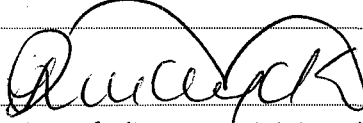


This is the annexure marked "A" referred to in the statutory declaration of:

Name of public officer Sally Walker

Made on (date) 27 May 2021

Before me



(signature of witness on statutory declaration)

Top End Calisthenics Club Incorporated

(Founded 2006)

CONSTITUTION

27 May 2021

Top End Calisthenics Incorporated

Constitution

C O N T E N T S

	<u>Page</u>
1. NAME	4
2. INTERPRETATIONS	4
3. OBJECTS	5
4. POWERS	6
5. MEMBERSHIP	7
6. CESSATION OF MEMBERSHIP	8
7. REGISTER OF MEMBERS	8
8. TRANSFER OF MEMBERS	9
9. DISCIPLINE OF MEMBERS	19
10. LIFE MEMBERSHIP AND OTHER AWARDS	19
11. PATRON(S)	10
12. EXECUTIVE	12
13. DUTIES AND POWERS OF THE EXECUTIVE MEMBERS	11
14. MEETINGS OF THE EXECUTIVE COMMITTEE	12
15. VOTING OF THE EXECUTIVE COMMITTEE	13
16. QUORUM FOR EXECUTIVE COMMITTEE MEETING	13
17. REMOVAL OF A MEMBER OF THE EXECUTIVE COMMITTEE	13
18. VACANCY ON THE EXECUTIVE COMMITTEE	13
19. COMMITTEE OF MANAGEMENT	14
20. DUTIES AND POWERS OF THE COMMITTEE OF MANAGEMENT	14
21. MEETINGS OF THE COMMITTEE OF MANAGEMENT	16
22. SPECIAL RESOLUTIONS	16
23. VOTING OF THE COMMITTEE OF MANAGEMENT	17
24. QUORUM FOR COMMITTEE OF MANAGEMENT MEETING	17
25. REMOVAL OF A COMMITTEE OF MANAGEMENT MEMBER	17
26. VACANCY ON THE COMMITTEE OF MANAGEMENT	17
27. COMMITTEE OF MANAGEMENT APPOINTMENTS	18
28. ANNUAL GENERAL MEETING	18
29. SPECIAL GENERAL MEETINGS	20
30. VOTING PROCEDURES FOR THE ELECTION OF EXECUTIVE AND	

Top End Calisthenics Club Incorporated

COMMITTEE OF MANAGEMENT	22
31. RIGHT OF APPEAL TO CLUB	24
32. GRIEVANCE & DISPUTES PROCEDURE	24
33 FINANCIAL YEAR	25
34. AUDITOR	25
35. ALTERATION TO CONSTITUTION	26
36. COMMON SEAL AND SEAL HOLDERS	27
37. DISSOLUTION	27
38. IRREGULARITY OF APPOINTMENT	27
39. INDEMNITY	27
40. IMPLEMENTATION OF THIS CONSTITUTION	28
41. BY-LAWS	29

Top End Calisthenics Incorporated

CONSTITUTION

1. NAME

The name of the Incorporated body (in this Constitution called "the Club") shall be Top End Calisthenics Club Incorporated, herein referred to as "the club" or TECCI, and it shall comply with the provisions of the Associations Act 2003 as amended from time to time.

- 1.1 The Club has 2 branches known as Top End Calisthenics Palmerston ("Tecci Palmerston") and Top End Calisthenics Jingili ("Tecci Jingili") that operate under this constitution.
- 1.2 The 2 branches are competitive against one another at the NTCA Competitions and often hold inter club competitions and performances
- 1.3 The 2 branches share the same resources which includes but not limited to:- committee, coaches, costumes, and finances.
- 1.4 The TECCI Palmerston branch holds training at venues located in the Palmerston area and the TECCI Jingili branch holds training at venues are located in the Northern Suburbs

2. INTERPRETATIONS

In this Constitution:

- 2.1 the **heading** shall not affect the construction of this Constitution;
- 2.2 "**the Act**" means the Associations Act of the Northern Territory , as amended from time to time;
- 2.3 "**Competitions**" means National competitions, Eisteddfods, State championships and interstate competitions of all types;
- 2.4 "**Committee member**" means a member of the Committee of Management pursuant to Clause 19 hereof??
- 2.5 "**Committee of Management**" 19;
- 2.6 "**Executive**" means the Executive of the Club which consists of the President, Vice-President, Secretary and Treasurer established pursuant to Clause 12 hereof;
- 2.7 "**Member**" means a Social Member, a Participating Member, a Life Member or a Registered Coach
- 2.8 "**Delegate**" means the registered Delegate of the Club and may also be a Social Member, Participating Member, Coach or Life Member in their own right.
- 2.9 "**Social member**" means any person registered as a member of the Club other than as a Participating Member, Coach or Delegate.
- 2.10 "**Participating member**" means any person registered with the Club as a member participating or competing in the sport of calisthenics;
- 2.11 "**Coach**" means a person accredited with the Australian Calisthenics Federation at Level 1 or higher grade of coaching qualification and registered with the NTCA as a Coach.
- 2.12 "**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

Top End Calisthenics Club Incorporated

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.

- 2.13 **"Special General Meeting"** means a special general meeting of members convened in accordance with Clause 29 hereof;
- 2.14 **"the Regulations"** means regulations under the Act;
- 2.15 **words or expressions** contained in this Constitution shall be interpreted in accordance with the provisions of the *Interpretation Act* and the Act as in force from time to time;
- 2.16 words importing the **singular** number include the **plural** number and vice-versa;
- 2.17 any reference to the **male** gender shall as well include the **female** gender and vice-versa;
- 2.18 a reference to the **Secretary** of the Club is a reference:
 - 2.18.1 where a person holds office under this Constitution as Secretary of the Club - to that person; and
 - 2.18.2 in any other case, to the Public Officer of the Association as defined in the Act;
- 2.19 a **notice** shall be deemed to have been given on that date or dates of posting thereof.

3. OBJECTS

The objects of the Club is:

- 3.1 to encourage, develop, promote the sport of calisthenics throughout the Club in accordance with and having regard to this Constitution and associated rules and by-laws and to the Constitution, Rules and Regulations of the Northern Territory Calisthenics Association Incorporated and the Australian Calisthenic Federation Incorporated;
- 3.2 to promote personal and social development, team spirit and physical well being amongst participating members;
- 3.3 to promote participation by individuals and teams for calisthenic competitions and championships at all levels including local, district, state and national;
- 3.4 to maintain affiliation and representation of the Club with the Northern Territory Calisthenics Association Incorporated;
- 3.5 to assist where necessary with all calisthenic activities, programs, competitions, championships and events in the Northern Territory;
- 3.7 To encourage the training and development of coaches through coaching development programs in accordance with the policies of the Northern Territory Calisthenics Association and the Australian Calisthenics Federation
- 3.8 To encourage and promote the development of Calisthenics skills in participants through skills programs.
- 3.9 To encourage participation in development programs and other activities sponsored by the Northern Territory Calisthenics Association Incorporated and the Australian Calisthenic federation to the benefit of the club and all its members.

