

**GYMNASTICS SOUTH AUSTRALIA INCORPORATED**

**CONSTITUTION**

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# GYMNASTICS SOUTH AUSTRALIA INCORPORATED

## CONSTITUTION

### 1. NAME

The name of the organisation shall be Gymnastics South Australia Incorporated (herein after referred to as "G.S.A").

### 2. TRADING NAME

The Trading name shall be Gymnastics South Australia (Gymnastics S.A).

### 3. DEFINITIONS

In these rules, unless the contrary intention appears -

"Board" means the Board of Management of G.S.A;

"Constitution" means the within Constitution;

"Regulations" means the within Regulations of G.S.A;

"The Act" means the Associations Incorporation Act, 1985 as amended;

"Metropolitan" means the area in South Australia defined by G.S.A. All other areas will be regarded as "Country";

"Chairman" means a person chosen to preside over meetings.

"Member" means a member of G.S.A whether affiliated, registered, or otherwise as the context demands.

"Kindergym" means a movement program for children 5 years of age and under and their caregiver, designed to develop the whole child, socially, emotionally, cognitively and physically, in a safe, structured, multi-sensory environment.

"Discipline" means one or all of the Sport Management Committees as defined in section 5 of the Regulations.

"Gymnastics" means the development of physical and motor ability components contributing to muscular endurance, strength, power, flexibility, coordination, agility, discipline, creativity, confidence and balance.

### 4. MEMBERSHIP

G.S.A shall have:

#### 4.1. *AFFILIATED MEMBERS* being -

4.1.1. Gymnastic Clubs, Kindergym Clubs, Sport Aerobics Clubs, Youth Clubs, Schools, organisations or registered companies admitted to affiliation in accordance with the Regulations, any other bodies which may now or in the future be affiliated with the Australian Gymnastic Federation and

#### 4.2. *REGISTERED MEMBERS* being -

Individuals registered in accordance with the Regulations.

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### **5. OBJECTS**

The Objects of G.S.A shall be -

- 5.1. To affiliate with the Australian Gymnastic Federation Incorporated.
- 5.2. To improve the physical, mental and social well being of children and adults in South Australia through the encouragement, teaching and promotion of gymnastics and the proper regulation of such activities.
- 5.3. To promote and encourage the formation of gymnastic clubs in South Australia under the guiding principles of the Australian Gymnastic Federation.
- 5.4. To promote and encourage the formation of Kindergyms in South Australia under the guiding principles of Kindergym Australia.
- 5.5. To give special consideration and assistance to any person who is disadvantaged because of physical or other disabilities, sickness, destitution or other misfortune.
- 5.6. To act along with individuals or other organisations in the interest of sport, health and educational development of all members.
- 5.7. In carrying out the Objects of G.S.A, there shall be no discrimination by G.S.A against any member because of gender, political beliefs, colour, race, creed or religion.
- 5.8. G.S.A will establish, maintain and where practicable enforce a Member Protection Policy to cover all forms of discrimination or harassment as per the Regulations.

### **6. POWERS**

- 6.1. To establish and maintain rules for the conduct of gymnastics to further the Objects of G.S.A: G.S.A shall have all the powers conferred by Section 25 of the Act save and except such modifications and exclusions as are specified in this Clause including but without limiting the generality of the foregoing.
- 6.2. To institute, arrange and regulate gymnastic championships, competitions and organised participation events in South Australia.
- 6.3. To arrange meetings in accordance with the Regulations and Constitution.
- 6.4. To maintain records covering all phases of gymnastics.
- 6.5. To deal with any group, body corporate or individual that discredits gymnastics.

