

This is the annexure marked "A" referred to in the statutory declaration of:

Name of public officer

Made on (date)

Before me

(signature of witness on statutory declaration)

Constitution of Northern Territory Calisthenics Association Incorporated

Part 1 – Preliminary

1. Name

The name of the incorporated association is the Northern Territory Calisthenics Association Incorporated ("the Association").

2. Objects and purposes

The objects and purposes of the Association are as follows:

- (a) To promote, develop and co-ordinate calisthenics activity in the Northern Territory and to ensure the protection of the separate and collective interests of all affiliated bodies.
- (b) To promote and conduct competitions, coach development, programs, functions, events and projects that relate to calisthenics and other activities of NTCA.
- (c) To develop and promote greater community awareness of calisthenics and participation pathways available at all levels.
- (d) To represent, promote and protect the interests of calisthenics in the Northern Territory in relation to any other representative body or persons.
- (e) To affiliate with the Australian Calisthenics Federation Incorporated (ACF) and other appropriate bodies.
- (f) To uphold, regulate and enforce the rules and policies of calisthenics and to determine all appeals, disputes and questions of interpretation in connection to the rules of calisthenics in the Northern Territory and if appropriate, discipline any member in accordance with the ACF Rules.
- (g) To maintain the relevant records of NTCA including competition and championship results.
- (h) Subject to these rules, to adopt the Australian Calisthenics Federation Incorporated policies as listed in the By-laws and where necessary and expedient to adapt, amend or revise such rules to suit conditions in the Northern Territory.

3. Minimum number of members

The Association must have at least five members.

4. Definitions

In this Constitution, unless the contrary intention appears:

"Act" means the *Associations Act* and regulations made under that Act;

"Coach" means a person accredited with the Australian Calisthenics Federation at Level 1 or higher grade of coaching qualification and registered with the Association as a Coach;

"Coaching assistant" means a Participating Member who has not yet achieved Level 1 coaching qualifications but acts under the direct supervision of a Coach to assist with the activities of coaching sessions and is registered with the Association as a "Cadet Coach", "Class Assistant" or such other category of as may be determined by the Committee from time to time;

"Distinct Branch" means a branch of an Affiliated Club that has separate and distinct branches;

"Recreational Coach" means a person who has completed the Community Coach Principles online course, or equivalent and is registered with the Association as a "Recreational Coach";

"Committee" means the Management Committee of the Association;

"Competitions" mean National competitions, Eisteddfods, State championships and interstate competitions of all types;

"Delegate" means the registered Delegate of an Affiliated Club and may also be a Social Member, Participating Member, Coach or Life Member in their own right;

"financial institution" means an authorised deposit-taking institution within the meaning of section 5 of the *Banking Act 1959* of the Commonwealth;

"general meeting" means a general meeting of members convened in accordance with clause 45;

"register of members" means the register of the Association's members established and maintained under section 34 of the Act;

"special resolution" means a resolution notice of which is given under clause 48 and passed in accordance with section 37 of the Act.

Part 2 – Constitution and Powers of Association

5. Powers of Association

- (1) For achieving its objects and purposes, the Association has the powers conferred by sections 11 and 13 of the Act.
- (2) Subject to the Act, the Association may do all things necessary or convenient for carrying out its objects or purposes, and in particular, may:
 - (a) acquire, hold and dispose of real or personal property;
 - (b) open and operate accounts with financial institutions;
 - (c) invest its money in any security in which trust monies may lawfully be invested;
 - (d) raise and borrow money on the terms and in the manner it considers appropriate;
 - (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - (f) appoint agents to transact business on its behalf; and

- (g) enter into any other contract it considers necessary or desirable.

6. Effect of Constitution

This Constitution binds every member and the Association to the same extent as if every member and the Association had signed and sealed this Constitution and agreed to be bound by it.

7. Inconsistency between Constitution and Act

If there is any inconsistency between this Constitution and the Act, the Act prevails.

