

Nepean District Tennis Association Incorporated

(Originally formed April 1921; incorporated November 1987)

trading as "Nepean Tennis"



NEPEAN

DISTRICT TENNIS ASSOCIATION



CONSTITUTION

Adopted: 22nd August 2014

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Part 1 – Preliminary

1. Definitions

(1) In this Constitution:

the Association means the Nepean District Tennis Association Incorporated.

Member means an honorary Life Member of the Association or a person, irrespective of age, who has been approved for membership by the Committee, and who has paid the required membership or membership renewal fee.

Director-General means the Commissioner for Fair Trading, Department of Finance and Services, or, if there is no such person in the Department, the Director-General of the Department.

ordinary Committee member means a member of the Committee who is not an office-bearer of the Association.

Chief Executive Officer means the person appointed or employed by the Committee under this Constitution as Chief Executive Officer of the Association, or, if no such person holds that position, the Public Officer of the Association.

special general meeting means a general meeting of the Association other than an annual general meeting.

the Act means the *Associations Incorporation Act 2009*.

the Regulation means the *Associations Incorporation Regulation 2010*.

(2) In this Constitution:

(a) a reference to a function includes a reference to a power, authority and duty, and

(b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

(3) The provisions of the *Interpretation Act 1987* apply to and in respect of this Constitution in the same manner as those provisions would so apply if this Constitution were an instrument made under the Act.

2. Name

(1) The legal name of the Association is Nepean District Tennis Association Incorporated.

(2) The business name, or trading name, of the Association is Nepean Tennis.

3. Boundary

(1) The boundary of the Association will be the Penrith City Council boundary, as defined by the NSW Department of Premier and Cabinet – Division of Local Government.

- (2) The Association may conduct activities outside this boundary, as determined by the Committee.

4. Objects

The objects of the Association are:

- (a) to sponsor, promote and control tennis competitions and tournaments, and tennis in general, particularly within the boundary of the Association, and
- (b) to co-operate with other bodies for the purpose of furthering the interest in the game of tennis, and
- (c) to purchase, take on lease, exchange, hire or otherwise acquire, and to lease, sell, exchange or otherwise deal with land, freehold and/or leasehold, and
- (d) to construct tennis courts and/or buildings and to lease or purchase or otherwise acquire, and to lease, sell, exchange or otherwise deal with tennis courts, grounds, buildings and accessories thereto, and
- (e) to form any club in connection with the Association for the purpose of furthering the social or private comfort of the membership, and
- (f) to borrow, raise and lend money on security or without security in the interests of the Association, and
- (g) to settle all questions or disputes or matters relating to tennis which may be submitted for its adjudication, and
- (h) to affiliate with and accept affiliation from other bodies as may, from time to time, be decided upon in the interests of tennis, and
- (i) to do all such other acts and things whether of a like or different nature to the above and without prejudice to the generality as the Association may think fit in connection with any sports, games and pastimes, and particularly with the game of tennis.

Part 2 – Membership

5. Membership Generally

- (1) A person is eligible to be a Member of the Association if the person is a natural person who has applied for (including payment of the required membership fee) and been approved for membership of the Association by the Committee, in accordance with clause 6.
- (2) The Association shall consist of honorary Life Members and individuals, irrespective of age, who have been approved for membership of the Association by the Committee, and who have paid the required membership or membership renewal fee.
- (3) The Committee may specify different levels or categories of membership, based on age and/or entitlements.
- (4) The Committee reserves the right to refuse membership to any person without assigning any reason for its decision.

6. Nomination for Membership

- (1) Individuals wishing to become Members of the Association must apply on the appropriate form to the Committee for membership. This form must be lodged with the Association, together with the required membership fee. The Committee will not consider any application for membership if the required membership fee has not been paid.
- (2) The Committee shall, as soon as practicable after receiving an application for membership, determine whether to approve or to reject the application.
- (3) As soon as practicable after the Committee makes that determination, the Committee must notify any applicant whose application for membership has been rejected that the application has been rejected, and arrange for the refund of the membership fee previously lodged.
- (4) The Committee must, following approval of an application for membership, enter, or cause to be entered, the applicant's name in the register of Members and, on the name being so entered, the applicant is confirmed as a Member of the Association.
- (5) With the exception of honorary Life Members, an individual's membership of the Association will cease on the date one (1) year after the individual's membership fee was paid. The individual Member is, however, entitled to renew his/her membership, without the need for Committee approval, provided that this renewal is effected and the appropriate renewal fee paid within one (1) month of the expiry date of the membership. Such renewal will be effective for a further period of one (1) year, commencing on the expiry date of the previous membership. This pattern of annual renewal of an individual's Association membership may continue indefinitely, as prescribed above.

