

# **GYMNASTICS SOUTH AUSTRALIA INCORPORATED**

  

# **CONSTITUTION**

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## **Statement of Purposes and Rules**

**Gymnastics South Australia Incorporated ("Association")**

**An Association Incorporated under the Associations  
Incorporation Act**

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# Statement of Purposes and Rules

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# Statement of Purposes and Rules

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## 1. Name

The name of the incorporated association is Gymnastics South Australia Incorporated (**Association**).

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## 2. Defined Terms and Interpretation

### 2.1 Defined terms

The following definitions apply unless the context requires otherwise.

**Act** means the Associations Incorporation Act (SA).

**AGM** means the annual General Meeting of the Association required to be held by the Association in each calendar year of the Act.

**Appeals By-law** means the By-law issued by the Association under that name, as referred to in rule 11.2(c).

**Appointed Director** means a Director appointed under rule 13.10.

**Association** means Gymnastics South Australia Incorporated, being the GA Association Member for South Australia.

**By-law** A rule incumbent upon the Constitution of the Association.

**Chairman** means the Elected Director who is elected or appointed as Chairman of the Board of Management under rule 13.7

**Club Member** means an Affiliated Club of Gymnastics South Australia

**Committee** means a committee established under rule 18.

**Director** means a director of the Association and includes Elected Directors, Appointed Directors.

**Directors** means all or some of the directors of the Association acting as a board.

**Discipline By-law** means the By-law issued by the Association under that name, as referred to in rule 11.2(b).

**Elected Director** means a director of the Association elected or appointed in accordance with rules 13.2, 13.7 or 13.9 and includes the Chairman.

**Executive Officer** means a person appointed as executive officer by the Directors according to the powers conferred on them by rule 17 and, in the

absence of an Executive Officer another person or persons appointed by the Directors.

**FIG** means the Fédération Internationale de Gymnastique.

**Financial Year** means the year ending on 31<sup>st</sup> December.

**GA** means Gymnastics Australia Limited.

**GA Association Member** means an association member admitted to GA in accordance with its constitution or rules.

**GSA** means Gymnastics South Australia

**General Meeting** means a general meeting of Members and includes the AGM.

**Grievance By-law** means the By-law issued under that name, as referred to in rule 11.2(a).

**Gymnastic Events** means competitions, championships, exhibitions and any other events relating to Gymnastics.

**Gymnastics** means the sport of gymnastics, including Gymsports.

**Gymsports** means a gymnastic sport program or gymsport as defined by FIG and by GA and the Association and accepted by the Association as a program under its jurisdiction.

**Gymsport Management Committee** means a committee formed in accordance with the Gymsport Management Committee by-law.

**Honorary Member** means a Member admitted to the Association in accordance with rule 6.6.

**Life Member** means a Member admitted to the Association in accordance with rule 6.7.

**Member** means a member of the Association admitted in accordance with rule 6.

**Objects** means the objects of the Association set out in the statement of purposes in rule 3.

**Participant Member** means a Member admitted to the Association in accordance with rule 6.4.

**Patron** means a patron appointed in accordance with rule 12.

**Policy** means an operational directive or procedure of the Association.

**Poll** means the counting or listing of people.

**Public Officer** means a public officer appointed under rule 21.

**Registered Office** means the registered office of the Association from time to time.

**Registration** means registration of a Member with the Association, such registration being in the form of a signed application form and including the Member's consent to membership of the Association as required by rule 6.10, and Registered has a corresponding meaning.

**Representative** means a person (whether a body corporate representative or proxy) appointed in accordance with the Act to represent a Member at a General Meeting of the Association.

**Rules** means these rules, including the statement of purposes as set out in rule 3, as amended from time to time, and a reference to a particular rule is a reference to a rule of these Rules.

**Special Resolution** means a resolution that must be passed by 75% of those persons entitled to vote voting of the one accord in accordance with these Rules and / or the Act.

**State** means a state or territory of the Commonwealth of Australia.

**Statutes and Regulations** means the Statutes and Regulations of FIG in force from time to time.

**Technical Member** means a Member admitted to the Association in accordance with rule 6.5.

**Telecommunication Meeting** means the contemporaneous linking together of persons in oral communications by telephone, audio-visual or other instantaneous means approved by the Directors, and conducted in accordance with rule 16.

**Vice Chairman** means the person (if any) appointed from time to time under rule 13.11.

**South Australian Gymnastics Events** means events held in the State of South Australia that are not under the control of FIG or GA.

## 2.2 Interpretation

In these Rules unless the context requires otherwise:

- (a) **(presence of a Member)** a reference to a Member present at a General Meeting means the Member present in person or by proxy, attorney or Representative;

- (b) (**document**) a reference to a document or instrument includes any amendments made to it from time to time and, unless the contrary intention appears, includes a replacement;
- (c) (**gender**) words importing any gender include all other genders;
- (d) (**person**) the word person includes a firm, a body corporate, a partnership, a joint venture, an unincorporated body or association or an authority;
- (e) (**successors**) a reference to an organisation includes a reference to its successors;
- (f) (**singular includes plural**) the singular includes the plural and vice versa;
- (g) (**instruments**) a reference to a law includes regulations and instruments made under it;
- (h) (**amendments to legislation**) a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision, whether by a State or the Commonwealth or otherwise;
- (i) (**include**) the words include, includes, including and for example are not to be interpreted as words of limitation;
- (j) (**signed**) where, by a provision of these Rules, a document including a notice is required to be signed, that requirement may be satisfied in relation to an electronic communication of the document in any manner permitted by law or by any State or Commonwealth law relating to electronic transmissions or in any other manner approved by the Directors; and
- (k) (**writing**) writing and written includes printing, typing and other modes of reproducing words in a visible form including, without limitation, any representation of words in a physical document or in an electronic communication or form or otherwise.

### 2.3 **Associations Incorporation Act**

- (a) In these Rules, unless the context requires otherwise, an expression has, in a provision of these Rules that deals with a matter dealt with by a particular provision of the Act, the same meaning as in that provision of the Act.
- (b) The Model Rules for an Incorporated Association in schedule 5 of the Regulations are displaced by these Rules and accordingly do not apply to the Association.