8. Altering the Constitution

- (1) The Association may alter this Constitution by special resolution but not otherwise.
- (2) If the Constitution is altered, the public officer must ensure compliance with section 23 of the Act.

Part 3 – Members

Division 1 - Membership

9. Categories of Membership

- (1) The Association shall have the following categories of membership:
 - (a) Affiliated Clubs which shall be either an:
 - (i) “Affiliated organisation” which shall include any proprietary college, school, institute or any other proprietary organisation having as one of its objects the promotion of or participation in, the sport of calisthenics in the Northern Territory or elsewhere which has applied for and been granted affiliation to the Northern Territory Calisthenics Association Incorporated; or
 - (ii) “Affiliated Association” which shall include any member-run, non-profit, incorporated or unincorporated association having as one of its objects the promotion of, or participation in, the sport of calisthenics in the Northern Territory or elsewhere which has applied for and been granted affiliation with the Northern Territory Calisthenics Association Incorporated.

Where an Affiliated Club has distinct branches, each branch will be deemed a separately Affiliated Club.

It is the responsibility of the Affiliated Club to provide the association with any changes of membership by either enrolment or resignation throughout the year and to provide the association with written details of all persons occupying executive positions on committee and/or coach/s of that Affiliated Club. This notification must be made prior to the date prescribed by the Committee as altered from time to time.

Each Affiliated Club shall appoint one delegate to represent their Club on the Management Committee.

Only delegates from Affiliated Clubs may vote to elect the following positions:

- (i) a President;
- (ii) a Vice-President;
- (iii) a Secretary;

- (iv) a Treasurer;

Where there is a tied vote for a position, the position will be decided by lot.

- (b) Individual Members which shall include:

- (i) "Participating Members" who shall be participants over the age of 18 years and have been accepted into an Affiliated Club.
 - a) Where a participant is under the age of 18 years (one) parent/guardian of the participant shall be the member, where the parent/guardian has signed a membership application form on the participant's behalf.
 - b) Applications for participating membership shall be made to an Affiliated Club, on the approved application form no later than 2 weeks from joining.
 - c) A participating member may be registered as a member of only one Affiliated Club at any time, and may not also be a social member.
 - d) Participating members who have transferred from one Affiliated Club to another must complete and submit to the Association a participant transfer form on the approved application form no later than 2 weeks from joining. Any member of the NT Representative Team or a team entered in NTCA competition will be excluded from transferring membership from their original Affiliated Club from March to October in the current year. An application for transfer will be permitted unless subscriptions, fees, levies, costume accounts or any other payment is outstanding to either the Association or Affiliated Club.
 - e) Applicants must provide all information requested on the approved application form to be considered for participating membership.
- (ii) "Coach Membership" may include the categories of Coach, Cadet, Class Assistant or Recreational Coach.
 - a) Applications for Coach Membership shall be made on the approved application form, be completed in full and submitted with supporting evidence of formal accreditation, qualification or training as prescribed by the Committee from time to time and as included on the Coach Membership application form.
 - b) Notwithstanding the criteria included on Coach Membership forms:
 - 1 a Coach will also be a person accredited with the Australian Calisthenics Federation at Level 1 or higher grade of coaching qualification.
 - 2 a Cadet will also be a person who has achieved recognition as a cadet through the completion of an accredited cadet course.
 - 3 A Recreational Coach will also be a person who has completed the requirements of a Community Coaching (or equivalent) course.
 - c) A coach may fall into multiple membership categories. An additional fee may be applicable at the discretion of Committee.
- (iii) "Social Members" shall be persons aged 18 years and above who has made an application on the approved form to the Association and have been approved for membership as a social member.

- (iv) "Life Membership" may be bestowed on a member of the Association who, in the opinion of the Committee and their fellows, has rendered outstanding service to the Association. A life member is not required to pay membership fees.
- (v) Individual Members may elect up to four (4) ordinary (non-office bearing) Management Committee members.

