

**CONSTITUTION OF BARTON TENNIS CLUB INCORPORATED
9 December 2009**

This Constitution (Rules) is based upon the requirements of the Associations Incorporation Act 1991, Section 32. This Constitution is based upon “Rules other than Model Rules” and follows the content, format and numbering system detailed in Schedule 1 of the Act (Matters to be provided for in rules other than model rules).

Section 31 of the Act states that if the Model Rules make provision in relation to any matter not provided for in the rules of an incorporated association, the rules of the association are taken to include the provision of the model rules in relation to that matter. The Model Rules can be found in Incorporated Associations Regulation 1991 (see under Subordinate Laws).

NAME AND PLACE

Name and Place of Activities of Association	The name of the Association is Barton Tennis Club Incorporated (herein called the Association). The Association carries on its activities at Section 19 Block 4, Barton, ACT.
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OBJECTS

Objects	The objects of the Association shall be: (a) To arrange organised tennis for members; (b) To provide and maintain tennis courts, courts lighting, clubhouse and facilities; and (c) To do all things as are incidental of or conducive to the above mentioned objectives.
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SECTION 1 MEMBERSHIP

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| 1. Membership of Association | 1.1 The Association offers individual membership for a membership year 1 July to 30 June for:

(a) any person;

(b) a person under 18 years of age as of 1 July of the year of membership.

1.2 A member cannot transfer his/her membership to another person. |
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New
Membership

1.3 A person applies for new membership of the Association by following the procedure determined by the Committee. This procedure includes submitting payment for the joining fee and membership fee. Membership occurs when payment of these fees occurs and the fees have been received by the Association and the new member's name has been entered into the register of members, or the new member has received a receipt for payment, a membership card or can otherwise prove payment of these fees.

1.3(a) A person whose membership has lapsed for 3 months or more follows the procedure for new membership as above.

1.3(b) The Committee may reject an application for new membership, provided this is done within one month of the application been received. If this occurs, then the applicant will be notified and fees submitted refunded.

Cessation of
membership

1.4 A person ceases to be a member of the association if the person—

- (a) resigns from membership of the association; or
- (c) is expelled from the association; or
- (d) fails to renew membership of the association.

Honorary
Member

1.5 Upon the recommendation of the Committee, an Annual General Meeting or Special General Meeting may appoint any person as an honorary life member of the Association in recognition of services rendered in promoting the interests and objects of the Association. An honorary life member is entitled to all the privileges of a member under this Constitution including the right to vote and stand for election.

SECTION 2 FEES

2. Fees payable by
Members

2.1 To maintain membership, a member must pay an annual membership fee to the Association.

2.2 The membership year is determined by the Committee. Membership fees are due before the commencement of that year. Membership lapses if payment is not received by commencement of that year.

2.3 All fees are determined by the Committee each year. Apart from membership fees, other fees that may be payable by members are listed in Section 8.

2.4 Any person who ceases to be a member of the Association for any reason is not entitled to the return of membership fees or any portion thereof.

Fees payable by Non Members 2.5 The Committee determines fees payable by non members.

SECTION 3 MEMBERS' LIABILITY

3. Members Liability 3. The liability of a member to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of winding up of the Association, is limited to the amount (if any) unpaid by the member in relation to membership of the Association as required by Clause 2.

SECTION 4 DISCIPLINE

4. Discipline 4.1 The Association may expel or otherwise penalise any member whose conduct is considered to be discreditable or injurious to the character or interests of the Association. This includes failing to comply with any Operational Rules of the Association.
- 4.2. Before any member is expelled or otherwise penalised, that member's conduct is subject to an enquiry by a sub-Committee appointed by the Committee and that member shall be given the opportunity to justify or explain any such conduct to the sub-Committee. The sub-Committee shall report its findings to the Committee. If the member is found to have acted in a discreditable or injurious manner, then the Committee may expel or otherwise penalise that member.
- 4.3. Should the member fail to appear before the sub-Committee, the sub-Committee may proceed in that member's absence to conduct the said enquiry and to make its findings. The sub-Committee shall report its findings to the Committee. If the member is found to have acted in a discreditable or injurious manner, then the Committee may expel or otherwise penalise that member.

SECTION 5 COMMITTEE OF THE ASSOCIATION

- 5.1 Committee 5.1(a) The Committee of the Association shall be known as the Barton Tennis Club Committee (the Committee).
- Committee Membership 5.1(b) The Committee consists of the President, the Vice President, the Secretary, the Treasurer, Assistant Treasurer and such other members as are decided at the Annual General Meeting. The Committee members are Officers of the Association. All Committee members must be non junior members of the Association. The duty of each Committee member is determined at a Committee meeting.

5.1(c) The positions of President, Vice President, Secretary, Treasurer and Assistant Treasurer are held by different persons.

5.1(d) Members of the committee are volunteers and do not receive any payment from the Association for their services as committee members. The Association may however pay committee members for any out of pocket expenses that committee members incur in their duties as committee members.

