

**CONSTITUTION OF RIDGEHAVEN CALISTHENICS CLUB INCORPORATED**

**Revised Date: April 2023**

**TABLE OF CONTENTS**

<b>1.</b>	<b>NAME</b>	<b>2</b>
<b>2.</b>	<b>DEFINITIONS AND INTERPRETATIONS</b>	<b>2</b>
<b>3.</b>	<b>OBJECTS OF THE CLUB</b>	<b>2</b>
<b>4.</b>	<b>OPERATION</b>	<b>3</b>
<b>5.</b>	<b>POWERS OF THE CLUB</b>	<b>3</b>
<b>6.</b>	<b>ADMINISTRATOR</b>	<b>3</b>
<b>7.</b>	<b>MEMBERSHIPS</b>	<b>3</b>
<b>8.</b>	<b>COMMITTEE</b>	<b>3</b>
<b>9.</b>	<b>REGULATIONS</b>	<b>4</b>
<b>10.</b>	<b>RECORDS AND ACCOUNTS</b>	<b>4</b>
<b>11.</b>	<b>FINANCE</b>	<b>4</b>
<b>12.</b>	<b>ANNUAL GENERAL MEETING</b>	<b>4</b>
<b>13.</b>	<b>SPECIAL GENERAL MEETING</b>	<b>4</b>
<b>14.</b>	<b>ATTENDANCE AND VOTING AT GENERAL MEETINGS</b>	<b>5</b>
<b>15.</b>	<b>NOTICE OF GENERAL MEETINGS</b>	<b>5</b>
<b>16.</b>	<b>BUSINESS</b>	<b>5</b>
<b>17.</b>	<b>PROCEEDINGS AT GENERAL MEETINGS</b>	<b>5</b>
<b>18.</b>	<b>VOTING AT GENERAL MEETINGS</b>	<b>6</b>
<b>19.</b>	<b>DISSOLUTION</b>	<b>7</b>
<b>20.</b>	<b>AMENDMENT TO CONSTITUTION</b>	<b>7</b>
<b>21.</b>	<b>NOTICE</b>	<b>7</b>
<b>22.</b>	<b>TRANSITIONAL PROVISION</b>	<b>7</b>
<b>23.</b>	<b>VERSION CONTROL</b>	<b>7</b>

## CONSTITUTION OF RIDGEHAVEN CALISTHENICS CLUB INCORPORATED

Revised Date: April 2023

### 1. NAME

The name of the Club shall be the Ridgehaven Calisthenics Club Incorporated.

### 2. DEFINITIONS AND INTERPRETATION

#### 2.1 Definitions

In this Constitution and in these rules unless a contrary intention appears:

**'Club'** means the Ridgehaven Calisthenics Club Incorporated.

**'Association'** means the Calisthenic Association of South Australia Incorporated (CASA).

**'Administrator'** means the Principal Coaches of the Club.

**'Executive Committee'** means the Executive Committee of the Social & Fundraising Committee.

**'General Committee'** means the members of the Social & Fundraising Committee.

**'Member'** means any person registered as a member of Ridgehaven Calisthenics Club Incorporated and shall extend to include Committee Members, Life members, Honorary Members, Participating Members and Associated Members who have been accepted by the Committee and/or Administrator as a member.

**'Sport'** means the sport of calisthenics.

**'Year'** means calendar year 1 January to 31 December of any given year.

**'Act'** means the Associations Incorporation Act 1985 (SA)

#### 2.2 Interpretation

In this Constitution:

- a) A reference to a function includes a reference to power, authority and duty;
- b) A reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty;
- c) Words importing the singular include the plural and vice versa;
- d) Words importing any gender include other genders and variations of;
- e) Unless the contrary intention appears, a requirement that something is in writing will be met if it is produced by electronic, photographic, or other means by which it can readily be read and reproduced.

### 3. OBJECTS OF THE CLUB

The objects of the Club are:

- a) To arrange classes for pupils to receive tuition in Calisthenics and to compete in CASA Annual Competitions in accordance with the rules of the Association.
- b) To organise special activities which are beneficial for the pupils of the Club.
- c) To support and organise any other activity which is of benefit to the Club as determined by the Committee and/or Administrator.

