



CALISTHENICS VICTORIA

Calisthenics Victoria Incorporated (CVI)
Constitution Associations Incorporation Act
Registration No. A10266

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Change History

| Amendment date | Version No. | Section / Page No(s) replaced. | Description of change |
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| 24 May 2015 | 1.2 | 2 – Interpretations | Amend affiliated organisations and VCCA |
| | | 3 - Composition | Amend to include VCCA |
| | | 4.16, 4.17, 4.18, 4.19 – Aims | New section |
| | | 5 – Source of Funds | New Section |
| | | 6 – Management of Funds | New Section |
| | | 7.1 – Membership | Include VCCA |
| | | 7.8 – Membership | Include Registered Pupil and Coach |
| | | 7.9 – General rights of members | New section |
| | | | New Section |

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|-------------|-----|---|--|
| | | <p>9.5 (j)(i) – General Meeting Procedures</p> <p>9.6 – Minutes</p> <p>10.7 – Minutes of Meetings</p> <p>11.1 (vi) – CVI Board</p> <p>11.1 (ix) - CVI Board</p> <p>11.6 – CVI Board</p> <p>15.1 Term of Elected Directors</p> <p>15.10 – Nominations</p> <p>17 – Custody of Records</p> | <p>New Section</p> <p>New Section</p> <p>Amend wording</p> <p>Amend wording for General Member</p> <p>New Section</p> <p>Amend term of tenure</p> <p>New Section</p> <p>Replace clause</p> |
| 28 May 2017 | 1.3 | <p>All relevant clauses</p> <p>7.8.3</p> <p>8.3 General Meetings</p> <p>8.5 General Meetings</p> <p>9.5 (b) General Meeting Procedures</p> <p>9.5 (f) General Meeting Procedures</p> | <p>Change Executive Officer to Chief Executive Officer</p> <p>Change reference to clause 6.8.1 to 7.8.1</p> <p>Change twenty-eight (28) days to twenty-one (21) days</p> <p>Change reference to Clause 7.4 to 8.4</p> <p>Change reference to sub-rule 8.5 (d) to 9.5 (d)</p> <p>Change 48 hours to two (2) business days</p> |

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Calisthenics Victoria Incorporated - Constitution

1. Name

The name of the incorporated association is Calisthenics Victoria Incorporated hereinafter referred to as CVI.

2. Interpretations

2.1 In this Constitution unless the contrary intention appears:

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|---|--|
| “Act” | means the Associations Incorporation Reform Act 2012. |
| “ACF” | means the Australian Calisthenics Federation Inc. and its successors. |
| “ASCA” | means the Australian Society of Calisthenic Adjudicators (Victorian Branch) Incorporated and its successors. |
| “Affiliated Organisations” of CVI shall mean: | <ul style="list-style-type: none"> • A.S.C.A. • Clubs |
| “Association” | means Calisthenics Victoria Inc. |
| “Club” | means a group of individuals who have joined together to affiliate with CVI for the purposes of instructing calisthenics to Registered Pupils. |
| “Board” | means the CVI Board |
| “Director” | means an elected or appointed member of the CVI Board |
| “District” | means a group of clubs operating within an area defined by boundaries as set down in By Laws Schedule D. |
| “Entitled Members” | means the CVI Board, nominated delegates of affiliated organisations and Life Members |
| “Member” | means an organisation affiliated with CVI |
| “Registered Adjudicator” | means a member of the A.S.C.A. |
| “Registered Coach” | means a member of the V.C.C.A. |
| “Registered Pupil” | is a person who is a member of an affiliated Club and is registered for the purpose of competitive or recreational |

calisthenics

"Rules" where referred to in this document shall mean Constitution of CVI

"Special Resolution" means a decision taken by the membership of CVI at a General Meeting. A simple majority of 75% of members present is required to pass such a resolution.

"VCCA" means the Victorian Calisthenics Coaches Association a Division of CVI.

"Written notification" means notification in writing conveyed by mail, facsimile or electronically.

2.2 If a dispute arises involving the interpretation of the Constitution or By Laws it shall be referred to the CVI Board whose decision shall be final and binding on all members of CVI subject to approval by the next Annual General Meeting.

2.3 In the Constitution and By Laws unless the context otherwise requires:

(a) words importing the singular include the plural and vice versa

(b) words importing a gender include any gender

2.4 Words or expressions contained in this Constitution shall be interpreted in accordance with the *Interpretation of Legislation Act 1984* and the Act as in force from time to time.