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- 6.6. To suspend or disqualify from Membership of G.S.A or fine or otherwise deal with any Registered or Affiliated Member who has committed any breach of this Constitution or Regulations or any conduct arising out of or in connection with gymnastics which is unfair, unbecoming or contrary to the interest of gymnastics.
- 6.7. To hear and adjudicate upon appeals from decisions of G.S.A or Affiliated members, or Registered members of G.S.A.
- 6.8. To erect, purchase, lease, hire or otherwise, grounds, buildings and equipment for the holding of any gymnastic meeting or event or for training purposes or otherwise for the use and promotion of gymnastics.
- 6.9. To equip, maintain or alter any building or other premises necessary for the purpose of G.S.A.
- 6.10. To appoint, employ or dismiss persons, and define duties, terms, remuneration, salaries or honorariums of such appointment or employment.
- 6.11. To develop and implement policies to protect all members from all forms of unlawful discrimination or harassment, as per the Regulations.
- 6.12. To develop and implement appropriate policies to ensure good governance and management of G.S.A, its assets and its members.
- 6.13. To sell, hire, lease or otherwise deal with any land, building, equipment or other property of G.S.A.
- 6.14. To take and defend legal proceedings of any nature.
- 6.15. To invest any monies of G.S.A in authorised trustee investments.
- 6.16. To impose and collect levies, subscriptions, fees and other charges from organisations, clubs, institutions, associations and individuals, or to borrow or raise money with or without security for the carrying out of the Objects of G.S.A or any matters connected therewith.
- 6.17. To apply the income and property of G.S.A in the promotion of the Objects of G.S.A.
- 6.18. To make representations to Federal and State Governments, Municipal, Local and other authorities in relation to any matter affecting the interests of gymnastics.
- 6.19. To appoint representatives of G.S.A.
- 6.20. To elect, appoint or ratify Standing and Sub committees as defined in the Regulations.

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6.21. To do all things as are considered conducive to the attaining of the objects of G.S.A.

### **7. MANAGEMENT STRUCTURE**

7.1. The affairs of G.S.A shall be managed and controlled exclusively by the Board, which in addition to any powers and authorities conferred by the Constitution or Regulations, may exercise all such powers and do all such things as are within the objects of G.S.A, and are not by the Act or by the Constitution or Regulations required to be done by G.S.A in General Meeting.

7.2. The Board shall consist of five (5) Directors with responsibility for Management, Administration and Finance, Planning and Development, Marketing and Sports Management (hereinafter sometimes referred to collectively as "The Executive", and individually as "Executive Officers").

7.3. The Board shall at no time comprise:-

7.3.1. two or more members who are also members of the same Affiliated member.

7.3.2. any member disqualified under the Act.

7.4. The common law rules of debate for the conduct of meetings shall be applied at all meetings of G.S.A, except where they are inconsistent with the Constitution or Regulations of G.S.A.

7.5. Members duly elected to the Board at a General Meeting shall occupy all Executive positions.

### **8. BOARD**

8.1. The Board shall have the power to appoint such officers and employees as are required to carry out the objects of G.S.A, including a public officer required by the Act, and may delegate any of its powers to such officers and employees.

8.2. One member of the Board shall also be the representative of G.S.A to the Australian Gymnastic Federation Inc.

### **9. ELECTION OF THE BOARD**

9.1. Nominations in writing from Registered members for vacant positions on the Board shall be submitted to G.S.A not less than twenty-eight (28) days prior to the Annual General Meeting by delivering the nomination of that person to the Director Administration and Finance of G.S.A. The nomination shall be signed by the proposer and by the nominee to signify a willingness to stand for election.

