



**Higgins Park Tennis Club
(Inc.)
Constitution**

July 2023

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PART 1 – PRELIMINARY

1. Name

The name of the Club is “Higgins Park Tennis Club (Incorporated)”.

2. Colours

The Club colours are red and black.

3. Objects

The objects for which the Club is formed are to advance the game of tennis and to —

- (a) promote and encourage, and to assist in the promotion and encouragement of, the game of tennis; and
- (b) provide, control and maintain suitable grounds, facilities and premises for the playing and practice of the game of tennis; and
- (c) arrange tournaments and matches, to award prizes and trophies, and to expend any monies in connection therewith; and
- (d) provide for the coaching and instruction of tennis; and
- (e) to do any other act or thing deemed conducive to the interests of the Club.

4. Powers

The Club may do all things necessary for carrying out its objects or purposes in a lawful manner, including but not limited to —

- (a) purchase, lease, exchange, hire or otherwise acquire or dispose of any real or personal property; and
- (b) borrow, raise or secure the payment of moneys in such a manner as the Club thinks fit; and
- (c) invest and deal with the moneys of the club not otherwise immediately required to support the Club’s operations; and
- (d) enter into any arrangements with any government or local government authority or instrumentality; and
- (e) contract coaches and other persons as necessary.

5. Club year

- (1) The Club membership year shall run from 1 September to 31 August.
- (2) The club financial year shall run from 1 May to 30 April.

PART 2 – CLUB TO BE NOT FOR PROFIT BODY

6. Not-for-profit body

- (1) The property and income of the Club must be applied solely towards the promotion of the objects or purposes of the Club and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in the promotion of those objects or purposes.
- (2) A payment may be made to a member out of the funds of the Club only if it is authorised under subrule (3).
- (3) A payment to a member out of the funds of the Club is authorised if it is —
 - (a) the payment in good faith to the member as reasonable remuneration for any services provided to the Club, or for goods supplied to the Club, in the ordinary course of business; or
 - (b) the payment of interest, on money borrowed by the Club from the member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
 - (c) the payment of reasonable rent to the member for premises leased by the member to the Club; or
 - (d) the reimbursement of reasonable expenses properly incurred by the member on behalf of the Club.

PART 3 – MEMBERS

Division 1 – Membership

7. Eligibility for membership

- (1) Any person who supports the objects or purposes of the Club is eligible to apply to become a member.
- (2) An individual who has not reached the age of 18 years is not eligible to apply for a class of membership that confers full voting rights.

8. Applying for membership

- (1) Persons seeking to join the Club for any membership year must complete the application and payment process using the online system nominated by the Club.
- (2) If a person seeking to join the Club is unable to use the online application and payment system, that person is to complete an application form and provide proof of payment to the Treasurer.

9. Dealing with membership applications

- (1) The committee must consider each application for membership of the Club and decide whether to accept or reject the application.
- (2) Subject to subrule (3), the committee must consider applications in the order in which they are received by the Club.
- (3) The committee may delay its consideration of an application if the committee considers that any matter relating to the application needs to be clarified by the applicant or that the applicant needs to provide further information in support of the application.
- (4) The committee must not accept an application unless the applicant —
 - (a) is eligible under rule 7; and
 - (b) has applied under rule 8.
- (5) The committee may in its absolute discretion reject an application even if the applicant —
 - (a) is eligible under rule 7; and
 - (b) has applied under rule 8.
- (6) The committee must notify the applicant of the committee's decision to accept or reject the application as soon as practicable after making the decision.
- (7) If the committee rejects the application, shall only provide a reason or reasons upon written request by the applicant.

10. Becoming a member

An applicant for membership of the Club becomes a member when —

- (a) the committee accepts the application; and
- (b) the applicant pays any membership fees payable to the Club under rule 15(1).