## 2.4 Headings

Headings are inserted for convenience and do not affect the interpretation of these Rules.

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## 3. Statement of Purposes

### 3.1 Statement of purposes

The Association's purpose is to represent the interests of South Australian Gymnastics as the GA Association Member in South Australia and, in co-operation with GA and other GA Association Members, to co-ordinate and provide for the participation by South Australian athletes, coaches and officials in Gymnastics and approved State, national and international competitions.

### 3.2 Objects

The Objects for which the Association is established are to:

- (a) encourage, develop, promote and control gymnastics in South Australia;
- (b) establish and maintain uniform code of rules and regulations to govern gymnastics in South Australia;
- (c) encourage community health and welfare by ensuring gymnastics is accessible to all;
- (d) facilitate co-operation between members of the Association and external organisations, bodies & individuals.
- (e) offer for the conduct, encouragement, promotion and administration of gymnastics activities for the mutual and collective benefit of the members;
- (f) be the GA Association member in South Australia;
- (g) affiliate with organisations and any other bodies to further the purposes of the Association;
- (h) promote, manage and control South Australian gymnastic activities and to assist GA, to promote, manage and control national and international gymnastics activities held in South Australia;
- (i) strive for government, commercial and public recognition of the Association, the members and gymnastics; and
- (j) undertake everything necessary for the advancement of these Objects.

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#### **4. Powers**

Solely for furthering the Objects, the Association, in addition to any other powers it has under the Act, has the legal capacity and powers of an incorporated Association as set out under section 25 of the Act.

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#### **5. Income and Payments**

##### **5.1 Application of Income**

All the Association's profits (if any), other income and property, however derived, must be applied only to promote its Objects.

##### **5.2 No dividends, bonus or profit to be paid to Members**

None of the Association's profits, other income or property may be paid or transferred to the Members, directly or indirectly, by way of dividend, bonus or otherwise, provided that nothing in these Rules will prevent the payment by way of grant or subsidy to any Member which is itself a non-profit association or corporation solely for the advancement of the objects of such Member and the Objects of the Association.

##### **5.3 Payments in good faith**

Rule 5.2 does not prevent the payment in good faith on commercial terms to an officer or Member, or to a legal entity or business of which an officer or Member (or an officer of a Member) is a partner or an officer (or otherwise associated):

- (a) of remuneration for services to the Association;
- (b) for goods supplied to the Association in the ordinary course of business;
- (c) of interest on money borrowed from them by the Association at a rate not exceeding the rate fixed for the purposes of this rule 5.3 by the Association in a General Meeting; or
- (d) of reasonable rent for premises let by them to the Association.

##### **5.4 Accounting Records**

The Executive Officer must:

- (a) collect and receive all monies due to the Association and make all payments authorised by the Association; and

- (b) keep proper accounting and other records and distribute copies of financial statements as required by the Act.

## 5.5 **Signature**

All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed in accordance with the financial delegations policy as approved by the Board of Management from time to time.

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## 6. **Membership**

### 6.1 Members acknowledge and agree that:

- (a) this Constitution constitutes a contract between each of them and the Association and that they are bound by this Constitution and the By-Laws and GA's Constitution and By-Laws;
- (b) 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 Board or other entity with delegated authority;
- (c) by submitting to this Constitution and By-Laws they are subject to the jurisdiction of the Association and GA;
- (d) the Constitution and By-Laws are necessary and reasonable for promoting the Objects and particularly the advancement and protection of Gymnastics in South Australia; and
- (e) they are entitled to all benefits, advantages, privileges and services of Association membership.

### 6.2 **Categories of Members**

Membership of the Association will be divided into the following categories:

- (a) Club Members;
- (b) Participant Members;
- (c) Technical Members;
- (d) Honorary Members; and
- (e) Life Members.

### **6.3 Club Members**

- (a) An incorporated body or group of persons trading in South Australia as a Gymnastics club may apply to become a Club Member of the Association in accordance with the By-laws and will, upon Registration with the Association, become a Club Member of the Association subject to the provisions of these Rules.
- (b) Each Club Member is entitled to any benefits of Membership prescribed to apply to Club Members in the By-laws.
- (c) Each Club Member is entitled to one (1) vote at any General Meeting.

### **6.4 Participant Members**

- (a) An individual that is recognised by a Club Member as a participant member will, upon registration with the Club Member in accordance with its rules, automatically become a Participant Member of the Association subject to the provisions of these Rules.
- (b) Each Participant Member is entitled to any benefits of Membership prescribed to apply to Participant Members in the By-laws.

### **6.5 Technical Members**

- (a) An individual that wishes to be accredited by the Association, as a coach or judge of a Gymsport will, upon Registration with the Association as a coach or judge of a Gymsport, automatically become a Technical Member of the Association subject to the provisions of these Rules.
- (b) Each Technical Member is entitled to any benefits of Membership prescribed to apply to Technical Members in the By-laws.

### **6.6 Honorary Members**

- (a) An individual who holds an Official Position with the Association, or who holds an administrative position in Gymnastics with the Association, will be eligible to apply for membership of the Association as an Honorary Member of the Association subject to the provisions of these Rules.
- (b) Each Honorary Member is entitled to any benefits of Membership prescribed to apply to Honorary Members in the By-laws.

### **6.7 Life Members**

- (a) An individual who has contributed long and meritorious service to the Association may be elected as a Life Member at any AGM by a Special Resolution.

- (b) A Member or a Director may nominate an individual for election as a Life Member of the Association in accordance with the By-law referred to in rule 6.7(f).
- (c) Nominations for a Life Member must set out the reasons why, in the opinion of the nominator, the nominee should be considered for Life Membership.
- (d) If the nomination does not satisfy the eligibility criteria set out in the By-law referred to in rule 6.7(f), the Directors may decide not to submit the nomination to the next AGM for approval. If this occurs the Directors shall provide reasons for their decision to the nominator.
- (e) A Life Member is entitled to the following privileges:
  - (i) notice of, and attendance at, any General Meetings but no right to debate or vote at any General Meeting;
  - (ii) subject to any separate agreement with the Association to the contrary, has no obligation, and may not be required, to pay any subscription or other amount; and
  - (iii) invitations to major Gymnastic Events controlled by the Association.
- (f) A By-law will list the eligibility criteria and nomination procedure relating to Life Membership applications.

