



**CONSTITUTION
OF
DANCESPORT
AUSTRALIA LIMITED
ABN 72 085 929 835**

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CONSTITUTION

PART 1 – GENERAL

1. NAME

The name of the company shall be DanceSport Australia Limited.

2. DEFINITIONS

In this Constitution and any By-Laws authorised thereby, unless otherwise specified:

- 2.1. **"AGM"** means the Annual General Meeting of DSA as required under S250N of the Corporations Act.
- 2.2. **"AOC"** means the Australian Olympic Committee or its successor, being the national Olympic committee for Australia recognised by the IOC.
- 2.3. **"Appeals Tribunal"** means the committee established under clause 28 hereof to act as the final internal appeals mechanism within DSA. It may hear appeals against decisions made by any Commissions defined herein, by National Council or an appointee or representative of National Council.
- 2.4. **"Australian Qualifications Framework"** means the unified system of national qualifications for schools, TAFE, private vocational education & training organisations, and universities and higher education bodies in Australia.
- 2.5. **"ASADA"** means the Australian Sports Anti-Doping Authority or its successor, being an Australian Government organisation established in 2006 with functions set out in the Australian Sports Anti-Doping Authority Act and the Australian Sports Anti-Doping Authority Regulations, and with the power to investigate suspected anti doping rule violations, make recommendations on its findings, and present cases against alleged offenders at sport tribunals.
- 2.6. **"ASC"** means the Australian Sports Commission or its successor, being an Australian Government organisation established as Australia's primary national sports administration and advisory agency, with functions set out in the Australian Sports Commission Act.
- 2.7. **"Branch"** means the aggregate of DSA ordinary, honorary and life members residing in any State, Territory, Dependency or stationed abroad, and at present grouped or hereafter to be grouped for the more effective local administration of DSA and any such Branch formed by the National Council for the time being of DSA shall, for all purposes of this Constitution and any By-Laws authorised thereby, be deemed to be properly constituted and to possess all the powers and functions conferred upon Branches by the Constitution.
- 2.8. **"Branch General Meeting"** means a general meeting of the members Branch. A Branch General Meeting is not a general meeting of the company as defined in the Corporations Act.
- 2.9. **"Branch Board"** means the committee of management for the time being of a Branch.
- 2.10. **"Branch Directors"** means and includes any member of the Branch Board. Branch Directors are not directors of DSA within the meaning of the Corporations Act.
- 2.11. **"Branch Ethics and Compliance Committee"** means a sub-committee of the

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- Branch Board, and shall mean the whole of the Branch Board where a separate Branch Ethics and Compliance Committee has not been established.
- 2.12. **"Branch Office"** means the postal address of the Branch as determined by ordinary resolution of the Branch Board from time to time, or in the absence of such resolution, the postal address for the time being of the relevant Branch Executive Officer, or where there is no incumbent Branch Executive Officer, the postal address of the CEO.
- 2.13. **"Branch Registrar"** means a person appointed by the Branch Board to carry out the maintenance of competitor records for the Branch and part of the administration of the combined registration/membership system under the authority of the CEO.
- 2.14. **"by-laws"** means any rules, regulations, codes, policies or directives issued or authorised by the National Council and include the "Rules of DanceSport".
- 2.15. **"CEO"** means the Chief Executive Officer of DanceSport Australia.
- 2.16. **"chairman"** means the chair of a meeting as defined in the context of the clause, and includes chairwoman and chairperson.
- 2.17. **"combined registration/membership fee"** means the fee as determined by the National Council from time to time for the various registration and/or licence categories for natural persons, and which includes both the relevant DSA membership fee and the relevant registration/licence fee, and which cannot be paid in separate segments but only as a combined fee. The phrase "combined membership/licence fee" is included within this definition.
- 2.18. **"combined registration/membership application/renewal"** includes a combined licence/membership application/renewal.
- 2.19. **"combined registration/membership system"** means the combination of procedures under which the same application/renewal form is used for registration/licensing and the granting of automatic DSA membership (subject to this Constitution) to persons registered with or licensed by DSA in the relevant full fee registration/licence category as determined by National Council, thereby ensuring that DSA remains representative of the whole of the DanceSport community and has the appropriate authority to govern the affairs of the DanceSport community.
- 2.20. **"Commission"** means and includes any standing committee, special purpose committee, project team, or similarly named working group created by the National Council under clause 24 of this Constitution.
- 2.21. **"Constitution"** shall mean and include this constitution and any amendment, alteration or addition thereto.
- 2.22. **"Constitutional Commission"** means a Commission that has its own head of authority within the terms of reference defined for it by National Council, and which has the authority to implement approved programs within a budget approved by National Council.
- 2.23. **"corporation"** shall mean and include any incorporated body, incorporated association, cooperative or mutual society or any other body corporate that is a legal entity.
- 2.24. **"Corporations Act"** means the Corporations Act 2001 and includes any statutory modifications thereof or any corresponding enactment for the time being in force relating to companies.

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- 2.25. **"couple"** means a DanceSport team consisting of two people.
- 2.26. **"DanceSport"** means and includes all sporting disciplines which involve dance other than dance on snow, or ice or in water, which have:
- (a) Official Recognition; and
 - (b) Competition rules which provide for fairness between competitors, including but not restricted to due recognition of differences in strength and stamina between men and women.

DanceSport is differentiated from other non sporting disciplines which involve dance, not by the technical elements or presentation merits of the activity itself, but by the rules of competition, accreditation of officials, disciplinary codes (including anti-doping rules) and public perception of the activity.

- 2.27. **"DSA", "DanceSport Australia" and "the company"** shall mean and include DanceSport Australia Limited ABN 72 085 929 835 (a company limited by guarantee) and includes its successors and assigns.
- 2.28. **"DSA General Meeting"** means a general meeting of the company as defined in the Corporations Act.
- 2.29. **"DSA Secretary"** means the company secretary as that term is defined in the Corporations Act and includes any assistant company secretary.
- 2.30. **"Ethics and Compliance Commission"** means one of the Constitutional Commissions established under clause 24.1 hereof.
- 2.31. **"event"** means as the context requires either an individual DanceSport competition or a group of competitions which are promoted and conducted under one overall title.
- 2.32. **"financial member"** means a new member of the company who qualifies under clause 10.1, or an existing member who has paid his or her annual full fee renewal subscription or registration or other qualifying fee for membership as determined by the National Council from time to time, within three months of the due date for payment or within such further time as the National Council shall in respect of any member or members allow, and whose renewal has been entered in the national membership register.
- 2.33. **"first past the post"** means the voting system in which the winner is the person with the most votes, with no requirement that the winner gain an absolute majority of votes.
- 2.34. **"full fee paying registration/licence category"** means in respect of any registration or licence category, the registration or licence fee that is the highest priced fee within that category. For the purposes of this definition, a registration or licence category shall include combined categories (for example coach/adjudicator) and age defined sub-categories of competitor. But there shall be no differentiation between competitors in the amateur or professional divisions of competition in determining categories of combined registration/licensing and membership.
- 2.35. **"general member"** means a person who has applied for and been accepted into the DSA registration category of general member and who has paid the general member registration fee. The term **"general member"** is a DSA registration category and does not mean or include membership of DSA. A **"general member"** is not a member of the company within the meaning of the Corporations Act.

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- 2.36. **"In writing"** or **"written"** includes printing, typing, lithography, facsimile, e-mail and other modes including electronic modes of representing or reproducing words in visible form.
- 2.37. **"IOC"** means the International Olympic Committee created by the Congress of Paris on 23 June 1894, being an association entrusted with the control and development of the Standard Olympic Games.
- 2.38. **"Member"** means a person who has been accepted under one of the membership categories defined in clause 8.1 and has had their name entered into the national membership register for the current period in accordance with clause 11.2.
- 2.39. **"month"** means calendar month.
- 2.40. **"Managing Committee"** means the committee of directors defined under clause 23.1 with powers delegated by the National Council as defined in this Constitution.
- 2.41. **"National Council"** means the Board of Directors of DSA within the meaning of the Corporations Act.
- 2.42. **"National Councillor"** also referred to herein as a member of the National Council, shall mean a director of DSA within the meaning of the Corporations Act.
- 2.43. **"national membership register"** means the register of members of DSA as set out in S169 of the Corporations Act.
- 2.44. **"national office"** means the DSA head office as determined by the National Council from time to time.
- 2.45. **"Official Recognition"** means:
- (a) in relation to a sporting discipline, a sporting discipline formally recognized and approved by DSA in writing; and
 - (b) in relation to an organization (including a government body), an organization formally recognized and approved by DSA in writing.
- 2.46. **"President"** means the person elected to that position under clause 23 from time to time.
- 2.47. **"registered non member"** means a natural person who is currently registered and/or licensed by DSA in one of the categories of competitor, coach, general member, adjudicator or scrutineer but who is not yet eligible to apply for membership of DSA, or whose membership application has not yet been accepted, or whose name has not yet been entered in the national membership register maintained by the National Registrar, or who is under 16 years of age.
- 2.48. **"returning officer"** means a person who shall be the impartial administrator of an election, and who shall not be a candidate nor associated with a candidate for election.
- 2.49. **"Rules of DanceSport"** means that part of the by-laws which are published by DSA under the title "Rules of DanceSport".
- 2.50. **"State", "Territory" or "Dependency"** means a State, Territory or Dependency of the Commonwealth of Australia.
- 2.51. **"teleconference"** means the contemporaneous linking together of persons in oral communication by telephone, audio-visual or other instantaneous means approved by the National Council.
- 2.52. **"Termination Date"** means the date seven (7) months after the due date for

renewal of combined registration/membership.

