

BUNINYONG & DISTRICT TENNIS ASSOCIATION INC

Constitution

2023

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PART 1—PRELIMINARY

1 Name

The name of the incorporated association is "Buninyong & District Tennis Association Incorporated".

Note:

Under section 23 of the Act, the name of the association and its registration number must appear on all its business documents.

2 Purposes

The purposes of the association are—

- (a) Arrange, manage and conduct competition matches within the Buninyong region
- (b) Promote sportsmanship and the etiquette of Tennis
- (c) Support our member clubs
- (d) Promote the game of Tennis
- (e) To do all ancillary things as are deemed necessary or desirable to achieve the aforementioned purposes.

3 Financial year

The financial year of the Association is each period of 12 months ending on 30th June

4 Definitions

In these Rules—

absolute majority of the Executive, means a majority of the executive members currently holding office and entitled to vote at the time (as distinct from a majority of executive members present at an executive meeting);

associate means a financial member of a Club who is a member of the Association, or a financial member of a competition organised by the Association;

delegate means an authorised representative of a member of the Association who is entitled to vote at a general meeting;

executive means the Committee having management of the business of the Association;

general meeting means a general meeting of the members of the Association convened in accordance with Part 4 and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting;

member means a Club or Life Member who is a member of the Association;

special resolution means a resolution that requires not less than three-quarters of the members voting in person at a general meeting, to vote in favour of the resolution;

the Act means the **Associations Incorporation Reform Act 2012** and includes any regulations made under that Act;

Tennis Body means such entity or person as determined by the Board and admitted to membership as a Tennis Body under Rule 7 such as (but not limited to) a Club, Specialist Body, tennis association, commercial tennis centre or tennis school.

TCAV means the Tennis Coaches Australia - Victoria or such other affiliated body representing tennis coaches in Victoria, as the Board in its absolute discretion may recognise for the purpose of this Constitution.

the Registrar means the Registrar of Incorporated Associations.

PART 2—POWERS OF ASSOCIATION

5 Powers of Association

- (1) Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.
- (2) Without limiting subrule (1), the Association may—
 - (a) acquire, hold and dispose of real or personal property;
 - (b) open and operate accounts with financial institutions;
 - (c) invest its money in any security in which trust monies may lawfully be invested;
 - (d) raise and borrow money on any terms and in any manner as it thinks fit;
 - (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - (f) appoint agents to transact business on its behalf;
 - (g) enter into any other contract it considers necessary or desirable.
- (3) The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6 Not for profit organisation

- (1) The Association must not distribute any surplus, income or assets directly or indirectly to its members or associates.
- (2) Subrule (1) does not prevent the Association from paying a member or associate —
 - (a) reimbursement for expenses properly incurred by the member or associate; or
 - (b) for goods or services provided by the member or associate —

if this is done in good faith on terms no more favourable than if the member was not a member.

Note: Section 33 of the Act provides that an incorporated association must not secure pecuniary profit for its members. Section 4 of the Act sets out in more detail the circumstances under which an incorporated association is not taken to secure pecuniary profit for its members.

PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

DIVISION 1—MEMBERSHIP

7 Minimum number of members

The Association must have at least 5 members.

8 Who is eligible to be a member

Any bona fide tennis club within Buninyong and the surrounding district, who supports the purposes of the Association, is eligible for membership.

9 Application for membership

- (1) To apply to become a member of the Association, the club must submit a written application to the Secretary of the Association stating that the club—
 - (a) wishes to become a member of the Association; and
 - (b) supports the purposes of the Association; and
 - (c) agrees to comply with these Rules.
- (2) A special class of membership is available for individuals who do not have a tennis club that they are associated to. These individuals pay membership fees directly and are not aligned to a tennis club, are not entitled to a vote.
- (3) The Ladies Midweek competition is entitled to one vote and representative.

10 Consideration of application

- (1) As soon as practicable after an application for membership is received, the Executive must decide by resolution whether to accept or reject the application.
- (2) The Executive must notify the applicant in writing of its decision as soon as practicable after the decision is made.
- (3) If the Executive rejects the application, it must return any money accompanying the application to the applicant.
- (4) No reason need be given for the rejection of an application.