11. Membership types

The following are the Club's membership types:

- (a) **Adult memberships** are available to persons over the age of 18 and who pay the full amount of the annual membership fee;
- (b) **Student memberships** are available to full-time students between the ages of 18 and 30 who provide a current student ID card from a recognised tertiary or vocational place of learning;
- (c) **Concession memberships** are available for any person over the age of 18 holding an eligible concession card issued by the Commonwealth Government;
- (d) **Junior memberships** are available to persons who have not yet turned 18 years of age;
- (e) **Family memberships** are available to any combination of 2 parents/legal guardians and up to 4 children who have not yet turned 18 years of age;
- (f) **Social memberships** are available to persons who do not participate in tennis activities at the Club;
- (g) **Second club memberships** are available to persons who are primary members of another Perth-based club and who have joined solely to play in no more than one Tennis West League competition for the Club. Proof of membership in the primary club must be provided;
- (h) **Life memberships** are awarded at a general meeting of members of the Club on the recommendation of the committee as recognition of services rendered to the Club:
 - (i) Life members are entitled to enjoy all the privileges of the Club without payment of the annual subscription.

12. Other membership types

The committee may, from time to time, offer other membership types in addition to those contained in this Constitution. In such cases, should the membership type be offered for more than two consecutive years, that membership type should be added to this Constitution via the amendment procedures contained in rule 74.

13. Resignation

- (1) A member may resign from membership of the Club by giving written notice of the resignation to the secretary.
- (2) The resignation takes effect —
 - (a) when the secretary receives the notice; or
 - (b) if a later time is stated in the notice, at that later time.
- (3) A person who has resigned from membership of the Club remains liable for any fees that are owed to the Club (the ***owed amount***) at the time of resignation.
- (4) The owed amount may be recovered by the Club in a court of competent jurisdiction as a debt due to the Club.

14. Rights not transferrable

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

Division 2 – Membership fees

15. Amount of subscriptions

- (1) The amount of an annual subscription fee required to be paid under these rules is such amount as the committee has from time to time fixed in accordance with this rule.
- (2) The fees determined under subrule (1) may be different for different classes of membership.
- (3) The committee may fix different fees for members having the same kind of membership, on such basis as it sees fit.
- (4) Unless otherwise indicated, annual subscription fees will not include fees, fines or other charges raised by third parties, including Tennis West, for participation in organised competitions or tournaments.
- (5) Teams participating in organised competitions or tournaments will be separately invoiced by the Treasurer for the payment of these fees, fines or other charges.

16. Payment of subscriptions

Annual subscription fees are due and payable on 1 September of the year to which they relate.

17. Overdue amount owed to the Club

- (1) A member whose fees, including fees, fines or other charges in rule 15(5), or an agreed proportion thereof, remain unpaid for 2 months shall cease to be a member unless otherwise decided by the committee.
- (2) If a person who has ceased to be a member under subrule (1) offers to pay the annual membership fee after the period referred to in that subrule has expired —
 - (a) the committee may, at its discretion, accept that payment; and
 - (b) if the payment is accepted, the person's membership is reinstated from the date the payment is accepted.

Division 3 – Register of members

18. Register of members

- (1) The secretary, or another person authorised by the committee, is responsible for the requirements imposed on the Club under section 53 of the Act to maintain the register of members and record in that register any change in the membership of the Club.
- (2) In addition to the matters referred to in section 53(2) of the Act, the register of members must include the class of membership (if applicable) to which each member belongs and the date on which each member becomes a member.

- (3) The register of members must be kept at the secretary's place of residence, or at another place determined by the committee.
- (4) A member who wishes to inspect the register of members must contact the secretary to make the necessary arrangements.
- (5) If —
 - (a) a member inspecting the register of members wishes to make a copy of, or take an extract from, the register under section 54(2) of the Act; or
 - (b) a member makes a written request under section 56(1) of the Act to be provided with a copy of the register of members,

the committee may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Club.

PART 4 – DISCIPLINARY ACTION, DISPUTES AND MEDIATION

Division 1 – Term Used

19. Term used: member

In this Part —

member, in relation to a member who is expelled from the Club, includes former member.