- 2.53. **"WADA"** means the World Anti Doping Agency, being the international independent organization composed and funded equally by the sports movement and governments of the world to coordinate the development and implementation of the World Anti-Doping Code, the document harmonizing anti-doping policies in all sports and all countries.
- 2.54. **"WADA Code"** means the current approved version of the World Anti Doping Code.
- 2.55. **"year"** means calendar year, unless otherwise specified.
- 2.56. Except so far as the contrary intention appears in this Constitution:
- (a) **Headings** are for convenience only and do not affect the interpretation of this Constitution;
 - (b) Reference to one **gender** does not include any other gender;
 - (c) The word **"person"** includes a body corporate;
 - (d) The meaning of general words is not limited by specific examples introduced by the words "including", "for example" or similar expressions.
- 2.57. Where a word or expression is given a particular meaning, other parts of speech and grammatical forms of that word or expression have a corresponding meaning.

3. OBJECTS

The objects for which DSA is established are:

Promotion and Development of DanceSport

- 3.1. To promote, protect and advance the character, status and interests of DanceSport generally, and to encourage, foster, develop, extend and govern all forms of DanceSport in Australia.
- 3.2. To promote a strong, rigorous, anti-doping policy enforcement environment within DanceSport which condemns the use of prohibited substances and methods in sport that are contrary to the ethics of sport and potentially harmful to the health of athletes.
- 3.3. To coordinate, encourage, assist and support the legitimate DanceSport related activities of DanceSport schools; and to promote honourable practice, repress malpractice and to settle disputed points of practice between or amongst the proprietors or operators of DanceSport schools.
- 3.4. To enter into sponsorship agreements and make such by-laws, rules and regulations as are necessary to enforce DSA's obligations under its sponsorship agreements.
- 3.5. To arrange, promote or organise as it sees fit DanceSport competitions, tournaments, festivals, exhibitions, trials and matches.
- 3.6. To select, support or sponsor any representative team or teams for any purposes associated with DanceSport; and to control and discipline any member of a representative team before, during and after the team's participation in a representative event.
- 3.7. Subject to this Constitution, to do all such things as are required by, or incidental to, the requirements for membership of any organization having Official Recognition.

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- 3.8. To represent DanceSport in dealing with the Olympic Movement in Australia, other sporting bodies, and with any Government or government authority, Federal, State, Municipal or otherwise.
 - 3.9. To encourage the development of high performance DanceSport as well as DanceSport for all.

Management and Administration

- 3.10. To obtain from any National, State or local Government or sporting authority (including the ASC) any recognition, rights, privileges and concessions, which DSA may think desirable; and carry out, exercise and comply with any resulting arrangements.
- 3.11. To authorize ASADA, and any other organization having Official Recognition, to regulate matters of anti-doping in DanceSport.
- 3.12. To develop and foster a corporate government structure which establishes the roles of the National Council, Managing Committee, Commissions and Branch Boards, including the management of Commissions, with a balance of skills, experience and independence appropriate to the nature and extent of the DSA operational requirements at Branch, national and international level, and in accordance with any Australian Government requirements.
- 3.13. To do all such other things as may be incidental or conducive to and solely for the attainment of the above objects or any of them including:-
 - (a) To take or otherwise acquire and hold shares or other interests in any other Company having objects altogether or in part similar to those of DSA or carrying on any business or undertaking capable of being conducted so as directly or indirectly to benefit DSA.
 - (b) To promote any company or companies for the purpose of acquiring all or any of the property and rights and undertaking any of the liability of DSA or for any other purpose, which may seem directly or indirectly calculated to benefit or further the objects of DSA.
 - (c) To acquire by purchasing, taking on lease or otherwise, lands and buildings and any other property real or personal DSA may from time to time think proper to acquire and to hold and use such property and to re-sell, under-lease or sub-let, surrender, turn to account or dispose of the same or any part thereof and to erect any buildings for the purposes of DSA and to maintain improve alter or add to any buildings.
 - (d) Generally to purchase take on lease or in exchange hire or otherwise acquire any real and personal property and any rights or privileges which DSA may think necessary or convenient for the purposes of its business or the furtherance of its objects.
 - (e) To sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of DSA.
 - (f) To invest and deal with the moneys of DSA not immediately required in such manner as may from time to time be determined.
 - (g) To lend money to such persons or companies whether members of DSA or not and on such terms as may seem expedient and to guarantee the performance of contracts by any such persons or companies.

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- (h) To borrow or raise or secure the payment of money in such manner as DSA may think fit and to secure the same or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by DSA in any way and in particular by the issue of debentures perpetual or otherwise, charged upon all or any of DSA's property (both present and future) and to purchase, redeem or pay off any such securities.
 - (i) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable interests.
 - (j) To borrow or raise or secure the payment of money in such manner as DSA shall think fit and in particular by the issue of debentures or debenture stock, perpetual or otherwise, charged upon all or any of DSA's property (both present and future) and to purchase redeem or pay off any such securities.
 - (k) To secure or undertake in any way the repayment of monies lent or advanced to or the liabilities incurred by any member of DSA or any other person.
 - (l) And otherwise to assist any member of DSA and other persons.
 - (m) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit DSA, its offices or members.
 - (n) To make payments towards insurance.
 - (o) To subscribe or guarantee monies for charitable or benevolent objects, or for any exhibition, or for any public, general or useful object.
 - (p) To print and publish any newspapers, periodicals, books, calendars, films, filmstrips, tape or electronic recordings or any other materials, or maintain a website or websites for the promotion of the objects of DSA.
 - (q) To undertake and execute any trusts the undertaking whereof may seem desirable, either gratuitously or otherwise.
 - (r) To oppose any bills, proceedings, or applications which may seem calculated directly or indirectly to prejudice the interest of DSA or members of DSA.
 - (s) To pay for, aid in, and contribute towards carrying the same into effect; and to appropriate any of DSA's assets to defray the necessary costs, charges and expenses thereof.
 - (t) To procure DSA to be registered or recognised in any of the States of the Commonwealth of Australia or in any other Territory or place outside Australia.
 - (u) To sell, improve, manage, develop, exchange, lease, mortgage, enfranchise, dispose of, turn to account, or otherwise deal with all or any part of the real and personal property and the rights of DSA.
 - (v) To do all such other things as are incidental or conducive to the attainment of the above objects and to the advancement of the interests of DSA.
- 3.14. To create, develop and maintain its intellectual property and protect its intellectual property rights from unauthorised use.
- 3.15. To license its intellectual property as it sees fit including the use of the DanceSport Australia logo and other of its marketing properties and receive fees for those licences; or otherwise to restrict the use of any such properties as DSA may see fit.

Membership, registration and licences

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- 3.16. To accept as members any persons who participate in or support the sport of DanceSport and who qualify for membership under this Constitution as amended from time to time; and to regulate the conduct of its members.
 - 3.17. To establish and operate a combined registration/membership system thereby ensuring that DSA has the appropriate authority to govern the affairs of the DanceSport community, and to ensure that DSA remains representative of the whole of the DanceSport community.
 - 3.18. To establish and operate registration systems (separate from the combined registration/membership system) for competitors within externally managed DanceSport competition systems, social competitors, or competitors who are restricted to competitions in fad dances, or dances outside of the major DanceSport styles of dance, and for other supporters and friends of DanceSport.
 - 3.19. To accept as associate members any organisations that DSA deems appropriate and under such conditions (in addition to those laid down in this Constitution and any By-Laws of DSA) as DSA deems appropriate from time to time.