## 6.8 **Membership subscriptions**

- (a) Subject to rule 6.8(c), the Association in General Meeting must determine from time to time (and may delegate the determination of that amount to the Directors, either specifically or generally, and may revoke the delegation):
  - (i) the amount (if any) payable by an applicant for membership;
  - (ii) the amount (if any) of the annual subscription payable by each Member; and
  - (iii) the due dates for payment.
- (b) Subject to rule 6.8(c), the Association may determine any other amount to be paid by each Member, or any class of Members, whether of a recurrent or any other nature, from time to time at any AGM.
- (c) No application fee, subscription or other amount will be payable for membership as an Honorary Member or Life Member.
- (d) Each Member must pay the Association the amounts determined according to this rule 6.8.

## 6.9 **Deferral or reduction of subscriptions**

The Directors may defer the obligations of a Member to pay a subscription or other amount, or reduce (including to zero) the subscription or other amount payable by a Member, if the Directors are satisfied that:

- (a) there are reasonable grounds for doing so;
- (b) the Association will not be materially disadvantaged as a result; and
- (c) the Member agrees to pay the deferred or (if greater than zero) the reduced subscription or other amount within a time fixed by the Directors.

## 6.10 **Admission of Members**

A Member will become a Member, and the Directors will direct the Public Officer to record their name in the register of Members kept by the Association, only upon meeting the criteria applicable to the relevant category of membership and provided the Member has signed an application in which the Member undertakes to:

- (a) be bound by these Rules, the Statutes and Regulations and By-laws;
- (b) pay the fees and subscriptions determined to apply to the Member under rule 6.8; and
- (c) support the Association in the encouragement and promotion of its Objects.

## 6.11 **Ceasing to be a Member**

A person ceases to be a Member on:

- (a) resignation;
- (b) death;
- (c) the termination of their membership according to these Rules;
- (d) if a body corporate, being dissolved or otherwise ceasing to exist;
- (e) no longer meeting the requirements for membership according to this rule 6.

## 6.12 **Register of Members**

- (a) The Association must keep a register of all Members in accordance with the Act.

- (b) The register is available for inspection free of charge by any Member upon request.
- (c) A Member may make a copy of entries in the register.

#### **6.13 No claim against the Association**

No Member whose membership ceases has any claim against the Association or the Directors for damages or otherwise arising from cessation or termination of membership.

#### **6.14 Limited liability**

Members have no liability in that capacity except as set out in rule 27.1

#### **6.15 Non-assignability**

Membership is personal to each Member. No Member shall, or purport to, assign the rights comprising or associated with membership to any other person and any attempt to do so shall be void.

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### **7. General Meetings**

#### **7.1 Annual General Meeting**

AGMs of the Association are to be held:

- (a) in each calendar year;
- (b) according to the Act; and
- (c) at a date (within the first 4 months of the new Financial Year) and venue determined by the Directors.

#### **7.2 Power to convene General Meeting**

The Directors may convene a General Meeting when they think fit and must do so if required by the Act.

#### **7.3 Notice of General Meeting**

- (a) Notice of a General Meeting of Members must be given:
  - (i) to all Members entitled to attend the General Meeting, the Directors, any Patrons and the auditor of the Association; and
  - (ii) in accordance with rule 39 and the Act.
- (b) The notice convening the AGM must specify that the meeting is an AGM and the notice shall include or enclose nomination forms for all vacant Director positions of GSA.

- (c) At least 45 days prior to the proposed date of the AGM, the Executive Officer will request from Members notices of motions, which must be received no less than 28 days prior to the AGM.
- (d) At least 21 days' notice of the time and place of a General Meeting must be given, together with:
  - (i) all information required to be included in accordance with the Act;
  - (ii) in the case of a proposed Special Resolution, the intention to propose the Special Resolution and the terms of the proposed Special Resolution;
  - (iii) any notice of motion received from any Member or Director in accordance with the Act;
  - (iv) a list of all nominations received for positions to be elected at the relevant General Meeting.

#### **7.4 No other business**

No business other than that stated in the notice of meeting may be transacted at a General Meeting.

#### **7.5 Cancellation or postponement of General Meeting**

Where a General Meeting (including an AGM) is convened by the Directors they may, if they think fit, cancel the meeting or postpone the meeting to a date and time they determine. However, this rule does not apply to a General Meeting convened:

- (a) by the Directors at the request of Members; or
- (b) by a court.

#### **7.6 Written notice of cancellation or postponement of General Meeting**

Notice of the cancellation or postponement of a General Meeting must state the reasons for doing so and be given to:

- (a) each Member entitled to attend the General Meeting; and
- (b) each other person entitled to notice of a General Meeting.

#### **7.7 Contents of notice postponing General Meeting**

A notice postponing a General Meeting must specify:

- (a) the new date and time for the meeting;

- (b) the place where the meeting is to be held, which may be either the same as or different to the place specified in the notice originally convening the meeting; and
- (c) if the meeting is to be held in two or more places, the technology that will be used to hold the meeting in that manner.

#### **7.8 Number of clear days for postponement of General Meeting**

The number of clear days from the giving of a notice postponing a General Meeting to the date specified in that notice for the postponed meeting must not be less than the number of clear days notice of that General Meeting required to be given by rule 8.8 or the Act.

#### **7.9 Business at postponed General Meeting**

The only business that may be transacted at a postponed General Meeting is the business specified in the notice originally convening the meeting.

#### **7.10 Representative at postponed General Meeting**

Where:

- (a) by the terms of an instrument appointing a Representative, that Representative is authorised to attend and vote at a General Meeting to be held on a specified date or at a General Meeting or General Meetings to be held on or before a specified date; and
- (b) the date for the meeting is postponed to a date later than the date specified in the instrument,

then that later date is substituted for the date specified in the instrument appointing that Representative, unless the appointing Member notifies the Association in writing to the contrary at least 48 hours before the time at which the postponed meeting is to be held.