10. Application for membership

- (1) To apply to become a member of the Association a person must:
 - (a) submit a written application for membership to the Committee through the Registrar (or the Secretary in the absence of a Registrar) in a form approved by the Committee; and
 - (b) meet the criteria for membership outlined in clause 9.
- (2) A person may only hold membership in multiple membership categories (e.g. Coach and Participating member) however, the member shall have only one vote at general meetings of the Association as per clause 15.

11. Approval of Committee

- (1) The Committee may consider any application made under clause 10 at the next available committee meeting and must accept or reject the application at that meeting or the next.
- (2) If an application is rejected, the applicant may appeal against the decision by giving notice to the Secretary within 14 days after being advised of the rejection.
- (3) If an applicant gives notice of an appeal against the rejection of his or her application, the Committee must reconsider the application at the next committee meeting after receipt of the notice of appeal.
- (4) If after reconsidering an application the Committee reaffirms its decision to reject the application, the decision is final.

12. Joining fee

- (1) If an application for membership is approved by the Committee, the applicant becomes a member on payment of the joining fee.
- (2) The joining fee is either:
 - (a) a pro rata annual fee based on the remaining part of the financial year; or
 - (b) the amount determined from time to time by resolution at a general meeting.

13. Annual membership fees

- (1) The annual membership fee is the amount determined from time to time by resolution at a general meeting.
- (2) Each member must pay the annual membership fee to the Treasurer by the first day of each financial year or another date determined by the Committee from time to time.
- (3) A member whose subscription is not paid within 3 months after the due date ceases to be a member unless the Committee determines otherwise.

Division 2 – Rights of members

14. General

- (1) Subject to clause 15(2), a member may exercise the rights of membership when his or her name is entered in the register of members.
- (2) A right of membership of the Association:
 - (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates on the cessation of membership whether by death, resignation or otherwise.

15. Voting

- (1) Subject to subclause (2) and clause 19, each member has one vote at general meetings of the Association.
- (2) A member is not eligible to vote until 10 working days after his or her application has been accepted.

16. Notice of meetings and special resolutions

The Secretary must give all members notice of general meetings and special resolutions in the manner and time prescribed by this Constitution.

17. Access to information on Association

The following must be available for inspection by members:

- (a) a copy of this Constitution;
- (b) minutes of general meetings;
- (c) annual reports and annual financial reports;
- (d) the register of members.

18. Raising grievances and complaints

- (1) A member may raise a grievance or complaint about a committee member, the Committee or another member of the Association.
- (2) The grievance or complaint must be dealt with by the procedures set out in Part 8.

Division 3 – Termination, death, suspension and expulsion

19. Termination of membership

- (1) Membership of the Association may be terminated by:
 - (a) a notice of resignation addressed and posted to the Association or given personally to the Secretary or another committee member;
 - (b) non-payment of the annual membership fee within the time allowed under clause 13(3);
 - (c) expulsion in accordance with this Division.
- (2) Where an Affiliated Club terminates its membership:
 - (a) the Affiliated Club upon ceasing membership shall not be entitled to the return of membership, subscription or affiliation fees or any part thereof;

- (b) any delegate from that Affiliated Club will relinquish any position held within the Committee.
 - (c) an Affiliated Club falling into arrears with any payment to the association may have their affiliation cancelled or suspended by the Committee. Re-affiliation shall not be granted until such time as all monies owed is paid.
 - (d) members of an Affiliated Club that has their affiliation cancelled shall have 2 calendar months to transfer to another Affiliated Club. If after 2 months they have not a member of an affiliated club their membership to the association shall be ceased. For the purpose of this clause the limitation on transferring membership as stated in clause 9(1)(b)(i)(d) does not apply.
- (3) Any member resigning or being terminated as per subclause 1) and 2) above, shall be liable for any monies owed to the Association at that time, and any debts incurred by the Association on their behalf. Such amounts may, at the discretion of the Committee, be recovered as a debt due to the Association.