3. Composition

CVI shall comprise Affiliated Organisations, the VCCA and other persons elected or appointed in the prescribed manner and shall have agreed to be governed by the Constitution and By Laws of CVI.

4. Aims (Statement of Purposes)

4.1 To promote, develop and co-ordinate calisthenics activity in Victoria and to ensure the protection of the separate and collective interests of all affiliated bodies.

4.2 To promote and conduct competitions, programs and projects that relate to calisthenics and other activities of CVI.

4.3 To raise the levels and standards of administration and participation in calisthenics.

4.4 To maintain relevant records of CVI activities.

- 4.5 To promote a greater community awareness of calisthenics and its contribution to sport generally.
- 4.6 To provide suitable competition facilities in Victoria.
- 4.7 To uphold, regulate and enforce the rules and policies of calisthenics in Victoria and to ensure fair play and, if appropriate, to discipline any Member and/or Entitled Member, Registered Adjudicator, Registered Coach, Registered Pupil(s) for any breach thereof.
- 4.8 To co-operate with and assist any organisation having objects and purposes similar to those of CVI in any manner which may further the interests of calisthenics or CVI generally, including liaison, support and collaboration with the A.C.F. and other State bodies.
- 4.9 To affiliate with the A.C.F. and other appropriate bodies.
- 4.10 To determine all appeals, disputes and questions of interpretation in connection with the Rules of Calisthenics.
- 4.11 To protect the interests of the members of the CVI in all matters that relate directly or indirectly to calisthenics.
- 4.12 To represent and promote calisthenics in Victoria in relation to any other representative bodies or persons.
- 4.13 To select and appoint pupils, officials and delegates to represent the State of Victoria in interstate calisthenics competitions or for any other purpose.
- 4.14 To implement policies in relation to the conduct, administration, promotion and regulation of calisthenics in Victoria.
- 4.15 To collect and apply the funds of the CVI in such manner as CVI or the CVI Board believe to be in the best interests of calisthenics.
- 4.16 To provide a non-political and non-sectarian organisation to serve those persons involved in the coaching of Calisthenics in the state of Victoria and who have attained Coaching status for calisthenics and for those who are undergoing training for such accreditation.
- 4.17 To accept responsibility for the framing and conduct of Coach Education for members.
- 4.18 To provide a meeting place for expression and exchange of ideas among members.
- 4.19 To protect and respect the historical achievements for the Victorian Calisthenic Coaches Association and the Victorian Calisthenic Coaches Association and the Victorian Calisthenic Teachers Association.

5. Source of Funds

5.1 Source of funds

The funds of the Association may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the CVI Board.

5.2 Financial Year

The financial year will commence on 1 January and finish on 31 December of the same year.

6. Management of Funds

- 6.1 CVI must hold an account(s) with a recognised financial institution from which all expenditure of CVI is made and into which all of CVI's revenue is deposited.
- 6.2 The CVI Board may delegate authority to expend funds on behalf of CVI (including by electronic funds transfer) up to a specified limit without requiring approval from the Board for each item on which the funds are expended, consistent with CVI Financial Policies and Procedures Manual.
- 6.3 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two delegated authorities consistent with the CVI Financial Policies and Procedures Manual.
- 6.4 All finds of CVI must be deposited into the financial account of CVI no later than five working days after receipt.
- 6.5 Consistent with CVI Financial Policies and Procedures Manual, CVI may maintain a cash float provided that all money paid, from or paid into the float, is accurately recorded at the time of the transaction.

7. Membership

- 7.1 CVI may grant affiliation in the manner referred to in Sub-Rule 3 hereunder to any organisation or person, including the VCCA, provided that if such organisation is not incorporated then such affiliation shall be granted to a person as a representative of that organisation.
- 7.2 Application for affiliation as a Member shall be on the form prescribed in Appendix 1 and shall be lodged with the Chief Executive Officer of CVI.
- 7.3 As soon as practicable after the receipt of an application, the Chief Executive Officer shall refer the nomination to the CVI Board.