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- 9.2. The Executive Officers shall be elected at the Annual General Meeting, and shall serve for a term of two years in accordance with the following conditions:
- 9.2.1. At each Annual General Meeting, a minimum of two, (2) and maximum of three, (3) Executive Officers shall retire, and their positions shall be filled by election from the nominations received in accordance with the provisions of this section.
  - 9.2.2. Subject to the provision of this clause, the retiring Executive Officers shall be the Director of Management and Director of Sports Management and Director of Marketing, or both the Director of Administration and Finance plus the Director of Planning and Development, according as to which pair of Executive Officers retired at the preceding Annual General Meeting. At the 1999 Annual General Meeting of G.S.A, the Director of Management and Director of Sports Management shall retire from the Executive.
  - 9.2.3. The two, (2) or three, (3) retiring Members shall be those members who have served the longest since their most recent election to the Board. The determination of the retiring Members shall be made at the Board Meeting prior to nominations being called for elections at the Annual General Meeting.
  - 9.2.4. A Director retiring in accordance with this section shall be eligible for re-election to the Board.
- 9.3. At the first meeting of the appointed Executive officers following the Annual General meeting, those present will elect from their number a Chairman who shall act in that capacity for the length of their elected term of office.
- 9.4. In the event that a position on the Board is not filled or becomes vacant, the Board shall be entitled to appoint a person to fill such a vacancy.
- 9.4.1. The Director so appointed shall hold office for the remaining term of office of the vacant position.
  - 9.4.2. A Director retiring in accordance with this section shall be eligible for re-election to the Board.
- 9.5. The office of a Board Member shall become vacant if a Board Member is :-
- 9.5.1. disqualified by the Act
  - 9.5.2. expelled under the Constitution
  - 9.5.3. permanently incapacitated by ill health
  - 9.5.4. absent without apology from more than three consecutive Board Meetings in a financial year.

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9.5.5. found or pleads guilty of any offence involving moral culpability, fraud or deception.

### **10. SPORT MANAGEMENT COMMITTEES**

- 10.1. A Sport Management Committee as defined in section 5 of the Regulations shall represent each gymnastic discipline.
- 10.2. A Sport Management Committee shall comprise only Registered members as defined in the Regulations.
- 10.3. A Standing Sport Management Committee shall at no time comprise two or more members who are also members of the same Affiliated member.
- 10.4. Subject to clause 10.3 the board may permit two or members of the same affiliated member as members of a Sport Management Committee where the total number of Affiliated members is less than ten (10).

### **11. ELECTION OF SPORT MANAGEMENT COMMITTEES**

- 11.1. Nominations in writing from Registered Members for vacant positions on a Sport Management Committee shall be submitted to G.S.A not less than twenty-eight (28) days prior to the Annual General Meeting by delivering the nomination of that person to the G.S.A Secretariat. The nomination shall be signed by the proposer and by the nominee to signify a willingness to stand for election.
- 11.2. The committee shall be elected at the Annual General Meeting of G.S.A, and shall serve for a term of two years in accordance with the following conditions:
  - 11.2.1. At each Annual General Meeting, a minimum of fifty percent (50%) shall retire, and their positions shall be filled by election from the nominations received in accordance with the provisions of this section.
  - 11.2.2. At the 1999 Annual General meeting, the retiring committee members shall be selected by secret ballot at the meeting immediately preceding the Annual General meeting of the Sport Management Committee.
  - 11.2.3. At the 2000 Annual General meeting those committee members not retiring at the 1999 meeting shall retire.
  - 11.2.4. A committee member retiring in accordance with these sections shall be eligible for re-election to the Committee.
- 11.3. At the first meeting of the appointed committee members following the Annual General meeting, those present will elect from their number a

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Convenor who shall act in that capacity for the length of their elected term of office.

11.4. In the event that a position on the committee is not filled or becomes vacant, the committee shall subject to clause 10.3 be entitled to appoint a person to fill such a vacancy.

11.4.1. The person so appointed shall hold office for the remaining term of office of the vacant position.

11.5. A committee member retiring in accordance with this section shall be eligible for re-election to the committee.

### **12. PUBLIC OFFICER**

12.1. The Public Officer of G.S.A shall be appointed by the Board and shall not be the Auditor.

12.2. The Board may change the Public Officer at any time.

### **13. FINANCIAL YEAR**

The financial year of G.S.A shall be the period commencing the 1st day of January and ending the 31st day of December, in any given year.

### **14. MEETINGS**

#### **14.1. Annual General Meeting**

14.1.1. The Annual General Meeting of G.S.A shall be held within four (4) months of the end of the financial year.

14.1.2. The Notice of Motion for the Annual General Meeting shall be sent to Affiliated Members sixty (60) days prior to the Annual General Meeting. The Notice shall include nomination forms for all vacant Board positions of G.S.A.