20. Death of member or whereabouts unknown

If a member dies or the whereabouts of a member are unknown, the Committee must cancel the member's membership.

21. Suspension or expulsion of members

- (1) If the Committee considers that a member should be suspended or expelled because his or her conduct is detrimental to the interests of the Association, the Committee must give notice of the proposed suspension or expulsion to the member.
- (2) The notice must:
 - (a) be in writing and include:
 - (i) the time, date and place of the committee meeting at which the question of that suspension or expulsion will be decided; and
 - (ii) the particulars of the conduct; and
 - (b) be given to the member not less than 30 days before the date of the committee meeting referred to in paragraph (a)(i).
- (3) At the meeting, the Committee must afford the member a reasonable opportunity to be heard or to make representations in writing.
- (4) The Committee may suspend or expel, or decline to suspend or expel, the member from the Association and must give written notice of the decision and the reason for it to the member.
- (5) Subject to clause 22, the decision to suspend or expel a member takes effect 14 days after the day on which notice of the decision is given to the member.

22. Appeals against suspension or expulsion

- (1) A member who is suspended or expelled under clause 21 may appeal against that suspension or expulsion by giving notice to the Secretary within 14 days after receipt of the Committee's decision.
- (2) The appeal must be considered at a general meeting of the Association and the member must be afforded a reasonable opportunity to be heard at the meeting or to make representations in writing prior to the meeting for circulation at the meeting.

- (3) The members present at the general meeting must, by resolution, either confirm or set aside the decision of the Committee to suspend or expel the member.
- (4) The member is not suspended or does not cease to be a member until the decision of the Committee to suspend or expel him or her is confirmed by a resolution of the members.

Part 4 – Management Committee

Division 1 – General

23. Role and powers

- (1) The business of the Association must be managed by or under the direction of a Management Committee.
- (2) The Committee may exercise all the powers of the Association except those matters that the Act or this Constitution requires the Association to determine through a general meeting of members.
- (3) The Committee may appoint and remove staff.
- (4) The Committee may establish one or more subcommittees consisting of the members of the Association the Committee considers appropriate.

24. Composition of Committee

- (2) The Management Committee (referred to as Committee members) comprises:
 - (a) Executive Committee positions:
 - (i) a President
 - (ii) a Vice-President
 - (iii) a Secretary
 - (iv) a Treasurer
 - (b) General Committee positions:
 - (i) a Coaching Representative (Director of Coaching)
 - (ii) one (1) nominated delegate from each Affiliated Club
 - (iii) up to four (4) ordinary (non-office bearing) Committee members.
 - (c) In addition to the office holders specified in (a) and (b) the Management Committee may appoint the following non-voting positions:
 - Competition Secretary
 - Skills Administrator
 - Australian Calisthenic Federation Delegate
 - Registrar

These positions may be held concurrently by a member of the Committee but no member shall hold more than two positions.

- (3) The Management Committee will be no less than five (5), and no more than fourteen (14) members.
- (4) The Committee must appoint one committee member to be the Association's public officer.
- (5) A Committee member may hold more than one position on the Committee. But no one member may hold the positions of Treasurer and President concurrently.
- (6) Committee members who are related by marriage, birth or de facto may not between them hold the positions of Treasurer and President on the same Committee.
- (7) Where a Registrar is not otherwise appointed the role of the Registrar will be assumed by the Secretary.

25. Delegation

- (1) The Committee may delegate to a subcommittee or staff any of its powers and functions other than –
 - (a) this power of delegation; or
 - (b) a duty imposed on the Committee by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.
- (3) The Committee may, in writing, revoke wholly or in part the delegation.

Division 2 – Tenure of office

26. Eligibility of committee members

- (1) A committee member must be a member who is 18 years or over.
A committee member must:
 - (a) be a member of the Association;
 - (b) hold, or be able to obtain, a current Northern Territory Ochre Card; and
 - (c) have undertaken, or as soon as possible after appointment undertake, the Play by the Rules 'Child Protection' and 'Harassment and Discrimination' online modules.
- (2) Committee members must be elected to the Committee at an annual general meeting or appointed under clause 33.