#### **7.11 Non-receipt of notice**

The non-receipt of a notice convening, cancelling or postponing a General Meeting by, or the accidental omission to give a notice of that kind to, a person entitled to receive it, does not invalidate any resolution passed at the General Meeting or at a postponed meeting or the cancellation or postponement of the meeting.

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### **8. Proceedings at General Meetings**

#### **8.1 Number for a quorum**

The quorum for a General Meeting is 25% of the Members present including proxy votes (in accordance with rule 9.4, 9.5 and 9.6) and eligible to vote.

## 8.2 Requirement for a quorum

- (a) An item of business may not be transacted at a General Meeting unless a quorum is present when the meeting proceeds to consider it.
- (b) If a quorum is present at the beginning of a meeting it is taken to be present throughout the meeting unless the chair of the meeting (on their own motion or at the request of a Member who is present) declares otherwise.

## 8.3 Quorum and time

If within 30 minutes after the time appointed for a General Meeting a quorum is not present, the meeting:

- (a) if convened by, or on requisition of, Members is dissolved; and
- (b) in any other case stands adjourned to such other day, time and place as the chair determines.

## 8.4 Adjourned meeting

If a quorum (determined in accordance with rule 8.1) is not present within 30 minutes after the time appointed for the adjourned meeting, the meeting is dissolved.

## 8.5 Chairman of the Board to preside over General Meetings

- (a) The Chairman of the Board is entitled to preside as Chair at General Meetings.
- (b) If a General Meeting is convened and there is no Chairman, or the Chairman is not present within 15 minutes after the time appointed for the meeting or is unable or unwilling to act, the following may preside as Chair (in order of entitlement):
  - (i) the Vice Chairman (if any);
  - (ii) a Director chosen by a majority of the Directors present;
  - (iii) the only Director present; or
  - (iv) any Member who is entitled to vote and is chosen by a majority of the Members present and entitled to vote.

## 8.6 Conduct of General Meetings

- (a) The Chair:
  - (i) has charge of the general conduct of the meeting and of the procedures to be adopted;

- (ii) may require the adoption of any procedure which in their opinion is necessary or desirable for proper and orderly debate or discussion or the proper and orderly casting or recording of votes; and
  - (iii) may, having regard where necessary to the Act, terminate discussion or debate on any matter whenever they consider it necessary or desirable for the proper conduct of the meeting; and
- (b) A decision by the Chair under this rule 8.6 is final.

#### **8.7 Adjournment of General Meeting**

- (a) The Chair may with the consent of any meeting at which a quorum is present, and must if so directed by the meeting, adjourn the meeting or any business, motion, question, resolution, debate or discussion being considered or remaining to be considered by the meeting.
- (b) The adjournment may be either to a later time at the same meeting or to an adjourned meeting at any time and place agreed by vote of the Members present.
- (c) Only unfinished business is to be transacted at a meeting resumed after an adjournment.

#### **8.8 Notice of adjourned meeting**

- (a) It is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting unless a meeting is adjourned for 30 days or more.
- (b) In that case, at least the same period of notice as was originally required for the meeting must be given for the adjourned meeting.

#### **8.9 Questions decided by majority**

Subject to the requirements of the Act and except in the case of a Special Resolution, a resolution is carried if a simple majority of the votes cast on the resolution are in favour of it.

#### **8.10 Equality of votes**

Where an equal number of votes are cast in favour of and against the resolution, the resolution is not carried.

#### **8.11 Declaration of results**

- (a) At any General Meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is properly demanded and the demand is not withdrawn.

- (b) A declaration by the Chair that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minutes of the meetings of the Association, is conclusive evidence of the fact.
- (c) Neither the Chair nor the minutes need state, and it is not necessary to prove, the number or proportion of the votes recorded for or against the resolution.

#### 8.12 **Poll**

- (a) If a poll is demanded by not less than 3 Members, it must be taken in the manner and at the date and time directed by the Chair, and the result of the poll is the resolution of the meeting at which the poll was demanded.
- (b) A poll demanded on the election of a Chair or on a question of adjournment must be taken immediately.
- (c) A demand for a poll may be withdrawn.
- (d) A demand for a poll does not prevent the General Meeting continuing for the transaction of any business other than the question on which the poll was demanded.

#### 8.13 **Objection to voting qualification**

- (a) An objection to the right of a person to attend or vote at a General Meeting (including an adjourned meeting):
  - (i) may not be raised except at that meeting; and
  - (ii) must be referred to the Chair, whose decision is final.
- (b) A vote not disallowed under the objection is valid for all purposes.

#### 8.14 **Chair to determine any poll dispute**

If there is a dispute about the admission or rejection of a vote, the Chair must decide it and the Chair's decision made in good faith is final.

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### 9. **Votes of Members**

#### 9.1 **Eligibility to Vote**

- (a) Each Club Member shall have one (1) deliberative vote.
- (b) A representative of each Gymsport Management Committee shall have one (1) deliberative vote on behalf of the Gymsport Management Committee.
- (c) Proxy votes on any business on the Agenda will only be eligible to be

accepted by the Chairperson if received by the Executive Officer not less than 24 hours prior to the AGM commencing.

## **9.2 Votes of Members on show of hands**

On a show of hands each Club Member present and eligible to vote at a General Meeting has one vote.

**9.3** On a poll taken at a meeting at which they are present each Club Member has one vote.

## **9.4 Election of Directors**

(a) Elections for Elected Directors shall be by exhaustive ballot in accordance with this rule 9.4 (b) at the relevant General Meeting on papers prepared by the Executive Officer.

(b) The exhaustive ballot will be conducted as a poll as follows:

- (i) rounds of voting for each position of Elected Director to be filled will be held, the first of which will include all nominees for that position;
- (ii) each Member entitled to vote will have one vote on each poll;
- (iii) the nominee with the fewest number of votes will be eliminated from the second and each subsequent round;
- (iv) in the event that more than 1 nominee has an equal number of votes and that number of votes is the least number of votes, then:
  - (A) provided that there remains at least 1 nominee for the subsequent round, all of those nominees with the least amount of votes will be eliminated from each of the subsequent rounds of voting;
  - (B) if eliminating all nominees with the least number of votes would result in there being no nominees remaining then, subject to the direction of the Chair (who may call for a re-vote of the last round of voting), the position up for election will be treated as a casual vacancy to be dealt with in accordance with rule 13.9;
- (v) rounds of voting will be continued with 1 or more nominees being eliminated from each round until only 2 nominees remain;
- (vi) in the last round of 2 nominees, a resolution is passed in favour of the election of the nominee who receives the majority of votes;

- (vii) in the event that the last round of voting has only 1 nominee remaining, then a resolution is passed in favour of the election of that nominee; and
- (viii) in the event that no nominee in the last round of voting receives a majority, the position up for election will be treated as a casual vacancy to be dealt with in accordance with rule 13.9.