## CONSTITUTION OF RIDGEHAVEN CALISTHENICS CLUB INCORPORATED

Revised Date: April 2023

### 4. OPERATION

The Constitution shall be binding on every member and all forms of memberships as defined in the Bylaws of the Club.

### 5. POWERS OF THE CLUB

For furthering the Objects, the Club has the specific rights, powers and privileges conferred on it by section 25 of the Act.

### 6. ADMINISTRATOR

The duties of the Administrator shall be to:

- a) Set and manage annual membership fees
- b) Set and manage annual class fees and any other fees or dues as necessary
- c) Hire and manage suitable venues for practices, concerts and associated performances
- d) Appoint, determine and manage fees for coaches and other club personnel as required
- e) Appoint, determine and manage fees for any other required services or purchases.

The Administrator shall be the Principal Coaches of the club and shall be appointed by the outgoing Administrator upon resignation.

### 7. MEMBERSHIPS

Memberships of the Club shall be in accordance with the Bylaws.

### 8. COMMITTEE

- a) The Executive Committee shall consist of no more than six (6) members;

President  
Vice President  
Secretary  
Treasurer  
Administrator (non elected position)

- b) The General Committee shall consist of the Executive Committee and no more than ten (10) other Committee members.

The duties of the Executive Committee and the General Committee shall be to:

- a. Provide all the necessary organisation to enable to Club to achieve its objects in Clause 3 parts (b) and (c).
- b. Raise funds and administer them to achieve the objects in Clause 3 parts (b) and (c).

## CONSTITUTION OF RIDGEHAVEN CALISTHENICS CLUB INCORPORATED

Revised Date: April 2023

### 9. REGULATIONS

The Committee and/or Administrator may make and amend rules, regulations, bylaws, policies or procedures for the proper advancement and management of the Club as it thinks necessary or desirable, including without limitation regulations governing;

- a) The conduct of the Club;
- b) The conduct of meetings;
- c) The resolution of disputes;
- d) Discipline of members for breaches of this Constitution or the Regulations; and
- e) Any other matter in respect of which this Constitution or Bylaws authorise the Committee and/or Administrator to make Regulations or which the Committee and/or Administrator considers is necessary or appropriate for the good governance of the Club and its affairs.

All regulations are binding on the Club and all its members.

Regulations and any amendments, alterations or other changes to or interpretations of the regulations may be communicated to members by a notice on the Clubs website.

### 10. RECORDS AND ACCOUNTS

The Club must comply with its obligations under the Act in respect of accounts, records and minutes.

### 11. FINANCE

The financial affairs of the Club shall be in accordance with the Bylaws.

### 12. ANNUAL GENERAL MEETING

The Annual General Meeting of the Club must be held in accordance with the Act and this Constitution and on a date and at a venue to be determined by the Committee.

All General Meetings other than the Annual General Meeting will be Special General Meetings.

### 13. SPECIAL GENERAL MEETING

#### 13.1 Special general Meetings may be held

The Committee and/or the Administrator may, whenever it thinks fit, convene a Special General Meeting of the Club.

#### 13.2 Requisition of Special General Meetings

- a) On the requisition in writing of not less than ten per cent (10%) of the total number of members, the Committee must, within one month after the receipt of the requisition convene a Special General Meeting for the purpose specified in the requisition.
- b) Every requisition for a Special General Meeting must be signed by requisitioning members, state the purpose of the meeting and be sent to the Club. The requisition may consist of several documents in a like form, each signed by one or more of the members making the requisitions.
- c) If the Committee does not cause a Special General Meeting to be held within one (1) month after the receipt of the requisition, the members making the requisition may convene a

## CONSTITUTION OF RIDGEHAVEN CALISTHENICS CLUB INCORPORATED

Revised Date: April 2023

Special General Meeting to be held not later than three (3) months after the receipt of the requisition.

- d) A Special General Meeting convened by members under this Constitution must be convened in the same manner, or as nearly as practical to the same manner, as a meeting convened by the Committee and for this purpose the Committee must ensure that the members making the requisition are supplied free of charge with particulars of the members entitled to receive a notice of the meeting. The reasonable expenses of convening and conducting such a meeting must be borne by the Club.

### 14. ATTENDANCE AND VOTING AT GENERAL MEETINGS

Each member is entitled to attend and vote at General Meetings excluding

- a) members who are un financial at the time of the meeting; or
- b) those under the age of sixteen (16) at the time of the meeting

### 15. NOTICE OF GENERAL MEETINGS

Notice of every General Meeting must be given to every member by the means authorised in Clause 21.