27. Nominations for election to committee

- (1) A member is not eligible for election to the Committee unless the Secretary receives a written nomination for that member by a member not less than 7 days before the date of the next annual general meeting.
- (2) The nomination must be signed by:
 - (a) the nominator and a seconder; and
 - (b) the nominee to signify his or her willingness to stand for election.
- (3) A person who is eligible for election or re-election under this clause may:
 - (a) propose or second himself or herself for election or re-election; and

- (b) vote for himself or herself.

28. Retirement of committee members

- (1) A general committee member holds office until the next annual general meeting unless the member vacates the office under clause 31 or is removed under clause 32.
- (2) An executive committee member holds office until the second annual general meeting after their appointment, unless the member vacates the office under clause 31 or is removed under clause 32.
- (3) Subject to subclause (2) and sub clause (4), at an annual general meeting the office of each general committee member becomes vacant and elections for a new members must be held.
- (4) The positions of President and Treasurer should be elected in an even year and the positions Vice-President and Secretary should be elected in an odd year.
- (5) The President of the outgoing Committee must preside at the annual general meeting until a new member is elected as President.
- (6) Members may serve consecutive terms on the Committee.

29. Election by default

- (1) If the number of persons nominated for election to the Committee under clause 27 does not exceed the number of vacancies to be filled, the President must declare the persons to be duly elected as members of the Committee at the annual general meeting.
- (2) If vacancies remain on the Committee after the declaration under subclause (1), additional nominations of committee members may be accepted from the floor of the annual general meeting.
- (3) If the nominations from the floor do not exceed the number of remaining vacancies, the President must declare those persons to be duly elected as members of the Committee.
- (4) If the nominations from the floor are less than the number of remaining vacancies, the unfilled vacancies are taken to be casual vacancies and must be filled by the new Committee in accordance with clause 33.

30. Election by ballot

- (1) If the number of nominations exceeds the number of vacancies on the Committee, ballots for those positions must be conducted.
- (2) The ballot must be conducted in a manner determined from time to time by resolution at a general meeting.
- (3) The members chosen by ballot must be declared by the President to be duly elected as members of the Committee.

31. Vacating office

The office of a committee member becomes vacant if:

- (a) the member:
 - (i) is disqualified from being a committee member under section 30 or 40 of the Act;
 - (ii) resigns by giving written notice to the Committee;

- (iii) dies or is rendered permanently incapable of performing the duties of office by mental or physical ill-health;
 - (iv) ceases to be a resident of the Territory (unless granted permission to continue in the position by the Committee); or
 - (v) ceases to be a member of the Association;
- (b) the member is absent from more than:
- (i) 3 consecutive committee meetings; or
 - (ii) 3 committee meetings in the same financial year without tendering an apology to the President or Secretary;

of which the member received notice of the meeting and the Committee has resolved to declare the office vacant.

32. Removal of committee member

- (1) The Association, through a special general meeting of members, may remove any committee member before the member's term of office ends.
- (2) If a vacancy arises through removal under subclause (1), an election must be held to fill the vacancy.

33. Filling casual vacancy on Committee

- (1) If a vacancy remains on the Committee after the application of clause 29 or if the office of a committee member becomes vacant under clause 31, the Committee may appoint any member of the Association to fill that vacancy.
- (2) However, if the office of public officer becomes vacant, a person must be appointed under section 27(6) of the Act to fill the vacancy.

Division 3 – Duties of committee members

34. Collective responsibility of Committee

- (1) As soon as practicable after being elected to the Committee, each committee member must become familiar with the Act and regulations made under the Act.
- (2) The Committee is collectively responsible for ensuring the Association complies with the Act and regulations made under the Act.