Division 2 – Disciplinary action

20. Suspension or expulsion

- (1) The committee may decide to suspend a member's membership or to expel a member from the Club if —
 - (a) the member contravenes any of these rules; or
 - (b) the member acts detrimentally to the interests of the Club.
- (2) The secretary must give the member written notice of the proposed suspension or expulsion at least 14 days before the committee meeting at which the proposal is to be considered by the committee.
- (3) The notice given to the member must state —
 - (a) when and where the committee meeting is to be held; and
 - (b) the grounds on which the proposed suspension or expulsion is based; and
 - (c) that the member, or the member's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the proposed suspension or expulsion;
- (4) At the committee meeting, the committee must —
 - (a) give the member, or the member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the proposed suspension or expulsion; and
 - (b) give due consideration to any submissions so made; and
 - (c) decide —
 - (i) whether or not to suspend the member's membership and, if the decision is to suspend the membership, the period of suspension; or
 - (ii) whether or not to expel the member from the Club.
- (5) A decision of the committee to suspend the member's membership or to expel the member from the Club takes immediate effect.
- (6) The committee must give the member written notice of the committee's decision, and the reasons for the decision, within 7 days after the committee meeting at which the decision is made.
- (7) A member whose membership is suspended or who is expelled from the Club may, within 14 days after receiving notice of the Committee's decision under subrule (6),

give written notice to the secretary requesting the appointment of a mediator under rule 28.

- (8) If notice is given under subrule (7), the member who gives the notice and the committee are the parties to the mediation.

21. Consequences of suspension

- (1) During the period a member's membership is suspended, the member —
- (a) loses any rights (including voting rights) arising as a result of membership; and
 - (b) is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the Club.
- (2) When a member's membership is suspended, the secretary must record in the register of members —
- (a) that the member's membership is suspended; and
 - (b) the date on which the suspension takes effect; and
 - (c) the period of the suspension.
- (3) When the period of the suspension ends, the secretary must record in the register of members that the member's membership is no longer suspended.

Division 3 – Resolving disputes

22. Terms used

In this Division —

grievance procedure means the procedures set out in this Division;

party to a dispute includes a person —

- (a) who is a party to the dispute; and
- (b) who ceases to be a member within 6 months before the dispute has come to the attention of each party to the dispute.

23. Application of Division

The procedure set out in this Division (the grievance procedure) applies to disputes —

- (a) between members; or
- (b) between one or more members and the Club.

24. Parties to attempt to resolve dispute

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

25. How grievance procedure is started

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 24, any party to the dispute may start the grievance procedure by giving written notice to the secretary of —
- (a) the parties to the dispute; and

- (b) the matters that are the subject of the dispute.
- (2) Within 28 days after the secretary is given the notice, a committee meeting must be convened to consider and determine the dispute.
- (3) The secretary must give each party to the dispute written notice of the committee meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
- (4) The notice given to each party to the dispute must state —
 - (a) when and where the committee meeting is to be held; and
 - (b) that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute.
- (5) If —
 - (a) the dispute is between one or more members and the Club; and
 - (b) any party to the dispute gives written notice to the secretary stating that the party —
 - (i) does not agree to the dispute being determined by the committee; and
 - (ii) requests the appointment of a mediator under rule 28,the committee must not determine the dispute.

26. Determination of dispute by committee

- (1) At the committee meeting at which a dispute is to be considered and determined, the committee must —
 - (a) give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute; and
 - (b) give due consideration to any submissions so made; and
 - (c) determine the dispute.
- (2) The committee must give each party to the dispute written notice of the committee's determination, and the reasons for the determination, within 7 days after the committee meeting at which the determination is made.
- (3) A party to the dispute may, within 14 days after receiving notice of the committee's determination under subrule (1)(c), give written notice to the secretary requesting the appointment of a mediator under rule 28.
- (4) If notice is given under subrule (3), each party to the dispute is a party to the mediation.

Division 4 – Mediation

27. Application of Division

- (1) This Division applies if written notice has been given to the secretary requesting the appointment of a mediator —

- (a) by a member under rule 20(7); or
 - (b) by a party to a dispute under rule 25(5)(b)(ii) or 26(3).
- (2) If this Division applies, a mediator must be chosen or appointed under rule 28.