7. Cessation of Membership

A person ceases to be a Member of the Association if the person:

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled from the Association, or
- (d) at the end of a period of membership fails to renew his/her membership within one (1) month of the expiry of the membership.

8. Membership Entitlements Not Transferrable

A right, privilege or obligation which a person has by reason of being a Member of the Association:

- (a) is not capable of being transferred or transmitted to another person, and
- (b) terminates on cessation of the person's membership.

9. Resignation of Membership

- (1) A Member of the Association may resign from membership of the Association by giving to the Committee written notice of at least one (1) month (or such other period as the Committee may determine) of the Member's intention to resign and, on the expiration of the period of notice, the Member ceases to be a Member.

- (2) If a Member of the Association ceases to be a Member under subclause (1), and in every other case where a Member ceases to hold membership, the Committee must make or cause to be made an appropriate entry in the register of Members recording the date on which the Member ceased to be a Member.
- (3) A Member of the Association resigning from membership at any time, or for any reason, is not entitled to any refund of the membership fee paid or part thereof.

10. Register of Members

- (1) The Committee of the Association must establish and maintain a register, in print and/or electronic format, of Members of the Association, specifying:
 - (a) the name, and
 - (b) the postal and/or residential and/or email address, and
 - (c) the preferred telephone contact number, of each person who is a Member of the Association, together with the date on which the person became a Member.
- (2) The register of Members must be kept in New South Wales at the main premises of the Association.
- (3) The register of Members will be open for inspection, free of charge, by any Member of the Association at any reasonable hour, and within forty eight (48) hours of any request for such inspection. A Member of the Association may obtain a copy of any part of the register either:
 - (a) by email, which must be supplied within twenty four (24) hours of any such request, or
 - (b) in print, on payment of a fee of not more than \$1.00 for each page copied, which must be supplied within seven (7) days of any such request.
- (4) If a Member requests that any information contained on the register about the Member (other than the Member's name) not be available for inspection, then that information must not be made available for inspection.
- (5) A Member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (a) the purposes of sending the person a newsletter, or a notice in respect of a meeting or other event relating to the Association, or other material relating to the Association, or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

11. Membership Fees

- (1) An applicant for membership of the Association must, at the time of making application, pay to the Association the required membership fee. Such payment will entitle the applicant to be considered for approval or rejection of his/her membership application by the Committee.
- (2) An existing Member of the Association, who wishes to renew his/her membership upon expiration of his/her current membership, must pay the appropriate membership renewal fee within one (1) month of the expiry of his/her current membership. Such payment will entitle the Member to a further one (1) year of membership from the expiry date of the previous membership.

- (3) The Committee may specify different membership fees for different levels or categories of membership, based on age and/or entitlements.

12. Members' Liabilities

The liability of a Member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the Member in respect of any moneys lawfully owing to the Association by that Member.

13. Resolution of Disputes

- (1) A dispute between a Member and another Member (in their capacity as Members) of the Association is to be referred to the Committee for mediation. The Committee may delegate authority to a sub-committee to consider and resolve the dispute, under the terms of such delegation.
- (2) A dispute between a Member and another Member, as referred to in subclause (1) above, which remains unresolved, or a dispute between a Member or Members and the Association, is to be referred to a community justice centre for mediation under the *Community Justice Centres Act 1983*.
- (3) If a dispute is not resolved by mediation as in subclause (2) above within three (3) months of the referral to a community justice centre, the dispute is to be referred to arbitration. The *Commercial Arbitration Act 1984* applies to any such dispute referred to arbitration.

14. Disciplining of Members

- (1) A complaint may be made to the Committee by any person that a Member of the Association:
 - (a) has refused or neglected to comply with a provision or provisions of this Constitution, or
 - (b) has wilfully acted in a manner prejudicial to the interests of the Association.
- (2) The Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the Committee decides to deal with the complaint, the Committee:
 - (a) must cause notice of the complaint to be served on the Member concerned, and
 - (b) must give the Member at least fourteen (14) days from the time the notice is served within which to make submissions to the Committee in connection with the complaint, and
 - (c) must take into consideration any submissions made by the Member in connection with the complaint.
- (4) The Committee may, by resolution, expel the Member from the Association or suspend the Member from membership of the Association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.