Powers of the Committee

5.1(d) The Committee, subject to the Act, the Regulations, these rules, and to any resolution passed by the Association in General Meeting—

- (i) controls and manages the affairs of the Association; and
- (ii) may exercise all functions that may be exercised by the Association other than those functions that are required by these rules to be exercised by the Association in General Meeting; and
- (iii) has power to perform all acts and do all things that appear to the Committee to be necessary or desirable for the proper management of the affairs of the Association. This includes determination and enforcement of any operational rules for the management of the Association.

5.2 Election of Committee Members

5.2(a) Nominations of candidates for election to the Committee must be made in writing, signed by 2 members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the nomination form); and must be given to the secretary of the Association not less than 7 days before the date fixed for the Annual General Meeting at which the election is to take place. Nominations for committee positions may also be made at an Annual General Meeting.

5.2(a)(i) If insufficient nominations are received, any vacant positions remaining on the Committee is taken to be vacancies. These vacancies may be filled by appointment by the Committee following the Annual General Meeting.

5.2(a)(ii) If the number of nominations received exceeds the number of vacancies to be filled, a ballot must be held.

5.2(a)(iii) If the number of nominations received is equal to the number of vacancies to be filled; the people nominated are taken to be elected.

5.2(a)(iv) The ballot for the election of office-bearers and ordinary Committee members must be conducted at the Annual General Meeting in the way the Committee may direct.

Term of Office by Committee Members	<p>5.2(b) Committee members hold their positions until the next Annual General Meeting.</p> <p>5.2(b)(i) The President shall not serve in that position for more than four consecutive years.</p>
Vacancies on Committee	<p>5.2(c) A Committee member ceases to hold that position if the member dies, resigns the office, suffers from a mental or physical incapacity which makes them incapable of fulfilling the duties of that office, or is disqualified from office under sub-section 63(1) of the Associations Incorporation Act 1991.</p>
Filling of casual vacancy	<p>5.2(d) Should any Committee vacancy occur, the Committee may appoint a member to fill the vacancy and the member duly appointed shall hold office until the next Annual General Meeting.</p>
Quorum at Committee Meetings	<p>5.2(e) The quorum at a Committee meeting shall be at least 50% of the total Committee membership but not less than three Committee members. If a quorum is not reached within 20 minutes after the start of the Committee meeting, then the meeting is considered adjourned, and any discussion at that meeting must be ratified at the next Committee meeting.</p>
Procedures at Committee Meetings	<p>5.2(f) The Committee should meet at least once every three months at such place and at such time as the Committee may determine.</p> <p>5.2(f)(i) Meetings of the Committee may be convened by the President or any three Committee members. At least four days notice of Committee meetings should be given to Committee members.</p> <p>5.2(f)(ii) The Agenda shall be distributed to Committee members at least four days before the proposed meeting. Matters may be added to the Agenda at the Committee meeting with the agreement of the majority of Committee members present.</p> <p>5.2(f)(iii) The Committee meeting is chaired by the President, or in his/her absence, by a Committee member selected by those Committee members present.</p> <p>5.2(f)(iv) In the event that the Committee cannot reach a majority vote, then the person chairing the meeting shall have the casting vote.</p> <p>5.2(f)(v) Members who are not committee members may attend committee meetings as non-voting participants.</p>

SECTION 6 GENERAL MEETINGS

Frequency of General Meetings	<p>6(a)(i) All General Meetings other than the Annual General Meeting are called Special General Meetings</p> <p>6(a)(ii) The Annual General Meeting of members should be held within three months following the end of the Association's financial year.</p> <p>6(a)(iii) Special General Meetings may be held at any time.</p>
Convening of Annual and Special General Meetings	<p>6(b)(i) A General (i.e. Special and Annual) Meeting of members may be called at the request of the President or the Secretary or majority of committee members.</p> <p>6(b)(ii) A Special General Meeting may be called by any ten Association members acting jointly by sending a letter or email to each Committee member. Following receipt of the letter, a Special General Meeting will be convened and conducted in accordance to this Section 6 and that meeting must be held within thirty days of the date of receipt of the letter or email.</p>
Procedure at General Meetings	<p>6(c)(i) The President chairs all General Meetings. Should the President not be present then the members present at the meeting will elect a Committee member to preside. If no Committee member is present, then the members present at the meeting will elect one of their number to preside.</p> <p>6(c)(ii) Questions arising at a General Meeting are decided by a majority of the votes of members of the committee. Each non-junior member present at a General Meeting including the person presiding at the meeting is entitled to one vote but, if the votes on any question are equal, the person presiding may exercise a second or casting vote.</p>
Procedure at the Annual General Meeting (AGM)	<p>6(c)(iii) The AGM shall:</p> <ul style="list-style-type: none"> Confirm the minutes of the previous AGM and of any Special General Meetings; Receive reports from the Committee and auditor; Elect Committee members; Appoint the auditor; Consider other matters as necessary.