14.1.3. Nominations for Board positions, together with any Notices of Motion from Affiliated Members must be received at the G.S.A office no later than thirty (30) days prior to the Annual General Meeting.

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- 14.1.4. Written notice of the Annual General Meeting and the Agenda for that meeting shall be given to all Affiliated Members, Board Members, Life Members and G.S.A Sport Management Committee members at least twenty-eight (28) days before the meeting is to be held. The Notice shall set out where and when the meeting will be held.
- 14.1.5. The written notice provided in 14.1.4 hereof shall include a list of all vacant Board positions and all nominations received.
- Each Affiliated Member may appoint one delegate to represent it at the Annual General Meeting.
- 14.1.5.1. Only one delegate of each Affiliated Member shall be entitled to vote at the Annual General Meeting, except that the Chairman of the Meeting shall have a casting vote in the event of an equality of votes.
- 14.1.5.2. A delegate may not represent more than one Affiliated Member.
- 14.1.6. An Affiliated Member who cannot have a delegate present may register a postal vote on the official ballot paper in respect of Board positions and Motions on Notice. The G.S.A office must receive such a postal vote before 5:00 p.m. on the last working day preceding that of the G.S.A Annual General Meeting, and must be signed by the President and Secretary of the Affiliated Member.
- 14.1.7. A Registered Member qualified to vote under the Regulations who cannot be present, may register a postal vote on the official ballot paper in respect of Board positions and Motions on Notice. Such a postal vote must be received by the G.S.A office before 5:00 p.m. on the last working day preceding that of G.S.A's Annual General Meeting.
- 14.1.8. A quorum shall be 5% of Registered and Affiliated Members qualified to vote under the Regulations.
- 14.1.8.1. If within thirty minutes after the time appointed for the meeting a quorum of Affiliated and Registered Members is not present, a meeting convened upon the requisition of Affiliated Members shall lapse. In any other case, 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 minutes of the time appointed for the meeting the members present shall form a quorum.

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- 14.1.8.2. The Chairman of the Board shall preside at every General Meeting of G.S.A or if there shall be no Chairman, or in their absence, or on their declining to take or retiring from the chair, one of the Board Members chosen by the meeting shall preside.
- 14.1.8.3. If there is no such Chairman present within five minutes after the time appointed for the holding of the meeting, the Registered and Affiliated Members present may choose one of their number to be the chairman.
- 14.1.8.4. When a meeting is adjourned for thirty days or more, Notice of the adjourned meeting shall be given as if that meeting was an original meeting of Affiliated Members.
- 14.1.9. Voting shall be by show of hands, except that -
  - 14.1.9.1. any contested election at any Annual General Meeting or otherwise shall be by secret ballot.
  - 14.1.9.2. the meeting may by show of hands require any other vote to be by secret ballot.
  - 14.1.9.3. only official ballot papers shall be used for secret ballots.
- 14.1.10. The regular business of the Annual General Meeting which shall take precedence over other business shall be in the following order:
  - 14.1.10.1. to confirm the Minutes of the previous Annual General Meeting (if any)
  - 14.1.10.2. to consider the Annual Report of G.S.A
  - 14.1.10.3. to receive the Financial Statement and Auditor's Report
  - 14.1.10.4. to consider the granting of honoraria
  - 14.1.10.5. to consider Motions on Notice or to amend the Constitution
  - 14.1.10.6. to declare the applicable Board positions vacant
  - 14.1.10.7. to elect the members of the Board
  - 14.1.10.8. to elect members of Sport Management Committees
  - 14.1.10.9. to elect Life Members
  - 14.1.10.10. to appoint the Patron, Auditor and other positions as nominated by the Board.
- 14.1.11. Other items of business shall be accepted for discussion, at the discretion of the chairman, or by Motion carried by two thirds of delegates present.