Standards, Accreditation and Qualifications

- 3.20. To grant accreditation and issue licences which designate the standard and status of DanceSport coaches, adjudicators and scrutineers, and to prescribe and receive fees for such accreditations.
- 3.21. To align DSA accreditations, attainments and qualifications for coaches to the Australian Qualifications Framework and issue qualifications and accreditations according to the standards and requirements of the Australian Qualifications Framework..
- 3.22. To prescribe and adopt standards and classifications of accreditations, attainments and qualifications for DanceSport coaches, adjudicators and scrutineers; and to prescribe and receive fees for such examinations, tests and other means of assessing applicants for such accreditations as DSA shall see fit.
- 3.23. To conduct examinations for the accreditation of adjudicators and to conduct such other examinations, tests, or development programs as DSA deems appropriate, or accredit organisations wishing to conduct such other examinations, tests, or development programs on behalf of DSA.
- 3.24. To establish and maintain a system of registration and accreditation of DanceSport competitions, and receive fees for such registrations.
- 3.25. To prescribe and adopt standards and classifications of accreditations for DanceSport competitions and prescribe and receive fees for assessing or reviewing applications for such accreditations.
- 3.26. To award titles of National, State, Territory or Regional Champions in any style of dance associated with DanceSport.
- 3.27. To grant certificates, medals and awards which designate the competency, standard and status of DanceSport competitors and others and to prescribe and receive fees for such accreditations.
- 3.28. To award degrees, diplomas, certificates and other qualifications whether honorary or otherwise; and to present awards of merit or other forms of qualification or recognition to competitors, coaches, adjudicators and such other persons or organisations as DSA may see fit.

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- 3.29. To prescribe and adopt standards for organisations wishing to be accredited to conduct examinations or other tests on behalf of DSA or present development programs on behalf of DSA; and to prescribe and receive fees for such accreditations.

Conduct and Disciplinary Procedures

- 3.30. To investigate the conduct of members and registered non members and provide penalties for breaches of the Constitution, rules, by-laws, codes of conduct and policy statements, including suspension or exclusion from registration and exclusion from or forfeiture of membership.
- 3.31. To investigate the conduct of members of associated bodies and other non registered persons and provide penalties for breaches of the DSA rules, by-laws and codes of conduct, including exclusion from registration and exclusion from attendance at any DSA registered or accredited event.
- 3.32. To establish or dissolve Branches and Sub-Branchees of DSA as the National Council deems necessary or expedient to protect and advance the character, status and interests of DanceSport generally, and to encourage, foster, develop, extend and govern local DanceSport activities.
- 3.33. To act as the supreme disciplinary and adjudicating body in respect to all matters pertaining to DanceSport in Australia; including questions of ethics, etiquette and good sportsmanship; and to arbitrate on disputes between or amongst the members of DSA.
- 3.34. To discourage and prevent any form of discrimination, violence and doping in all its forms in DanceSport.

By laws

- 3.35. To make by-laws, rules, policies and codes of conduct and to issue policy statements for the inculcation of sound practice in DanceSport and the prevention of illegal or dishonourable practices, including doping in all its forms, in DanceSport.
- 3.36. To establish and maintain codes of ethics and behaviour for coaches, competitors, adjudicators, officials and other registered and non registered members of the DanceSport community, and implement disciplinary action for breaches of those codes.
- 3.37. To establish and maintain standardised DanceSport competition rules and regulations and implement discipline for breaches of these rules and regulations.
- 3.38. To initiate and carry into effect in whatever way it may consider necessary or advisable any laws or by-laws, rules, regulations, policies, measures or schemes, to further the interests of DanceSport.

General

- 3.39. To do all such things as DSA may think desirable, that may be incidental or conducive to the attainment of the above objects or any of them, in respect of other activities or in other styles of dance that are not deemed to be DanceSport styles, but which support the development of DanceSport.
- 3.40. And it is hereby declared and the intention is that the objects specified in each paragraph of this clause shall except where otherwise expressed in such paragraph, be independent main objects and shall be in no way limited or restricted by reference to or inference from the terms of any other paragraph or the name of DSA.

4. APPLICATION OF LAW

- 4.1. Except so far as the contrary intention appears in this Constitution:
- (a) an expression has in this Constitution the same meaning as in the Corporations Act; and
 - (b) if an expression is given different meanings for the purposes of different provisions of the Corporations Act, the expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Corporations Act, the same meaning as in that provision of the Corporations Act.
- 4.2. Except to the extent of any inconsistency between this Constitution and the replaceable rules under the Corporations Act ("Rules"), the Rules apply to this Constitution.
- 4.3. DSA shall not support with its funds, or endeavour to impose on or procure to be observed by its members or others, any regulation or restriction which if an object of DSA would make it a trade union within the meaning of the Trade Union Act 1958 or any similar or substituted Act.
- 4.4. This Constitution shall be governed by and interpreted in accordance with the laws of the State of Victoria and the relevant laws of the Commonwealth.

5. INCOME AND PROPERTY

- 5.1. The income and property of DSA will be applied solely towards the promotion of the objects of DSA as set forth in this Constitution, and no portion of the income or the property of DSA will be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the persons who at any time are or have been members of DSA, or to any of them, or to any person claiming through any of them.
- 5.2. Nothing in this clause shall prevent the payment in good faith of remuneration to any officers or servants of DSA or to any member of DSA or other person:
- (a) for the payment of out-of-pocket expenses incurred by the officer in the performance of any duty as officer of DSA where the amount payable does not exceed an amount previously approved by the National Council.
 - (b) for the payment of any service rendered to DSA by the officer in a professional or technical capacity, other than in the capacity as officer, where the provision of the service has the prior approval of the National Council and where the amount payable is approved by the National Council and is not more than an amount which commercially would be reasonable payment for the service.
 - (c) for payment of any salary or wage due to the officer as an employee of DSA where the terms of employment have been approved by the National Council; or
 - (d) for the provision of a financial benefit to an officer to which Sub-section 243K(7A) of the Corporations Act refers or payment of an insurance premium in respect of a contract insuring an officer to which Sub-section 243K(7B) of the Corporations Act refers.

6. LIABILITY OF MEMBERS AND CONTRIBUTION ON WINDING UP

- 6.1. The liability of the members is limited.
- 6.2. Each member of DSA undertakes to contribute to the assets of DSA in the event of its being wound up while he/she is a member or within one year after he/she ceases to be a member, for payment of the debts and liabilities of DSA contracted before the time at which he/she ceases to be a member, and for the costs, charges and expenses of winding up and for adjustment of the rights of the contributories amongst themselves, such amount as may be required, not exceeding twenty dollars (\$20.00).

7. DISTRIBUTION OF PROPERTY ON WINDING UP

- 7.1. If upon winding up or dissolution of DSA there remains after satisfaction of all its debts and liability any property whatsoever, the same shall not be paid to or distributed amongst the members of DSA but shall be given or transferred to some Australian institution or institutions having objects similar to the objects of DSA and whose Memorandum of Association or Constitution shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on DSA under or by virtue of Clause 5 hereof.
- 7.2. Such institution or institutions to be determined by the members of DSA at or before the time of dissolution, and in default thereof, by such judge of the Supreme Court in the State of Victoria.

PART 2 – MEMBERSHIP

8. MEMBERSHIP CATEGORIES

- 8.1. There shall be the following classes of membership:
- (a) Ordinary membership – which shall be comprised of natural persons who are accepted into ordinary membership under clause 10.2 of this Constitution.
 - (b) Associate membership – which shall be comprised of corporations accepted by the National Council as Associate members under clause 10.4 of this Constitution.
 - (c) Honorary membership – which shall be comprised of natural persons deemed appropriate by the National Council. Honorary membership may be granted for a limited period or for life.
 - (d) Life membership - which shall be comprised of such natural persons as the National Council recognises from time to time for their exceptional achievements in DanceSport or by their service to DSA.
- 8.2. No person is entitled to hold a membership of DSA on behalf of another person, nor will DSA recognise the right of any person to hold an interest in or right to the membership (in any class of membership) of another person, except as a duly appointed proxy for those meetings where a member is entitled to appoint a proxy.

9. PATRON

- 9.1. A National Patron or Patrons of DanceSport Australia may be appointed from time to time by the National Council on a recommendation of the Managing Committee and the Patron shall thereupon be deemed to be an Honorary Member of DSA.
- 9.2. Branch Patrons of DanceSport Australia may be appointed from time to time by the relevant Branch Board and the Branch Patron shall thereupon be deemed to be an Honorary Member of DSA.