11 New membership

- (1) If an application for membership is approved by the Executive—
 - (a) the resolution to accept the membership must be recorded in the minutes of the executive meeting; and
 - (b) the Secretary must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members.
- (2) A person becomes a member of the Association and, subject to rule 13(2), is entitled to exercise his or her rights of membership from the date, whichever is the later, on which—
 - (a) the Executive approves the person's membership; or
 - (b) the person pays the joining fee.

12 Annual subscription and fee on joining

- (1) At each annual general meeting, the Association must determine—
 - (a) the amount of the entrance fee (if any);
 - (b) the amount of the annual subscription (if any) for the following financial year, and the date for the payment of this fee: and
 - (c) the amount of the team registration fees for the following financial year
- (2) Member team registration fees are payable no later than Round Three (3) of any competition. The rights of a member (including the right to vote) who has not paid the annual subscription or registration fees are to be reviewed by the Executive and affected clubs advised of action to be taken.

13 General rights of members

- (1) A member of the Association who is entitled to vote has the right—
 - (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
 - (b) to submit items of business for consideration at a general meeting; and
 - (c) to attend and be heard at general meetings; and
 - (d) to vote at a general meeting; and
 - (e) to have access to the minutes of general meetings and other documents of the Association as provided under rule 70; and
 - (f) to inspect the register of members.
- (2) A member is entitled to vote if—
 - (a) the member is a member other than an associate member; and
 - (b) more than 10 business days have passed since the Club became a member of the Association; and
 - (c) the member's membership rights are not suspended for any reason.

14 Rights not transferable

The rights of a member are not transferable and end when membership ceases. Ceasing membership

- (1) The membership of a club ceases on resignation, expulsion or otherwise.
- (2) If a Club ceases to be a member of the Association, the Secretary must, as soon as practicable, enter the date the Club ceased to be a member in the register of members.

Note: If membership of a club has ceased, any application for membership must be received as a new application as outlined in Rule 9

15 Resigning as a member

- (1) A member may resign by notice in writing given to the Association.

Note: Rule 74(3) sets out how notice may be given to the association. It includes by post or by handing the notice to a member of the executive.

- (2) A member is taken to have resigned if—
 - (a) the member's annual subscription is more than 12 months in arrears; or
 - (b) where no annual subscription is payable—
 - (i) the Secretary has made a written request to the member to confirm that he or she wishes to remain a member; and
 - (ii) the member has not, within 3 months after receiving that request, confirmed in writing that he or she wishes to remain a member.

16 Register of members

- (1) The Secretary must keep and maintain a register of members that includes—
 - (a) for each current member—
 - (i) the member's name;
 - (ii) the address for notice last given by the member;
 - (iii) the date of becoming a member;
 - (iv) any other information determined by the Executive; and
 - (b) for each former member, the date of ceasing to be a member.
- (2) Any member may, at a reasonable time and free of charge, inspect the register of members.

Note: Under section 59 of the Act, access to the personal information of a person recorded in the register of members may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the Register of Members.

DIVISION 2—DISCIPLINARY ACTION

17 Grounds for taking disciplinary action

The Association may take disciplinary action against a member or associate in accordance with this Division if it is determined that the member or associate —

- (a) has failed to comply with these Rules; or
- (b) refuses to support the purposes of the Association; or
- (c) has engaged in conduct prejudicial to the Association.

18 Disciplinary subcommittee

- (1) If the Executive is satisfied that there are sufficient grounds for taking disciplinary action against a member or associate, the Executive must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member or associate.
- (2) The members of the disciplinary subcommittee—
 - (a) may be Executive members, associates of the Association or anyone else; but
 - (b) must not be biased against, or in favour of, the member or associate concerned.