- (5) If the Committee expels or suspends a Member, the Committee must, within seven (7) days after the action is taken, cause written notice to be given to the Member of the action taken, of the reasons given by the Committee for having taken that action and of the Member's right of appeal under clause 15.
- (6) The expulsion or suspension does not take effect:
 - (a) until the expiration of the period within which the Member is entitled to appeal against the resolution concerned, or
 - (b) if, within that period, the Member exercises the right of appeal, unless or until the resolution is confirmed by the appeal process provided in clause 15, whichever is the later.

15. Right of Appeal of Disciplined Member

- (1) A Member may appeal against a resolution of the Committee under clause 14, within seven (7) days after notice of the resolution is served on the Member, by lodging with the Committee a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the Member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a Member under subclause (1), the Committee is to convene a meeting of an appeals sub-committee, to be held within twenty eight (28) days after the date on which the Committee received the notice.
- (4) The appeals sub-committee will consist of:
 - (a) the independent ordinary Committee members, and
 - (b) any two (2) office-bearers, as specified by the Committee.
- (5) At a meeting of the appeals sub-committee convened under subclause (3):
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the Committee and the Member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) the appeals sub-committee will determine the question of whether the resolution of the Committee should be confirmed or revoked, or amended in some other way.
- (6) The appeal is to be determined by a simple majority of votes cast by members of the appeals sub-committee, whose decision will be final.

16. Life Membership

- (1) At an Annual General Meeting, not more than one (1) Life Member may be elected by secret ballot carried with the support of at least two thirds of all Members present, or represented by proxy, who are entitled to vote.
- (2) Nominations for life membership, together with supporting evidence documenting the qualifications of the person/s so nominated, shall be forwarded in writing and signed by two

Members, to reach the Committee in time for announcement at the last meeting of the Committee prior to the Annual General Meeting.

- (3) Should two or more nominations be received, the Committee shall decide by preferential ballot the one (1) nomination which shall be submitted with the nominee's qualifications to the Annual General Meeting for ballot for election as a Life Member. In the event of an equality of votes, all nominations shall be declared lost.
- (4) Only persons who have rendered distinguished service to the Association and who have completed a minimum of ten (10) years as a member of the Committee shall be eligible to be elected as Life Members of the Association.
- (5) Life Members shall enjoy the full rights, privileges and responsibilities of a Member, and in addition shall have free access to social and/or tennis functions organised directly by the Association.

17. Acceptance of Constitution and By-Laws

The payment of the prescribed membership fees will be deemed to be an acceptance of this Constitution and any other By-Laws adopted from time to time by the Association.

Part 3 – The Committee

18. Powers of the Committee

Subject to the Act, the Regulation and this Constitution, and to any resolution passed by the Association in general meeting, the Committee:

- (a) is to control and manage the affairs of the Association, either directly or through delegation to the Association's appointed Chief Executive Officer, as stipulated in clause 25 of this Constitution, and
- (b) may exercise all such functions as may be exercised by the Association, other than those functions that are required by this Constitution to be exercised by a general meeting of Members of the Association, and
- (c) has power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the Association.

19. Composition and Membership of the Committee

- (1) The Committee is to consist of:
 - (a) the three (3) office-bearers of the Association, each of whom is to be a Member of the Association and elected at an Annual General Meeting of the Association under clause 20, and
 - (b) up to three (3) elected ordinary Committee members, each of whom is to be a Member of the Association and elected at an Annual General Meeting of the Association under clause 20, and
 - (c) up to three (3) independent ordinary Committee members, each of whom is to be appointed by the Committee under clause 21.