A notice of a General Meeting must specify the place, day and hour of the meeting and state the nature and order of the business to be transacted at the meeting. At least twenty one (21) days' notice of a General Meeting must be given to those members entitled to receive notice, together with:

- a) the agenda for the meeting;
- b) time and place where the General Meeting will take place;
- c) any notice of motion received from members entitled to vote.

### 16. BUSINESS

The ordinary business to be transacted at the Annual General Meeting includes the consideration of accounts and the reports of the Committee and the election of Committee Members. All other business that is transacted is special business.

### 17. PROCEEDINGS AT GENERAL MEETINGS

#### 17.1 Quorum

No business may be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business.

A quorum for General Meetings is Seven (7) members.

## CONSTITUTION OF RIDGEHAVEN CALISTHENICS CLUB INCORPORATED

Revised Date: April 2023

### 17.2 Chairperson to preside

The President of the Committee will, subject to this Constitution, preside as chairperson at every General Meeting except:

- a) in relation to any election for which the chairperson of the Committee is a nominee;
- b) where the chairperson of the Committee has a conflict of interest.

If the chairperson of the Committee is not present or is unwilling or unable to preside, the members present must appoint another Committee Member to preside as chair for that meeting only.

### 17.3 Adjournment of meeting

If within half an hour from the time appointed for the General Meeting a quorum is not present, the meeting must be adjourned until the same day in the next week at the same time and place or to such other day, time and place as the chairperson determines.

- a) if the meeting was convened on the requisition of Members under clause 13.2, the meeting will lapse; and

The chairperson may, with the consent of any meeting at which a quorum is present, and must, if directed by the meeting, adjourn the meeting from time to time and from place to place but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting must be given as in the case of the original meeting.

Except as provided in clause 17.3, it is not necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

### 17.4 Voting Procedure

At any meeting a resolution put to the vote of the meeting will be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by:

- a) the chairperson; or
- b) not less than 3 members.

### 17.5 Recording of Determinations

A declaration by the chairperson that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the minutes of the proceedings of the Club is conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

## 18. VOTING AT GENERAL MEETINGS

Each member is entitled one (1) vote at General Meetings.

**CONSTITUTION OF RIDGEHAVEN CALISTHENICS CLUB INCORPORATED**

Revised Date: April 2023

**19. DISSOLUTION**

In the event of the dissolution of the Club for any reason, the disposal of any cash or assets of the Fundraising or Costume Account of the Club shall be determined by a majority vote of members at a General Meeting which shall be called for that purpose.

The decision to with up the Club must be done by Special Resolution.

“special resolution” of an incorporated association means:

- a) Where the rules of the association provide for the membership of the association – a resolution passed at a duly convened meeting of the association if –
  - a. At least 21 days written notice specifying the intention to propose the resolution as a special resolution has been given to all members of the association; and
  - b. It is passed at a meeting referred to in this paragraph by a majority of not less than three quarters of such members of the association as, being entitled to do so, vote in person, or where proxies are allowed, by proxy, at that meeting.

**20. AMENDMENT TO CONSTITUTION**

The Constitution shall not be altered, amended or annulled except at the Annual General Meeting or Special Meeting called for that purpose and one (1) calendar month written notice of such intended alterations, additions or annulments shall be given to the Secretary who shall give notice thereof to all concerned. Additions, alterations and annulments shall be passed by a majority of not less than two thirds of the persons present and entitled to vote at the meeting at which it is being considered.

**21. NOTICE**

Any notice required or authorised by this constitution or Bylaws to be given to a member may be served on the member personally or by sending it by email or other electronic means or by its insertion on the Club’s website.

**22. TRANSITIONAL PROVISIONS**

All rules, bylaws, policies and regulations for the Club in force at the date of the approval of this Constitution are to be deemed regulations and continue to apply unless they are inconsistent with or have been replaced by this Constitution.

Once approved this constitution will replace all other constitutions and their contents.

**23. VERSION CONTROL**

Date	Clauses Amended	Description of Change	General Meeting Date
26/04/2023	All clause amended	Full update of the 2007 RCCI Constitution	26/04/2023