19 Notice to member

- (1) Before disciplinary action is taken against a member or associate, the Secretary must give written notice to the member or associate —
 - (a) stating that the Association proposes to take disciplinary action against the member or associate; and
 - (b) stating the grounds for the proposed disciplinary action; and
 - (c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the **disciplinary meeting**); and
 - (d) advising the member or associate that he, she or a member delegate may do one or both of the following—
 - (i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
 - (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
 - (e) setting out the member/associate's appeal rights under rule 22.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

20 Decision of subcommittee

- (1) At the disciplinary meeting, the disciplinary subcommittee must—
 - (a) give the member delegate or associate an opportunity to be heard; and
 - (b) consider any written statement submitted by the member or associate.
- (2) After complying with subrule (1), the disciplinary subcommittee may—
 - (a) take no further action against the member or associate; or
 - (b) subject to subrule (3)—
 - (i) reprimand the member or associate; or
 - (ii) suspend the membership rights of the member or associate for a specified period; or
 - (iii) expel the member or associate from the Association.
- (3) The disciplinary subcommittee may not fine the member or associate.
- (4) The suspension of membership rights or the expulsion of a member or associate by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

21 Appeal rights

- (1) A member or associate whose membership rights have been suspended or who has been expelled from the Association under rule 21 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given—
 - (a) to the disciplinary subcommittee immediately after the vote to suspend or expel the member or associate is taken; or
 - (b) to the Secretary not later than 48 hours after the vote.
- (3) If a member or associate has given notice under subrule (2), a disciplinary appeal meeting must be convened by the Executive as soon as practicable, but in any event not later than 21 days, after the notice is received.

- (4) Notice of the disciplinary appeal meeting must be given to each member of the Association who is entitled to vote as soon as practicable and must—
 - (a) specify the date, time and place of the meeting; and
 - (b) state—
 - (i) the name of the member or associate against whom the disciplinary action has been taken; and
 - (ii) the grounds for taking that action; and
 - (iii) that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the member or associate should be upheld or revoked.

22 Conduct of disciplinary appeal meeting

- (1) At a disciplinary appeal meeting—
 - (a) no business other than the question of the appeal may be conducted; and
 - (b) the Executive must state the grounds for suspending or expelling the member or associate and the reasons for taking that action; and
 - (c) the member delegate or associate whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- (2) After complying with subrule (1), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the member or associate should be upheld or revoked.
- (3) A member may not vote by proxy at the meeting.
- (4) The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

DIVISION 3—GRIEVANCE PROCEDURES

23 Application

- (1) The grievance procedure set out in this Division applies to disputes under these Rules between—
 - (a) a member and another member;
 - (b) a member and the Executive;
 - (c) a member and the Association.
- (2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed

24 Parties must attempt to resolve the dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

25 Appointment of mediator

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 25, the parties must within 10 days—
 - (a) notify the Executive of the dispute; and
 - (b) agree to or request the appointment of the Member Protection Information officer
 - (c) attempt in good faith to settle the dispute by mediation.
 - (d) In the event that the dispute involves the Association Member Protection Information Officer another tennis club's Member Protection Information Officer will be the mediation.

26 Mediation process

- (1) The MPIO will:
 - (a) give each party every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties throughout the mediation process.
- (2) The mediator will not determine the dispute.

27 Failure to resolve dispute by mediation

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

PART 4—GENERAL MEETINGS OF THE ASSOCIATION

28 Annual general meetings

- (1) The Executive must convene an annual general meeting of the Association to be held within 5 months after the end of each financial year.
- (2) Despite subrule (1), the Association may hold its first annual general meeting at any time within 18 months after its incorporation.
- (3) The Executive may determine the date, time and place of the annual general meeting.
- (4) The ordinary business of the annual general meeting is as follows—
 - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
 - (b) to receive and consider—
 - (i) the annual report of the Executive on the activities of the Association during the preceding financial year; and
 - (ii) the financial statements of the Association for the preceding financial year submitted by the Executive in accordance with Part 7 of the Act;
 - (c) to elect the members of the Executive and Competition Committees;
 - (d) to confirm or vary the amounts (if any) of the annual subscription and joining fee.
- (5) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

29 Special general meetings

- (1) Any general meeting of the Association, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- (2) The Executive may convene a special general meeting where deemed necessary.
- (3) No business other than that set out in the notice under rule 32 may be conducted at the meeting.