Top End Calisthenics Club Incorporated

- 3.10 to promote and arrange functions, activities and (subject to the law relating thereto) raffles, lotteries and sweepstakes for the raising of funds for development of the clubs coaches and participants and for sourcing materials for costuming and maintaining all equipment and costumes.

4. POWERS

- 4.1 The Club for the purposes of carrying out its objects may, Subject to the Act and any other applicable legislation or regulation.,
- 4.1.1 acquire any property, real or personal by purchase, exchange, gift, bequest, devise, hire or lease or by any other means whatsoever subject or not subject to any special or other condition or conditions, and subject to the general objects or purposes of the Club to let, mortgage, exchange or otherwise dispose of and execute conveyances, transfers, mortgages and assurances thereof;
 - 4.1.2 build, construct or establish, alter, rebuild, renovate, reconstruct and maintain theatres, offices, shops, houses, flats, homes, premises, rooms and grounds and other things and places generally for the purposes of carrying out the said general objects or purposes of the Club or any part thereof;
 - 4.1.3 borrow money or mortgage the security of the whole or any portion of the real and personal property of the Club with security or without giving any security for the same;
 - 4.1.4 invest all or any of the funds of the Club or any security for the time being authorised by law for the investment of trust funds and from time to time to vary such investments;
 - 4.1.5 make and administer rules and/or by-laws and other proceedings for the due maintenance of the Club and for regulating the duties, control and conduct of persons in the employ or under the care of the Club;
 - 4.1.6 fix and collect monies by way of subscription, fee, levy, fine, donation, sponsorship or other forms the Club sees fit;
 - 4.1.7 open and operate bank accounts;
 - 4.1.8 appoint and dismiss agents, employees and all such persons as necessary to transact any business of the Club on its behalf upon such terms as the Club sees fit;
 - 4.1.9 enter into any contract the Club sees fit;
 - 4.1.10 apply for and obtain and maintain any licence or permit or authority necessary or conducive to the attainment of the objects of the Club;
 - 4.1.11 encourage, supervise, co-ordinate and participate in calisthenic activities, coaching development and other programs, competitions, championships and events in the Northern Territory as may from time to time be determined and all matters relating or incidental thereto;
 - 4.1.12 hear, determine and resolve any dispute, appeal or matter relating to or arising out of this Constitution or of the rules or by-laws in which the Club or any of the Members shall be concerned or which having been submitted to the Club by any other body is considered by the Club to be a dispute or matter upon which, in the interests of calisthenics, a determination by the Club should be given;
 - 4.1.13 cancel, suspend, disqualify, fine or otherwise deal with any member or officer representing the Club in any competition or other activity conducted by the Club or under the auspices of the Northern Territory Calisthenics Association which or who has committed any breach of this Constitution or of any rule or

Top End Calisthenics Club Incorporated

by-law made hereunder or has been guilty of any act which is contrary to the interests of the Club;

- 4.1.15 appoint, employ, engage, remunerate (in any way deemed desirable including the power to superannuate) or dismiss any person or company upon such terms as it may from time to time deem desirable for the purpose of carrying out the objects of the Club;
- 4.1.16 keep such records and to maintain such administrative offices as it may be necessary or desirable for the proper functioning of the Club;
- 4.1.17 delegate all or any of its powers to any Committee, or Sub-Committee or any of its officers or affiliated bodies;
- 4.1.18 take steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Club, in the shape of donations, annual subscriptions, levies or otherwise;
- 4.1.19 print and publish any newspapers, periodicals, books or leaflets that the Club may think desirable for the promotion of its objects;

5. MEMBERSHIP

- 5.1 Membership of the Club shall comprise:
 - 5.1.1 Participating Members who have been registered and accepted as members under this Constitution on payment of the membership fee determined by the By-Laws of this Constitution;
 - 5.1.2 Life Members of the Club as elected under Clause 10 of this Constitution;
 - 5.1.3 Social Members of the Club being any person aged 16 years or older who has applied for and been accepted as a member under this constitution on payment of the membership fee determined by the By-Laws of this Constitution
 - 5.1.4 Coaches that are acceptable as members under this constitution on payment of registration fees as determined by the By-Laws of this constitution.
- 5.2 All members shall be registered with the Club and such registration/ membership shall be on a year to year basis.
- 5.3 A financial Registered Coach who is also a Participating Member of the Club may be registered as a Participating Member and participate in Competitions and Programs without payment of the additional registration fee for Participating membership but shall have only one vote at meetings.
- 5.4 All applications for membership shall be accompanied by payment of the membership fee for the relevant category of membership as set down by the Club at the Annual General Meeting
- 5.5 No membership shall be accepted and registered until such time as the Committee of Management has considered and approved the relevant application at a meeting thereof. The Committee of Management reserves the right to reject any application for membership if, in the opinion of the Committee, such membership would be detrimental to the interests of the Club. Any fees paid for an application which is not accepted shall be returned to the applicant within 14 days of the date of rejection of the application.

Top End Calisthenics Club Incorporated

- 5.6 Applications for registration as Coach shall be accompanied by evidence of Accreditation with the Australian Calisthenics Federation, evidence of current First Aid certification and such other qualifying requirements and be in such manner or form as is determined from time to time by the Committee of Management. The Committee of Management shall at its absolute discretion accept or reject application for membership
- 5.7 Application for Social membership of the Club shall be made in such manner or form as is determined from time to time by the Committee of Management. The Committee of Management shall at its absolute discretion accept or reject application for membership
- 5.8 The admission to and continuation of membership is conditional upon and subject to payment of prescribed subscriptions, fees, levies, or monies as may be due from time to time.
- 5.9 Any person may be considered for admission as a participating, coach or social member of the Club upon payment of the appropriate registration fee and levy (if any) as prescribed from time to time.
- 5.10 Membership fees shall be determined by the Club at its Annual General Meeting.
- 5.11 The acceptance of membership of the Club shall bind each Member to abide by the Constitution and such rules and by-laws as may from time to time be in force and to accept and give effect to decisions of the Committee of Management.

6. CESSATION OF MEMBERSHIP

- 6.1 A member may at any time, by giving three (3) months notice in writing to the Secretary, resign its membership but shall continue to be liable for all moneys due by it to the Club.
- 6.2 Upon ceasing to be a member of the Club for any reason whatsoever the member shall not be entitled to the return of membership, fees or any portion thereof.
- 6.3 Upon any member ceasing to be a member of the Club, the member shall relinquish any position held on the Committee of Management or the Executive Committee and such position shall be declared vacant.
- 6.4 All participating, social and coaching members have the right to resign subject to notice of same being in writing but shall continue to be liable for all monies due to the Club.

7. REGISTER OF MEMBERS

The Secretary shall keep and maintain a register of Social members, Coaches, Life Members, and participating members, Executive and committee members. Such register shall record the, full name, postal address and in the case of participating members and Coaches, the Skill Level attained. For participating members the register shall also show the date of birth of each member.