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### **14.2. Special General Meetings**

- 14.2.1. Special General Meetings may be convened by either
  - 14.2.1.1. a Motion of the Board, or
  - 14.2.1.2. a signed requisition by 25% of Affiliated Members.
- 14.2.2. The requisition shall state the business to be considered at such meeting.
- 14.2.3. At least fourteen (14) but no more than thirty (30) clear days notice of such Special General Meeting and the Agenda shall be given to all Affiliated Members, Board Members, Life Members and G.S.A Sport Management Committees.
- 14.2.4. No other business except that for which the meeting is called may be transacted at any Special General Meeting.
- 14.2.5. The provisions of 14.1.4 and 14.1.6 to 14.1.9 inclusive shall apply to any Special General Meeting.
- 14.2.6. If the Board does not convene any Special General Meeting within thirty days the requisitionists may convene a Special General Meeting. Such a meeting shall be convened in the same manner as a meeting convened by the Board and for this purpose the Board shall ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive a Notice of Meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by G.S.A.

### **14.3. Board Meetings**

- 14.3.1. G.S.A shall hold a minimum of four (4) Board Meetings annually.
- 14.3.2. The Board shall determine what notice is necessary in respect of Board meetings, but shall provide reasonable notice thereof to all Board members.
- 14.3.3. A copy of the Minutes of all Board Meetings and Sport Management Committee Meetings shall be distributed to all Board Members as a matter of course, and to Affiliated Members upon request.
- 14.3.4. A quorum shall consist of four fifths of the total Board membership.
- 14.3.5. In the event of any Board Meeting not having a quorum, the business remaining shall be dealt with at the next Board Meeting.
- 14.3.6. The Board shall determine amounts that may be expended by G.S.A.

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- 14.3.7. The Board shall determine amounts that may be expended by its Sub Committees, Sport Management Committees and Executive Officer without reference to the Board. All other expenditure must be submitted to the Board for approval and ratification.
- 14.3.8. Motions on Notice by either Board Members or Affiliated Members must be in writing and fourteen- (14) days' notice must be given in respect of specific agenda items. Non agenda items may be introduced during General Business.
- 14.3.9. All members of the Board shall be entitled to one vote.
- 14.3.10. A member of the Board having a pecuniary interest in a contract with G.S.A must disclose that interest to the Board as required by the Act, and shall not vote with respect to that contract.

### **15. PROXIES**

- 15.1. An Affiliated Member shall be entitled to appoint in writing a Registered member of G.S.A to be that affiliated member's proxy, and attend and vote at any General Meeting of G.S.A.
- 15.2. Subject to clause 15.1, an Affiliated member may only hold a maximum of one (1) Proxy.
- 15.3. An Affiliated Member may not appoint a proxy to attend and vote at any Special General Meeting of G.S.A.

### **16. OBLIGATION RESULTING FROM AFFILIATION OR REGISTRATION**

- 16.1. The acceptance of Affiliation, or Registration in G.S.A shall be an agreement binding upon such Affiliated or Registered member or members to abide by all the provisions of the Constitution and Regulations of G.S.A including the Member Protection Policy and to accept and enforce all of its decisions.
- 16.2. Subject to giving a member an opportunity to be heard or to make a written submission in connection therewith, any breach of the Agreement referred to in 16.1 hereof by an Affiliated or Registered member shall render such member liable to expulsion or a penalty determined by the Board.
- 16.3. Notice in writing of any breach, together with the date of hearing by the Board shall be given to the member no less than seven (7) days before the hearing. A hearing of any such breach may only be conducted in the presence of at least four fifths of the full Board.
- 16.4. Expulsion of any Affiliated or Registered member must be supported by at least four fifths of members of the Board present.

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16.5. The determination of the Board shall be communicated to the member, and in the event of any adverse determination, the member, subject to appeal, shall cease to be a member 14 days after the Board has communicated its determination to the member.

### **17. CONSTITUTION AMENDMENTS**

In order to amend this Constitution, the following procedure shall be complied with:-

17.1. The Constitution may only be altered at the Annual General Meeting or at a Special General Meeting called for that purpose.