- 7.4 The CVI Board shall determine whether to approve or reject the nomination.
- 7.5 Upon approval the applicant shall be advised by the Chief Executive Officer who shall enter the applicant's name in the CVI Register of Members, and upon the name being so entered, the applicant becomes a Member of CVI.
- 7.6 Upon acceptance by the CVI Board all fees payable in accordance with this Constitution shall be paid within 28 days after receipt of the notification.
- 7.7 Resignation of Members and Entitled Members
- (a) A Member or Entitled Member of CVI may resign from CVI by first giving 28 days' notice in writing to the Chief Executive Officer of his or her intention to resign and upon expiration of that period of notice, the member ceases to be a Member or Entitled Member.
 - (b) Upon the expiration of a notice given under sub-Rule (a), the Chief Executive Officer shall make in the register of members an entry recording the date on which the Member or Entitled Member by whom the notice was given ceased to be a Member or Entitled Member.
 - (c) A Member or Entitled Member is not entitled to a refund upon resignation and remains liable to CVI for any moneys owing by the Member or Entitled Member at the date of resignation.
- 7.8 Discipline of Members or Entitled Members or Registered Pupils
- 7.8.1 Subject to these rules, the CVI Board may by resolution:
- (a) expel a Member, Entitled Member, Registered Pupil or Registered Coach from the Association;
 - (b) suspend a Member, Entitled Member, Registered Pupil or Registered Coach from Membership of CVI for a specified period; or
 - (c) impose a fine and/or penalty upon a Member, Entitled Member, Registered Pupil or Registered Coach; if the CVI Board is of the opinion that the Member, Entitled Member, Registered Pupil or Registered Coach has:
 - i. refused or neglected to comply with these Rules, By Laws or any policies of CVI; or
 - ii. been guilty of conduct unbecoming to a Member, Entitled Member, Registered Pupil or Registered Coach of CVI or conduct which is prejudicial to the interests of CVI
- 7.8.2 A resolution of the CVI Board under Sub-Rule 7.8.1:

- (a) does not take effect unless the CVI Board, at a meeting held not earlier than 14 and not later than 28 days after the service on the Member, Entitled Member, Registered Pupil or Registered Coach of a notice under Sub-Rule 7.8.3 confirms the resolution in accordance with this rule; and
- (b) where the Member, Entitled Member, Registered Pupil or Registered Coach exercises a right of appeal to CVI under this rule, does not take effect unless CVI confirms the resolution in accordance with this rule

7.8.3 If the CVI Board passes a resolution under Sub-Rule 7.8.1 the Chief Executive Officer shall, as soon as practicable, cause to be served on the Member, Entitled Member, Registered Pupil or Registered Coach notice in writing:

- (a) setting out the resolution of the CVI Board and the grounds on which it is based;
- (b) stating that the Member, Entitled Member, Registered Pupil or Registered Coach may address the CVI Board at a meeting held not earlier than 14 and not later than 28 days after service of the notice;
- (c) Stating the date, place and time of that meeting;
- (d) informing the Member, Entitled Member, Registered Pupil or Registered Coach that they may do one or more of the following:
 - (i) attend that meeting
 - (ii) give to the CVI Board before the date of that meeting a written statement seeking the revocation of the resolution; and
 - (iii) not later than 24 hours before the date of the meeting lodge with the Chief Executive Officer a notice to the effect that they wish to appeal the resolution at a general meeting of CVI

7.8.4 At a meeting of the CVI Board held in accordance with Sub-Rule 7.8.2, the Committee:

- (a) Shall give to the Member, Entitled Member, Registered Pupil or Registered Coach an opportunity to be heard
- (b) Shall give due consideration to any written statement submitted by the Member, Entitled Member, Registered Pupil or Registered Coach; and
- (c) Shall by resolution determine whether to confirm or to revoke the resolution

7.8.5 If the Chief Executive Officer receives a notice under Sub-Rule 7.8.3(d), the Chief Executive Officer shall notify the CVI Board and the CVI Board

shall convene a general meeting of CVI to be held within 21 days of the date on which the Chief Executive Officer received the notice.

- 7.8.6 At a general meeting of CVI convened under Sub-Rule 7.8.5:
- (a) no business other than the question of the appeal shall be transacted;
 - (b) the CVI Board may place before the meeting details of the grounds for the resolution and reasons for the passing of the resolution;
 - (c) the Member, Entitled Member, Registered Pupil or Registered Coach shall be given an opportunity to be heard; and
 - (d) the Entitled Members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked
- 7.8.7 If at the general meeting of CVI convened under Sub-Rule 7.8.5:
- (a) three fourths of the Entitled Members vote in person in favour of the confirmation of the resolution, the resolution is confirmed; and
 - (b) in any other case, the resolution is revoked

7.9 General rights of Members

- 7.9.1 A member or entitled member of the association who is entitled to vote has the right:
- (a) To receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
 - (b) To submit items of business for consideration at a general meeting; and
 - (c) To attend and be heard at general meetings; and
 - (d) To vote at a general meeting; and
 - (e) To have access to the minutes of general meetings and other documents of the association as provided under Rule 17; and
 - (f) To inspect the register of members.
- 7.9.2 A member is entitled to vote if:
- (a) They are financial at 1st April annually; and
 - (b) The member's membership rights are not suspended for any reason.