28. Appointment of mediator

- (1) The committee must appoint the mediator, having given fair consideration to any objections raised by any of the other parties regarding the nominated mediator.
- (2) The person appointed as mediator by the committee must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre.

29. Mediation process

- (1) The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- (2) Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.
- (3) In conducting the mediation, the mediator must —
 - (a) give each party to the mediation every opportunity to be heard; and
 - (b) allow each party to the mediation to give due consideration to any written statement given by another party; and
 - (c) ensure that natural justice is given to the parties to the mediation throughout the mediation process.
- (4) The mediator cannot determine the matter that is the subject of the mediation.
- (5) The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
- (6) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

30. If mediation results in decision to suspend or expel being revoked

If —

- (a) mediation takes place because a member whose membership is suspended or who is expelled from the Club gives notice under rule 20(7); and
- (b) as the result of the mediation, the decision to suspend the member's membership or expel the member is revoked,

that revocation does not affect the validity of any decision made at a committee meeting or general meeting during the period of suspension or expulsion.

PART 5 – COMMITTEE

Division 1 – Powers of Committee

31. Committee

- (1) The committee members are the persons who, as the management committee of the Club, have the power to manage the affairs of the Club.
- (2) Subject to the Act, these rules, the by-laws (if any) and any resolution passed at a general meeting, the committee has power to do all things necessary or convenient to be done for the proper management of the affairs of the Club.
- (3) The committee must take all reasonable steps to ensure that the Club complies with the Act, these rules and the by-laws (if any).

Division 2 – Composition of committee and duties of members

32. Committee members

- (1) The committee members consist of —
 - (a) the office holders of the Club; and
 - (b) such number of ordinary committee members, as are required for there to be a total of 10 positions of the committee.
- (2) The following are the office holders of the Club —
 - (a) the President;
 - (b) the Club Captain;
 - (c) the Club Secretary;
 - (d) the Treasurer;
 - (e) the Grounds and Maintenance Coordinator;
 - (f) the Bar and Facilities Coordinator;
 - (g) the Social Coordinator;
 - (h) the Junior Members' Representative; and
 - (i) the Promotions and Membership Coordinator.
- (3) A Vice President shall be elected from the members of the committee at the first meeting following the annual general meeting.
- (4) A person may hold 2 or more of the offices mentioned in subrule (2) at the same time.

33. Functions of committee positions

- (1) The committee may, from time to time, determine the specific function(s) and roles of the committee positions listed in rule 32(2) and (3).

- (2) Any such determination shall be recorded in the Club's Policies and Procedures Manual by the Secretary and shall be separately made available to any member upon request.

Division 3 – Election of committee members and tenure of office

34. How members become committee members

A member becomes a committee member if the member —

- (a) is elected to the committee at a general meeting; or
- (b) is appointed to the committee by the committee to fill a casual vacancy under rule 40.

35. Nomination of committee members

- (1) Only voting members are eligible for nomination and election to the committee.
- (2) Any voting member may propose or second a nomination.
- (3) At least 28 days before an annual general meeting, the secretary must send written notice to all members calling for nominations for election to the committee.
- (4) A nomination is required to be —
 - (a) made in writing; and
 - (b) signed by the proposer, the seconder, and the nominee; and
 - (c) given to the secretary 15 days before the day of the annual general meeting at which the election is to be held,

except that if an office cannot be filled with a person nominated in accordance with paragraphs (a), (b), and (c), nominations for the office may, without notice, be proposed and seconded orally at the meeting.

- (5) No more than seven days prior to the annual general meeting, any nominations received under subrule (4)(c) are to be communicated to Club members.

36. Election of office holders

- (1) At the annual general meeting, a separate election must be held for each position of office holder of the Club.
- (2) If there is no nomination for a position, the chair of the meeting may call for nominations from the voting members at the meeting.
- (3) If only one member has nominated for a position, the chair of the meeting must declare the member elected to the position.
- (4) If more than one member has nominated for a position, the voting members at the meeting must vote in accordance with procedures that have been determined by the committee to decide who is to be elected to the position.
- (5) Each voting member present at the meeting may vote for one member who has nominated for the position.
- (6) A member who has nominated for the position may vote for himself or herself.