Quorum 6(d)(i). The quorum for a General Meeting is ten members of the Association. If a quorum is not met then the General Meeting shall be adjourned for 30 minutes. At the expiration of the 30 minutes the meeting shall be reconvened as long as there are five members present. Decisions made with this reduced quorum shall have the same efficacy as if the quorum had been ten.

6(d)(ii) Proxy votes are not counted when determining a quorum.

Proxy 6(e)(i) Each member is entitled to appoint another member as proxy by a notice given to the secretary or person acting as secretary before the start of a General Meeting for which the proxy is appointed.

6(e)(ii) The notice appointing the proxy must be in the form set out in Appendix 1.

Notices 6(f)(i) The Secretary or a committee member must ensure at least 14 days' notification to members of General Meetings. This is achieved by posting a notice of the meeting in a prominent position in the clubhouse. Members who have provided email addresses may also be notified by email; however failure by any member to receive an email is not a reason to invalidate the meeting. The notice will specify the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

6(f)(ii) A member desiring to bring any business before a General Meeting may give written notice of that business to the secretary who must include that business in the next notice calling a General Meeting given after receipt of the notice from the member. The General Meeting should not transact any business that has not been previously notified to members.

6(f)(iii) In the fourteen day period prior to the Annual General Meeting, the annual reports, financial statements will be made available to any member who requests them.

SECTION 7 FINANCIAL YEAR

7. The financial year of the Association ends on 30 June.

SECTION 8 FUNDS

Source of fees	8.1 The source of funds are: Membership fees; Nomination fees for new members; Organised tennis fees; Tennis ball sales; Competition tennis fees (including pennant fees); Fees payable resulting from non-member guests of members playing on courts; Court usage fees; Court lighting fees; Court hire by non-members; and and other fees that may be levied by the Committee from time to time.
Management of Funds	8.2(a) All funds of the Association are to be kept in bank accounts of the Association as the Committee may from time to time direct.
Withdrawals	8.2(b) Subject to any resolution passed by the association in General Meeting, the funds of the association must be used for the objects of the association in the way that the committee decides. 8.2(c) All withdrawals from an account of the Association are to be signed by two of the bank signatories as authorised by the Committee. The Committee may, however, authorise the Treasurer to make specific on-line payments, provided the Committee is satisfied suitable safeguards are in place.
Petty Cash Payments	8.2(d) The Committee may from time to time decide on an amount for petty cash purposes. The Committee will authorise the Treasurer to reimburse a member from the petty cash amount where the member supplies a receipt or evidence of expenditure for the benefit of the Association.
Auditor and Audit of Accounts	8.2(e) The books and accounts of the Association are audited annually by an auditor. The auditor is not a member of the Committee or an employer, employee or partner of a Committee member and must not have been involved in the preparation of the accounts. The auditor is appointed by the Annual General Meeting. If an auditor is not appointed at the Annual General Meeting, or if the auditor becomes no longer available to undertake the audit, the Committee may appoint a new auditor to undertake the audit role until the next Annual General Meeting.

SECTION 9 COMMON SEAL

9. The common seal of the association shall be kept in the custody of the secretary. The common seal must not be attached to any instrument except by the authority of the committee and the attaching of the common seal must be attested by the signatures either of 2 members of the committee or of 1 member of the committee and of the secretary.

SECTION 10 CUSTODY OF BOOKS AND DOCUMENTS

10. The books and documents of the Association shall be kept in the office at the Clubhouse.

SECTION 11 INSPECTION OF BOOKS AND DOCUMENTS

11. The records, books and other documents of the Association are open to inspection by members, free of charge.

SECTION 12 OTHER MATTERS

Change in
Constitution

12.1 In order for the Constitution to be amended a two-thirds majority of members present at a General Meeting must vote in favour of the amendment. Proposed constitution changes must be notified to and made available to members at least 14 days before the General Meeting. This is achieved by having the constitution with changes marked available for perusal in the clubhouse during that period. Members may also obtain a copy of the constitution with proposed changes from a Committee Member during that period.

Associations
Incorporation
Act 1991

12.2 The management of the Club is subject to the requirements of Associations Incorporation Act 1991 and the Associations Incorporation Regulation 1991.

Appendix 1 to Constitution of Barton Tennis Club Inc.

(see Section 6(e))

Form of appointment of proxy

I,
(full name)

of
(address)

a member of Barton Tennis Club Inc.

appoint
(full name of proxy)

of
(address)

a member of the Barton Tennis Club Inc., as my proxy to vote for me on my behalf at the General Meeting of the Barton Tennis Club Inc. (Annual General Meeting or other General Meeting, as the case may be) to be held on

..... and at any adjournment of that meeting.

.....
(Signature of member appointing proxy)

Date

Note: A proxy vote may not be given to a person who is not a member of the association.