14. RECORDS AND ACCOUNTS

14.1 Secretary to Keep Records

The Secretary shall establish and maintain proper records and minutes concerning all transactions, business and dealings of the Association and the Board and shall produce these as appropriate at each Committee meeting or Annual General Meeting.

14.2 Records Kept in Accordance with Act

Proper accounting and other records shall be kept in accordance with the Act, generally accepted accounting principles and/or any applicable code of conduct showing the financial affairs of the Association with full details of all income and expenditure connected with the activities of the Association. The books of account shall be kept in the care and control of the Treasurer. The accounts and books referred to in this rule shall be available for inspection by Members.

14.3 Association to Retain Records

The Association shall retain such records for 7 years after the completion of the transactions or operations to which they relate.

14.4 Committee to Submit Accounts

The Committee shall submit to the Annual General Meeting the accounts of the Association in accordance with the Act.

14.5 Negotiable Instruments

All cheques, promissory notes, bankers drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Association, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by the Treasurer and one other Executive member authorised in writing by the Committee.

15. AUDITOR

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

16. SOURCE OF FUNDS

Funds of the Association shall be derived from annual subscriptions and such other sources as the Committee determines.

17. DELEGATIONS

17.1 Committee may Delegate Functions to Sub-Committees

The Committee may by instrument in writing create or establish or appoint from among its own members, the Members, or otherwise, sub-committees to carry out such duties and functions, and with such powers, as the Committee determines.

17.2 Delegation by Instrument

The Committee may in the establishing instrument delegate such functions as are specified in the instrument, other than:

 this power of delegation; and

 a function imposed on the Committee by the Act or any other law, or this constitution.

17.3 Delegated Function Exercised in Accordance With Terms

A function, the exercise of which has been delegated under this rule 17, may whilst the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.

17.4 Procedure of Delegated Entity

The procedures for any sub-committee established shall, with any necessary or incidental amendment, be the same as that applicable to meetings of the Committee under rule 12. The quorum shall be determined by the sub-committee,

but shall be no less than the majority of the total number of sub-committee members.

An Officer of the Association shall be an ex-officio member of any sub-committee so appointed.

Within 7 days of any meeting of any sub-committee, the sub-committee shall send a copy of the minutes and any supporting documents to the Secretary.

17.5 Delegation may be Conditional

A delegation under this rule 17 may be made subject to such conditions or limitations as to the exercise of any function or at the time or circumstances as may be specified in the delegation.

17.6 Revocation of Delegation

The Committee may by instrument in writing, revoke wholly or in part any delegation made under this rule, and may amend, repeal or veto any decision made by such sub-committee under this rule where such decision is contrary to this constitution, the By-Laws, the Act, the objects of the Association or the Committee's delegation.

18. BY-LAWS

18.1 Committee to Formulate By-Laws

The Committee may (by itself or by delegation to a sub-committee) formulate, approve, issue, adopt, interpret and amend such by-laws, regulations and policies ("By-Laws") for the proper advancement, management and administration of the Association, the advancement of the objects of the Association and the sport of calisthenics as it thinks necessary or desirable. Such By-Laws must be consistent with this constitution.

18.2 By-Laws Binding

All By-Laws made under this rule 18 shall be binding on the Association and its Members.

18.3 By-Laws Deemed Applicable

All by-laws, regulations and policies of the Association in force at the date of the approval of this constitution under the Act insofar as such by-laws, regulations and policies are not inconsistent with, or have been replaced by this constitution, shall be deemed to be By-Laws under this rule 18.

18.4 Notices Binding on Members

Amendments, alterations, interpretations or other changes to By-Laws shall be advised to Members by means of notices approved by the Committee and prepared and issued by the Secretary. Notices are binding upon all Members.

19. SEAL

19.1 The common seal of the Association shall be kept in the custody of the Secretary or as otherwise directed by the Committee.

19.2 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 either of

two (2) members of the Committee or of one (1) member of the Committee and the Public Officer of the Association

20. ALTERATION OF RULES AND STATEMENT OF PURPOSES

20.1 This Constitution shall not be altered except by Special Resolution.

20.2 In addition, there shall be no alteration or amendment to rules 21 or 25 without the consent of the relevant Minister or other authority under the Act.

21. WINDING UP

21.1 Winding-up of the Association

Subject to this rule 21, the Association may be wound up in accordance with the provisions of the Act.

21.2 Liability of Members

The liability of the Members of the Association is limited.

21.3 Members' Contributions

Every Member of the Association undertakes to contribute to the assets of the Association in the event of it being wound up while a Member, or within 1 year after ceasing to be a Member for payment of the debts and liabilities of the Association contracted before the time at which he or she 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 \$1.00.

21.4 Distribution of Property on Winding Up

If upon winding up or dissolution of the Association 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 Association but shall be given or transferred to CVI.

22. AUTHORITY TO TRADE

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

23. SOURCE OF FUNDS

The funds of the Association may be derived from annual membership subscriptions, fees and levies payable by Members, donations, grants, sponsorships and such other sources as the Committee determines.

24. APPLICATION OF INCOME

24.1 Income and Property Applied to Objects

The income and property of the Association shall be applied solely towards the promotion of the objects of the Association as set out in this constitution.

24.2 No Income to Members

Except as prescribed in this constitution:

no portion of the income or property of the Association shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member; and

no remuneration or other benefit in money or money's worth shall be paid or given by the Association to any Member who holds any office of the Association.

24.3 Payments in Good Faith

Nothing contained in rule 24.2 shall prevent payment in good faith of or to any Member for:

any services actually rendered to the Association whether as an employee or otherwise;

goods supplied to the Association in the ordinary and usual course of operation;

interest on money borrowed from any Member;

rent for premises demised or let by any Member to the Association;

any out-of-pocket expenses incurred by the Member on behalf of the Association;
or

any other reason;

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.

25. INDEMNITY

25.1 Officers to be Indemnified

Every Officer, auditor, manager, employee or agent of the Association shall be indemnified to the extent provided under the directors and officers insurance policy of the Association (if any) against any liability incurred by him/her in his/her capacity as Officer, auditor, manager, employee or agent in defending any proceedings, whether civil or criminal, in which judgement is given in his/her favour or in which he/she is acquitted or in connection with any application in relation to any such proceedings in which relief is, under the Act, granted to him/her by the Court.

25.2 Association to Indemnify

The Association shall indemnify its Officers and employees to the extent provided under the directors and officers insurance policy of the Association (if any) against all damages and costs (including legal costs) for which any such Director or employee may be or become liable to any third party in consequence of any act or omission except wilful misconduct:

in the case of an Officer performed or made whilst acting on behalf of and with the authority, express or implied of the Association; and

in the case of an employee, performed or made in the course of, and within the scope of his/her employment by the Association.

VICTORIAN CALISTHENIC COACHES' ASSOCIATION INC.

ARTICLE II – APPENDIX 2

Inc. No. A0024275Z

APPENDIX 2:

POSTAL VOTE FORM (DRAFT ONLY) – NOT FOR USE

Please complete this form and return to:

V.C.C.A. Inc. Secretary

.....
.....
.....

BY

I _____

of (address) _____

_____, a member of the Association Inc. hereby cast my postal vote

for the motion(s)/resolution(s) as listed below for the meeting to be held

on, or at any adjournment of that meeting.

a) Motion/Resolution

In favour

Against

b) Motion/Resolution

In favour

Against

DATED this _____ day of _____ year .

Signature _____

Current A.C.F. Card No. _____ Expiry: _____