10. ELIGIBILITY FOR MEMBERSHIP

- 10.1. Any natural person committed to the objects of DSA and agreeing to abide by this Constitution and any by-laws authorised thereby shall become an ordinary member of DSA if and only if all of the following criteria are met:
- (a) The person is sixteen (16) years of age or over and has been resident in Australia for a cumulative period of not less than six months or is eligible for permanent residence in Australia; and
 - (b) The person has not been expelled or suspended from membership of DSA; and
 - (c) The Ethics and Compliance Commission has not made any determination that the person should be refused membership or permanently refused registration; and
 - (d) The person has agreed to be bound by this Constitution and any by-laws hereunder, including the Rules of DanceSport; and
 - (e) The person has been a registered non member for not less than twelve (12) calendar months immediately prior to their membership application, or the person is a current member, or the person has been granted honorary membership; and

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- (f) The person has correctly completed and submitted the combined registration/membership application/renewal form for the current period together with the correct combined registration/membership fee for one of the full fee paying registration/licence categories, in accordance with the by-laws; and
 - (g) Notwithstanding any other provision, the person has paid a combined registration/membership fee not less than the General Member registration/membership fee; and
 - (h) The person has agreed in writing to provide a guarantee of not less than twenty dollars (\$20.00) to defray such liabilities and expenses of DSA upon its winding or dissolution; and
 - (i) The national membership register is open.
- 10.2. Any natural person who qualifies for membership under clause 10.1 and who has not been referred to the Ethics and Compliance Commission pursuant to clause 10.3, shall after a period of twelve (12) months from the date of first registration or from such later date as provided in clause 11.3, be automatically accepted into DSA membership as an ordinary member, thereby ensuring that DSA has the appropriate authority to govern the affairs of the DanceSport community, and to ensure that DSA remains representative of the whole of the DanceSport community.
- 10.3. The National Council or its nominee may refer the case of any registered non member or any other non member, to the Ethics and Compliance Commission for consideration of exclusion from DSA membership. The Ethics and Compliance Commission may decline any application by a natural person for DSA membership. The Ethics and Compliance Commission shall not give reasons why an application for membership has been rejected.
- 10.4. An organization with Official Recognition (incorporated or otherwise) may subject to this clause and at the absolute discretion of the National Council, be admitted to associate membership
- 10.5. Every application for membership (or renewal of or re-admission to membership) shall be in such form as prescribed by the National Council, signed or otherwise confirmed by the applicant and shall also be accompanied by the appropriate membership fee.
- 10.6. Except for proxy voting (see clause 12.6) the rights of members are personal and are not transferable or transmissible.

11. REGISTER OF MEMBERS

- 11.1. The CEO will maintain or cause to be maintained a national membership register, which shall be held at the head office of DSA.
- 11.2. The national membership register shall contain the names of all members, and a person shall not be a member unless their name is recorded in the membership register. The national membership register may also contain other information about the member, including but not limited to the member's registration or licence status. For the avoidance of doubt, the completion of a registration/membership renewal form and payment of monies shall not of itself constitute a renewal entry in the national membership register.
- 11.3. The national membership register shall be closed on 1 August of each year and not re-opened until the later of:

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- (a) 31 October in the same year; or
 - (b) The day after the date on which the AGM of the company in that year is completed.
- 11.4. The residential address of the member in the national membership register shall determine the Branch to which the member belongs.

12. MEMBERS RIGHTS AND OBLIGATIONS

- 12.1. No category of membership confers on the member an automatic right to be or remain registered or licensed in any of the categories set out in the DSA Rules of DanceSport or in the by-laws.
- 12.2. Any ordinary member who does not lodge a completed combined registration/membership renewal form and appropriate fee within three (3) months of the due date for renewal of membership will be deemed to be not a financial member.
- 12.3. Ordinary membership terminates on the Termination Date.
- 12.4. If a person whose membership terminated on the Termination Date in the current year, submits the combined registration/membership renewal form for the current period together with the combined registration/membership fee for one of the full fee paying registration categories after the Termination Date in the current year; then notwithstanding that the person's registration or licence may be immediately renewed, the person's financial membership shall not be renewed until the membership register is re-opened. During that period the person shall not be a member and shall not have a right of audience, address or voting at any meeting of DSA's members, and shall not have the right to stand for election to a Branch Board or the National Council.
- 12.5. Only financial ordinary members and life members (including honorary life members) shall have the right of audience, address and voting as hereinafter provided at any meeting of DSA's members, and the right to stand for election to a Branch Board or the National Council as provided hereunder (see method of election for Branch Boards and National Council).
- 12.6. Proxy voting is allowed for financial ordinary members and life members in accordance with S249X of the Corporations Act at any DSA General Meeting or Branch General Meeting, but is not permitted in any other circumstances. Except for proxy voting, the rights of any member shall not be transferable.
- 12.7. Associate Members shall by their duly appointed representatives:
- (a) Have the right to attend and speak but not to vote at any DSA General Meeting (provided that if the Associate Member is a body corporate, then its representative shall be appointed by a power of attorney).
 - (b) Not have the right to stand for election to a Branch Board or the National Council.
- 12.8. Honorary members (other than honorary life members – see clause 12.5) shall have the right of audience and address at any meeting of DSA's members, but shall not have voting rights or any right to stand for election to a Branch Board or the National Council.
- 12.9. Life members have the same rights and obligations as ordinary members except that they shall not be required to pay any annual membership/registration fee.

13. MEMBERSHIP FEES

- 13.1. The National Council shall determine membership fees, which may at the discretion of the National Council include an initial entry fee, re-entry fee or a one-off levy.
- 13.2. The renewal date for membership shall be 1st January in each year, or such other date as shall be determined by the National Council.
- 13.3. No reduction or remission of membership fees shall be made or allowed for any part year membership except with the approval of National Council.
- 13.4. Additional membership fees for the current year shall not be imposed on financial members transferring from one Branch to another.
- 13.5. No reimbursement of the combined registration/membership fee shall be made in the event of a resignation, suspension or expulsion from membership, or if a person transfers to a registration/membership category with a lower annual fee.
- 13.6. Unless otherwise directed by National Council, where a member transfers to a registration/membership category with a higher annual fee, only the increment in the combined registration/membership fee shall be payable.
- 13.7. Renewals of membership after a period of twelve (12) months from the date on which the applicant's latest renewal became due, may at the discretion of the National Council be subject to a re-entry fee which shall not exceed the amount of any membership fees for the intervening period plus any other amounts owing to DSA by the applicant.

14. CESSATION OF MEMBERSHIP

- 14.1. Membership of DSA will terminate upon:
 - (a) The Branch Executive Officer or the CEO or the DSA Secretary receiving a letter of resignation from the member.
 - (b) A member being expelled in accordance with this Constitution.
 - (c) The death of a member or in the case of a corporation, the corporation becomes insolvent or enters into liquidation, or enters into any arrangement or composition with its creditors or any of them, or has a receiver or receiver and manager or trustee or administrator or agent in possession appointed.
 - (d) A member ceasing to be eligible for membership under the provisions of clause 10.
 - (e) A member not renewing their membership in accordance with the provisions of clause 12.
 - (f) An Associate member ceasing to satisfy the requirements described in clause 8.1(b) as determined by special resolution of a DSA General Meeting on the recommendation of National Council.
 - (g) A member taking legal action contrary to the provisions of clause 29.1 or clause 29.2.
- 14.2. A member whose membership of DSA is terminated will be liable for all moneys due by that member to DSA in addition to any sum for which the member is liable under clause 6 of this Constitution.
- 14.3. A member whose membership is terminated will not make any claim, monetary or otherwise, on DSA, its funds or property except as a creditor thereof.

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- 14.4. Any person or corporation who for any reason ceases to be a member shall no longer represent themselves in any manner as being a member.
 - 14.5. No person may become a national councillor of DSA following expulsion or during suspension unless such a person is subsequently readmitted as a member.

PART 3 - MANAGEMENT

15. BRANCHES

- 15.1. There shall be Branches of DSA which shall be constituted or dissolved by the National Council, but not otherwise.
- 15.2. The National Council may form a Branch of DanceSport Australia in any State, Territory, or Dependency of the Commonwealth or part or combination thereof.
- 15.3. The National Council may attach members of DSA to a Branch:
- (a) located where no coverage is provided by an existing Branch; or
 - (b) where a Branch has been closed; or
 - (c) where members are resident or stationed overseas
- 15.4. A Branch shall not act independently or in conflict with or contrary to or in breach of DSA policy in any matter which has been determined, and or directed, by National Council or National Council's authorised representative.
- 15.5. The National Council shall have the power to intervene inter alia in a Branch's affairs and take over the administration of the Branch, or place it under the administration of the Board of another Branch or the Managing Committee or the CEO, in the following circumstances:
- (a) If requested by a Branch Board;
 - (b) If a Branch Board is not operating in a Branch or is unable to achieve a quorum;
 - (c) In order to conduct a Branch General Meeting and election where there is division within a Branch (as demonstrated by a petition from the lesser of thirty (30) members or fifteen (15) per cent of the total voting membership of the Branch);
 - (d) Where the Branch Board does not comply with a decision or direction of the National Council, with a specific direction from Managing Committee, or with the Constitution or by-laws made hereunder;
 - (e) If in the opinion of the National Council, a Branch General Meeting has not been called at a reasonable time or at a reasonable venue, or members of the Branch were not given reasonable notice of a Branch General Meeting;
 - (f) If a Branch General Meeting has not been held in the last twenty four (24) months and/or the Branch is unable to get a quorum for such meeting;
 - (g) If a Branch Board election has been conducted in such manifest breach of procedures or of this Constitution that the National Council at its sole discretion believes it is unsafe to rely on the outcome of that election;
 - (h) If the Branch is unable to maintain such part of the combined DSA registration/membership system as requested by the CEO;
 - (i) To ensure compliance with a National Council endorsed DSA agreement with a third party; and
 - (j) To ensure compliance with the Corporations Act.