8. TRANSFER OF MEMBERS

- 8.1 All participating members have the right to transfer from the Club to another Affiliated Club and in the case of participating members such transfer shall be subject to Clauses 8.2 and 8.3 hereof.
- 8.2 All transfers of participating members from one Affiliated Club to another shall be approved by the Northern Territory Calisthenics Association Incorporated subject to receipt of an application to transfer on the prescribed form available from the Secretary of the Northern Territory Calisthenics Association and subject to sub-clauses 8.2, and 8.3 hereof. Such form shall include provision for a signed statement by the original club that the conditions of Clause 8.2 and 8.3 have been met.
- 8.3 The Secretary shall ensure that an entry is made in the register of members recording the transfer of any participating member together with the date thereof.

9. DISCIPLINE OF MEMBERS

The Committee of Management shall have responsibility for discipline of any member and may take such action as it deems fit in relation to any member determined by the Committee of Management after due consideration and investigation, to have breached this Constitution or the rules and/or by-laws of the Club or to have engaged in such other behaviour that contravenes the best interests of the Club.

10. LIFE MEMBERSHIP AND OTHER AWARDS

- 10.1 Any persons who have completed a minimum of ten (10) years of service either continuous or broken service (as defined in Sub-Clause 10.2 hereof) as a member of Top End Calisthenics Club as
- 10.1.1 a member of the Executive Committee of the Club; or
 - 10.1.2 a member of the Committee of Management of the Club; or
 - 10.1.3 a member actively involved in the activities of the Club; or
 - 10.1.4 any combination of the above;
- and have by their conduct proven to be a worthy contributor to the objects of the Club throughout the full period of ten (10) years service, shall become eligible to be nominated to Life Membership of the Club.
- 10.2 Pursuant to Clause 10.1 hereof a person shall be considered to have completed a year of service when they have for a full period of twelve (12) months;
- 10.2.1 fulfilled all duties and obligations required of the position; and
 - 10.2.2 have not been dismissed from the position to which they were appointed.
- 10.3 Nominations for Life Membership must be put forward by the Committee of Management for consideration at the Annual General Meeting or Special General Meeting.
- 10.4 The Committee of Management shall cause a written summary on the services of each nominee for Life Membership to be attached to and circulated with the Agenda for the Annual General Meeting to the members who are entitled to vote at such Annual General Meeting.

Top End Calisthenics Club Incorporated

- 10.5 Life Members of the Club may be elected only at the Annual General Meeting or a Special General Meeting of the Club, after a vote carried by a majority of at least three-quarters of those present and entitled to vote.
- 10.6 Life Members shall have free admission to any function organised by the Club where such free admission is approved by the Committee of Management and shall not be required to pay any subscriptions or levies.
- 10.7 Life Members shall be entitled to attend at any Meeting, Annual General Meeting and Special General Meeting of the Association and contribute and express opinions and shall have full voting rights at any such Annual General Meeting and Special General Meeting of the Association but will not be included in any calculation of a quorum.
- 10.8 The Committee of Management may award such other commendations or recognition for outstanding or meritorious service to the Club as it deems fit.

11. PATRON(S)

Appointment as Patron(s) of the Club will be on the recommendation of the Committee of Management of the Club and will be confirmed by a majority vote of all members entitled to vote at the Annual General Meeting of the Club. The position will not carry any voting rights but the Patron(s) will be entitled to attend any function organised by the Club and shall have free admission.

12. EXECUTIVE

12.1 The Executive Committee shall comprise:

- 12.1.1 President,
- 12.1.2 Vice-President,
- 12.1.3 Secretary and
- 12.1.4 Treasurer

and all must be a financial member of the Club and resident in the Northern Territory.

- 12.2 The Executive Committee shall meet at least 4 times within the calendar year and conduct the daily affairs of the Club and shall provide a report to the Committee of Management on a regular basis or at the next scheduled meeting of the Committee of Management.
- 12.3 The Executive Committee shall seek the advice of the Committee of Management on any matter requiring interpretation of the Club's constitution, policies and/or rules.
- 12.4 The Executive Committee shall keep the Committee of Management fully informed of any matters, decisions or actions undertaken by the Executive Committee where information about such matters, decisions or actions is required for the Committee of Management to properly exercise its duties, powers and/or responsibilities.
- 12.5 The Executive shall be responsible for the development and maintenance of a five year Business Plan for the Club setting out the program of goals to be achieved in furthering the objectives of the Club and the means proposed to achieve those goals.
- 12.6 The Executive Committee shall act in accordance with any resolutions of the Committee of Management.

13. DUTIES AND POWERS OF THE EXECUTIVE MEMBERS

13.1 PRESIDENT

The President shall preside at all meetings of the Committee of Management, Executive Committee, Annual General Meeting and Special General Meeting and shall exercise the usual functions of the Chairperson of a meeting.

13.2 VICE-PRESIDENT

The Vice-President will accept the role of the President in the absence of the President and in the event the President is unable to preside at a meeting the Vice-President will assume that role.

13.3 SECRETARY

The Secretary shall:

- 13.3.1 conduct the correspondence of the Club;
- 13.3.2 have custody of all non financial books and documents of the Club;
- 13.3.3 be responsible for the compilation of all non- financial records of the Club;
- 13.3.4 keep minutes of the resolutions and proceedings of each Annual General Meeting, Special General Meeting, Committee of Management and Executive meeting of the Club in books provided for that purpose together with a record of the names of persons present at the Committee of Management and Executive meetings;
- 13.3.5 give notice of all meetings, hearings or other matters as required or directed;
- 13.3.6 carry out all lawful instructions or directions of the Club and Committee of Management;
- 13.3.7 on any amendment of the Constitution shall within one month after the making of the amendment register it with the Office of the Registrar-General's Business Affairs;
- 13.3.8 fill the role of Public Officer of the Club for the purposes of the Associations Act and as such
 - sign all official documents as authorised or required on behalf of the Club..
 - Be responsible for lodging the documents of Club and yearly balance statements with the Registrar of Associations and shall be the delegate of the Club for the receipt of all communications from the Registrar.

13.4 TREASURER

- 13.4.1 The funds of the Club shall be derived from membership fees, term fees, donations, government grants and such other sources as the Executive and Committee of Management determines.
- 13.4.2 no moneys shall be drawn from the Club's account or accounts except by cheque or electronic transfer signed by any two of the signatories to the Club's account or accounts. The signatories shall be any two from the President, Vice-President, Secretary or Treasurer;

Top End Calisthenics Club Incorporated

The Treasurer shall:

- 13.4.3 open a bank account or bank accounts at such Bank as the Committee of Management may from time to time determine and all financial transactions on account of the Club shall be conducted through this account;
- 13.4.4 accept, receipt and deposit all moneys due to the Club and shall pay the same to the credit of the Club into such accounts as the Committee of Management shall from time to time direct;
- 13.4.5 be responsible for the accuracy of the accounts and books showing the financial affairs of the Club with full details of all receipts and expenditure connected with the activities of the Club;
- 13.4.6 be responsible for the approval of all financial transactions.
- 13.4.7 prepare a financial summary in a form acceptable to the Committee of Management to be presented at each Committee of Management meeting;
- 13.4.8 prepare the annual statement of account and balance sheet of the Club to be laid before the Committee of Management prior to the Annual General Meeting;
- 13.4.9 present the audited financial report at the Annual General Meeting and make the same available for inspection by the Members upon reasonable notice being given to the Treasurer.
- 13.4.10 prepare a detailed annual budget of Income and Expenditure of the Club to be laid before the Committee of Management committee meeting no later than two months prior to the end of the financial year;
- 13.4.11 forthwith after the retirement or resignation of the Treasurer the newly appointed Treasurer shall prepare and submit for audit a Financial Report for the approval of the Committee of Management;
- 13.4.12 generally perform all such duties as are directed by the Committee of Management from time to time.