### **9.5 Right to appoint corporate representative**

In accordance with the Act, each Club Member entitled to vote is entitled to appoint an individual as their representative to attend General Meetings of the Association.

### **9.6 Right to appoint proxy**

- (a) A Club Member entitled to attend a General Meeting of the Association is entitled to appoint another person as their proxy to attend the meeting in their place in accordance with the Act.
- (b) A proxy has the same rights as the Club Member at the meeting and may be appointed in respect of more than one meeting.
- (c) No person may have more than one (1) proxy vote, with the exception of the Chairman who may hold more than one proxy.
- (d) A Club Member may appoint a proxy to attend and vote at any Special General Meeting of GSA.
- (e) An Gymsport Management Committee delegate entitled to attend a General Meeting of the Association and to vote on behalf of the relevant Gymsport Management Committee may appoint another person as a proxy to attend in their place and vote on their behalf in accordance with 9.6 (b) and 9.6(c).

### **9.7 Right to register a Postal Vote**

A Club Member or Gymsport Management Committee that 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 or any Special General Meeting, and must be signed by the President and Secretary of the Club Member. Authenticity of signatories (copy of driver's licence or passport bio page) is to accompany the official postal vote form.

### **9.8 Minutes of meetings**

The Executive Officer must keep minutes of the resolutions and proceedings of each General Meeting.

## **9.9 Resolutions not in General Meeting**

- (a) If all Club Members entitled to vote sign a document containing a statement that they are in favour of a resolution in terms set out in the document, a resolution in those terms is deemed to have been passed at a General Meeting of the Association held at the time on which the document was signed by the last Club Member entitled to vote.
- (b) For the purposes of rule 9.9(a), 2 or more separate documents containing statements in identical terms each of which is signed by 1 or more Club Members entitled to vote are deemed together to constitute one document containing a statement in those terms signed by those Club Members on the respective days on which they signed the separate documents.
- (c) A facsimile transmission or other form of visible or other electronic communication purported to be signed by a Club Member for the purpose of this rule is deemed to be a document in writing signed by that Club Member.

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## **10. Obligations to GA**

### **10.1 Rules**

Subject to the Act, the Association must:

- (a) amend:
  - (i) these Rules; or
  - (ii) any By-laws,to promptly adopt changes in the constitution of, and by-laws promulgated by, GA from time to time; and
- (b) not otherwise amend or vary these Rules or any By-laws without the consent of GA, which shall not be withheld where required by law.

### **10.2 Enforcement of rules**

The Association must promulgate and enforce the constitution, by-laws, rules and regulations of GA.

### **10.3 General obligations**

The Association must:

- (a) provide GA with copies of its audited accounts, annual report and associated documents within 30 days following its AGM;

- (b) adopt rules which reflect and which are, to the extent permitted or required by the Act, generally in conformity with GA's constitution;
- (c) do all that is necessary to enable the objectives of GA to be achieved and at all times act on behalf of and in the interests of the Club Members and Gymnastics.

#### 10.4 **Operation of constitution**

The Association and the Club Members agree:

- (a) that they are bound by GA's constitution;
- (b) to act in good faith and loyalty to maintain and enhance GA, the Association and Gymnastics, its standards, quality and reputation for the collective and mutual benefit of the Club Members and Gymnastics;
- (c) at all times to operate with and promote mutual trust and confidence between GA, the Association and the Club Members and work cooperatively with each other in the pursuit of the Objects;
- (d) not to do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of Gymnastics and its maintenance and development;
- (e) to promote the economic and sporting success, strength and stability of each other and to act cooperatively with each other in pursuit of the Objects;
- (f) to act for and on behalf of the interests of Gymnastics, GA, the Association and the Club Members; and
- (g) that should the Association have administrative, operational or financial difficulties, the Club Members may act to assist the Association in whatever manner and on such conditions as it considers appropriate, if requested.

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### 11. **Grievances and Discipline of Members**

#### 11.1 **Jurisdiction**

All Club Members will be subject to, and must submit to, the jurisdiction, procedures, penalties and appeal mechanisms of the Association set out in these Rules and the By-laws.

#### 11.2 **By-laws**

The Directors must make a By-law or By-laws:

- (a) for the hearing and determination of:

- (i) grievances by any Club Member who feels aggrieved by a decision or action of the Association (or a Club Member provided that all avenues of appeal available under the constitution or rules of the Club Member have been exhausted); and
- (ii) disputes between Club Members relating to the conduct or administration of Gymnastics (the **Grievance By-law**);
- (b) for the discipline of Club Members (the **Discipline By-law**); and
- (c) for the formation and administration of an Appeals Tribunal which must be independent of any party before it on the matter which is the subject of the appeal in question (the **Appeals By-law**).

***Such procedures must allow for natural justice to be applied.***

### 11.3 **Sanctions for Discipline of Members**

Without limiting the matters that may be referred to in the Discipline By-law, any Member that has:

- (a) breached, failed, refused or neglected to comply with a provision of these Rules, the By-laws or any other resolution or determination of the Directors or duly authorised Committee; or
- (b) acted in a manner unbecoming of a Club Member or prejudicial to the Objects and interests of the Association and/or Gymnastics; or
- (c) brought the Association or Gymnastics into disrepute,

shall be liable to the sanctions set out in that By-law, including termination of membership.

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## 12. **Patrons**

### 12.1 **Appointment and removal of Patrons**

The Directors may appoint and remove Patrons of the Association.

### 12.2 **Rights of Patrons**

Patrons are:

- (a) entitled to notice of all General Meetings;
- (b) entitled to attend and speak at General Meetings; and
- (c) not entitled to vote at any General Meeting.