Note: General business may be considered at the meeting if it is included as an item for consideration in the notice under rule 32 and the majority of members at the meeting agree.

30 Special general meeting held at request of members

- (1) The Executive must convene a special general meeting if a request to do so is made in accordance with subrule (2) by at least 50% of the total number of members.
- (2) A request for a special general meeting must—
 - (a) be in writing; and
 - (b) state the business to be considered at the meeting and any resolutions to be proposed; and
 - (c) include the names and signatures of the members requesting the meeting; and
 - (d) be given to the Secretary.

Note: The request could consist of several documents of like form, each signed by one or more of the members making the request

- (3) If the Executive does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.
- (4) A special general meeting convened by members under subrule (3)—
 - (a) must be held within 3 months after the date on which the original request was made; and
 - (b) may only consider the business stated in that request.
- (5) The Association must reimburse all reasonable expenses incurred by the members convening a special general meeting under subrule (3).

31 Notice of general meetings

- (1) The Secretary (or, in the case of a special general meeting convened under rule 31(3), the members convening the meeting) must give to each member of the Association—
 - (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - (b) at least 14 days' notice of a general meeting in any other case.
- (2) The notice must—
 - (a) specify the date, time and place of the meeting; and
 - (b) indicate the general nature of each item of business to be considered at the meeting; and
 - (c) if a special resolution is to be proposed—

- (i) state in full the proposed resolution; and
 - (ii) state the intention to propose the resolution as a special resolution.
- (3) This rule does not apply to a disciplinary appeal meeting.

Note: Rule 22(4) sets out the requirements for notice of a disciplinary appeal meeting.

32 Quorum at general meetings

- (1) No business may be conducted at a general meeting unless a quorum of members is present.
- (2) The quorum for a general meeting is the presence of delegates of a simple majority of the members entitled to vote.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—
 - (a) in the case of a meeting convened by, or at the request of, members under rule 31—the meeting must be dissolved;

Note: If a meeting convened by, or at the request of, members is dissolved under this subrule, the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another special meeting, the members must make a new request under rule 31.

- (b) in any other case—
 - (i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
 - (ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting, but at least one day before the adjourned meeting date.
- (4) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under subrule (3)(b), the members present at the meeting (being no less than one third) may proceed with the business of the meeting as if a quorum were present.

33 Adjournment of general meeting

- (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting subrule (1), a meeting may be adjourned—
 - (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the members more time to consider an item of business.

Example:

The members may wish to have more time to examine the financial statements submitted by the Executive at an annual general meeting.

- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 32.

34 Voting at general meeting

- (1) On any question arising at a general meeting—
 - (a) subject to subrule (3), each member who is entitled to vote has one vote; and
 - (b) members must vote personally, proxy voting is not permitted; and
 - (c) shall be determined by a show of hands; unless before or on the declaration of the show of hands, a poll is demanded.
- (2) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (3) If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.
- (4) This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 22.

35 Special resolutions

- (1) A special resolution is required –
 - (a) to remove an executive member from office; or
 - (b) to alter the rules or statement of purpose of the Association
- (2) A special resolution is passed if not less than three quarters of the member’s delegates voting at a general meeting vote in favour of the resolution.

36 Determining whether resolution carried

- (1) Subject to subsection (2), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been—
 - (a) carried; or
 - (b) carried unanimously; or
 - (c) carried by a particular majority; or
 - (d) lost—

and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.

- (2) If a poll (where votes are cast in writing) is demanded by three or more members on any question—
 - (a) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
 - (b) the Chairperson must declare the result of the resolution on the basis of the poll.
- (3) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- (4) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

37 Minutes of general meeting

- (1) The Executive must ensure that minutes are taken and kept of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must include—
 - (a) the names of the members attending the meeting; and
 - (b) the financial statements submitted to the members in accordance with rule 29(4)(b)(ii); and
 - (d) the certificate signed by two executive members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
 - (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5—Executive

DIVISION 1—POWERS OF EXECUTIVE

38 Role and powers

- (1) The business of the Association must be managed by or under the direction of an Executive.
- (2) The Executive may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Association.
- (3) The Executive may—
 - (a) appoint and remove staff;
 - (b) establish subcommittees consisting of associates with terms of reference it considers appropriate.