14. MEETINGS OF THE EXECUTIVE COMMITTEE

- 14.1 The Executive Committee shall meet at such other times as the Executive may decide, provided however, that the President may call a Special Meeting of the Executive Committee on such occasions as it is deemed necessary;
- 14.2 Proper minutes of all proceedings of meetings of the Executive of the Club shall be entered within one week after the meeting in a Minute Book kept for that purpose;
- 14.3 Minutes shall be made available to members of the Executive Committee and tabled and confirmed at the next meeting and shall be signed by the Chairperson of that meeting;
- 14.4 Where minutes are entered and signed they shall, until the contrary is proved by evidence constitute proof that the meeting was convened and duly held, all proceedings held at the meeting shall be deemed to have been duly held and all appointments and resolutions made at the meeting shall be deemed to be valid.
- 14.5 The Executive Committee shall have the power to invite any other person it thinks fit to attend all or any of its meetings however such person(s) shall not have voting rights.

15. VOTING OF THE EXECUTIVE COMMITTEE

- 15.1 The President shall have the right to have a deliberative vote at all Executive meetings of the Association as well as a casting vote and all other members of the Executive Committee shall have a deliberative vote only.
- 15.2 Questions arising at a meeting of the Executive Committee shall be determined on a show of hands or, if demanded by a member of the Executive, by a poll taken in such manner as the person presiding at the meeting may determine.

16. QUORUM FOR EXECUTIVE COMMITTEE MEETING

- 16.1 A quorum of the Executive Committee shall comprise two (2) members.
- 16.2 No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned until a time and place has been mutually agreed upon.

17. REMOVAL OF A MEMBER OF THE EXECUTIVE COMMITTEE

The Club in an Annual General Meeting or Special General Meeting may by resolution remove any member of the Executive before the expiration of their term of office and appoint another member in their stead to hold office until the expiration of the term of the first-mentioned member.

18. VACANCY ON THE EXECUTIVE COMMITTEE

- 18.1 The position of a member of the Executive Committee shall become vacant if a member;
 - 18.1.1 absents themselves from two consecutive meetings of the Executive Committee without leave,
 - 18.1.2 is disqualified by the current Associations Act.
 - 18.1.3 is expelled under this Constitution,
 - 18.1.4 Moves his place of residence outside the Northern Territory.
 - 18.1.5 dies or is permanently incapacitated by ill health,
 - 18.1.6 Becomes of unsound mind,
 - 18.1.7 is removed by a majority of the members of the Club present and eligible to vote at an Annual General Meeting or Special General Meeting of the Association,
 - 18.1.8 ceases to be a member of the Club,
 - 18.1.9 tenders his/her resignation as a member of the Executive Committee

19. COMMITTEE OF MANAGEMENT

- 19.1 The management of the business and general affairs and property of the Club shall be vested in the Committee of Management which shall comprise;
- 19.1.1 the Executive
- 19.1.2 A minimum of four (4) and a maximum of eight (8) other members known as Committee Members.
- 19.1.3 Nominated delegates of both branches of the Club who shall be Committee Members and counted in the number thereof or, if so elected, Executive Committee members.
- 19.1.4 Members known as Committee Members not being Club delegates, and the Executive shall be elected by a show of hands or if demanded, by secret ballot, with their term of office commencing at the date of the Annual General Meeting of the Club.
- 19.2 Each member who is:
- 19.2.1 a financial member of the Club aged eighteen (18) years or over,
- 19.2.2 not precluded by Statute including the current Associations Act, and
- 19.2.3 not otherwise precluded by this Constitution,
- shall be eligible for election or nomination to the Committee of Management.

20. DUTIES AND POWERS OF THE COMMITTEE OF MANAGEMENT

The Committee of Management, subject to the overriding control of the Club in Annual General Meetings and Special General Meetings:

- 20.1 shall conduct and manage the business and affairs of the Club in accordance with and subject to the directions, requirements and policies of the Club in Annual General Meeting and Special General Meeting;
- 20.2 may exercise all such powers and functions of the Club and do all such acts and things as may be done by the Club or which it considers necessary to carry out the objects of the Club;
- 20.3 subject to the current Associations Act, the Regulations relating to the Act and this Constitution, may perform all such acts and things that appear to the Committee of Management to be for the proper management of the business and affairs of the Club;
- 20.4 may at any time make, amend, or repeal such rules and by-laws for the general management of the Club, provided however that such rules and by-laws shall not be inconsistent with this Constitution;
- 20.5 may enter into any agreement with any one or more members for any purpose authorised by the Club;
- 20.6 may from time to time appoint Sub-Committees drawn from the general membership of the Club and nominate delegates to sub-committees for the purposes of co-ordinating Coaching Development programs, Skills programs, Competitions, Promotional Programs, Fund Raising or any other area of business as the Committee of Management may deem fit.

Top End Calisthenics Club Incorporated

- 20.7 shall establish the terms of reference, authorities and responsibilities under which any Sub-Committees shall operate, and may dissolve same at any time without assigning any reason thereof. Written notice of such dissolution shall be given to members of that sub-committee, after which no funds may be expended or bills incurred on behalf of the Club. Each Sub-Committee shall have at least one member of the Committee of Management of the Club as a member of that sub-committee and those members shall be entitled to attend meetings of the Sub-Committee and cast one vote each thereat;
- 20.8 shall deal with any matter referred to it by the President or upon application of no less than four (4) members who are of the view that the matter requires the urgent and immediate attention of the Committee of Management;
- 20.9 shall receive all moneys of the Club and within fourteen (14) days of such receipt shall, through the agency of the Treasurer, deposit or arrange for the deposit of such sum of money with the Club's bankers;
- 20.10 shall authorise the payment of all accounts submitted by the Treasurer and other authorised officials of the Club and shall ensure that the records of all financial transactions are maintained to the satisfaction of the auditor;
- 20.11 shall ensure the Treasurer prepares and submits audited financial statements to each Annual General Meeting;
- 20.12 shall ensure the Treasurer produces a statement of cash transactions and of the financial position of the Club, including the bank balance, at each ordinary meeting of the Committee of Management;
- 20.13 shall manage the financial affairs of the Club in accordance with the budget and so as to obtain the objectives set out therein. If such objectives shall at any time during the year, in the opinion of the Committee of Management, appear unlikely to be attained the Committee of Management shall forthwith request an amended budget which will in turn be forwarded to the, Members and Life Members;
- 20.14 shall make available books and accounts referred to in this sub-clause for inspection by any members of the Club;
- 20.15 shall ensure that accurate records are kept of all its meetings and shall as soon as practicable thereafter ensure that copies thereof are delivered to each member of the Committee of Management;
- 20.16 shall be honest and diligent in the carrying out of its functions and shall in all things act in the best interests of the Club;
- 20.17 shall hold an Annual General Meeting within three (3) months after the end of the financial year of the Club
- 20.18 shall make application on behalf of the Club for the grant of a licence under the current Liquor Act or any other licence, permit or authority as may from time to time be considered to be a benefit to the Club or its members;
- 20.19 The Committee of Management shall be the sole arbiter in interpreting the rules and by-laws of the Club and the decisions of the Committee of Management and any question of interpretation of fact or upon any matter affecting the Club and not provided for by the Constitution or rules or by-laws made thereunder shall be final and binding.