- (2) The maximum number of Committee members is to be nine (9), with the minimum number of Committee members to be five (5).
- (3) The office-bearers of the Association are as follow:
 - (a) the President
 - (b) the Vice-President
 - (c) the Treasurer
- (4) A Committee member may hold up to two (2) office-bearer positions, other than both the President and Vice-President positions.
- (5) Each elected member of the Committee is, subject to this Constitution, to hold office until the conclusion of the Annual General Meeting held two (2) years after the date of the member's election, but is eligible for re-election.
- (6) Each independent member of the Committee is, subject to this Constitution, to hold office until the date specified by the Committee when the independent member was appointed. The period of appointment must not exceed two (2) years, but at the end of that period that person is eligible for reappointment by the Committee.
- (7) It is a requirement that, in any one year, three (3) of the six (6) elected positions on the Committee will be subject to election or re-election. The remaining three (3) elected positions will then be subject to election or re-election in the following year. The Committee existing immediately prior to the implementation of this requirement shall have the authority to implement the requirement by determining:
 - (a) which three (3) elected positions on the Committee will be elected for a two (2) year period at the next Annual General Meeting, and
 - (b) which three (3) elected positions on the Committee, being the remaining elected positions not covered in (a) above, will be elected for a one (1) year period at the next Annual General Meeting.
- (8) All members of the Committee must be eighteen (18) years of age or over.

20. Election of Elected Committee Members

- (1) Nominations of candidates for election as office-bearers of the Association (being the positions of President, Vice-President and Treasurer) or as elected ordinary Committee members
 - (a) must be made in writing, signed by two (2) Members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination), and
 - (b) must be delivered to the President of the Association at least seven (7) days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.
- (2) If no nomination is received in accordance with subclause (1) above for any one of the positions which is due for election, nominations for that position are to be taken at the Annual General Meeting. Any such nomination must be made by a Member of the Association present

and seconded by a Member of the Association present, and followed by the consent, verbal or written, of the person nominated.

- (3) If insufficient further nominations are received at the Annual General Meeting for any one of the positions which is due for election, then any vacant elected positions remaining on the Committee are taken to be casual vacancies, which may be filled by the Committee in accordance with clause 26.
- (4) If the number of nominations received for any elected position on the Committee, following the processes specified in subclauses (1), (2) and (3) above, is equal to the number of persons required for that position, the persons nominated are taken to be elected.
- (5) If the number of nominations received for any elected position on the Committee, following the processes specified in subclauses (1), (2) and (3) above, exceeds the number of persons required for that position, a ballot is to be held.
- (6) The ballot for the election of office-bearers and elected ordinary Committee members is to be conducted at the Annual General Meeting in such usual and proper manner as the Committee may direct.
- (7) A person nominated as a candidate for election as an office-bearer or as an elected ordinary Committee member of the Association must be a Member of the Association aged eighteen (18) years of age or over.

21. Appointment of Independent Committee Members

- (1) The Committee, by majority resolution, may appoint up to three (3) independent ordinary Committee members to complement the skills of the Member-elected Committee.
- (2) Any independent ordinary Committee member appointed under clause 21 will be appointed for a period to be determined by the Committee, but not exceeding two (2) years. At the end of that period he/she will be eligible for reappointment by the Committee.
- (3) An independent ordinary Committee member need not be a Member of the Association but must be aged eighteen (18) years of age or over, and shall, within fourteen (14) days of appointment to the position of independent ordinary Committee member, retire from any position held as a representative, employee or officer of the Association.

22. Power of Office-Bearers

- (1) The office-bearers of the Association, being the President, Vice-President and Treasurer, will have the power to decide any matter which in their opinion is one of urgency and must report their decision and any action taken to the next meeting of the Committee.
- (2) The office-bearers of the Association will have the authority to interpret the Constitution and By-Laws of the Association.

23. Duties

(1) President

It is the duty of the President to act as chairperson at all meetings of the Association. He/she is responsible for upholding the Constitution and By-Laws of the Association at all times and ensuring that all bona fide decisions of properly constituted meetings are implemented. It is also the responsibility of the President to represent the Association at all meetings and functions which he/she may, from time to time, be directed to attend.

(2) Vice-President

In the absence of the President, it is the duty of the Vice-President to perform the duties of the President as outlined in subclause (1) above.

(3) Treasurer

It is the duty of the Treasurer of the Association to:

- (a) oversee the processes which ensure that all money due to the Association is collected and received and that all payments are made, and
- (b) ensure that appropriate records are kept to reflect and control the financial affairs of the Association, and
- (c) ensure that the audited financial statement is prepared and presented to the Annual General Meeting of the Association.

(4) Committee

In addition to the duties and functions of the Committee outlined elsewhere in this Constitution, it is the duty of the Committee to ensure that a person or persons are appointed to:

- (a) record and keep minutes of all appointments of office-bearers and ordinary members of the Committee, and
- (b) record and keep minutes of the names of members of the Committee present at a committee meeting, and the names of Members of the Association present at a general meeting, and
- (c) record and keep minutes of all proceedings at committee meetings and general meetings (minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting), and
- (d) answer all correspondence and communications relating to or issuing from the Committee, and
- (e) maintain the register of Members of the Association.