16. BRANCH BOARDS

- 16.1. Management of each Branch shall be vested in the Branch Board which shall have

full power to act in the name of the Branch in accordance with this Constitution and any by-laws made hereunder.

- (a) Subject to its obligations to the National Council as set out in clause 15.4 or else as expressed or implied by this Constitution, the Branch Board shall generally manage the affairs of the Branch and shall consider all matters which it may deem to be of interest and/or benefit to the Branch and its members and shall communicate such considerations to its Branch members by means of publications, forums and meetings.
- (b) A Branch may refer any matter which it deems to be of interest and/or benefit to DSA generally including matters concerning members of DSA to the National Council, the Managing Committee an appropriate DSA Constitutional or other Commission, or to other Branch Boards.

16.2. Without limiting the generality of clause 16.1 above, the Branch Board shall:

- (a) Subject to the procedures set out in this Constitution and any by-laws hereunder, discipline the holder of any registration or licence with DSA and suspend or terminate the membership of any member of the Branch who in their opinion has ceased to qualify for membership of DSA;
- (b) Consider and provide timely feedback on proposals and policies formulated by any of the Commissions established by National Council; and
- (c) Keep up to date the accounts, records, minutes of meetings and books of the Branch and make them available for inspection by the National Council or its nominee or by DSA's auditors; or otherwise as required to meet the provisions of the Corporations Act, the provisions of any sponsorship agreement endorsed by the National Council or the requirements of a Government or government authority.

16.3. Subject to its obligations to the National Council, the Branch Board may:

- (a) Appoint a Branch Registrar, who shall be responsible to the CEO for the maintenance of such registration or recording system as may be requested by the National Council;
- (b) Fill or decline to fill any casual vacancies on the Branch Board, provided that there are at least seven members on the Branch Board;
- (c) If necessary, appoint any of its members as an assistant to the Branch Executive Officer;
- (d) Appoint a returning officer for Branch elections;
- (e) Grant Honorary Membership to any person provided always that such members comply with the conditions of membership;
- (f) Appoint Branch Standing Committees matching the functions of the Commissions created by National Council, or other special purpose sub-committees, project managers, project teams or work groups as it may deem necessary;
- (g) Delegate some or all of its powers to a committee of Branch Directors, for a limited period or between meetings of the Branch Board; and
- (h) Appoint and authorise such person or persons as it thinks fit, to act as its representative at a meeting or meetings of State sport organisations, dancing organisations, and any other organisations, bodies corporate or Government Bodies as the Branch Board deems fit.

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- 16.4. Branch Boards shall consist of up to 14 members of DSA who are part of that Branch, and wherein:
- (a) The members of a Branch Board shall be called Branch Directors. Such persons acting in this capacity are not directors of DSA within the meaning of the Corporations Act;
 - (b) Nine (9) of the Branch Directors shall be elected as representatives of their registration/licence category in accordance with the provisions of clause 18; and
 - (c) The Branch Directors may by a majority vote of the Board as a whole appoint or decline to appoint further Branch Directors, up to the maximum number permitted under this clause; except that if the Branch Board proposes to appoint further Branch Directors to bring the total number of Branch Directors to greater than nine, such appointment shall not be effective unless there are at least two Branch Directors who are licensed coaches and two Branch Directors who are registered competitors.
- 16.5. A person may not be appointed as a Branch Director unless they have provided a signed consent to act as a Branch Director in the exact form prescribed by National Council.
- 16.6. Branch Directors shall hold office until the completion of the next Branch General Meeting called for the purpose of electing a new Branch Board, or until they resign from the Branch Board or cease to qualify for membership of DSA.
- 16.7. The Branch Directors shall elect from their number a Chairman, Executive Officer and Treasurer. If the office of Branch Chairman, Executive Officer or Treasurer becomes vacant the Branch Board shall appoint a successor to that office.

17. BRANCH GENERAL MEETINGS

- 17.1. The Branch Board or the National Council may at any time convene a Branch General Meeting on any matter.
- 17.2. A Branch General Meeting shall be held in each calendar year in each Branch at such time and place as may be reasonably determined by the Branch Board, but within such period as may be nominated by National Council.
- 17.3. The National Council shall nominate a period in each even numbered calendar year, within which a Branch General Meeting shall be conducted in each Branch for the purpose of conducting a Branch Board election.
- 17.4. Only financial ordinary members who are part of a Branch shall be eligible to attend and vote at a Branch General Meeting; provided that nothing shall prevent the National Council from nominating a representative or representatives to attend and speak on behalf of National Council at a Branch General Meeting

18. BRANCH ELECTIONS

- 18.1. Election of the following Branch Directors as representatives of their registration/licence category shall take place in even numbered years:
- ◆ 2 coaches;
 - ◆ 2 competitors;
 - ◆ 5 general members

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- 18.2. All voting for Branch Directors as representatives of their registration/licence category shall be either in person or by proxy.
 - 18.3. Voting rights shall be determined by entry in the national membership register and shall be subject to the following further restrictions:
 - (a) Only members of the Branch are eligible to vote.
 - (b) Only licensed coaches may nominate and/or vote for coach representatives.
 - (c) Only registered competitors may nominate and/or vote for competitor representatives.
 - (d) All financial ordinary members and life members may nominate and/or vote for general member representatives.
 - (e) A financial member who is a licensed coach may nominate and vote in both the coach category and in the general member category.
 - (f) A member who is a competitor may nominate and vote in both the competitor category and in the general member category.
 - (g) A member who is a competitor and a coach may nominate and vote in all three categories.
 - 18.4. Nominations for Branch Board must be submitted in the form and within the time frame as determined by National Council from time to time.
 - 18.5. Nominations for Branch Board must be submitted to the person appointed by the Branch Board as the receiver of nominations, except that the National Council shall have the power to override any such appointment. Nominations may be submitted by the nominee and do not need to be seconded.
 - 18.6. A member may nominate for more than one category of representative.
 - 18.7. The list of nominated candidates in each category shall be prepared in alphabetical order.
 - 18.8. The order of election shall be first for coaches, second for competitors and third for general members.
 - 18.9. In the case of Branch elections the returning officer shall be appointed by the Branch Board, except that the National Council shall have the power to override any such appointment.
 - 18.10. Voting shall be by secret ballot and shall be on a first past the post basis. That is to say a preferential system of voting shall not be used.
 - 18.11. If any candidate has already been elected to another category, the returning officer shall delete the name of that candidate from the list of candidates for other categories.
 - 18.12. If the number of candidates nominated in a category is less than the number of vacancies in that category, then all the candidates concerned are automatically deemed elected subject to their acceptance. The remaining positions may then be filled at the discretion of the Branch Board, except that any person so appointed must have the same category of registration as the vacancy in that representative category.
 - 18.13. If there be no nomination or insufficient nominations for any category, those positions shall remain vacant and may be filled by the incoming Branch Board at its discretion.

18.14. If there is a tie between two or more candidates for the last position in a category, the candidates shall first be invited to resolve the matter between them by withdrawal of one of them from that election category. If the candidates fail to resolve the matter, the eligible voters (in the relevant category) present at the meeting shall decide on the successful candidate for the last position, by a majority vote in a separate secret ballot. If the separate secret ballot results in a tie, neither candidate will be deemed to be elected. Nothing in this clause shall prevent the Branch Board from filling a vacancy on the Branch Board.