21. MEETINGS OF THE COMMITTEE OF MANAGEMENT

- 21.1 The President of the Club shall be the Chairperson of meetings of the Committee of Management. In the President's absence, the Vice-President shall act as Chairperson but if the Vice-President is unavailable or unwilling to act, the members of the Committee of Management shall elect by a majority, one of their members as Chairperson.
- 21.2 The Committee of Management shall meet at least four times in the calendar year, however, special meetings may be called as required by any member of the Executive or by four (4) members of the Committee of Management and such meetings shall be presided over by the President, or in his absence by the Vice-President.
- 21.3 Notice of each Committee of Management meeting shall be served on each member of the Committee of Management by delivering it to them at a reasonable time before the meeting.
- 21.4 The business at Committee of Management meetings shall be conducted in the following order unless otherwise determined:
- 21.4.1 Reading and confirming of Minutes
 - 21.4.2 Business arising out of Minutes
 - 21.4.3 Correspondence
 - 21.4.4 Financial Statements
 - 21.4.5 Reports
 - 21.4.6 Notice of motion(s) of which due notice has been given
 - 21.4.7 Special items of business
 - 21.4.8 General business
- 21.5 Proper minutes of all proceedings of meetings of the Committee of Management of the Club shall be recorded in writing and copies distributed to all members within 14 days after the meeting.
- 21.6 Minutes shall be tabled and confirmed at the next meeting and a copy annotated with any corrections approved by the meeting, shall be signed by the Chairperson of that meeting and entered in a file maintained for that purpose.
- 21.7 Where minutes are entered and signed they shall until the contrary is proved by evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held and that all appointments and resolutions made at a meeting shall be deemed to be valid.
- 21.8 The Committee of Management shall have the power to invite any other person it thinks fit to attend all or any of its meetings however such person(s) attending shall not have voting rights.

22. SPECIAL RESOLUTIONS

- 22.1 A special resolution may be moved at any general meeting of the Association.
- 22.2 The Secretary must give all members not less than 21 days notice of the meeting at which a special resolution is to be proposed unless otherwise provided in the Schedule.

Top End Calisthenics Club Incorporated

- 22.3 The notice must include the resolution to be proposed and the intention to propose the resolution as a special resolution.

23. VOTING OF THE COMMITTEE OF MANAGEMENT

At all meetings of the Committee of Management;

- 23.1 the Chairperson shall have a deliberative as well as a casting vote
- 23.2 each member of the Committee of Management apart from the Chairperson shall be entitled to one vote only.
- 23.3 Questions arising at a meeting of the Committee of Management shall be determined on a show of hands or, if demanded by a member of the Committee of Management, by a poll taken in such manner as the person presiding at the meeting may determine.
- 23.4 No motion or decision carried by the Committee of Management shall be overruled other than by a subsequent motion or amendment to the motion or decision carried by a majority of the Committee of Management or by a majority vote of those entitled to vote at an Annual General Meeting or Special General Meeting of the Club.

24. QUORUM FOR COMMITTEE OF MANAGEMENT MEETING

- 24.1 A quorum of a meeting of the Committee of Management shall be not less than fifty (50) per cent of the current members of the Committee of Management
- 24.2 No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to a time and place mutually agreed upon.

25. REMOVAL OF A COMMITTEE OF MANAGEMENT MEMBER

The Club in Annual General Meeting or Special General Meeting may by resolution remove any member of the Committee of Management before the expiration of their term of office and appoint another member in their stead to hold office until the expiration of the term of the first-mentioned member.

26. VACANCY ON THE COMMITTEE OF MANAGEMENT

- 26.1 The position of Committee of Management member shall become vacant if the member:
- 26.1.1 absents herself or himself from two consecutive meetings of the Committee of Management without leave,
 - 26.1.2 is disqualified by the current Associations Act
 - 26.1.3 is expelled under this Constitution,
 - 26.1.4 dies or is permanently incapacitated by ill health,
 - 26.1.5 Becomes of unsound mind.
 - 26.1.6 is removed by a majority of the members of the Association present and voting at an Annual General Meeting or Special General Meeting of the Club,

Top End Calisthenics Club Incorporated

26.1.7 ceases to be a member of the Club,

26.1.8 tenders his/her resignation as a member of the Committee of Management and it is accepted by the Committee of Management.

26.2 Should any vacancy occur for an elected position on the Committee of Management, other than in the normal course of elections, the Committee of Management shall have the power to fill such vacancy from any financial member of the Club and such member shall hold office for the unexpired portion of their predecessor's term. Such shall apply also to Club Delegate positions where the vacancy is caused by cessation of membership of the Club.

27. COMMITTEE OF MANAGEMENT APPOINTMENTS

The Committee of Management shall appoint;

27.1 Two Delegates to represent the two branches of the Club on the Northern Territory Calisthenics Association Committee

28. ANNUAL GENERAL MEETING

28.1 The Committee of Management shall in each financial year convene a meeting of the members called the Annual General Meeting.

28.2 The Public Officer of the Club shall give Notice of an Annual General Meeting by Notice being advised to members by way of electronic communication including email, Facebook or website not less than 14 days before the date proposed for the meeting and specifying the time and place of the meeting and any special business to be transacted thereat.

28.3 The Annual General Meeting shall be held within 5 months after the end of the financial year of the association at such place as the Committee of Management determines.

28.4 An Annual General Meeting shall be specified as such in the notice convening it together with the time and place of the meeting and any special business to be conducted thereat.

The ordinary business of an Annual General Meeting shall be:

28.4.1 to hold an election of the Executive Members and the members of the Committee of Management.