7.9.3 Associate Members

- (a) Associate members of CVI may include any other category of member as determined by a special resolution at a general meeting
- (b) An associate member must not vote but may have other rights as determined by the CVI Board or by resolution of the general meeting.

7.9.4 Rights not transferable

The rights of a member are not transferable and end when membership ceases.

8. General Meetings

8.1 Annual General Meetings

- (a) CVI shall in each calendar year convene an Annual General Meeting of its Members.
- (b) The Annual General Meeting shall be held each year as the CVI Board determines and not more than five (5) months after the close of the financial year.
- (c) The Annual General Meeting shall be in addition to any other general meetings held in the same year.

8.2 Special General Meetings

All general meetings other than the Annual General Meeting shall be called Special General Meetings.

- (a) Special General Meetings may be convened by the resolution of the CVI Board.
- (b) The CVI Board shall, on the requisition in writing of Members or Entitled Members representing not less than 20 percent of the total number of Members, convene a Special General Meeting of CVI.
- (c) The requisition for the Special General Meeting shall state the objects of the meeting and shall be signed by the Members or Entitled Members making the requisition and shall be sent to the Chief Executive Officer and may consist of several documents in like form, each signed by one or more of the Members or Entitled Members making the requisition.

- 8.3 The Chief Executive Officer shall at least twenty-one (21) days before the date fixed for holding a general meeting of CVI cause to be forwarded to each Member *and*

Entitled Member entitled to attend such meeting at the address appearing in the register of members, a notice by pre-paid post, facsimile transmission, or electronic transmission, stating the place, date and time of the meeting and the nature of business to be transacted at the meeting.

- 8.4 Entitled Members shall have voting rights.
- 8.5 The quorum for transaction of business at a general meeting shall be at least 35 persons eligible under Rule 8.4 including representatives (Entitled Members) from at least 15 Members (Affiliated Organisations).
- 8.6 No business other than that set out in the notice convening the general meeting will be transacted at the general meeting.
- 8.7 A Member or Entitled Member desiring to bring any business before a general meeting may give notice of that business in writing to the Chief Executive Officer, who shall, if reasonably practicable, include that business in the notice calling the next general meeting after the receipt of the notice.

9. General Meeting Procedures

- 9.1 No item of business shall be transacted at any Annual General Meeting or Special General Meeting unless a quorum of persons entitled under these rules to vote is present during the time when the meeting is considering that item.
- 9.2 If within half an hour after the appointed time for the commencement of the Annual General Meeting or Special General Meeting a quorum is not present, the meeting, if convened upon the requisition of Members or Entitled Members shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to Members *and* Entitled Members given before the day to which the meeting is adjourned) at the same place and if at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members personally present (being not less than 12) shall be a quorum.
- 9.3 The President, or in the President's absence the Secretary, shall preside as Chairperson at each Annual General Meeting or general meeting of CVI.
- 9.4 If the President and the Secretary are absent from the Annual General Meeting or general meeting those present shall elect one of their number to preside as Chairperson at the meeting.
- 9.5 Voting Procedure at General Meetings.
 - (a) Any matter arising at the Annual General Meeting or general meeting of CVI shall be determined by a simple majority, unless otherwise required, on a show of hands. If any dispute arises on the vote by a show of hands

any voter may call for a division. A secret ballot may be requested and held if a majority of persons entitled to vote are in favour of such secret ballot. When the Chairperson is satisfied that the vote has been taken satisfactorily, a declaration by the Chairperson that a resolution has, been carried or carried unanimously or carried by a particular majority or lost and an entry to that effect in the Minute Book of CVI is evidence of the fact, without proof of the number or proportion of the votes recorded in favour, or against, the resolution.