24. Public Officer

(1) The Committee is to ensure that a person is appointed as Public Officer.

(2) The Committee may at any time remove the Public Officer and appoint a new Public Officer, provided the person appointed is eighteen (18) years of age or older and is a resident of New South Wales.

(3) The Public Officer shall be deemed to have vacated his/her position in the following circumstances:

- (a) death

- (b) resignation
- (c) removal by the Committee or at a general meeting of the Association
- (d) bankruptcy or financial insolvency
- (e) mental illness
- (f) residency outside New South Wales.

- (4) When a vacancy occurs in the position of Public Officer the Committee must within fourteen (14) days notify New South Wales Fair Trading by the prescribed form and appoint a new Public Officer.
- (5) The Public Officer is required to notify New South Wales Fair Trading by the prescribed form/s in all circumstances currently required by the Act and the Regulation.
- (6) The Public Officer may be an office-bearer, ordinary Committee member, or any other person regarded as suitable for the position by the Committee.

25. Chief Executive Officer

- (1) The Chief Executive Officer of the Association will be appointed by the Committee for a term and at remuneration and on conditions determined by the Committee.
- (2) The Chief Executive Officer is entitled to attend and be heard on any matter at all Committee and general meetings, but is not entitled to vote.
- (3) The Chief Executive Officer must ensure notices, agendas and minutes for all Committee meetings and general meetings of the Association are prepared and distributed as required.
- (4) Subject to the Act, the Regulation, this Constitution and any delegations of, or limitations imposed by, the Committee, the Chief Executive Officer has the power to perform such things as are necessary or desirable for the proper management of the Association.
- (5) Any prior act of the Chief Executive Officer will not be invalidated by a resolution of the Committee, if the act was done validly under subclause (4) above.
- (6) Subject to the delegations of the Committee and any approved budget, the Chief Executive Officer may, with the approval of the office-bearers of the Association, employ such personnel as is deemed necessary for the continued operations of the Association.
- (7) The Chief Executive Officer must provide regular reports to the Committee on all Association activities.
- (8) The Committee may, subject to the terms of the Chief Executive Officer's employment contract, suspend, remove or dismiss the Chief Executive Officer.

26. Casual Vacancies

- (1) In the event of a casual vacancy occurring in the elected membership of the Committee, the Committee may appoint a Member of the Association to fill the vacancy and the Member so

appointed is to hold office, subject to this Constitution, until the conclusion of the Annual General Meeting at which the Committee member being replaced would have ceased Committee membership.

- (2) A casual vacancy in the office of an elected member of the Committee occurs if the member:
 - (a) dies, or
 - (b) ceases to be a Member of the Association, or
 - (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
 - (d) resigns office by notice in writing given to the Committee, or
 - (e) is removed from office under clause 25, or
 - (f) becomes a mentally incapacitated person, or
 - (g) is absent without the consent of the Committee from three (3) consecutive meetings of the Committee, or
 - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than three (3) months, or
 - (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.
- (3) A casual vacancy in the office of an independent member of the Committee, occurring as in subclause (2) above, with the exception of part (b), may be filled by the Committee in accordance with clause 21 of this Constitution.

27. Removal of Committee Members

- (1) The Association in general meeting may by resolution remove any member of the Committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the Committee to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the Committee or to the President (not exceeding a reasonable length) and requests that the representations be notified to the Members of the Association, the Committee or the President may send a copy of the representations to each Member of the Association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

28. Committee Meetings and Quorum

- (1) The Committee must meet at least three (3) times in each period of twelve (12) months at such place and time as the Committee may determine.
- (2) Additional meetings of the Committee may be convened by the President or by any member of the Committee.
- (3) Oral or written notice of a meeting of the Committee, or notice via electronic means, must be given to each member of the Committee at least forty eight (48) hours (or such other period as

may be unanimously agreed on by the members of the Committee) before the time appointed for the holding of the meeting.

- (4) Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any four (4) members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- (6) No business is to be transacted by the Committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the Committee:
 - (a) the President or, in the President's absence, the Vice-President is to preside, or
 - (b) if the President and the Vice-President are absent or unwilling to preside, such one of the remaining members of the Committee as may be chosen by the members present at the meeting is to preside.
- (9) No Committee member shall disclose to any person who is not a Committee member any details of any discussion or individual Committee member's voting in connection with the business dealt with at any meeting of the Committee.