28.4.2 to confirm the minutes of the preceding Annual General Meeting;

28.4.3 to receive from the Committee of Management reports upon the transactions of the Club;

28.4.4 to present, consider, and, if appropriate, adopt the audited balance sheet or financial statements of account of the Club;

28.4.5 to present the annual budget of income and expenditure of the Club as approved by the Committee of Management;

28.4.6 to determine the annual membership fees and levies for all members of the Club for the following year;

28.4.7 to nominate and elect an auditor;

Top End Calisthenics Club Incorporated

- 28.4.8 to elect a Patron(s) if it is thought desirable to do so;
- 28.4.9 to transact special business of which notice is given in accordance with this Constitution;
- 28.4.10 to transact such business affecting the interest and welfare of the Club as the members shall think fit;
- 28.4.11 to make, amend or rescind any rules or by-laws made pursuant to Clause 20.4 hereof.;
- 28.4.12 to give such directions and instructions to the Committee of Management as the members shall consider necessary and desirable for the advancement and management of the Club;
- 28.4.13 to establish policies for implementation by the Committee of Management
- 28.5 The President shall be the Chairperson of such Annual General Meeting. In the absence of the President, the Vice-President shall preside. If after fifteen (15) minutes from the scheduled starting time of an Annual General Meeting the President and the Vice-President are absent, the meeting shall be opened by a member of the Committee of Management who shall call for nominations for a Chairperson from amongst the members present.
- 28.6 The Chairperson presiding at any Annual General Meeting shall have a deliberative as well as a casting vote.
- 28.7 At an Annual General Meeting of members except as otherwise herein provided the mode of voting shall be a show of hands with appropriate identification or if required by three (3) members by division or ballot and a declaration of the Chairperson that a resolution has been carried or has failed and an entry to that effect in the minute book of the proceedings of the Association shall be sufficient evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.
- 28.8 Members, Life Members and Delegates shall be entitled to attend at Annual General Meetings and cast a vote in the following manner:
- 28.8.1 Any financial Social or Participating member aged 16 years or over is entitled to cast a vote.
- 28.8.2 All life members are entitled to attend and cast a vote.
- 28.8.3 All registered coaches are entitled to attend and cast a vote.
- 28.9 A quorum at any Annual General Meeting of the Club shall be fifteen (15) per cent of financial members and Delegates who are eligible to vote.
- 28.10 The Chairperson shall terminate any discussion which is not at the time relevant to the business before the meeting.
- 28.11 Proxies in writing for voting in the absence of a financial member or Delegate must be handed to the Secretary prior to the start of the AGM.
- Such written notice of proxy must include the name, address and signature of the absent member and the name address and signature of the member to whom the proxy is allocated.
 - The proxy may nominate the vote to be recorded for any candidate for position or on any motion on special business included in the notice of meeting pursuant to Clause 28.2. Such a proxy vote shall not be valid for any motion on special

Top End Calisthenics Club Incorporated

business which has been subsequently amended by motion from the floor of the meeting.

- Unless otherwise stated on the written notice of proxy the holder of the proxy shall have a discretionary vote on any issue put to the meeting.

- 28.13 The Secretary shall cause to be kept a roll book of Members, Life Members, Social and participating Members for the purpose of verifying the voting power of those present.
- 28.14 An attendance book shall be maintained, shall be opened at each Annual General Meeting and shall be signed by each person attending the meeting and entitled to vote at entry to the meeting and also on exit from the meeting where exit occurs prior to the conclusion of the meeting.
- 28.15 Where a notice is sent by post, service of the notice shall be deemed to be effected if it is properly addressed and posted to the Club, Life Member or Member by ordinary prepaid post. Notice can also be sent by email.
- 28.16 The Committee of Management shall be empowered to include Notices of Motion and other items for consideration at any Annual General Meeting.
- 28.17 If within thirty (30) minutes of the time appointed for 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 place and if at such adjourned meeting a quorum is not present within thirty (30) minutes of the time appointed for the meeting the members present shall form a quorum.
- 28.18 Subject to the provisions of this Constitution, the procedures to be followed at any Annual General Meeting shall be determined by the President or Chairperson subject to any rulings given by those present and entitled to vote.
- 28.19 A copy of the minutes of any Annual General Meeting of the Association shall be prepared and distributed to all members of the Club and Life Members of the Club within thirty (30) days after the date of such meeting.
- 28.20 At all meetings the Chairperson's decision on points of order shall be final.
- 28.21 Where notices of intention to move a motion is given an amendment may be moved without prior notice.
- 28.22 All matters to be determined at an Annual General Meeting shall be determined by a simple majority of votes cast by members present including votes cast by delegates on behalf of members of the club and votes cast on behalf of absent members where authorised by proxy, except where this Constitution provides otherwise.

29. SPECIAL GENERAL MEETINGS

- 29.1 All general meetings other than the Annual General Meeting shall be called Special General Meetings.
- 29.2 The Committee of Management may call such Special General Meeting when any question of urgency or importance arises and shall be bound to do so on receiving a request in writing signed by or on behalf of not less than ten (10) per centum of members requesting the meeting.
- 29.3 The President shall be the Chairperson of such Special General Meeting. In the absence of the President the Vice-President shall preside. If after fifteen (15) minutes from the scheduled starting time of a Special General Meeting the President and Vice-President are absent, the meeting shall be opened by a member of the Committee of

Top End Calisthenics Club Incorporated

- Management who shall call for nominations of a Chairperson from amongst the members present.
- 29.4 The Chairperson presiding at any Special General Meeting shall have a deliberative as well as a casting vote.
- 29.5 At all Special General Meetings of members except as otherwise herein provided the mode of voting shall be a show of hands with appropriate identification or if required by three (3) members by division or ballot and a declaration of the Chairperson that a resolution has been carried or has failed and an entry to that effect in the minute book of the proceedings of the Association shall be sufficient evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.
- 29.6 A quorum at any Special General Meeting of the Club shall be fifteen (15) per cent of financial members eligible to vote.
- 29.7 The Chairperson shall terminate any discussion which is not at the time relevant to the business before the meeting.
- 29.8 A copy of the minutes of any Special General Meeting of the Club shall be prepared and distributed to all members and Life Members of the Club within fourteen (14) days after the date of such meeting.
- 29.9 The requisition for a Special General Meeting shall state the objects of the meeting and shall be signed the members making the requisition and be sent to the address of the Secretary and may consist of several documents in a like form, each signed on behalf of one or more of the delegates or members making the requisition.
- 29.10 All Members and voting members of the Club shall be given notice at least twenty eight (28) days before any Special General Meeting as specified for an Annual General Meeting and such notice shall specify the business to be transacted at such Special General Meeting.
- 29.11 If the Committee of Management does not cause a Special General Meeting to be held within two (2) months after the date on which the requisition is sent to the address of the Secretary, the members making the requisition, or any of them, may convene a Special General Meeting to be held not later than three (3) months after the date of the original requisition.
- 29.12 A Special General Meeting convened by members in pursuance to this Constitution shall be convened in the same manner or as nearly as possible as that in which those meetings are convened by the Committee of Management and all reasonable expenses incurred in convening the meeting shall be refunded by the Club to the members incurring the expenses.
- 29.13 No business other than that set out in the notice convening the Special General Meeting shall be transacted at that meeting.
- 29.14 Members may appoint a proxy to vote on any matter and such proxy shall be received in writing by the Secretary prior to the commencement of the meeting. Proxies shall be as subject to the conditions nominated in Clause 28.11.
- 29.15 No item of business shall be transacted at a Special General Meeting unless a quorum of financial members entitled under this Constitution to vote is present during the time the business is being considered and a vote is taken.
- 29.16 The Secretary shall cause to be kept a roll book of all Members and Life Members of the Club for the purpose of verifying the voting power of those present.
- 29.17 The attendance book shall be opened at each Special General Meeting and shall be signed by each person attending the meeting and entitled to vote at entry to the

Top End Calisthenics Club Incorporated

meeting and also on exit from the meeting where exit occurs prior to the conclusion of the meeting.