35. President and Vice-President

- (1) Subject to subclauses (2) and (3), the President must preside at all general meetings and committee meetings.
- (2) If the President is absent from a meeting, the Vice-President must preside at the meeting.
- (3) If the President and the Vice-President are both absent, the presiding member for that meeting must be:
 - (a) a member elected by the other members present if it is a general meeting; or
 - (b) a committee member elected by the other committee members present if it is a committee meeting.

36. Secretary

The Secretary must:

- (a) coordinate the correspondence of the Association
- (b) ensure minutes of all proceedings of general meetings and of committee meetings are kept in accordance with section 38 of the Act
- (c) unless the members resolve otherwise at a general meeting – have custody of all books, documents, records and registers of the Association, other than those required by clause 37(5) to be in the custody of the Treasurer
- (d) fulfil the role of the Registrar in the event the Registrar position is vacant
- (e) perform any other duties imposed by this Constitution on the Secretary.

37. Treasurer

(1) The Treasurer must:

- (a) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association
- (b) pay all moneys received into the account of the Association within 5 working days after receipt
- (c) make any payments authorised by the Committee or by a general meeting of the Association from the Association's funds
- (d) ensure all payments are authorised by him or her and at least one other committee member, or by any 2 other committee members authorised by the Committee.

(2) The Treasurer must ensure the accounting records of the Association are kept in accordance with section 41 of the Act.

(3) The Treasurer must coordinate the preparation of the Association's annual statement of accounts.

(4) If directed to do so by the President, the Treasurer must submit to the Committee a report, balance sheet or financial statement in accordance with that direction.

(5) The Treasurer has custody of all securities, books and documents of a financial nature and accounting records of the Association unless the members resolve otherwise at a general meeting.

(6) The Treasurer must perform any other duties imposed by this Constitution on the Treasurer.

38. Registrar

1) The Registrar must:

- (f) maintain the register of members in accordance with section 34 of the Act
- (g) update the register of members when a member, or Affiliated Club ceases to be a member
- (h) maintain a register of members compliant with the requirements of the Australian Calisthenic Federation

39. Public officer

- (1) The public officer must ensure that documents are filed with the Commissioner of Consumer Affairs in accordance with sections 23, 28 and 45 of the Act.
- (2) The public officer must keep a current copy of the Constitution of the Association.

Part 5 – Meetings of Management Committee

40. Frequency and calling of meetings

- (1) The Committee must meet for the conduct of business not less than 4 times in each financial year.
- (2) The President, or at least half the committee members, may at any time convene a special meeting of the Committee.
- (3) A special meeting may be convened to deal with an appeal under clause 22.

41. Voting, decision making and using technology to conduct a meeting

- (1) Each committee member present at the meeting has a deliberative vote.
- (2) A question arising at a committee meeting must be decided by a majority of votes.
- (3) The Committee may hold their meetings by using any technology (such as video or teleconferencing) that is agreed to by all of the management committee members.
- (4) If there is no majority, the person presiding at the meeting has a casting vote in addition to a deliberative vote.
- (5) Where a conflict of interest exists the committee member with the conflict may be required to abstain from voting on that matter as directed by the President.

42. Quorum

For a committee meeting, one-half of the committee members constitutes a quorum.

43. Procedure and order of business

- (1) The procedure to be followed at a committee meeting must be determined from time to time by the Committee.
- (2) The order of business may be determined by the members present at the meeting.
- (3) Only the business for which the meeting is convened may be considered at a special meeting.

44. Disclosure of interest

- (1) A committee member who has a direct or indirect pecuniary interest in a contract, or proposed contract, with the Association must disclose the nature and extent of the interest to the Committee in accordance with section 31 of the Act.
- (2) The Secretary must record the disclosure in the minutes of the meeting.
- (3) The President must ensure a committee member who has a direct or indirect pecuniary interest in a contract, or proposed contract, complies with section 32 of the Act.