29. Delegation by Committee to Sub-Committee

- (1) The Committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such Member or Members of the Association as the Committee thinks fit) the exercise of such of the functions of the Committee as are specified in the instrument, other than:
 - (a) this power of delegation, and
 - (b) a function which is a duty imposed on the Committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time and circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this clause, the Committee may continue to exercise any function delegated.

- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Committee.
- (6) The Committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-committee may meet and adjourn as it thinks proper.

30. Voting and Decisions

- (1) Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee are to be determined by a majority of the votes of members of the Committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the Committee or of any sub-committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to clause 28 (5), the Committee may act despite any vacancy on the Committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or by a sub-committee appointed by the Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or sub-committee.

31. Pecuniary Interest

Matters of pecuniary interest to any Committee member at a Committee meeting, or to any Association Member at a general meeting, must be discussed and determined in his/her absence.

32. By-Laws

The Committee may create, rescind or amend By-Laws to deal with matters covered by this Constitution.

Part 4 – General Meetings

33. Annual General Meetings – Holding of

- (1) The Association must hold an Annual General Meeting of Association Members at least once in each calendar year, and within six (6) months after the close of the Association's financial year.
- (2) The Annual General Meeting must be held in accordance with subclause (1) above, or within such later time as may be allowed by the Director-General, or prescribed by the Regulation.

34. Annual General Meetings – Calling of and Business at

- (1) The Annual General Meeting of the Association is, subject to the Act and to clause 32, to be convened on such date and at such place and time as the Committee thinks fit.
- (2) In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting is to include the following:
 - (a) to confirm the minutes of the last preceding Annual General Meeting and of any special general meeting held since that meeting, and
 - (b) to receive from the Committee reports on the activities of the Association during the last preceding financial year, and
 - (c) to elect the office-bearers of the Association, and the elected ordinary Committee members, whose positions are subject to election or re-election at that Annual General Meeting.
 - (d) to receive and consider a statement from the Committee which is not misleading and gives a true and fair view for the last financial year of the Association's income and expenditure; mortgages, charges and other securities; and trust properties.
- (3) An Annual General Meeting must be specified as such in the notice convening it.

35. Special General Meetings – Calling of

- (1) The Committee may, whenever it thinks fit, convene a special general meeting of the Association.
- (2) The Committee must, on the requisition in writing of at least five (5) per cent of the total number of Members, convene a special general meeting of the Association.
- (3) A requisition of Members for a special general meeting:
 - (a) must state the purpose or purposes of the meeting, and
 - (b) must be signed by the Members making the requisition, and
 - (c) must be lodged with the Committee, and
 - (d) may consist of several documents in a similar form, each signed by one or more of the Members making the requisition.
- (4) If the Committee fails to convene a special general meeting to be held within one (1) month after the date on which the requisition of Members for the meeting was lodged with the Association, any one or more of the Members who made the requisition may convene a special general meeting to be held not later than three (3) months after that date.
- (5) A special general meeting convened by a Member or Members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Committee.

36. Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Committee must, at least fourteen (14) days before

the date fixed for the holding of the general meeting, give reasonable notice to Members specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting. Placing such notice on the notice board at the Association's premises, and on the Association's web site, will be deemed to be reasonable notice.

- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Committee must, at least twenty one (21) days before the date fixed for the holding of the general meeting, give reasonable notice to Members (as defined in subclause (1) above) specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted under clause 34 (2).
- (4) A Member desiring to bring any business before a general meeting may give notice in writing of that business to the Committee, which must include that business in the next notice calling a general meeting given after receipt of the notice from the Member.

37. Quorum for General Meetings

- (1) No item of business is to be transacted at a general meeting unless a quorum of Members entitled under this Constitution to vote is present during the time the meeting is considering that item.
- (2) Ten (10) Members present (being Members entitled under this Constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (a) if convened on the requisition of Members, is to be dissolved, and
 - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by reasonable notice to Members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members present (being at least five (5)) are to constitute a quorum.

38. Presiding Member

- (1) The President or, in the President's absence, the Vice-President, is to preside as chairperson at each general meeting of the Association.
- (2) If the President and the Vice-President are absent or unwilling to act, the Members present must elect one of their number to preside as chairperson at the meeting.