39 Delegation

- (1) The Executive may delegate to a member of the Executive, a subcommittee or staff, any of its powers and functions other than—
 - (a) this power of delegation; or
 - (b) a duty imposed on the Executive by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Executive considers appropriate.
- (3) The Executive may, in writing, revoke a delegation wholly or in part.

DIVISION 2—COMPOSITION OF EXECUTIVE AND DUTIES OF MEMBERS

40 Composition of Executive

- (1) The Executive consists of—
 - (a) a President; and
 - (b) a Secretary; and
 - (c) a Treasurer; and
 - (d) 1 representative from the Midweek Ladies Competition Committee; and
 - (e) a junior competition co-ordinator and
 - (f) a senior competition co-ordinator
- (2) No member shall have more than two representatives on the Executive

Note: The Midweek ladies competition Committee is a separate committee from the Association as it is jointly run by members of the Ballarat Regional and Buninyong Association, and are to have 1 representative as part of the Executive, usually the Competition Secretary.

41 General Duties

- (2) As soon as practicable after being elected or appointed to the Executive, each executive member must become familiar with these Rules and the Act.
- (3) The Executive is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Executive comply with these Rules.
- (4) Executive members must exercise their powers and discharge their duties with reasonable care and diligence.
- (5) Executive members must exercise their powers and discharge their duties—
 - (a) in good faith in the best interests of the Association; and
 - (b) for a proper purpose.
- (6) Executive members and former executive members must not make improper use of—
 - (a) their position; or
 - (b) information acquired by virtue of holding their position—

so as to gain an advantage for themselves or any other person or to cause detriment to the Association.

Note: See also Division 3 of Part 6 of the Act which sets out the general duties of the office holders of an incorporated association.

- (7) In addition to any duties imposed by these Rules, an executive member must perform any other duties imposed from time to time by resolution at a general meeting.

42 President and Vice-President

- (1) Subject to subrule (2), the President or, in the President's absence, the Vice-President is the Chairperson for any general meetings and for any executive meetings.
- (2) If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be—
 - (a) in the case of a general meeting—a member delegate elected by the other members present; or
 - (b) in the case of an executive meeting—an executive member elected by the other executive members present.

43 Secretary

- (1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.

Example

Under the Act, the secretary of an incorporated association is responsible for lodging documents of the association with the Registrar.

- (2) The Secretary must—
 - (a) maintain the register of members in accordance with rule 17; and
 - (b) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 66(3), all books, documents and securities of the Association in accordance with rule 70; and
 - (c) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
 - (d) perform any other duty or function imposed on the Secretary by these Rules.
- (3) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

44 Treasurer

- (1) The Treasurer must—
 - (a) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association; and
 - (b) ensure that all moneys received are paid into the account of the Association within 15 working days after receipt; and
 - (c) make any payments authorised by the Executive or by a general meeting of the Association from the Association's funds; and
 - (d) ensure cheques are signed by at least 2 executive members.
- (2) The Treasurer must—
 - (a) ensure that the financial records of the Association are kept in accordance with the Act; and
 - (b) coordinate the preparation of the financial statements of the Association and their certification by the Executive prior to their submission to the annual general meeting of the Association.
- (3) The Treasurer must ensure that at least one other executive member has access to the accounts and financial records of the Association.

DIVISION 3—ELECTION OF EXECUTIVE AND COMPETITION COMMITTEE MEMBERS AND TENURE OF OFFICE

45 Who is eligible to be an Executive or Competition Committee member

A person is eligible to be elected or appointed as an Executive or Competition Committee member if the person is an associate of the Association, and over the age of 18.