Part 6 – General Meetings

45. Convening general meetings

- (1) The Association must hold its first annual general meeting within 18 months after its incorporation.
- (2) The Association must hold all subsequent annual general meetings within 5 months after the end of the Association's financial year.
- (3) The association may hold a general meeting at two or more venues using any technology that gives the members as a whole a reasonable opportunity to participate, including to hear and be heard.
- (4) Anyone using this technology is taken to be present in person at the meeting.
- (5) The Committee:
 - (a) may at any time convene a special general meeting;
 - (b) must, within 30 days after the Secretary receives a notice under clause 22(1), convene a special general meeting to deal with the appeal to which the notice relates; and
 - (c) must, within 30 days after it receives a request under clause 46(1), convene a special general meeting for the purpose specified in that request.

46. Special general meetings

- (1) Half the number of members constituting a quorum for a general meeting may make a written request to the Committee for a special general meeting.
- (2) The request must:
 - (a) state the purpose of the special general meeting; and
 - (b) be signed by the members making the request.
- (3) If the Committee fails to convene a special general meeting within the time allowed:
 - (a) for clause 45(3)(b) – the appeal against the decision of the Committee is upheld; and
 - (b) for clause 45(3)(c) – the members who made the request may convene a special general meeting as if they were the Committee.
- (4) If a special general meeting is convened under subclause (3)(b), the Association must meet any reasonable expenses of convening and holding the special general meeting.
- (5) The Secretary must give to all members not less than 21 days' notice of a special general meeting.
- (6) The notice must specify:
 - (a) when and where the meeting is to be held; and
 - (b) the particulars of and the order in which business is to be transacted.

47. Annual general meeting

- (1) The Secretary must give to all members not less than 21 days' notice of an annual general meeting.

- (2) The notice must specify:
 - (a) when and where the meeting is to be held; and
 - (b) the particulars of and the order in which business is to be transacted.
- (3) The order of business for each annual general meeting is as follows:
 - (a) first – the consideration of the accounts and reports of the Committee;
 - (b) second – the election of new committee members;
 - (c) third – any other business requiring consideration by the Association at the meeting.

48. Special resolutions

- (1) A special resolution may be moved at any general meeting of the Association.
- (2) The Secretary must give all members not less than 21 days' notice of the meeting at which a special resolution is to be proposed.
- (3) The notice must include the resolution to be proposed and the intention to propose the resolution as a special resolution.

49. Notice of meetings

- (1) The Secretary must give a notice under this Part by –
 - (a) serving it on a member personally; or
 - (b) sending it by post to a member at the address of the member appearing in the register of members; or
 - (c) sending it by email to the address of the member appearing in the register of members.
- (2) If a notice is sent by post under subclause (1)(b), or by email under subclause (1)(c), sending of the notice is taken to have been properly effected if the notice is addressed and posted or emailed to the member by ordinary prepaid mail or email.
- (3) The delegate of an Affiliated Club shall be the point of contact for all notices issued to the Affiliated Club.

50. Quorum at general meetings

At a general meeting fifteen (15) members present in person, or via technology constitutes a quorum.

51. Use of Technology

- (1) A Member not physically present at a General Meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.

- (2) A member participating in a general meeting via the use of technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

52. Lack of quorum

- (1) If within 30 minutes after the time specified in the notice for the holding of a general meeting a quorum is not present –
- (a) for an annual general meeting or special general meeting convened under clause 45(3)(a) – the meeting stands adjourned to the same time on the same day in the following week and to the same place;
 - (b) for a meeting convened under clause 45(3)(b) – the members who are present in person or by proxy may proceed with hearing the appeal for which the meeting is convened; or
 - (c) for a meeting convened under clause 45(3)(c) – the meeting lapses.
- (2) If within 30 minutes after the time appointed by subclause (1)(a) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy may proceed with the business of that general meeting as if a quorum were present.
- (3) The President may, with the consent of a general meeting at which a quorum is present, and must, if directed by the members at the meeting, adjourn that general meeting from time to time and from place to place.
- (4) There must not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.
- (5) If a general meeting is adjourned for a period of 30 days or more, the Secretary must give notice of the adjourned general meeting as if that general meeting were a fresh general meeting.