- (b) Subject to Sub-Rule 9.5 (d) upon a question arising at a general meeting of CVI, Entitled Members are eligible to vote.
- (c) All votes shall be given personally or by proxy.
- (d) In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- (e) An Entitled Member is not entitled to vote at any general meeting unless all moneys due and payable by the Member, represented by the Entitled Member, to CVI have been paid, other than the amount of the annual subscription payable in respect of the current financial year.
- (f) Each Member or Entitled Member may appoint another Entitled Member as a proxy for a general meeting by notice given to the Chief Executive Officer no later than two (2) business days before the meeting in which the proxy is appointed.
- (g) The notice appointing the proxy shall be in the form set out in Appendix 3.
- (h) Each affiliated Club with a Financial Pupil Membership:
 - (i) of less than 50 will be entitled to 1 vote
 - (ii) of or in excess of 50 but less than 100 will be entitled to 2 votes
 - (iii) of or in excess of 100 but less than 200 will be entitled to 3 votes
 - (iv) of or in excess of 200 will be entitled to 4 votes
- (i) Each affiliated organisation with a financial membership:
 - (i) of less than 50 will be entitled to 1 vote
 - (ii) of or in excess of 50 but less than 100 will be entitled to 2 votes
 - (iii) of or in excess of 100 but less than 200 will be entitled to 3 votes
 - (iv) of or in excess of 200 will be entitled to 4 votes
- (j) VCCA as a division of CVI
 - (i) shall be entitled to 8 votes for the whole of the group of Calisthenic Coaches membership in CVI, no matter the numbers of members of CVI which have joined the VCCA in any one year

9.6 Polling

- (a) If at a meeting a poll on any question is demanded by not less than three (3) Members or Entitled Members, it shall be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- (b) A poll that is demanded on the election of a Chairperson or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairperson may direct.

9.7 Minutes

- (a) The CVI Board must ensure that minutes are taken and kept of each general meeting.
- (b) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (c) In addition the CVI Custodian will keep a register of entitled members and members attending the meeting

10. CVI Board Meeting Procedures

10.1 CVI Board Meetings

- (a) The CVI Board shall meet up to 11 times per year. The quorum shall be at least half.
- (b) Special meetings of the CVI Board may be convened at any time by the President or by any four (4) members of the CVI Board.

10.2 The Chief Executive Officer shall at least seven days before the date of the CVI Board Meeting cause to be forwarded to each person entitled to attend such meeting at the address appearing in the register of members, a notice by pre-paid post or by electronic media stating the place, date and time of the meeting and the nature of business to be transacted at the meeting.

10.3 No item of business shall be transacted at any CVI Board Meeting unless a quorum is present. If within half an hour after the appointed time for the commencement of the meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week at the same time and at the same place unless the meeting was a special meeting in which case it lapses.

10.4 The President, or in the President's absence the Secretary, shall preside as Chairperson at each CVI Board Meeting.

If the President and the Secretary are absent from the CVI Board Meeting those present shall elect one of their number to preside as Chairperson at the meeting.

10.5 The Chief Executive Officer is a permanent invitee to all CVI Board Meetings and may participate in all discussions but is not entitled to vote.

10.6 Voting Procedures at CVI Board Meetings

- (a) Any matter arising at a CVI Board Meeting shall be determined by a simple majority on a show of hands or by secret ballot of those present and voting.
- (b) All votes shall be given personally. There shall be no provision for proxy voting at CVI Board Meetings.
- (c) In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.

10.7 Minutes of meetings

- (a) The CVI Board must ensure that minutes are taken and kept of each Board meeting.
- (b) The minutes must record the following:
 - (i) The names of the members in attendance at the meeting
 - (ii) The business considered at the meeting
 - (iii) Any resolution on which a vote is taken and the result of the vote
 - (iv) Any material personal interest disclosed under Rule 14.

11. CVI Board

11.1 The CVI Board is comprised of a maximum of ten (10) Directors who shall manage the affairs of CVI as provided in Rule 12.

- (i) President (who shall act as Chairperson) – elected by the membership
- (ii) Secretary – elected by the membership
- (iii) Finance – elected by the membership
- (iv) Competitions/Operations – elected by the membership
- (v) ASCA (appointed by ASCA Victoria)
- (vi) VCCA (appointed by VCCA)
- (vii) General Member (skills based) – elected by the membership
- (viii) General Member (skills based) – elected by the membership
- (ix) General Member (skills based) – appointed by the CVI Board
- (x) General Member (skills based) – appointed by the CVI Board

The Board from time to time may appoint two Directors who shall be appointed

for a term of one year and may be reappointed for further terms of one year each.