- (7) On the member's election, the new President of the Club may take over as the chair of the meeting.

37. Term of office

- (1) The term of office of a committee member begins when the member —
 - (a) is elected at an annual general meeting or under rule 38(3)(b); or
 - (b) is appointed to fill a casual vacancy under rule 40.
- (2) Subject to rule 39, a committee member holds office until the positions on the committee are declared vacant at the next annual general meeting.
- (3) A committee member may be re-elected.

38. Resignation and removal from office

- (1) A committee member may resign from the committee by written notice given to the secretary or, if the resigning member is the secretary, given to the President.
- (2) The resignation takes effect —
 - (a) when the notice is received by the secretary or President; or
 - (b) if a later time is stated in the notice, at the later time.
- (3) At a general meeting, the Club may by resolution —
 - (a) remove a committee member from office; and
 - (b) elect a member who is eligible under rule 35(2) to fill the vacant position.
- (4) A committee member who is the subject of a proposed resolution under subrule (3)(a) may make written representations (of a reasonable length) to the secretary or President and may ask that the representations be provided to the members.
- (5) The secretary or President may give a copy of the representations to each member or, if they are not so given, the committee member may require them to be read out at the general meeting at which the resolution is to be considered.

39. When membership of committee ceases

A person ceases to be a committee member if the person —

- (1) dies or otherwise ceases to be a member; or
- (2) resigns from the committee or is removed from office under rule 38; or
- (3) becomes ineligible to accept an appointment or act as a committee member under section 32 of the Act;
- (4) becomes permanently unable to act as a committee member because of a mental or physical disability; or
- (5) fails to attend 3 consecutive committee meetings, of which the person has been given notice, without having notified the committee that the person will be unable to attend.

40. Filling casual vacancies

- (1) The committee may appoint a member who is eligible under rule 35(2) to fill a position on the committee that —
 - (a) has become vacant under rule 39; or
 - (b) was not filled by election at the most recent annual general meeting or under rule 38(3)(b).
- (2) If the position of secretary becomes vacant, the committee must appoint a member who is eligible under rule 35(2) to fill the position within 14 days after the vacancy arises.
- (3) Subject to the requirement for a quorum under rule 46, the committee may continue to act despite any vacancy in its membership.
- (4) If there are fewer committee members than required for a quorum under rule 46, the committee may act only for the purpose of —
 - (a) appointing committee members under this rule; or
 - (b) convening a general meeting.

41. Validity of acts

The acts of a committee or subcommittee, or of a committee member or member of a subcommittee, are valid despite any defect that may afterwards be discovered in the election, appointment or qualification of a committee member or member of a subcommittee.

Division 4 – Committee meetings

42. Committee meetings

- (1) The committee must meet at least 8 times in each year on the dates and at the times and places determined by the committee.
- (2) The date, time and place of the first committee meeting must be determined by the committee members as soon as practicable after the annual general meeting at which the committee members are elected.
- (3) Special committee meetings may be convened by the President or any 2 committee members.

43. Notice of committee meetings

- (1) Notice of each committee meeting must be given to each committee member at least 48 hours before the time of the meeting.
- (2) The notice must state the date, time and place of the meeting and must describe the general nature of the business to be conducted at the meeting.
- (3) Unless subrule (4) applies, the only business that may be conducted at the meeting is the business described in the notice.
- (4) Urgent business that has not been described in the notice may be conducted at the meeting if the committee members at the meeting unanimously agree to treat that business as urgent.