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## **13. Directors**

### **13.1 Number of Directors**

There are to be no more than 7 Directors, being:

- (a) the Chairman of the Board (who is also an Elected Director);
- (b) 4 Elected Directors (in addition to the Chairman);
- (c) 2 appointed Directors (in accordance with rule 13.10)

### **13.2 First Elected Directors**

- (a) The first Elected Directors as at the date of adoption of these Rules are those holding a position as at the date of the Special General Meeting.
- (b) Subject to rule 13.15:
  - (i) At the 2010 AGM, those Directors who have held a position in excess of one year or have filled a casual vacancy for one year (or less) will resign (but are eligible for re-election) and an election will be held to fill the vacant positions of Elected Directors.

### **13.3 Eligibility**

A person who:

- (a) is an employee of the Association; or
- (b) is an employee of GA,

may not hold office as a Director.

- (c) at no time may more than one (1) person with an affiliation with the same Club Member hold office as a Director. For the avoidance of doubt a “close connection” is deemed to be an “affiliation” within the meaning of Clause 13.3(c).
- (d) A Director who accepts a disqualifying position must notify the other Directors of that fact immediately and is deemed to have vacated office as Director with immediate effect.
- (e) A person elected or appointed as a Director at the time of holding a disqualifying position must immediately resign from that disqualifying position.

#### **13.4 Nomination for election**

- (a) At least 45 days prior to the proposed date of the AGM at which a resolution or resolutions will be proposed to fill a vacancy in the position of an Elected Director (including as Chairman of the Board), the Executive Officer will request from Members nominations (which comply with this rule 13.4) for elections to positions falling vacant, which must be received no less than 28 days prior to the AGM.
- (b) A Club Member may nominate, in respect of each vacancy in the position of an Elected Director (including Chairman of the Board), which is to be the subject of an election at the next AGM, one person for each position.
- (c) A nomination must:
  - (i) specify if the nominee is nominated as Chairman of the Board, Elected Director or both; and
  - (ii) be in writing and signed by the nominator and nominee.

#### **13.5 Term of office of Directors generally**

Subject to rules 13.2, 13.8 and 13.9, an Elected Director will hold office for a term of 2 years.

#### **13.6 Office held until end of meeting**

A retiring Elected Director holds office until the end of the meeting at which that Elected Director retires but, subject to rule 13.8, is eligible for re-election.

#### **13.7 Elected Director elected at General Meeting**

- (a) At a General Meeting:
  - (i) at which an Elected Director retires; or
  - (ii) at the commencement of, or during which, there is a vacancy in the office of an Elected Director,

the Board of Management may, by resolution conducted in accordance with rule 9.3, fill the vacancy by electing someone to that office.
- (b) An Elected Director elected under this rule 13.7 takes office at the end of the meeting at which they are elected.

#### **13.8 Maximum term of office for Chairman of the Board**

- (a) A Chairman may not serve more than 4 consecutive terms as a Chairman (but may, if elected or appointed, continue to serve as a Director).

- (b) If a Chairman has served 4 consecutive terms as Chairman, they may not be elected as Chairman again until the second AGM after the end of their fourth term of office.

### 13.9 **Casual vacancy**

- (a) The Directors may at any time appoint a person to be a Director to fill a casual vacancy.
- (b) A casual vacancy (as defined in rule 13.15) may be filled:
  - (i) in the case of an Elected Director, by the Directors as a casual vacancy;
  - (ii) in the case of an Appointed Director, by the Directors in accordance with rule 13.10.
- (c) An Elected Director appointed under this rule 13.9:
  - (i) must have their position as Elected Director confirmed by resolution at the next AGM; and
  - (ii) if so confirmed, holds office until the end of the term of the Elected Director in whose place they were appointed.
- (d) Service as an Elected Director under this rule 13.9 is a full term of office for the purposes of rules 13.5 and 13.8.

### 13.10 **Appointed Directors**

- (a) In addition to the Elected Directors, the Directors may themselves appoint up to 2 other Appointed Directors because of their special business acumen and/or technical skills.
- (b) Subject to rule 13.14, an Appointed Director appointed under this rule holds office for a term of 2 years but is eligible for re-appointment.

### 13.11 **Vice Chairman**

- (a) The Directors may elect from amongst their number a Vice Chairman and may also (subject to rules 13.11(c) and 13.14) determine the period for which the person elected is to hold that office.
- (b) A person may hold the office of Vice Chairman only for as long as they are a Director.
- (c) A Director appointed as Vice Chairman under this rule 13.11 may be removed from that office by the Directors at their absolute discretion.

### 13.12 **Remuneration of Directors**

Subject to rule 13.13, a Director may not be paid for services as a Director but, with the approval of the Directors and subject to the Act, may be:

- (a) paid by the Association for services rendered to it; and
- (b) reimbursed by the Association for their reasonable travelling, accommodation and other expenses when:
  - (i) travelling to or from meetings of the Directors, a Committee or the Association; or
  - (ii) otherwise engaged on the affairs of the Association.

### 13.13 **Honorarium**

The Association may in General Meeting by ordinary resolution determine to pay a Director an ex-gratia payment subject to rule 5.2 and 5.3.

### 13.14 **Removal of Director**

- (a) Subject to the provisions of the Act, the Association may in General Meeting by ordinary resolution remove any Director prior to the expiration of that Director's term of office.
- (b) Unless otherwise resolved at a General Meeting, a Director removed in accordance with rule 13.14(a) cannot be re-appointed as a Director within 2 years of their removal.

### 13.15 **Vacation of office**

The office of a Director becomes vacant if the Director:

- (a) is removed in accordance with rule 13.14;
- (b) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health;
- (c) resigns office by notice in writing to the Association;
- (d) accepts appointment to, or becomes the holder of, a disqualifying position as set out in rule 13.3 and does not resign from that position; or
- (e) is not present personally at three consecutive Directors' meetings without leave of absence from the Directors.

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## **14. Powers and Duties of Directors**

### **14.1 Directors to manage the Association**

The Directors are to manage the Association's business and may exercise those of the Association's powers that are not required, by the Act or by these Rules, to be exercised by the Association in General Meeting.