All other Directors must be elected by the Members.

The Directors must include: (a) not less than three females.

- 11.2 Directors of the CVI Board must be independent, consistent with the CVI Board Charter.
- 11.3 The Chairperson of the Board is a non-executive Director (is not a member of management)
- 11.4 The Director from VCCA shall be a nominee of VCCA and must be a member of the Committee of that body.
- 11.5 The Director from ASCA shall be a nominee of ASCA and must be a member of the Committee of that body.
- 11.6 The CVI Board shall have power to appoint such person(s) to the position of General Member, consistent with sub-rules 11.1 (ix & x) in the event that following a skills based review there are identifiable skills absent from the CVI Board which would benefit the Board in the execution of their duties consistent with Section 12 of the CVI Constitution.

12. Powers of the CVI Board

The CVI Board shall have the following powers:

- 12.1 To control the affairs of CVI as defined in the Constitution and By Laws, subject only to the overriding powers of the Annual General Meeting.
- 12.2 To make and repeal By Laws and Rules at any time as it may deem necessary for the proper conduct and administration of CVI.
- 12.3 To administer the general policy making of CVI.
- 12.4 May subject to these Rules and the Act, exercise all such powers and functions as may be exercised by CVI other than those powers and functions that are required by these Rules to be exercised by the Members or Entitled Members in a general meeting of CVI.
- 12.5 Subject to the Rules and the Act, has power to perform all such acts and things as appear to the CVI Board to be essential for the proper administration of the business and affairs of CVI.
- 12.6 To hear and determine Appeals. The CVI Board's decision shall be subject only to

the overriding powers of ACF.

- 12.7 To approve the schedule of affiliation fees, registration fees, levies, deposits and fines for the ensuing year.
- 12.8 To control the finances and assets of CVI including the powers to borrow and pledge assets of CVI as security.
- 12.9 To consider declaring vacant the position of any CVI Board Director who is reported to be in breach of attendance requirements and to fill that or any position becoming vacant before the expiration of the term of tenure.
- 12.10 To re-instate a person who has been disqualified.

13. General Duties of the CVI Board

- 13.1 As soon as practicable after being elected or appointed to the CVI Board, each Director must become familiar with these Rules and the Associations Incorporation Reform Act 2012.
- 13.2 The CVI Board is collectively responsible for ensuring that the Association complies with the Act and that individual members of the CVI Board comply with these Rules.
- 13.3 Directors must exercise their powers and discharge their duties with reasonable care and diligence.
- 13.4 Directors must exercise their powers and discharge their duties
 - (a) in good faith in the best interests of the Association; and
 - (b) for a proper purpose
- 13.5 Directors and former Directors must not make improper use of:
 - (a) their position; or
 - (b) information acquired by virtue of holding their position so as to gain an advantage for themselves or any other person, or to cause detriment to the Association
- 13.6 In addition to any duties imposed by these Rules, a Director must perform other duties imposed from time to time by resolution at a general meeting.

14. Conflict of Interest

- 14.1 A Director may not hold any official position at national or club level or any

other administrative position (excluding any CVI delegate representation) that provides a conflict of interest which is actual or perceived

14.2 A Director may not have been within the last three years a principal of a material professional advisor or a material consultant to CVI or an employee materially associated with the service provided

14.3 A Director may not have a material personal interest in a matter being considered at a CVI Board meeting and must disclose the nature and extent of that interest to the CVI Board

The Director:

- (a) must not be present while the matter is being considered at the meeting; and
- (b) must not vote on the matter

This rule does not apply to a material personal interest:

- (c) that exists only because the Director belongs to a class of persons for whose benefit the Association is established; or
- (d) that the Director has in common with all, or a substantial proportion of, the members of the Association

15. Nominations - Elections and Term of Elected Directors

15.1 Each elected Director, shall hold office until the second Annual General Meeting following the declaration of their election, but is eligible for re-election for a *further two 2-year terms* (maximum 6 years).

15.2 For each 2-year interval, 3 elected Directors shall be elected in the first year, 4 elected Directors shall be elected in the second year.

15.3 Should any adjustment to the term of Elected Directors elected under this constitution be necessary to ensure rotational terms in accordance with this constitution, this shall be determined by the CVI Board. Elections to subsequent CVI Boards shall then proceed in accordance with the procedures in this constitution with approximately half the elected Directors retiring each year.