46 Positions to be declared vacant

- (1) This rule applies to—
 - (a) the first annual general meeting of the Association after its incorporation; or
 - (b) any subsequent annual general meeting of the Association, after the annual report and financial statements of the Association have been received.
- (2) The Chairperson of the meeting must declare all the relevant positions on the Executive and Competition Committees vacant and hold elections for those positions in accordance with Rules 48 to 51.

47 Nominations

- (1) Nominations of candidates for election as Executive or Competition Committee members of the Association, by eligible candidates -
 - (a) shall be made in writing, with the written consent of the candidate, and signed by the President or Secretary of their member club and one other associate; and
 - (b) shall be delivered to the Secretary not later than 14 days before the date fixed for the Annual General Meeting.

Notes: An Executive member may not hold the office of Secretary if they do not reside in Australia.

Candidates cannot endorse their own nomination. If the candidate is the President or Secretary of their member club, the nomination must be signed by the other officer.

- (2) An associate who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.

48 Disqualifying position

- (1) A person who:
 - (a) is an employee of the Association, a Tennis Body or a Club; or
 - (b) is an employee of Tennis Australia; or
 - (c) would be prohibited from being a director of a corporation under the Corporations Act, or
 - (d) have previously held the same executive position consecutively for five years. This applies retrospectively.

49 Election of President etc., and Competition Coordinators

- (1) At the Annual General Meeting, an election must be held for each of the following positions –
 - (a) One of President, Treasurer and Secretary and one Competition Coordinator for each individual competition.
- (2) If only one associate is nominated for the position, the Chairperson of the meeting must declare the associate elected to the position.
- (3) If more than one associate is nominated, a ballot must be held in accordance with Rule 51.
- (4) If no nominations are received, nominations shall be received at the Annual General Meeting. In this instance, the Chairperson of the meeting must call for nominations to fill that position.
- (5) An eligible associate of the Association may—
 - (a) nominate himself or herself; or
 - (b) with the associate's consent, be nominated by another associate.

50 Election of Executive general members and Competition Coordinator members

- (1) A single election shall be held for the Executive general member position for that year.
- (2) A single election may be held to fill all vacant competition co-ordinator member positions for each individual position.

For example:

One election for all Junior coordinator members, another for all Senior coordinator members etc.

The number of members required for each individual Competition co-ordinator is stipulated in the By-Laws of the Association.

- (3) If the number of associates nominated for the position of general/ co-ordinator member is equal to the number to be elected, the Chairperson of the meeting must declare each of those associates to be elected to the position.
- (4) If the number of associates nominated for the position of general/committee member is less than the maximum number to be elected, the Chairperson of the meeting must declare each of those associates to be elected to the position, and further nominations shall be received at the Annual General Meeting. In this instance, the Chairperson of the meeting must call for nominations to fill those positions.
- (5) An eligible associate of the Association may—
 - (a) nominate himself or herself; or
 - (b) with the associate's consent, be nominated by another associate.
- (6) If the number of associates nominated exceeds the number to be elected, a ballot must be held in accordance with Rule 51.

51 Ballot

- (1) If a ballot is required for the election of a position, the nominated associates must leave the room. A vote will then be conducted as per rule 34.

52 Term of office

- (1) Subject to subrule (3) and rule 53 –
 - (a) the President, Vice-President, Secretary and Treasurer each hold office for a one year term
 - (b) each individual Competitions Coordinator will hold office for a one year term
 - (c) each Executive general member will hold office for a one year term.

In each instance, each position becomes vacant in successive years, so that only one of these positions is elected at each annual general meeting.

(d) each Competition Committee member will hold office for one year. One half of the maximum number of Competition Committee members will become vacant each year, so that half of the maximum number of positions are elected at each annual general meeting.

For example:

One election for all Junior Committee members, another for all Senior Committee members etc.