### **14.2 Specific powers of Directors**

Without limiting rule 14.1 the Directors may exercise all the Association's powers to borrow or raise money, to charge any property or business or give any other security for a debt, liability or obligation of the Association or of any other person.

### **14.3 Time, etc**

Subject to the Act, where these Rules requires that something be done by a particular time, or within a particular period, or that an event is to occur or a circumstance is to change on or by a particular date, the Directors may in their absolute discretion extend that time, period or date as they think fit.

### **14.4 Appointment of attorney**

The Directors may appoint any person to be the Association's attorney for the purposes, with the powers, authorities and discretions, for the period and subject to the conditions they think fit.

### **14.5 Provisions in power of attorney**

A power of attorney granted under rule 14.4 may contain any provisions for the protection and convenience of persons dealing with the attorney that the Directors think fit and may also authorise the attorney to delegate (including by way of appointment of a substitute attorney) all or any of the powers, authorities and discretions of the attorney.

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## **15. Proceedings of Directors**

### **15.1 Directors meetings**

(a) Subject to rule 15.1(b), the Directors may meet together for conducting business, adjourn and otherwise regulate their meetings as they think fit.

(b) The Directors must meet at least 6 times in each calendar year.

### **15.2 Questions decided by majority**

A question arising at a Directors' meeting is to be decided by a majority of votes of the Directors present in person or by proxy and entitled to vote.

### 15.3 **Proxy and voting**

A Director who is present at a Directors' meeting as a proxy for another Director has, in addition to their own vote, one vote for each absent Director who would be entitled to vote if present at the meeting and for whom that person is a proxy.

### 15.4 **Chair's casting vote**

The chair of the meeting will not have a casting vote.

### 15.5 **Quorum**

Four Directors present in person constitutes a quorum.

### 15.6 **Effect of vacancy**

- (a) The continuing Directors may act despite a vacancy in their number.
- (b) However, if the number of Directors is reduced below the number required for a quorum, the remaining Directors may act only for the purpose of filling the vacancies to the extent necessary to bring their number up to that required for a quorum or to convene a General Meeting.

### 15.7 **Director attending and voting by proxy**

- (a) A Director may attend and vote by proxy at a Directors' meeting in accordance with the Act if the proxy:
  - (i) is another Director; and
  - (ii) has been appointed in writing signed by the appointor.
- (b) The appointment must be for a particular meeting.

### 15.8 **Convening meetings**

A Director may, and the Executive Officer on the request of a Director must, convene a Directors' meeting.

### 15.9 **Chairman to preside at Directors' meeting**

- (a) The Chairman is entitled to preside as Chair at Directors' meetings.
- (b) If the Chairman is not present and able and willing to act within 15 minutes after the time appointed for a meeting or has signified an intention not to be present and able and willing to act, the following may preside as Chair (in order of entitlement):
  - (i) the Vice Chairman (if any);

- (ii) a Director chosen by a majority of the Directors present.

#### 15.10 **Circulating resolutions**

- (a) The Directors may pass a resolution without a Directors' meeting being held if all of the Directors who are entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.
- (b) Separate copies of the document may be used for signing by the Directors if the wording of the resolution and statement is identical in each copy.
- (c) The resolution is passed when the last Director signs.

#### 15.11 **Validity of acts of Directors**

Everything done at a Directors' meeting or a Committee meeting, or by a person acting as a Director, is valid even if it is discovered later that there was some defect in the appointment, election or qualification of any of them or that any of them was disqualified or had vacated office.

#### 15.12 **Conflicts**

- (a) A Director shall declare to the board of Directors that Director's interest in any matter in which any conflict of interest arises as defined by the Act, and unless otherwise determined by the Directors, that Director must absent himself or herself from discussion of such matter and shall not be entitled to vote in respect of such matter.
- (b) In the event of any uncertainty in this regard, the issue shall immediately be determined by a vote of the Directors or, if this is not possible, the matter shall be adjourned or deferred to the next meeting.
- (c) The Executive Officer shall maintain a register of declared interests.

#### 15.13 **Minutes**

The Directors must cause minutes of meetings to be made and kept by the Executive Officer.

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### **16. Telecommunication Meetings of the Association**

#### **16.1 Telecommunication Meeting**

A Directors' Meeting may be held by means of a Telecommunication Meeting, provided that the number of Directors (as applicable) participating is not less than a quorum required for a Directors' Meeting (as applicable). All provisions of these Rules relating to a meeting apply to a Telecommunication Meeting in so far as they are not inconsistent with the provisions of this rule 16.

## 16.2 **Conduct of Telecommunication Meeting**

The following provisions apply to a Telecommunication Meeting of the Association:

- (a) all persons participating in the meeting must be linked by telephone, audio-visual or other instantaneous means for the purpose of the meeting;
- (b) each of the persons taking part in the meeting must be able to hear and be heard by each of the other persons taking part at the commencement of the meeting and each person so taking part is deemed for the purposes of these Rules to be present at the meeting;
- (c) at the commencement of the meeting each person must announce his or her presence to all other persons taking part in the meeting;
- (d) a person may not leave a Telecommunication Meeting by disconnecting his or her telephone, audio-visual or other communication equipment unless that person has previously notified the Chair;
- (e) a person may conclusively be presumed to have been present and to have formed part of a quorum at all times during a Telecommunication Meeting unless that person has previously notified the Chair of leaving the meeting; and
- (f) a minute of proceedings of a Telecommunication Meeting is sufficient evidence of the proceedings and of the observance of all necessary formalities if the minute is certified to be a correct minute by the Chair.

## 16.3 **General Meeting**

A General Meeting including an Annual General Meeting may not be conducted via Telecommunication.

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## 17. **Executive Officer**

### 17.1 **Appointment of Executive Officer**

The Directors may appoint an Executive Officer.

### 17.2 **Powers, duties and authorities of Executive Officer**

- (a) The Executive Officer holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, determined by the Directors.
- (b) The exercise of those powers and authorities, and the performance of those duties, by the Executive Officer is subject at all times to the control of the Directors.

- (c) The Executive Officer's role will be to implement the strategies, plans and policies approved by the Directors and will be responsible for the management and direction of the Association and its finances.