15.4 Nominations for the CVI Board shall be made in writing, signed by two (2) Entitled Members of CVI and accompanied by the written consent of the candidate along with any such appropriate information supporting the nomination and shall be delivered to the Chief Executive Officer of CVI not less than twenty-eight (28) days before the date fixed for the holding of the Annual General Meeting.

15.5 Positions not filled shall be deemed casual vacancies and may be filled according to Rule 15.8.

- 15.6 If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
- 15.7 The ballot for election of any Director shall be conducted at the Annual General Meeting in such usual and proper manner as the CVI Board may direct.
- 15.8 In the event of a casual vacancy on the CVI Board, the CVI Board may appoint a suitably qualified person to fill the vacancy and the person so appointed will hold office, subject to these rules, until the conclusion of the Annual General Meeting next following the date of the appointment.
- 15.9 For the purposes of these Rules, a casual vacancy arises if a Director:
- 15.9.1 resigns from office by notice in writing
 - 15.9.2 becomes bankrupt or enters into any scheme or arrangement with his or her creditors, or convicted of any indictable offence, or
 - 15.9.3 absent without reasonable excuse from three consecutive CVI Board meetings.
- 15.10 The VCCA representative on the CVI Board will be a member of the VCCA Committee of Management, but it must also provide for a substitute member to be nominated by the VCCA Committee of Management (CoM) where a leave of absence has been provided and approved by the CVI Board.

16 Appointments

- 16.1 The following positions are to be appointed at the Annual General Meeting:
- Patron
 - Auditor
 - Solicitor
- 16.2 The CVI Board shall appoint:
- Chief Executive Officer
 - State Team Manager
 - State Championships Manager
 - Grading Manager
 - Victorian Convenor of ACF Calisthenics Skills Program
 - ACF Delegates

17 Custody and Inspection of Books and Records

- 17.1 Members may on request inspect free of charge
- (a) the register of members;
 - (b) the minutes of general meetings;
 - (c) subject to sub rule (2), the financial records, books, securities and any other relevant document of the Association, including minutes of CVI Board meetings.

Note

This is subject to rules 58 & 59 of the Act

- 17.2 The CVI Board may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- 17.3 The CVI Board must on request make copies of these rules available to members and applicants for membership free of charge.
- 17.4 Subject to sub rule (17.2), a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.
- 17.5 For purposes of this rule:
- relevant documents** means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following:
- (a) its membership records;
 - (b) its financial statements;
 - (c) its financial records;
 - (d) records and documents relating to transactions, dealings, business or property of the Association.

18 Removal of a CVI Board Member

- 18.1 CVI may in a general meeting, by resolution passed by a three fourths majority of those present and eligible to vote, remove any Director before the expiration of the Directors term of office.
- 18.2 The proposed resolution must be set out in the notice convening the meeting.
- 18.3 The Director the subject of the proposed resolution may:
- 18.3.1 make written representations to the Chief Executive Officer before the start of the general meeting, and
 - 18.3.2 request that those representations be notified to the Members *and* Entitled Members of CVI who are entitled to vote on the resolution.

- 18.4 Upon receipt of the representations referred to in Sub-Rule 18.3, the Chief Executive Officer will ensure that the representations are read out at the general meeting before the vote on the proposed resolution.
- 18.5 If a Director is removed by CVI in a general meeting, the general meeting may elect another person in his or her stead to hold office until the expiration of the term of the removed officer.

19 Common Seal

- 19.1 The common seal of CVI shall be kept in the custody of the Secretary.
- 19.2 The common seal shall not be affixed to any instrument except by the authority of the CVI Board and the signatures of two Directors of the CVI Board shall attest to the affixing of the common seal.

20 Alteration to Constitution or Statement of Purposes

No alteration or addition to this Constitution or the Statement of Purposes shall be made except at an Annual General Meeting or Special General Meeting called for that purpose of which not less than twenty-eight (28) days' notice setting out in full the proposed alteration, repeal or addition shall have been given to all those eligible to attend and except with the consent of at least three fourths of those present and voting at the meeting.

21 Dissolution and Change of Name

CVI shall not be dissolved or the name changed without the consent of at least three fourths of the Entitled Members present and voting at a general meeting of which all Members *and* Entitled Members shall have due notice.

All assets of CVI upon dissolution shall be forwarded to the Victorian Minister responsible for Sport and Recreation, to be held in trust for 5 years.