- (2) An Executive or Competition Committee member may be re-elected
- (3) A general meeting of the Association may—
 - (a) by special resolution remove a committee member from office; and
 - (b) elect an eligible associate of the Association to fill the vacant position in accordance with this Division.
- (4) An associate who is the subject of a proposed special resolution under sub-rule (3)(a) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- (5) The Secretary or the President may give a copy of the representations to each member of the Association or, if they are not so given, the associate may require that they be read out at the meeting at which the special resolution is to be proposed.

53 Vacation of office

- (1) An executive or competition committee member may resign from the Executive or Competition Committee by written notice addressed to the committee Secretary of which they are a member.
- (2) A person ceases to be an executive or competition committee member if he or she—
 - (a) ceases to be an associate of the Association; or
 - (b) fails to attend 3 consecutive executive meetings of that committee (other than special or urgent executive meetings) without leave of absence under rule 63; or

- (c) otherwise ceases to be an executive or competition committee member by operation of section 78 of the Act.

Note: An Executive member may not hold the office of secretary if they do not reside in Australia.

54 Filling casual vacancies

- (1) The Executive may appoint an eligible associate of the Association to fill a position on the Executive that—
 - (a) has become vacant under rule 53; or
 - (b) was not filled by election at the last annual general meeting.
- (2) If the position of Secretary becomes vacant, the Executive must appoint a member to the position within 14 days after the vacancy arises.
- (3) Rule 52 applies to any executive member appointed by the Executive under subrule (1) or (2).
- (4) The Executive may continue to act despite any vacancy in its membership.

DIVISION 4—MEETINGS OF EXECUTIVE

55 Meetings of Executive

- (1) The Executive must meet at least 4 times in each year at the dates, times and places determined by the Executive.
- (2) The date, time and place of the first executive meeting must be determined by the members of the Executive as soon as practicable after the annual general meeting of the Association at which the members of the Executive were elected.
- (3) Special executive meetings may be convened by the President or by any 4 members of the Executive.

56 Notice of meetings

- (1) Notice of each executive meeting must be given to each executive member no later than 7 days before the date of the meeting.
- (2) Notice may be given of more than one executive meeting at the same time.
- (3) The notice must state the date, time and place of the meeting.
- (4) If a special executive meeting is convened, the notice must include the general nature of the business to be conducted.
- (5) The only business that may be conducted at the meeting is the business for which the meeting is convened.

57 Urgent meetings

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 56 provided that as much notice as practicable is given to each executive member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the Executive.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

58 Procedure and order of business

- (1) The procedure to be followed at a meeting of the Executive must be determined from time to time by the Executive.
- (2) The order of business may be determined by the members present at the meeting.

59 Quorum

- (1) No business may be conducted at an Executive meeting unless a quorum is present.
- (2) The quorum for an executive meeting is the presence of 4 executive members holding office.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of an executive meeting—
 - (a) in the case of a special meeting—the meeting lapses;
 - (b) in any other case—the meeting is adjourned to the same date in the next week at the same time at the same place, unless specified by the Chairman at the time of adjournment.

60 Voting

- (1) On any question arising at an executive meeting, or subcommittee appointed by the Executive, each member present at the meeting has one vote.
- (2) Members who are not associated with a club do not have a vote
- (3) A motion is carried if a majority of members casting a vote, vote in favour of the motion, at the meeting.
- (4) Subrule (2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Executive.
- (5) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (6) Voting by proxy is permitted.

61 Conflict of interest

- (1) An executive or subcommittee member who has a material personal interest in a matter being considered at an executive or subcommittee meeting must disclose the nature and extent of that interest to the Executive or subcommittee.
- (2) The member—

- (a) must not be present while the matter is being considered at the meeting; and
- (b) must not vote on the matter.

Note: Under section 81(3) of the Act, if there are insufficient committee members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.

- (3) This rule does not apply to a material personal interest—
 - (a) that exists only because the member belongs to a class of persons for whose benefit the Association is established; or
 - (b) that the member has in common with all, or a substantial proportion of, the members of the Association.

62 Minutes of meeting

- (1) The Executive must ensure that minutes are taken and kept of each executive meeting.
- (2) The minutes must record the following—
 - (a) the names of the members in attendance at the meeting;
 - (b) the business considered at the meeting;
 - (c) any resolution on which a vote is taken and the result of the vote;
 - (d) any material personal interest disclosed under rule 61.