39. Adjournment

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of Members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for fourteen (14) days or more, the Committee must give reasonable notice, as defined in clause 36 (1), of the adjourned meeting to Members of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subclauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

40. Making of Decisions

- (1) At any general meeting of the Association, only those Members of the Association who are eighteen (18) years of age or over at the date of the meeting are entitled to vote in person.
- (2) Voting by proxy at a general meeting of the Association is permitted, in accordance with clause 42 (5) and clause 43.
- (3) A question arising at a general meeting of the Association is to be determined by either:
 - (a) a show of hands (if no proxy votes are required to be cast), or
 - (b) if proxy votes are required to be cast, or if on the motion of the chairperson or if five (5) or more Members present at the meeting decide that the question should be determined by a written ballot, a written ballot.
- (4) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (5) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.
- (6) There will be no provision for voting on any matter by postal ballot.

41. Special Resolutions

- (1) A special resolution must be passed by a general meeting of the Association to effect any of the following changes:
 - (a) a change of the Association's name, or
 - (b) a change of the Association's Constitution, or
 - (c) a change of the Association's objects, or
 - (d) an amalgamation with another incorporated association, or

- (e) to voluntarily wind up the Association and distribute its property, or
- (f) to apply for registration as a company or a as co-operative.

- (2) A special resolution must be passed in the following manner:
- (a) notice must be given to Members advising that a general meeting is to be held to consider a proposed special resolution, and
 - (b) the notice must give details of the proposed special resolution and the Committee must give at least twenty one (21) days' notice of the meeting, and
 - (c) the quorum required for a general meeting of the Association must be present at the meeting, and
 - (d) at least three-quarters (75%) of those either present and entitled to vote, or entitled to vote by proxy, must vote in favour of the proposed resolution, and
 - (e) in situations where it is not possible or practicable for a resolution to be passed as described above, a request may be made to the Director-General for permission to pass the resolution in some other way. Permission may not be given unless the Director-General is satisfied that, in the circumstances, it is impracticable to require votes to be cast in the manner provided above.

42. Voting

- (1) On any question arising at a general meeting of the Association a Member of the Association who is entitled to vote has one (1) vote only, which may be given in person or by proxy.
- (2) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (3) A Member is not entitled to vote at any general meeting of the Association, either in person or by proxy, unless all money due and payable by the Member to the Association has been paid.
- (4) A Member is not entitled to vote in person at any general meeting of the Association if the Member is under eighteen (18) years of age at the date of the meeting.
- (5) A Member of the Association, including a Member who is under eighteen (18) years of age and who meets the criteria specified in clause 43 (2), is entitled to vote at any general meeting of the Association by proxy, in accordance with the provisions of clause 43.

43. Proxies and Proxy Voting

- (1) A Member of the Association who is entitled to attend and vote in person at a general meeting of the Association may appoint a person as that Member's proxy to attend, and vote for that Member at, a general meeting of the Association. A proxy must be a Member of the Association entitled to vote in person.
- (2) A Member of the Association who is under eighteen (18) years of age, and who, at any time within his/her current period of membership, is participating in or enrolled in a competition, coaching, training or similar activity conducted by the Association, is automatically entitled to have his/her parent or legal guardian as that Member's proxy to attend, and vote for that

Member at, a general meeting of the Association. Such proxy need not be a Member of the Association and does not need an instrument appointing a proxy as outlined in clause 43 (3).

- (3) An instrument appointing a proxy:
 - (a) may be contained in a facsimile or email attachment, and
 - (b) must be in writing and signed by the Member appointing the proxy, and
 - (c) may specify the manner in which the proxy is to exercise his/her vote in respect of a particular ballot or resolution and, where an instrument of proxy so provides, the proxy is not entitled to vote in the ballot or on the resolution except as specified in the instrument, and
 - (d) must, as nearly as the circumstances permit, be on the form issued by the Committee or in such other form as the Committee prescribes.
- (4) If a Member appoints a proxy, the instrument appointing the proxy must be lodged with the Committee, at the place specified for that purpose in the notice calling the general meeting, and at least forty eight (48) hours before the general meeting at which the proxy is to be used.
- (5) A vote cast in accordance with the terms of an instrument of proxy is valid if no notice in writing of:
 - (a) the previous death of the appointing Member, or
 - (b) the mental incapacity of the appointing Member, or
 - (c) the revocation of the proxy's appointment, or
 - (d) the revocation of the authority under which the proxy was appointed,has been received by the Committee before the commencement of the meeting or adjourned meeting at which the proxy is to be used or exercised.