44. Procedure and order of business

- (1) The President or, in the President's absence, the Vice President must preside as chair of each committee meeting.
- (2) If the President and Vice President are absent or are unwilling to act as chair of a meeting, the committee members at the meeting must choose one of them to act as chair of the meeting.
- (3) The procedure to be followed at a committee meeting must be determined from time to time by the committee.
- (4) The order of business at a committee meeting may be determined by the committee members at the meeting.
- (5) A member or other person who is not a committee member may attend a committee meeting if invited to do so by the committee.
- (6) A person invited under subrule (5) to attend a committee meeting —
 - (a) has no right to any agenda, minutes or other document circulated at the meeting; and
 - (b) must not comment about any matter discussed at the meeting unless invited by the committee to do so; and
 - (c) cannot vote on any matter that is to be decided at the meeting.

45. Use of technology to be present at meetings

- (1) The presence of a committee member at a committee meeting need not be by attendance in person but may be by that committee member and each other committee member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- (2) A member who participates in a committee meeting as allowed under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.

46. Quorum for committee meetings

- (1) At a meeting of the committee 5 members constitute a quorum.
- (2) Subject to rule 40(4), no business is to be conducted at a committee meeting unless a quorum is present.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting —
 - (a) in the case of a special meeting — the meeting lapses; or
 - (b) otherwise, the meeting is adjourned to the same time, day and place in the following week.
- (4) If —
 - (a) a quorum is not present within 30 minutes after the commencement time of a committee meeting held under subrule (2)(b); and
 - (b) at least 2 committee members are present at the meeting,

those members present are taken to constitute a quorum.

47. Voting at committee meetings

- (1) Each committee member present at a committee meeting has one vote on any question arising at the meeting.
- (2) A motion is carried if a majority of the committee members present at the committee meeting vote in favour of the motion.
- (3) If the votes are divided equally on a question, the chair of the meeting has a second or casting vote.
- (4) A vote may take place by the committee members present indicating their agreement or disagreement or by a show of hands, unless the committee decides that a secret ballot is needed to determine a particular question.
- (5) If a secret ballot is needed, the chair of the meeting must decide how the ballot is to be conducted.

48. Minutes of committee meetings

- (1) The committee must ensure that minutes are taken and kept of each committee meeting.
- (2) The minutes must record the following —
 - (a) the names of the committee members present at the meeting;
 - (b) the name of any person attending the meeting under rule 44(5);
 - (c) the business considered at the meeting;
 - (d) any motion on which a vote is taken at the meeting and the result of the vote.
- (3) The minutes of a committee meeting must be entered in the Club's minute book within 30 days after the meeting is held.
- (4) The President must ensure that the minutes of a committee meeting are reviewed and signed as correct by —
 - (a) the chair of the meeting; or
 - (b) the chair of the next committee meeting.
- (5) When the minutes of a committee meeting have been signed as correct they are, until the contrary is proved, evidence that —
 - (a) the meeting to which the minutes relate was duly convened and held; and
 - (b) the matters recorded as having taken place at the meeting took place as recorded; and
 - (c) any appointment purportedly made at the meeting was validly made.

Division 5 – Subcommittees

49. Subcommittees

- (1) To help the committee in the conduct of the Club's business, the committee may, in writing, appoint one or more subcommittees.

- (2) A subcommittee may consist of the number of people, whether or not members, that the committee considers appropriate.
- (3) Subject to any directions given by the committee a subcommittee may meet and conduct business as it considers appropriate; and

50. Delegation to subcommittee

- (1) The committee may, in writing, delegate to a subcommittee the exercise of any power or the performance of any duty of the committee, subject to law.
- (2) The delegation may be made subject to any conditions, qualifications, limitations or exceptions that the committee specifies in the document by which the delegation is made.
- (3) The delegation does not prevent the committee from exercising or performing at any time the power or duty delegated.
- (4) Any act or thing done by a subcommittee under the delegation has the same force and effect as if it had been done by the committee.
- (5) The committee may, in writing, amend or revoke the delegation.