- 29.18 A notice may be given by the Club to any Life Member or member by serving same with the notice personally, or by sending it by ordinary prepaid post to the address appearing in the register of members.
- 29.19 Where a notice is sent by post, service of the notice shall be deemed to be effected if it is properly addressed and posted to the Life Member or member of the Committee of Management by ordinary prepaid post.
- 29.20 The Committee of Management shall be empowered to include Notices of Motion and other items for consideration at any Special General Meeting.
- 29.21 If within thirty (30) minutes of the time appointed for the Special General Meeting a quorum of Members is not present, a meeting convened upon the requisitions of members shall lapse.
- 29.22 Subject to the provisions of this Constitution, the procedures to be followed at any Special General Meeting shall be determined by the President or Chairperson subject to any rulings given by those present and entitled to vote.
- 29.23 At all Special General Meetings the Chairperson's decision on points of order shall be final.
- 29.24 Where notice of intention to move a motion is given an amendment may be moved without prior notice.
- 29.25 All matters to be determined at a Special General Meeting shall be determined by simple majority of votes cast by members present including votes cast by delegates on behalf of members and votes cast on behalf of absent members where authorised by proxy, except where this Constitution provides otherwise.

30. VOTING PROCEDURES FOR THE ELECTION OF EXECUTIVE AND COMMITTEE OF MANAGEMENT

- 30.1 The members of the Executive shall be elected by ballot and shall hold office for a period of two years or such lesser term as may be required as a result of resignation or early termination by a member of the Executive Committee.
- 30.2 The members of the Committee of Management other than nominated Club delegates shall be elected by ballot and shall hold office for a period of two years with fifty (50) per centum thereof to retire each year or such lesser term as may be required as a result of resignation or early termination by a member of the Committee of Management.
- 30.3 For the purposes of conducting the elections the Committee of Management shall appoint a Returning Officer who has no interest in the outcome of the election.
- 30.4 The Secretary shall maintain the roll of financial members and Delegates eligible to stand for election to the Executive or Committee of Management. This roll shall close immediately after the close of the last committee of management meeting prior to the Annual general meeting.
- 30.5 Nominations for members of the Executive and Committee of Management shall be in writing and shall include the name of the nominated person and the position for which they nominate together with the names of a proposer and a seconder being voting members of the Club.

Top End Calisthenics Club Incorporated

- 30.6 The nomination shall be signed by the nominee, the proposer and the seconder and lodged with the returning Officer or the Secretary by the closing date for nominations which shall be one week prior to the time of the Annual general Meeting or such other time as nominated by the Returning Officer in the call for nominations.
- 30.7 The Returning Officer shall determine the validity of nominations by checking the names contained on the nomination form against the names of the persons contained on the certified membership listings. The Returning Officer may either accept or reject the nomination. In either case the Returning Officer shall advise the candidate of the outcome of their nomination.
- 30.8 Any person who meets the requirements of Clause 19.2 of this constitution at the time of roll closure may stand for election to one or more positions on the Executive or Committee of Management but upon being elected to any office, then nominations for that person for any other office shall hereby lapse.
- 30.9 Each nomination form shall be required to be lodged on the prescribed form with the Returning Officer at the close of nominations.
- 30.10 Notwithstanding that the term of office of current President may be at an end he or such person who assumes the chair at the commencement of the meeting shall continue to preside during the business of election of the Executive Committee and Committee Members but shall stand down in favour of the newly elected President for the remaining business of the meeting.
- 30.11 If the number of nominations received for an office equals the number of vacant positions or is less than the number of vacant positions, the Returning Officer shall declare the nominated candidate or candidates duly elected.
- 30.12 If the number of nominations for an office is less than the number of vacant positions the Returning officer shall call for additional nominations from the floor of the meeting and all such nominations as are received and are accepted as valid by the Returning Officer shall be added to nominations in hand and Clause 28.11 or Clause 28.14 shall apply.
- 30.13 If after calling of nominations from the floor there are still insufficient nominations to fill the vacant positions:
- 29.13.1 in the case of the vacant position(s) being Executive positions the Executive Committee shall fill such vacancy from the members of the Committee of Management and such member duly elected shall hold office until the next election,
- 29.13.2 in the case of the vacant position(s) on the Committee of Management the Committee of Management shall have the power to fill such vacancy from a financial member of the Club and such member shall hold office until the next election.
- 30.14 If the number of valid nominations received, including nominations received from the floor if such are called for under Clause 28.12, is greater than the number of positions vacant, the Returning Officer shall make the necessary arrangements for a ballot to take place.
- 30.15 Subject to sub-clauses 29.1, 29.2 and 29.3 hereof officer bearers of the CLUB shall, as required, be elected in the following order:
- 29.15.1 President
- 29.15.2 Vice-President
- 29.15.3 Secretary

Top End Calisthenics Club Incorporated

29.15.4 Treasurer and

29.15.5 members of the Committee of Management.

- 30.16 The Returning Officer shall count the votes of each candidate in the election and shall report as soon as practicable, the result of the ballot to the Chairperson and to the candidates. The Chairperson shall convey by declaration this result to the members.

31. RIGHT OF APPEAL TO ASSOCIATION

- 31.1 There shall be a right of appeal to the Club by any person, aggrieved by any decision or action of the Committee of Management or of any Member;
- 31.11 in relation to the conduct of any aspect of the sport of calisthenics; or
- 31.1.2 in relation to any dispute concerning the interpretation of this Constitution or any rules or by-laws herein; or
- 31.1.3 in relation to any disciplinary action imposed on a member of the Club.
- 31.2 Such appeal shall be commenced by lodging a notice thereof addressed to the Secretary at the registered address of the Club not more than fifteen (15) calendar days after the decision which is the subject of the appeal.
- 31.3 Forthwith upon receiving such notice the Secretary shall cause the same to be served on the parties concerned, in the first instance the Committee of Management.
- 31.4 The Committee of Management shall appoint a suitably qualified person or persons to act as Arbitrator(s) to hear any appeal and shall pay any fees and costs due to the Arbitrator(s) .
- 31.5 The Arbitrator(s) shall hear and determine the appeal and in so doing;
- 31.5.1 shall not be bound by the rules of evidence;
- 31.5.2 may inform themselves in such manner as they think fit;
- 31.5.3 shall act according to equity, good conscience and substantial merits of the case;
- 31.5.4 may affirm, quash, or vary the decision appealed against in such manner as it shall think fit;
- 31.5.5 provide proof of any matter that shall be determined on the balance of probability; and
- 31.5.6 shall publish reasons for its decision.
- 31.6 All parties participating in the appeal process and associated Arbitrator's hearings must agree to bear their own costs and expenses incurred in this process.
- 31.7 The Committee of Management may make rules in relation to the conduct of any appeals herein and in doing so shall have regard to the principles of natural justice.

32. GRIEVANCE AND DISPUTES PROCEDURE

32.1 This clause applies to disputes between –

32.2.1 a member and another member; or

Top End Calisthenics Club Incorporated

32.2.2 a member and the Committee.

32.2 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.

32.3 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.

32.4 The mediator must be –

32.4.1 a person chosen by agreement between the parties; or

32.4.2 in the absence of agreement –

32.4.2(a) for a dispute between a member and another member – a person appointed by the Committee; or

32.4.2(b) for a dispute between a member and the Committee – a person who is a mediator appointed or employed by the department administering the Act.