19. NATIONAL COUNCIL

- 19.1. There shall be a National Council of DanceSport Australia consisting of up to 16 natural persons.
- 19.2. A new National Council shall be appointed at the AGM in every odd year, except that if no eligible candidates for National Council are approved by the AGM, the President shall continue in office until a new DSA General Meeting can be called.
- 19.3. Subject to clause 19.2 the term of all National Councillors expires at the end of the AGM in every odd year.
- 19.4. National Councillors are appointed by resolution passed at a DSA General Meeting, or by a resolution of the National Council in accordance with S201H of the Corporations Act.
- 19.5. Nominations for National Council may not be considered by a DSA General Meeting unless the nominations are of eligible candidates.
- 19.6. An eligible candidate is either:
- (a) A person who has been elected as a candidate (“**representative candidate**”) or tied for election as a candidate for National Council (“**tied candidate**”) in a national mail ballot as representatives of their registration/licence category in accordance with the provisions of clause 20; or
 - (b) A person appointed by a majority vote of existing National Councillors to National Council in accordance with S201H of the Corporations Act, who are presented for confirmation by the next DSA General Meeting in accordance with S201H of the Corporations Act
- 19.7. The National Council may at its discretion appoint or decline to appoint further National Councillors in accordance with S201H of the Corporations Act, up to the maximum number permitted under clause 19.1 above.
- 19.8. If a person is appointed as a National Councillor by the other National Councillors, the appointment must be confirmed by resolution at the next AGM in accordance with S201H of the Corporations Act. If the appointment is not confirmed, the person ceases to be a National Councillor at the end of the AGM.
- 19.9. Nothing in this clause shall prevent the incoming National Council from appointing (or not appointing) a person as a National Councillor in accordance with S201H of the Corporations Act.
- 19.10. Provided that at least two (2) months notice can be given prior to the AGM and subject to the provisions of S203D of the Corporations Act, the National Council may decide by simple majority to propose a motion to the AGM in an even numbered year, for the removal of a National Councillor.
- 19.11. A resolution may be proposed at a DSA annual general meeting to confirm the

appointment of all candidates for National Council as a group, provided that:

- (a) There are no tied candidates vying for appointment to National Council; and
- (b) The meeting first resolves that the confirmations may be voted on together and there is no vote cast against the resolution to confirm the election as a group; and
- (c) If there are one or more votes against the above resolution, each nomination for National Council shall be confirmed or not confirmed by a separate vote.

19.12. Notwithstanding any other clause in this Constitution, a person may not be appointed as a National Councillor unless they have provided a signed consent to act as National Councillor in the form prescribed by the National Council from time to time.

19.13. A National Councillor may only appoint as an alternate a person who is currently serving on a Branch Board to exercise some or all of the National Councillor's powers.

20. REPRESENTATIVE CANDIDATES FOR NATIONAL COUNCIL

20.1. There shall be a national mail vote or equivalent procedure approved by National Council, to elect representative candidates.

20.2. Representative candidates shall be elected on a first past the post basis. A preferential system of voting shall not be used.

20.3. Representative candidates shall be elected as follows:

- (a) Two (2) coach representatives.
- (b) Two (2) competitor representatives.
- (c) Six (6) general member representatives.

20.4. Nominees for representative candidates in the coach and competitor categories must be registered at the time of nomination in the same registration category (coach or competitor) in which they nominate.

20.5. To be eligible to stand for election as a representative candidate, a nominee must be a currently serving Branch Board member or National Councillor or have served a minimum of two (2) years on a Branch Board or National Council,

20.6. Representative candidates may not stand in more than one category.

20.7. Subject to clause 20.5 and clause 20.6, any financial ordinary member or life member may nominate as a representative candidates in the general member category.

20.8. Nominations for a position of representative candidate must be in writing (or by fax or e-mail), can be submitted by the nominee and must be lodged before the cut off date at the national office and do not need to be seconded.

20.9. The list of nominees standing for election as representative candidates in each registration category shall be prepared in alphabetical order.

20.10. Voting rights for the election of representative candidates shall be determined by entry in the national membership register as at 1 August in the election year.

- (a) Only financial ordinary members and life members who are registered coaches may vote for representative candidates in the coach category.
- (b) Only financial ordinary members and life members who are registered competitors may vote for representative candidates in the competitor

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- category.
- (c) All financial ordinary members and life members may vote for representative candidates in the general member category.
 - (d) A financial ordinary member or life member who is a coach may vote in both the coach category and in the general member category.
 - (e) A financial ordinary member or life member who is a competitor may vote in both the competitor category and in the general member category.
 - (f) A financial ordinary member or life member who is a competitor and a coach may vote in all three categories.
- 20.11. The returning officer for the election of representative candidates shall be DSA's external auditor, unless he/she declines, in which case the returning officer shall be appointed by the National Council.
- 20.12. If there is a tie between two or more candidates for the last representative position in a category, (coach representatives, competitor representatives, or general member representatives), and the matter is not resolved by the withdrawal of all but one of them from that election category; then all the tied candidates shall be nominated to one position on the National Council, and voted on by the AGM.

21. POWERS AND DUTIES OF THE NATIONAL COUNCIL

- 21.1. Unless otherwise stated in this Constitution, the National Council shall have entire control and management of DSA, and provide direction to the affairs and responsibilities of the Managing Committee, Branch Boards and Commissions, and any other sub-committees formed for specific purposes.
- 21.2. The National Council shall:
- (a) Provide strategic guidance for the company and effective oversight of the Managing Committee, Commissions, Branch Boards and any voluntary or employed management, project managers or representatives of DSA;
 - (b) Clarify the roles and responsibilities of any voluntary or employed management, project managers or representatives of DSA in order to facilitate National Council accountability to DSA and its members; and
 - (c) Allocate tasks to the Commissions where policy needs to be developed or a program implemented.
- 21.3. The National Council may from time to time make, alter and repeal any by-law, policy statement and other directive as it may deem necessary or expedient for the proper conduct and management of DSA or in any wise in relation thereto and in particular but not exclusively it may by by-law regulate:
- (a) Such matters as it is specifically by this Constitution empowered to do;
 - (b) Competition rules and regulations regarding the conduct of DanceSport Competitions; and
 - (c) Generally all such matters as are not by this Constitution or by the Corporations Act reserved for decision by the members as a whole.
- 21.4. Without limiting the generality of clauses 21.1, 21.2 and 21.3 above, the National Council shall have power to:
- (a) Supervise, manage and control all property and funds of DSA, providing that it shall carry out, exercise and comply with any arrangements properly

entered into with any National, State or local Government or Sporting Authority.

- (b) Accept or reject (but not alter) the recommendations of the Constitutional Commissions.
- (c) Appoint such Commissions as it may deem necessary in carrying out its duties.
- (d) Subject to clause 23.8, delegate all or any of its powers to the Managing Committee or to a sub committee of National Councillors.
- (e) Determine all fees including membership fees, appeal fees, and any other fees for service that may be required from time to time.
- (f) Appoint and authorise any person as it thinks fit to act as its representative at any meeting of any organization having Official Recognition.
- (g) Grant Life membership or Honorary membership or Honorary Life membership of DSA to any person provided always that such members comply with the conditions of membership.

22. NATIONAL COUNCIL - MEETINGS

- 22.1. National Council shall meet whenever it so decides or whenever determined by the President, or by a National Councillor giving reasonable notice individually to every other National Councillor.
- 22.2. Subject to clause 22.5, National Council meetings shall be held by teleconference, except where the National Council decides to hold an in person meeting. A decision made in a National Council teleconference shall have the same force and effect as if made in meeting assembled.
- 22.3. For in-person meetings, the President or his nominee shall give fourteen (14) days notice of National Council meetings to National Councillors and shall forward a copy of the agenda at least seven (7) days prior to the meeting.
- 22.4. For teleconference meetings, the President or his nominee shall give such reasonable notice as the agenda items for the meeting require.
- 22.5. An annual in-person National Council meeting shall be held once at least during each calendar year.
- 22.6. The National Council, or failing it, the Managing Committee, shall determine the date, time and place of all in-person National Council meetings.
- 22.7. The business of the annual National Council meeting shall be:
 - (a) To receive and consider the DSA Annual Report, reports of the Managing Committee and reports of the Commissions.
 - (b) To approve the work of the Managing Committee.
 - (c) To receive and consider the Treasurer's Report and Financial Statements.
 - (d) To appoint or reappoint the Managing Committee.
 - (e) To appoint or reappoint the members of all Commissions.
 - (f) To transact other such business as may be transacted at National Council meetings.
- 22.8. The Chair shall not have a second or casting vote in any vote taken by the National Council and in the event of an equality of votes the matter shall be determined in the

negative.