Part 5 – Miscellaneous

44. Insurance

The Association must effect and maintain insurance as is required under the Act, together with any other insurance which may be required by law or regarded as necessary by the Association.

45. Funds – Source

- (1) The funds of the Association are to be derived from: membership fees paid by Members, entry and playing fees for tennis events, tennis court hiring fees, fees for tennis services such as coaching, sales of products, donations and sponsorships, and, subject to any resolution passed by the Association in general meeting, such other sources as the Committee determines.
- (2) All money received by the Association must be deposited as soon as practicable to the credit of the Association's bank or other authorised deposit-taking institution account.

46. Funds – Management

- (1) Subject to any resolution passed by the Association in general meeting, the funds of the Association are to be used in pursuance of the objects of the Association in such manner as the Committee determines.
- (2) All cheques, electronic fund transfers and any other forms of payment must be authorised by any two (2) members or office-bearers of the Committee, or employees of the Association, being members, office-bearers or employees authorised to do so by the Committee.
- (3) All funds of the Association must be banked and/or invested in the name of the Association. All payments shall be made by cheque, electronic fund transfer, or any other form of appropriate method of payment.
- (4) The Committee must cause true accounts to be kept of the moneys received and expended, and the accounts of the Association shall be closed annually at the 30th of June.
- (5) The Committee must cause to be prepared a statement of the accounts of the Association up to the end of the Association's financial year, and must submit it, with the auditor's report thereon, to each Annual General Meeting of the Association.
- (6) An auditor must be appointed at each Annual General Meeting to hold office until the next Annual General Meeting. If such an appointment is not made, the Committee must appoint an auditor of the Association for the current financial year.
- (7) No member of the Committee or employee of the Association will be qualified for appointment, or to act as, auditor of the Association.
- (8) The Committee shall cause the auditor to have access to all books, accounts, and documents of the Association, and to be furnished with such information and explanation by themselves or any other officers as may be necessary for the performance of his/her duties as auditor.

47. Change of Name, Objects and Constitution

An application to the Director-General for registration of a change in the Association's name, objects, or Constitution in accordance with section 10 of the Act is to be made by the Public Officer or a Committee member.

48. Custody of Books etc.

The Committee must appoint a person or persons to keep in his/her or their custody or control all records, books and other documents, in print and/or electronic format, relating to the Association.

49. Inspection of Books etc.

The records, books and other documents of the Association are, with the exception of current Committee members, and except as permitted in clause 45 (8) for auditing purposes, not open to inspection by any Member of the Association or member of the public. However, any Member of the Association may request specific information which the Committee must reasonably, and within a reasonable time limit, supply to the Member.

50. Service of Notices

- (1) For the purpose of this Constitution, a notice may be served by or on behalf of the Association upon any Member either personally or by sending it by post or by email to the Member at the Member's postal address or residential address or email address shown in the register of Members.
- (2) Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document will, unless the contrary is proved, be deemed for the purposes of this Constitution to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.
- (3) Where a document is sent to a person by electronic means such as email, the document will, unless the contrary is proved, be deemed for the purposes of this Constitution to have been served on the person at the time at which the document would ordinarily have been received by the person by the electronic means used.

51. Surplus Property

- (1) At a general meeting of the Association, the Association must pass a special resolution nominating an incorporated association as the association in which it is to vest its surplus property pursuant to Section 65 (2) of the Act, in the event of the winding up or the cancellation of the incorporation of the Association.
- (2) Such distribution of surplus property must also comply with Section 65 (3) of the Act.

52. Financial Year

The Association's financial year will commence on the first (1st) day of July in any year, and will conclude on the thirtieth (30th) day of June of the following year.

53. Ignorance of Constitution and By-Laws

A plea of ignorance of the Constitution and By-Laws will not be accepted.

54. Sanction of Events

No affiliated club or team may conduct an open tournament or competition for players other than its club or team members without the sanction of the Committee.

55. Rules of Debate

Where not indicated in this Constitution or in any By-Laws, the rules of debate, procedure and conduct as set out in N.E. Renton's "*Guide for meetings and organisations. 8th ed.*" (Law Book Co. of Australasia, 2005), or any later edition, will be followed at all meetings.