If still dissolute the assets are then to be used by the Minister for the development of an organisation in the State of Victoria having similar objectives to CVI.

22 Indemnity

No Member or Entitled Member of CVI shall have any claim legal or otherwise, against CVI or any Director thereof for any act or omission performed or omitted by CVI or any Member, Entitled Member, Officer or Director thereof providing that such act or omission was in the bona fide execution by CVI or Member, Entitled Member, Officer or Director of its or his or her lawful duties under the Constitution, By Laws or Rules made

thereunder.

23 Grievance Procedure

- 23.1 The Grievance Procedure set out in this rule applies to disputes under these Rules between:
- a) A Member and another Member; or
 - b) An Entitled Member and another Entitled Member; or
 - c) A Member and/or Entitled Member and CVI; or
 - d) A Registered Pupil and CVI.
- 23.2 CVI will not become involved in disputes between Registered Pupils and the Club to which they belong unless specifically sanctioned in the CVI By-Laws or ACF policies. Neither will CVI become involved in any dispute involving the internal affairs of any affiliated clubs.
- 23.3 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (14) days after the dispute has come to the attention of all of the parties.
- 23.4 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend the meeting, then the parties must, within ten (10) days, hold a meeting in the presence of a mediator.
- 23.5 The mediator must be:
- a) a person chosen by agreement between the parties; or
 - b) in the absence of an agreement:
 - (i) In the case of a dispute between a Member and/or an Entitled Member and a Member and/or an Entitled Member, a person appointed by the CVI Board ; or
 - (ii) In the case of a dispute between a Member and/or an Entitled Member, or a Registered Pupil and CVI, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice)
- 23.6 A Member and/or an Entitled Member can be a mediator.
- 23.7 The mediator cannot be a member of an Affiliated Organisation which is a party to the dispute.

- 23.8 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 23.9 The mediator, in conducting the mediation, must:
- a) give the parties to the mediation every opportunity to be heard; and
 - b) allow due consideration by all parties of any written statement submitted by any party; and
 - c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process
- 23.10 The mediator must not determine the dispute.
- 23.11 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

**Appendix 1
Calisthenics Victoria Inc.
Affiliation Form**



The _____
(Insert name of Calisthenics Club, individual or organisation)

of _____
(Insert address)

hereby applies for membership of the Calisthenics Victoria Inc. as an Affiliated Club / Organisation* and undertakes if admitted to be bound by the Constitution, By Laws and Policies of the Association for the time being in force.

* Delete those which do not apply

By order of the CVI Board

Signature _____ Signature _____

Name _____ Name _____

Office _____ Office _____

Date _____ Date _____



Appendix 2

Calisthenics Victoria Inc. Nomination Form for CVI Board

I _____ (Insert Name of Proposer)

being an **Entitled Member** of _____ (Insert Name of **Club** or **Affiliated Organisation**)

hereby nominate _____ (Insert Name)

of _____ (Insert Address)

to the position of:

President
Director of Finance
Director of Competitions
Secretary
General Member

| |
|--|
| |
| |
| |
| |
| |

of the Association for the elections to be held at the Annual General Meeting of the Association.

Nominee's Consent

I _____ (Insert name)

Hereby accept the nomination.

Signature _____ Date _____

Proposer (Entitled Member)

Seconder (Entitled Member)

Signature _____ Signature _____

Name _____ Name _____

Club/
Organisation _____ Club/
Organisation _____

Tel: _____ Tel: _____

Date _____ Date _____

Appendix 3

Calisthenics Victoria Inc.

Proxy Form



I _____ (Insert name)
of _____ (Insert Address)

being an **Entitled Member** of CVI appoint _____
(Insert Name)

(being an **Entitled Member**) of _____
(Insert Address)

or failing the person named above, or if no person is named, the Chairperson of the meeting as my proxy to vote for me on my behalf at the Annual General Meeting / Special General Meeting (delete as appropriate) of CVI to be held on _____ and at any adjournment of that meeting.

Signed _____ Date _____

If you wish to instruct your proxy how to vote, please tick or otherwise mark the appropriate box opposite each item. Unless otherwise instructed to the contrary, proxies in favour of the Chairperson will be used in support of the specific matters set out in the notice of meeting.

| | For | Against |
|-------------------------------|--------------------------|--------------------------|
| 1. [Insert brief description] | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. [Insert brief description] | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. [Insert brief description] | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. [Insert brief description] | <input type="checkbox"/> | <input type="checkbox"/> |

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