32.5 A member of the Association can be a mediator.

32.6 The mediator cannot be a party to the dispute.

32.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

32.8 The mediator, in conducting the mediation, must –

32.8.1 give the parties to the mediation process every opportunity to be heard;

32.8.2 allow due consideration by all parties of any written statement submitted by any party; and

32.8.3 ensure natural justice is accorded to the parties to the dispute throughout the mediation process.

32.9 The mediator must not determine the dispute.

32.10 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

33. FINANCIAL YEAR

Subject hereto the current financial year will conclude on the thirty first day of December, Two thousand and Seven (2007) and thereafter the financial year of the Club shall be from the First day of January to the Thirty First day of December.

34. AUDITOR

34.1 An auditor of the Club shall be appointed at the Annual General Meeting of the Club in each year.

34.2 The auditor shall be either a registered company auditor, a member of the Australian Society of Certified Practising Accountants, a member of the Institute of Chartered Accountants in Australia or such other person who may meet the requirements of the Associations Act as an auditor of the accounts of the Club.

Top End Calisthenics Club Incorporated

- 34.3 The auditor shall not be a member of the Executive
- 34.4 The auditor shall not hold any other office within the Club during the term of his appointment.
- 34.5 The auditor shall in each year examine the Financial report submitted by the Treasurer together with the financial books and records maintained by the Treasurer and shall make a report to members upon the financial report to be submitted to the Annual General Meeting and in every such report shall state whether in their opinion they are properly drawn up so as to exhibit a true and correct view of the Club's financial affairs.
- 34.6 Such report shall be prepared by no later than one month prior to the date of the AGM in each year.
- 34.7 If the auditor is unable to make the report referred to in sub-clause 34.5 hereof they shall advise the Annual General Meeting of the reason for this inability.
- 34.8 Upon retirement of the Treasurer the Auditor shall examine the Financial Report submitted by the newly appointed Treasurer together with the financial books and records maintained by the Treasurer and shall report on the correctness or otherwise thereof to the Committee of Management.
- 34.9 The auditor shall:
 - 34.9.1 have access at all reasonable times to the accounting and other records of the Club,
 - 34.9.2 be entitled to require from any officer of the Club such information and explanation for the purposes of the audit as is necessary,
 - 34.9.3 furnish such records as are required by the provisions of the current Associations Act.
 - 34.9.4 be entitled to such reasonable fees and expenses as are approved by the Committee of Management.
- 34.10 If at any election for Auditor there is an equality of votes it shall be decided by lot which of the nominees having an equal number of votes shall be Auditor.

35. ALTERATION TO CONSTITUTION

- 35.1 This Constitution may be added to, altered, repealed or otherwise amended by the vote of a two thirds majority of the members present and entitled to vote at any Annual General Meeting or Special General Meeting of the Club.
- 35.2 Notice in writing of the intention to amend, alter, or replace any part of the Constitution must be given to the Secretary at least two calendar months before an Annual General Meeting or Special General Meeting called for that purpose.
- 35.3 The notice of the proposed amendment(s) shall give details of the exact terms of the proposal and such information shall be included by the Secretary in the notice of the Annual General Meeting or Special General Meeting to be sent to all Members and Life Members of the Club.

36. COMMON SEAL AND SEAL HOLDERS

The Common Seal of the Club:

- 36.1 shall be in the custody of the Secretary or such other member of the Executive as may be determined by the Committee of Management;
- 36.2 shall not be affixed to any deed, document or instrument except by virtue of a resolution of the Committee of Management and must be noted in the minutes of the Committee of Management meeting;
- 36.3 Every document to which the seal is affixed shall be signed by the Public Officer (Secretary) and any one other member of the Executive.

37. DISSOLUTION

- 37.1 The Club may be dissolved by a resolution carried at a Special General Meeting expressly called for that purpose, convened by the Committee of Management or convened on the requisition of a two-third majority members or wound up in such manner as provided for in the Associations Act.
- 37.2 The Club shall be wound up if a resolution to that effect is carried by a vote of seventy-five per cent of those Life Members and members present and entitled to vote at a Special General Meeting of the Club called for that purpose.
- 37.3 In the event of the winding up or the cancellation of the Incorporation of the Club any surplus assets of the Club other than Prescribed Assets under the Act which are remaining after payment of the Club's liabilities shall be transferred to another entity or entities which prohibits distribution of assets and income to at least the same extent and which, in the opinion of the Committee of Management will best further the objectives of the Club.
- 37.4 In the event of the winding up or the cancellation of the Incorporation of the Club any outstanding liability of the Club not otherwise met by the sale of assets shall become the responsibility of the members up to a maximum of \$10 for each member and shall be met by equal contribution from all voting members.

38. IRREGULARITY OF APPOINTMENT

All acts done by the Club in Annual General Meeting, Special General Meeting or by the Executive, Committee of Management or Sub-Committees or by any person acting as a Delegate shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any person acting as aforesaid or any such Delegate, or that the Delegate or any of them were disqualified, be as valid as if every such person had been duly appointed or was qualified to be a Delegate.

39. INDEMNITY

Every member of the Committee of Management and any other officer for the time being of the Association shall be indemnified out of the assets of the Club against any liability arising out of

Top End Calisthenics Club Incorporated

the execution of duties incurred in conducting any proceedings authorised by the Club whether civil or criminal.

40. IMPLEMENTATION OF THIS CONSTITUTION

This Constitution, subject to a resolution of an Annual General Meeting or Special General Meeting of the Association, shall take operational effect from the thirtieth (31 st) day of December , two thousand and six and copies of this Constitution shall be given in writing to all Life Members and Members by no later than the thirty first (31st) day of January, two thousand and seven.

This Constitution was adopted at an Annual General Meeting of Top End Calisthenics Club Incorporated on

.....day of2018

President

Public Officer

TOP END CALISTHENICS INCORPORATED

41. BY-LAWS

1. ASSISTANCE

Assistance in all matters will be left to the discretion of the Committee.

2. NTCA DELEGATES

The Committee of Management will appoint delegates to represent Top End Calisthenics Incorporated on the Committee of the Northern Territory Calisthenics Association from the following Club Branches:

Top End Jingili

Top End Palmerston

3. TOP END CALISTHENICS FEES AND REGISTRATIONS

The following was set at the AGM 18 October 1006.

Membership fees, class participation fees and coaching fees as set by TECC Committee of Management and advised on an annual basis would be adhered to.

4. RENUMERATION PAYABLE TO BARBARA VANHEYTHUYSEN

A formal agreement to pay Barbara Van Heythuysen for existing Top End Calisthenics Costumes was set at the AGM of 18 October 2006 at the following rates:

2007	\$2000.00
2008	\$2000.00
2009	\$1000.00

5. COMPETITION FEES

The following was set at the AGM of 18 October 2006

Competition fees as set by the NTCA and advised on an annual basis would be adhered to.

6. CALISTHENICS SKILLS

The following was set at the AGM of 18 October 2006

Calisthenics Skills fees as set by the NTCA and advised on an annual basis would be adhered to.