23. PRESIDENT AND MANAGING COMMITTEE

- 23.1. National Councillors shall by a majority of those voting appoint a President from amongst themselves, who shall be titled President of DanceSport Australia.
- (a) If there are two candidates for President and voting is tied, there shall be a revote for those two candidates. If voting is still tied on the revote then the successful candidate shall be decided by a coin toss.
 - (b) Where there are more than two candidates for the position of President, and no candidate gains a majority vote, the candidate with the least votes shall be eliminated and a new vote shall be taken amongst the remaining candidates.
- 23.2. The term of office of the President shall be 2 years, except that:
- (a) The National Council may decide on a different term of office at the time of appointment of the President, which term shall be not less than six (6) months and shall not exceed two (2) years from date of appointment; and
 - (b) Notwithstanding any other provision, the term of office of the President shall end at the moment that the President ceases to be a National Councillor.
- 23.3. No Councillor shall be elected to the office of the President for more than three successive terms, nor shall a Councillor serve a continuous period of more than six years in the office of the President. This clause shall not prevent a Councillor from serving as President if they have not held the office of President in the previous twelve (12) months.
- 23.4. The National Councillors shall appoint a Managing Committee which shall consist of the President and four (4) other National Councillors.
- 23.5. The term of office of the Managing Committee shall be 2 years, except that:
- (a) The National Council may decide on a different term of office at the time of appointment of the President, which term shall be not less than six (6) months and shall not exceed two (2) years from date of appointment;
 - (b) The National Council may fill a casual vacancy on the Managing Committee for the remaining term; and
 - (c) a person shall cease to be a member of the Managing Committee at the moment that they cease to be a National Councillor.
- 23.6. The resignation or removal of a person from the Managing Committee shall not of itself imply the resignation of that person from National Council.
- 23.7. The Managing Committee is a sub committee of the National Council with delegated powers from the National Council as set out herein. Subject to the limitations set out herein and in particular in clause 23.8 below, the Managing Committee shall have full power to act in the name of the National Council in accordance with the provisions and limitations of this Constitution, whenever the National Council is not in session.
- 23.8. The Managing Committee shall not exercise any of the powers of the National Council in relation to the clauses of the Constitution specified here below:
- (a) Powers Excluded clauses 9, 10, 13, 15, 19, 22, 23, 24 and clause 28.
 - (b) The Managing Committee shall not grant Life membership or Honorary membership or Honorary Life membership of DSA to any person.
- 23.9. Subject to the provisions of clause 21 hereof, the Managing Committee may also:

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- (a) Award National DanceSport Titles; and
 - (b) Grant promotional rights for National Championships.
 - (c) Interpret the by-laws, policy directives and other directions of the National Council.
- 23.10. The Managing Committee subject always to the review and supervision of the National Council may make decisions, give directions or implement actions in respect of the conduct of Branch elections, where a circumstance unforeseen in this Constitution arises, except that the Managing Committee shall not agree to any action or process, or give any direction or implement any action that is inconsistent with the provisions of this Constitution.
- 23.11. The work of the Managing Committee shall be conducted by correspondence except where a Managing Committee member requests a meeting by teleconference or where a majority of the Managing Committee agree to meet in person
- 23.12. Each Managing Committee member shall have one vote and the chairman shall not have a casting vote. In the event of an equality of votes, the matter shall be determined in the negative.

24. COMMISSIONS

- 24.1. Subject to clause 24.4 the National Council may create or abolish such Commissions as it deems fit, whose membership shall be determined by the National Council.
- 24.2. When setting up any Commission, the National Council shall define whether the Commission is a Constitutional Commission or not a Constitutional Commission.
- 24.3. Each Constitutional Commission shall have the right to make policy recommendations to the National Council, which the National Council may accept or reject but not alter, except with the express approval of the relevant Constitutional Commission chairman.
- 24.4. There shall be an Ethics and Compliance Commission defined as a Constitutional Commission, whose members shall be appointed by the National Council.
- 24.5. Commissions created by National Council that are not Constitutional Commissions shall be established or dissolved under such terms and conditions as the National Council may decide.

25. POWERS AND DUTIES OF COMMISSIONS

- 25.1. A Constitutional Commission created shall have three principal functions: Firstly the formulation of policy proposals, secondly the oversight of the implementation of policy approved by the National Council, and thirdly the execution of such regulatory powers as are delegated to it by the National Council.
- 25.2. A Constitutional Commission shall be entitled to exercise such reasonable discretion as is necessary and expedient in the execution of its regulatory powers, except that a Constitutional Commission shall not act contrary to any policy approved or directive issued by National Council.
- 25.3. A Constitutional Commission must refer any new policy to the next National Council meeting for approval.
- 25.4. The National Council may require a Commission to clarify its position on any policy implied by the execution of the Commission's regulatory power.

PART 4 – CONDUCT/DISCIPLINE/APPEALS

26. REGULATION OF CONDUCT OF MEMBERS

- 26.1. The National Council shall regulate the conduct of members. It shall make by-laws and issue pronouncements for the establishment of sound practice, the promotion of members of DSA, and the prevention of illegal and dishonourable practices and it may prohibit whatever conduct or practices in that regard as it thinks fit. It may investigate the conduct of members and provide penalties (including forfeiture of membership) through its Ethics and Compliance Commission for those members who breach this Constitution or any by-laws or pronouncements authorised hereunder.
- 26.2. Except in the case of an anti-doping violation, the Ethics and Compliance Commission or a Branch Ethics and Compliance Committee may require and/or impose a written undertaking from a member or individual or entity as an alternative to a disciplinary hearing or as an alternative to disciplinary action resulting from a hearing.
- 26.3. An enforceable undertaking issued or given under clause 26.2 shall be deemed to be a fundamental condition of membership for a member.

27. DISCIPLINARY ACTION AGAINST A MEMBER

- 27.1. If any member shall:
- (a) Wilfully infringe any of the Constitution or by-laws (including the Rules of DanceSport) of DSA;
 - (b) Be found to be guilty of any conduct which in the reasonable opinion of the Ethics and Compliance Commission or a Branch Ethics and Compliance Committee:
 - (i) is prejudicial to the interest of DSA or its members; or
 - (ii) is dishonourable conduct or conduct which could bring DanceSport into disrepute;
 - (iii) renders him or her unfit for membership;
 - (c) Before any court of law in Australia or elsewhere, pleaded guilty to or been found guilty of any criminal offence which has not been set aside on appeal, and which in the opinion of the Ethics and Compliance Commission or a Branch Ethics and Compliance Committee brings or is likely to bring discredit upon DSA;
- then the Ethics and Compliance Commission or the relevant Branch Ethics and Compliance Committee shall have power to admonish, reprimand or severely reprimand (with or without publication of the member's name), require and/or impose an undertaking from, suspend, accept the resignation of, or expel such member and erase his or her name from the national membership register.
- 27.2. No member shall be reprimanded, suspended or expelled unless such member has been given notice in writing of the charge against him or her at least fourteen (14) days before the meeting of the Ethics and Compliance Commission or the relevant Branch Ethics and Compliance Committee at which such charge is to be heard.
- 27.3. The member charged shall be entitled to attend the hearing for the purpose of answering the charge.

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- 27.4. The voting by the members of the Ethics and Compliance Commission or the relevant Branch Ethics and Compliance Committee present shall be by secret ballot and no motion by the Branch Ethics and Compliance Committee to reprimand, suspend or expel a member shall be deemed to be passed unless at least two-thirds of the members of the Ethics and Compliance Commission or the relevant Branch Ethics and Compliance Committee present, vote in favour of such motion.
- 27.5. If the member fails to attend at the time and place mentioned without reasonable excuse, the charge or complaint shall be heard and dealt with and the Committee will decide on the evidence before it, notwithstanding the member's absence.
- 27.6. A Branch Ethics and Compliance Committee may choose not to hear a matter and instead refer it directly to the Ethics and Compliance Commission. However the Ethics and Compliance Commission is not bound to take the case and upon reviewing the outline of the case, and taking into account the difficulty of hearing a case in a remote location, may direct the Branch Ethics and Compliance Committee to conduct a local hearing so as to collect evidence and determine the facts of the case.
- 27.7. If a decision is taken by a Branch Ethics and Compliance Committee, the member shall have the right to appeal the decision to the Ethics and Compliance Commission. The facts of any appealed matter as determined by the Branch Ethics and Compliance Committee shall not be disputed.
- 27.8. The sole grounds for an appeal to the Ethics and Compliance Commission shall be:
- (a) a breach of this Constitution by the Branch Ethics and Compliance Committee; or
 - (b) a misinterpretation of the by-laws (including the Rules of DanceSport) by the Branch Ethics and Compliance Committee; or
 - (c) a gross discrepancy in the disciplinary action handed down by the Branch Ethics and Compliance Committee, compared to other disciplinary action handed down; or
 - (d) that the decision was affected by actual bias or is obviously or self evidently so unreasonable that it can be said to be irrational.
- 27.9. A member may, subject to the provisions of clause 28, appeal a decision of the Ethics and Compliance Commission to the Appeals Tribunal.

28. APPEALS TRIBUNAL

- 28.1. There shall be an Appeals Tribunal which may hear appeals against decisions made by any Commissions defined herein, or decisions made by National Council, or decisions made by an appointee or representative of National Council.
- 28.2. The Appeals Tribunal shall not hear matters that should be addressed in the first instance to another Commission, committee or person or structure within DSA. The Appeals Tribunal is the final internal appeals mechanism within DSA.
- 28.3. In all matters other than Constitutional issues and rules interpretation, the only grounds for referring a matter to the Appeals Tribunal are that:
- (a) Due process had not been followed or the approved criteria (as set out in the DSA Rules or by-laws or other official DSA policy documents) had not been properly applied in the matter being appealed
 - (b) Natural justice was denied to the appellant; or

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- (c) The earlier decision of the Commission, committee or person or structure within DSA was affected by actual bias or is obviously or self evidently so unreasonable that it can be said to be irrational.