17.2. The Board or Affiliated Members shall give Notice of Motion of any proposed alteration to the Constitution of G.S.A at least sixty (60) days prior to such meeting.

17.3. G.S.A shall give at least twenty-eight (28) days notice in writing to all Affiliated Members and Board Members of any such Notice of Motion.

17.4. In order to be passed, such motion must be supported by at least two-thirds of eligible voting members present or voting by post.

17.5. Each Motion on Notice shall not be amended.

### **18. ASSETS**

No part or parts of the assets of G.S.A shall be given or transferred in any way to any member or members of G.S.A except that payments may be made to a member of G.S.A for services rendered to G.S.A, for goods supplied or for out of pocket expenses incurred whilst acting under the authority of G.S.A.

### **19. RESIGNATION**

Any member may resign from membership of G.S.A by giving written notice thereof to the Director of Administration and Finance or Public Officer of G.S.A. Any member so resigning shall be liable for any outstanding subscriptions, which shall be recoverable as a debt due to G.S.A.

### **20. THE SEAL**

20.1. G.S.A shall have a Common Seal upon which its corporate name shall appear in legible characters.

20.2. The seal shall not be used without the express authorisation of the Board, and every use of the seal shall be recorded in the minute book of G.S.A. The affixing of the seal shall be witnessed in accordance with the Regulations.

20.3. The seal shall be kept in the custody of the Public Officer or such other person as the Board may from time to time decide.

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### **21. BORROWING POWERS**

- 21.1. Subject to this rule G.S.A may borrow money from banks or other financial institutions upon such terms and conditions as the Board sees fit, and may secure the repayment thereof by charging the property of G.S.A.
- 21.2. Subject to Section 53 of the Act, G.S.A may invite and accept deposits of money from any person on such terms and conditions as may be determined by the Board from time to time.

### **22. MINUTES**

- 22.1. Proper minutes of all proceedings of meetings of G.S.A and of meetings of the Board shall be entered within one month after the relevant meeting in minute books kept for the purpose.
- 22.2. The minutes kept pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting.
- 22.3. Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

### **23. REGULATIONS OF GSA**

- 23.1. The Board shall have the power to make and proclaim regulations for the administration of the affairs of G.S.A and for the conduct of all events under the auspices or approval of G.S.A.
- 23.2. At least twenty-eight (28) days' notice shall be given to all Board Members of the introduction of new regulations, amendments or additions thereto. In the event of the Board approving the introduction of new regulations, amendments or additions thereto, then a complete copy of all said new regulations, amendments or additions thereto shall be distributed to each Affiliated Member, Sport Management Committee and to each Board Member within twenty-eight (28) days following the Board Meeting at which decisions regarding them are made.
- 23.3. To pass such regulations or amendments, it shall be necessary for a majority of the Board present to pass the motion.
- 23.4. A regulation or amendment passed in accordance with 23.3 hereof shall be effective from the date of the Board Meeting at which it is passed and shall be published in full in the minutes of such meeting.

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### **24. NOTICES**

24.1. G.S.A shall give notice to any Affiliated or Registered Member by serving the member with the notice personally, or by sending it by post to the address appearing in the register of Members or by Public notice in the local press.

24.2. Where a notice is sent by post, service of the notice shall be deemed to be effected if it is properly addressed and posted to the Member by ordinary prepaid mail.

### **25. CIRCUMSTANCES NOT PROVIDED FOR**

If any circumstances shall arise as to which this Constitution is silent or is incapable of taking effect or implementing according to its strict provisions, the Board shall subject to any direction from time to time given to it by resolution of an Annual General Meeting or Special General Meeting, have power to take that action as may best give effect to the objects and purposes of G.S.A and ensure its efficient administration and every act of the Board pursuant to this clause shall be as valid and effectual as if specifically authorised therein.

### **26. WINDING UP**

G.S.A may be wound up in the manner provided for in the Act.