63 Leave of absence

- (1) The Executive may grant an executive member leave of absence from executive meetings for a period not exceeding 3 months.
- (2) The Executive must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the executive member to seek the leave in advance.

PART 6—FINANCIAL MATTERS

64 Source of funds

The funds of the Association may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Executive.

65 Management of funds

- (1) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (2) Subject to any restrictions imposed by a general meeting of the Association, the Executive may approve expenditure on behalf of the Association.
- (3) The Executive may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Executive for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 executive members.
- (5) All funds of the Association must be deposited into the financial account of the Association no later than 15 working days after receipt.
- (6) With the approval of the Executive, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

66 Financial records

- (1) The Association must keep financial records that—
 - (a) correctly record and explain its transactions, financial position and performance; and
 - (b) enable financial statements to be prepared as required by the Act.
- (2) The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- (3) The Treasurer must keep in his or her custody, or under his or her control—
 - (a) the financial records for the current financial year; and
 - (b) any other financial records as authorised by the Executive.

67 Financial statements

- (1) For each financial year, the Executive must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- (2) Without limiting subrule (1), those requirements include—
 - (a) the preparation of the financial statements;
 - (b) if required, the review or auditing of the financial statements;
 - (c) the certification of the financial statements by the Executive;
 - (d) the submission of the financial statements to the annual general meeting of the Association;
 - (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 7—GENERAL MATTERS

68 Registered address

The registered address of the Association is—

- (a) the address determined from time to time by resolution of the Executive; or
- (b) if the Executive has not determined an address to be the registered address—the postal address of the Secretary.

69 Notice requirements

- (1) Any notice required to be given to a member, or an executive or subcommittee member under these Rules may be given—
 - (a) by handing the notice to the member personally; or
 - (b) by sending it by post to the member at the address recorded for the member on the register of members; or
 - (c) by email or facsimile transmission.
- (2) Subrule (1) does not apply to notice given under rule 57.
- (3) Any notice required to be given to the Association or the Executive may be given—
 - (a) by handing the notice to a member of the Executive; or
 - (b) by sending the notice by post to the registered address; or
 - (c) by leaving the notice at the registered address; or
 - (d) if the Executive determines that it is appropriate in the circumstances—
 - (i) by email to the email address of the Association or the Secretary; or
 - (ii) by facsimile transmission to the facsimile number of the Association.

70 Custody and inspection of books and records

- (1) Members may on request inspect free of charge—
 - (a) the register of members;
 - (b) the minutes of general meetings;
 - (c) subject to subrule (2), the financial records, books, securities and any other relevant document of the Association, including minutes of Executive meetings.

Note: See note following rule 17 for details of access to the register of members.

- (2) The Executive may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- (3) The Executive must on request make copies of these rules available to members and applicants for membership free of charge.
- (4) Subject to subrule (2), a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.
- (5) For purposes of this rule—

relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following—

- (a) its membership records;
- (b) its financial statements;
- (c) its financial records;
- (d) records and documents relating to transactions, dealings, business or property of the Association.

71 Winding up and cancellation

- (1) The Association may be wound up voluntarily by special resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any current or former members or associates of the Association.
- (3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual members.

(4) The body to which the surplus assets are to be given must be decided by special resolution.

72 Alteration of Rules

- (1) These Rules may only be altered by special resolution of the Annual General Meeting of the Association.
- (2) Special resolutions must be in writing and in the hands of the Secretary by July 1 preceding the Annual General Meeting.
- (3) A minimum of 21 days notice shall be given to all members of the Special Resolution.
- (4) Voting forms will be provided to members by the Association, and the official form must be lodged in person at the Annual General Meeting. Resolutions will be determined as described in 36(2).

Note: An alteration of these Rules does not take effect unless or until it is approved by the Registrar. If these Rules (other than rule 1, 2 or 3) are altered, the Association is taken to have adopted its own rules, not the model rules.