29. DISPUTES PROCESS & UNDERTAKINGS

29.1. It is a condition of continuing membership that any dispute or difference whatsoever between or amongst the members of DSA, or between DSA and a member or members, or arising out of or in connection with this Constitution and any by-laws authorised hereunder, shall be dealt with in the following way:

- (a) Any disputed finding in relation to anti-doping shall be dealt with in accordance with the provisions of the Australian Sports Anti-Doping Act and the member to whom a disputed finding refers agrees to indemnify DSA for any costs incurred by DSA directly as a result of the member disputing a decision to implement an ASADA decision.

- (b) In all matters other than anti-doping (including but not limited to Constitutional issues, rules interpretation, issues relating to selections, issues relating to disciplinary hearings, member protection, ethics and behaviour, and complaints of harassment or discrimination,) any dispute shall first be dealt with in accordance with the disciplinary and appeal procedures set out hereunder or in the by laws, and if the matter is still disputed, it shall be submitted to arbitration as hereinafter provided:

- (i) If the dispute is between DSA and a member or members, DSA shall have the pre-emptive right to refer the matter at its own cost for independent arbitration by an independent arbitrating body approved by the Institute of Arbitrators and Mediators Australia or its equivalent successor body and recommended by the ASC.

- (ii) If the dispute is between two or more members of DSA, either side to such a dispute or difference may serve upon the other a notice identifying such dispute or difference and requiring that it be referred for independent arbitration by an independent arbitrating body approved by the Institute of Arbitrators and Mediators Australia or its equivalent successor body and recommended by the ASC. The party or parties demanding the arbitration shall bear the cost of the mediation unless the arbitrator decides otherwise.

- (iii) Any arbitration under this clause shall be effected by a single arbitrator agreed upon between the parties within seven (7) days of the giving of the notice and failing such agreement then by a single arbitrator selected by the arbitrating body at the request of either party.

- (iv) Such arbitration shall be effected in accordance with the Commercial Arbitration Act of the State in which the matter is referred for arbitration.

- (v) A member dissatisfied with a decision made in relation to himself under this sub-clause surrenders any right they have to commence proceedings in a court in relation to any such dispute or to file any appeal, review or recourse to any state court or other judicial authority from the decision of the arbitrator.

29.2. A member refusing to abide by clause 29.1 shall be deemed to have submitted his or

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- her or its resignation from DSA membership.
- 29.3. DSA shall be at liberty to plead clause 29.1 in any court of law, arbitral tribunal or in any other proceedings or claim whatsoever arising out of or touching on any matter referred to or contained in clause 29.1 as a bar to such proceedings.
- 29.4. Notwithstanding any other clause in this Constitution, if this Constitution or its interpretation or any dispute arising out of this Constitution results in legal action, all members and DSA itself irrevocably agree to submit to the jurisdiction of the Supreme Court in the State of Victoria.

PART 5 - GENERAL

30. NOTICES/VOTING/PROXIES (CORPORATIONS ACT PROVISIONS)

- 30.1. A member of DSA who is entitled to attend and cast a vote at a DSA General Meeting or a Branch General Meeting may appoint a person as the member's proxy to attend and vote for the member at the meeting.
- 30.2. An instrument appointing a proxy shall be in writing and signed by the appointer or his attorney duly authorised in writing. Such instrument of proxy may be for a specified meeting and any adjournment thereof.
- 30.3. An instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument of proxy so provides, the proxy is not entitled to vote on the resolution except as specified in the instrument.
- 30.4. An instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 30.5. An instrument in writing appointing a proxy shall not be treated as valid unless the instrument, and the power of attorney or other authority (if any) under which the instrument is signed or authenticated, is or are deposited, not less than forty-eight (48) hours before the time for holding a meeting or adjourned meeting at which the person named in the instrument proposes to vote, at the registered office of DanceSport Australia, or at such other place in Australia as is specified for that purpose in the notice convening the meeting.
- 30.6. An instrument appointing a proxy whether for a specified meeting or otherwise shall be in the form or to the effect of the form prescribed here below and as amended by the National Council from time to time:

Proxy Form – DanceSport Australia

I.....DSA Member No:

of.....(address)

being a financial ordinary member of DanceSport Australia, hereby appoint:

The Chairman of the Meeting

OR (mark only one preference with an X)

Nominated proxy

If you are not appointing the Chairman of the Meeting as your proxy please write here the full name of the individual you are appointing as your proxy

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as my proxy to vote for me on my behalf at the General Meeting of the members of DanceSport Australia Ltd to be held on and at any adjournment of that meeting.

Voting directions* to your proxy – please mark to indicate your directions

	In Favour	Against	Abstain #
Resolution 1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Further Resolutions ...	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

* If you do not provide any directions, or do not provide direction on a particular resolution, your proxy may vote on your behalf according to their own decision.

If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

Dated this _____ day of _____

Signed _____

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- 30.7. A vote given in accordance with the terms of an instrument of proxy or of a power of attorney is valid notwithstanding the previous death or unsoundness of mind of the principal, the revocation of the instrument (or of the authority under which the instrument was executed) or of the power, if no intimation in writing of the death, unsoundness of mind or revocation has been received before the meeting.

31. PROCEEDINGS AT GENERAL MEETINGS

- 31.1. The business of the AGM shall include the following, even if not referred to in the notice of meeting:
- (a) the consideration of the President's report, the CEO's report, the annual financial report and the auditor's report;
 - (b) the appointment of directors;
 - (c) the appointment of the auditor; and
 - (d) the fixing of the auditor's remuneration.
- 31.2. In every odd year the business of the AGM shall include the removal of all National Councillors from office even if not referred to in the notice of meeting.
- 31.3. The following provisions shall apply to any DSA General Meeting or Branch General Meeting with any necessary changes in terms and definitions being implied to make the meaning relevant in the context of the DSA General Meeting or the Branch General Meeting:
- (a) The President shall be entitled to take the Chair at every DSA General Meeting. If the President is not present within fifteen minutes after the time appointed for holding such meeting, or is unwilling to act, then such member of National Council as the meeting shall determine, shall act as Chairperson.
 - (b) At any DSA General Meeting a resolution put to the vote of a meeting shall 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 the Chairperson or by at least three members present. Unless a poll is so demanded, 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 made to that effect in the book containing the minutes of the proceedings of DanceSport Australia shall each be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.
 - (c) A proxy is not entitled to vote on a show of hands, but the proxy may make or join in the demand for a poll. A proxy may vote on a poll.
 - (d) A poll may be demanded by the chair or by members with at least 5% of the votes that may be cast on the resolution on a poll.
 - (e) A poll demanded on a matter other than the election of a chair or the question of an adjournment must be taken when and in the manner the chair directs. A poll cannot be demanded on any resolution concerning the adjournment of a DSA General Meeting.
 - (f) If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairperson directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of a Chairperson or on a question of adjournment shall be taken forthwith.

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- (g) In the case of the equality of votes, but not otherwise, whether on a show of hands or on a poll the Chairperson of the DSA General Meeting at which the show of hands takes place or at which a poll is demanded shall be titled to a second or casting vote.
 - (h) The Chairperson may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place but no business shall 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 more than thirty (30) days, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
 - (i) A resolution passed at any adjourned meeting shall for all purposes be treated as having been passed on the date when it was in fact passed and shall not be deemed to have been passed on any earlier date.

32. QUORUMS

- 32.1. At the meetings held under these Rules, a quorum shall be:
 - (a) DSA General Meeting (including an AGM) – fifteen (15) members or their proxies.
 - (b) National Council – a majority of its members.
 - (c) Managing Committee - a majority of its members.
 - (d) Branch General Meetings - one tenth of Branch members or five (5) such members, whichever is the lesser.
 - (e) Branch Board - a majority of its members or three (3) such members personally present, whichever is the greater.
- 32.2. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon a requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other place and to a time within one month of the date of such meeting, to be determined by the members present.
- 32.3. If at such adjourned meeting a quorum is not present members who are present shall be a quorum and may transact the business for which the meeting was called, provided the number of such members is not less than three.

33. ALTERATIONS TO CONSTITUTION AND PURPOSES

- 33.1. Any amendment to this Constitution required to meet the provisions of the Corporations Act and for no other purpose, shall be operative immediately it has been passed by a special resolution passed at a general meeting of the members of DSA in accordance with the Corporations Act.
- 33.2. Deleted at General Meeting October 2019
- 33.3. Notice of a meeting of members of DSA at which a special resolution to amend the Constitution is considered must be specified as a Notice of General Meeting to amend the Constitution.

34. DISSOLUTION

- 34.1. DSA shall be dissolved in the event of membership being less than fifty (50) persons or in a national mail vote upon the vote of a 75% majority in favour of a special resolution to dissolve DSA.