53. Voting

- (1) Subject to clauses 15(2) each member present in person or by technology at a general meeting is entitled to a deliberative vote.
- (2) At a general meeting:
- (a) an ordinary resolution put to the vote is decided by a majority of votes of members; and
 - (b) a special resolution put to the vote is passed if three-quarters of the members who are present in person or by proxy vote in favour of the resolution.
- (3) A poll may be demanded by the President or by 3 or more members present.
- (4) If demanded, a poll must be taken immediately and in the manner the President directs.

Part 7 – Financial Management

54. Financial year

The financial year of the Association is the 12 month period ending on 31 December.

55. Funds and accounts

- (1) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (2) Subject to any restrictions imposed by the Association at a general meeting, the Committee may approve expenditure on behalf of the Association within the limits of the budget.
- (3) All electronic transfers, cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed or otherwise authorised by 2 committee members.
- (4) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt or as soon as practicable after that day.
- (5) With the approval of the Committee, the Treasurer 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.

56. Accounts and audits

The responsibility of the Committee under clause 34(2) for ensuring compliance with the Act includes meeting the requirements of Part 5 of the Act and regulations made for that Part relating to:

- (a) the keeping of accounting records;
- (b) the preparation and presentation of the Association's annual statement of accounts; and
- (c) the auditing of the Association's accounts.

Part 8 – Grievance and disputes

57. Grievance and disputes procedures

- (1) This clause applies to disputes between:
 - a. a member and another member; or
 - b. a member and the Committee.
- (2) Within 14 days after the dispute comes to the attention of the parties to the dispute, they must meet and discuss the matter in dispute, and, if possible, resolve the dispute.
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days after the meeting, hold another meeting in the presence of a mediator.
- (4) The mediator must:
 - a. be a person chosen by agreement between the parties; or
 - b. in the absence of agreement:
 - (i) for a dispute between a member and another member – a person appointed by the Committee; or
 - (ii) for a dispute between a member and the Committee – a person who is a mediator appointed or employed by the department administering the Act.

- c. not be a party to the dispute, have a conflict of interest, or be a beneficiary in the outcome arising from the dispute.
- (5) A member of the Association can be a mediator.
 - (6) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
 - (7) The mediator, in conducting the mediation, must:
 - a. give the parties to the mediation process every opportunity to be heard;
 - b. allow due consideration by all parties of any written statement submitted by any party; and
 - c. ensure natural justice is accorded to the parties to the dispute throughout the mediation process.
 - (8) The mediator must not determine the dispute.
 - (9) 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.
 - (10) The Association may enforce Grievance Handling Procedures outside this constitution for the management of grievances and disputes. Procedures will adhere to natural justice principles and the intent of this section 57.

Part 9 – Miscellaneous

f) Common seal

- (1) The Northern Territory Calisthenics Association does not have a common seal.
- (2) Should the Association choose to implement a common seal the following will apply:
 - (a) The common seal must not be used without the express authority of the Committee and every use of that common seal must be recorded by the Secretary.
 - (b) The affixing of the common seal of the Association must be witnessed by any 2 of the following:
 - (i) the President;
 - (ii) the Secretary;
 - (iii) the Treasurer.
 - (c) The common seal of the Association must be kept in the custody of the Secretary or another person the Committee from time to time decides.

g) Distribution of surplus assets on winding up

- (1) If on the winding up or dissolution of the Association, and after satisfaction of all its debts and liabilities, there remains any assets, the assets must not be distributed to the members or former members.
- (2) The surplus assets must be given or transferred to another association incorporated under the Act that:
 - (a) has similar objects or purposes;
 - (b) is not carried on for profit or gain to its individual members; and

(c) is determined by resolution of the members.