### **17.3 Suspension and removal of Executive Officer**

Subject to the terms and conditions of the appointment, the Directors may suspend or remove the Executive Officer from that office.

### **17.4 Executive Officer to attend meetings**

The Executive Officer is entitled, subject to a determination otherwise by the Directors, to attend all meetings of the Association, all meetings of the Directors and any Committees and may speak on any matter, but does not have a vote.

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## **18. Committees**

### **18.1 Committees**

The Directors may delegate any of their powers to Committees consisting of those persons they think fit (including Directors, individuals and consultants), and may vary or revoke any delegation.

### **18.2 Powers delegated to committees**

- (a) A Committee must exercise the powers delegated to it according to the terms of the delegation and any directions of the Directors.
- (b) Powers delegated to and exercised by a Committee are taken to have been exercised by the Directors.

### **18.3 Committee meetings**

Committee meetings are governed by the provisions of these Rules dealing with Directors' meetings, as far as they are capable of application.

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## **19. Gymsports Management Committees**

### **19.1 Gymsports Management Committees**

- (a) Each Gymsport will be administered by a Gymsport Management Committee established in accordance with rule 18 and this rule 19.
- (b) The Directors will establish a By-law for each Gymsport Management Committee.
- (c) In respect of each Gymsport Management Committee the By-law must provide for its functions, elections, membership and operations.

- (d) Each Gymsport Management Committee will be entitled to one (1) vote at any General Meeting.

## **19.2 Functions of Gymsport Management Committee**

- (a) Each Gymsport Management Committee will make recommendations to the Directors and implement resolutions of the Directors.
- (b) The major functions of each Gymsport Management Committee will be to:
  - (i) prepare policies and regulations for approval by the Directors;
  - (ii) review performance and undertake forward planning;
  - (iii) co-ordinate and implement day-to-day management of the Gymsport by agreement with the Executive Officer; and
  - (iv) prepare budget estimates and reports as required for approval by the Directors.

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## **20. Policies and By-laws**

### **20.1 Making and amending Policies and By-laws**

- (a) The Directors may from time to time make Policies and By-laws, which in their opinion are necessary or desirable for the control, administration and management of the Association's affairs, and may amend, repeal and replace those Policies and By-laws.
- (b) The Association in General Meeting may amend, repeal or replace any Policy or By-law made by the Directors, but that does not affect the validity of anything previously done by the Directors or anyone pursuant to that Policy or By-law.
- (c) The policies and By-laws referred to in rule 20.1(a) will only take effect 28 days after the service of notice to the Club Members and shall be of force and effect on that date unless a majority of the Club Members, in writing seek, a review of the By-law.

### **20.2 Effect of Policies and By-laws**

A Policy or By-law:

- (a) is subject to these Rules;
- (b) must be consistent with these Rules; and

- (c) when in force, is binding on all Members and has the same effect as a provision in these Rules.

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## **21. Public Officer**

- (a) The Association shall be represented by a Public Officer in accordance with the requirements of the Act.
- (b) The Public Officer shall be appointed by the Directors and shall hold office in accordance with the Act.

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## **22. Common Seal**

- (a) The Association shall have a Common Seal bearing the words, "The Common Seal of Gymnastics South Australia Incorporated".
- (b) Any documents required to be executed on behalf of the Association shall be executed under the Common Seal of the Association.
- (c) Every instrument to which the Seal may be affixed by resolution of the Directors shall be countersigned by 2 Directors.
- (d) The Public Officer shall be responsible for the security of the Common Seal.

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## **23. Accounts**

### **23.1 Accounting Records**

The Directors will cause proper accounting and other records to be kept and will distribute copies of financial statements as required by the Act.

### **23.2 Auditor**

A properly qualified auditor or auditors shall be appointed by the Directors and the remuneration of such auditor or auditors fixed and duties regulated in accordance with the Act.

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## **24. Service of Documents**

### **24.1 Document includes notice**

In this rule 25, **document** includes a notice.

### **24.2 Methods of service on a Member**

The Association may give a document to a Member:

- (a) personally;

- (b) by sending it by post to the address for the Member in the Register or an alternative address nominated by the Member; or
- (c) by sending it to a fax number or electronic address nominated by the Member.

#### 24.3 **Methods of service on the Association**

A Member may give a document to the Association:

- (a) by delivering it to the Registered Office;
- (b) by sending it by post to the Registered Office; or
- (c) by sending it to a fax number or electronic address nominated by the Association.

#### 24.4 **Post**

A document sent by post:

- (a) if sent to an address in South Australia, may be sent by ordinary post; and
- (b) if sent to an address outside South Australia, or sent from an address outside South Australia, must be sent by airmail,

and in either case is taken to have been received on the second business day after the date of its posting.

#### 24.5 **Fax or electronic transmission**

If a document is sent by fax or electronic transmission, delivery of the document is taken:

- (a) to be effected by properly addressing and transmitting the fax or electronic transmission; and
- (b) to have been delivered on the business day following its transmission.

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### 25. **Indemnity**

#### 25.1 **Indemnity of officers**

Every person who is or has been:

- (a) a Director;
- (b) a Executive Officer; or
- (c) a Public Officer,

is entitled to be indemnified out of the property of the Association against:

- (d) every liability incurred by the person in that capacity (except a liability for legal costs); and
- (e) all legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the person becomes involved because of that capacity,

unless:

- (f) the Association is forbidden by statute to indemnify the person against the liability or legal costs; or
- (g) an indemnity by the Association of the person against the liability or legal costs would, if given, be made void by statute.

## 25.2 Insurance

The Association may pay or agree to pay, whether directly or through an interposed entity, a premium for a contract insuring a person who is or has been a Director, Public Officer or Executive Officer against liability incurred by the person in that capacity, including a liability for legal costs, unless:

- (a) the Association is forbidden by statute to pay or agree to pay the premium; or
- (b) the contract would, if the Association paid the premium, be made void by statute.

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## 26. Winding Up

Gymnastics South Australia may be wound up in the manner provided for in the Act.

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## 27. Alteration of Rules

These Rules shall not be altered except by Special Resolution and in accordance with the Act.

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## 28. 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.