PART 6 – GENERAL MEETINGS OF THE CLUB

51. Annual General Meeting

- (1) The committee must determine the date, time, and place of the annual general meeting.
- (2) If it is proposed to hold the annual general meeting more than 6 months after the end of the Club's financial year, the secretary must apply to the Commissioner for permission under section 50(3)(b) of the Act within 4 months after the end of the financial year.
- (3) 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 if the minutes of that meeting have not yet been confirmed; and
 - (b) to receive and consider —
 - (i) the President's annual report on the Club's activities during the preceding financial year; and
 - (ii) the financial statements of the Club for the preceding financial year presented under Part 5 of the Act; and
 - (iii) a copy of the report of the review or auditor's report on the financial statements or *financial report*; and
 - (c) to elect the office holders of the Club and other committee members; and
 - (d) if applicable, to appoint or remove a reviewer or auditor of the Club in accordance with the Act.
- (4) Any other business of which notice has been given in accordance with these rules may be conducted at the annual general meeting.

52. Special general meetings

- (1) The committee may convene a special general meeting.
- (2) The committee must convene a special general meeting if at least 20% of the members require a special general meeting to be convened.
- (3) The members requiring a special general meeting to be convened must —
 - (a) make the requirement by written notice given to the secretary; and
 - (b) state in the notice the business to be considered at the meeting; and
 - (c) each sign the notice.
- (4) The special general meeting must be convened within 28 days after notice is given under subrule (3)(a).
- (5) If the committee does not convene a special general meeting within that 28 day period, the members making the requirement (or any of them) may convene the special general meeting.
- (6) A special general meeting convened by members under subrule (5) —

- (a) must be held within 3 months after the date the original requirement was made; and
- (b) may only consider the business stated in the notice by which the requirement was made.

53. Notice of general meetings

- (1) The secretary or, in the case of a special general meeting convened under rule 52(5), the members convening the meeting, must give to each member —
 - (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 the meeting is the annual general meeting, include the names of the members who have nominated for election to the committee under rule 35; and
 - (d) if a special resolution is proposed —
 - (i) set out the wording of the proposed resolution as required by section 51(4) of the Act; and
 - (ii) state that the resolution is intended to be proposed as a special resolution.

54. Use of technology to be present at general meetings

- (1) The presence of a member at a general meeting need not be by attendance in person but may be by that member and each other member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- (2) A member who participates in a general meeting as allowed under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.

55. Presiding member and quorum for general meetings

- (1) At a general meeting of the Club, 18 voting members constitute a quorum.
- (2) The President or, in the President's absence, the Vice President must preside as chair of each general meeting.
- (3) If the President and Vice President are absent or are unwilling to act as chair of a general meeting, the committee members at the meeting must choose one of them to act as chair of the meeting.
- (4) No business is to be conducted at a general meeting unless a quorum is present.
- (5) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting —

- (a) in the case of a special general meeting — the meeting lapses; or
 - (b) in the case of the annual general meeting — the meeting is adjourned to the same place, time and day in the following week.
- (6) If —
- (a) a quorum is not present within 30 minutes after the commencement time of an annual general meeting held under subrule (5)(b); and
 - (b) at least 2 voting members are present at the meeting,
- those members present are taken to constitute a quorum.

56. Adjournment of general meeting

- (1) The chair of a general meeting at which a quorum is present may, with the consent of a majority of the voting 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.
- (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 53.

57. Voting at general meetings

- (1) On any question arising at a general meeting, subject to subrule (3), each voting member has one vote.
- (2) Except in the case of a special resolution, a motion is carried if a majority of the voting members present at a general meeting vote in favour of the motion.
- (3) If votes are divided equally on a question, the chair of the meeting has a second or casting vote.
- (4) If the question is whether or not to confirm the minutes of a previous general meeting, only members who were present at that meeting may vote.
- (5) For a person to be eligible to vote at a general meeting as a voting member, the voting member —
 - (a) must have been a voting member at the time notice of the meeting was given under rule 53; and
 - (b) must have paid any fee or other money payable to the Club by the member.

58. Determining whether resolution is carried

- (1) The chair of a general meeting may, on the basis of general agreement or disagreement or by 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.
- (2) If the resolution is a special resolution, the declaration under subrule (2) must identify the resolution as a special resolution.
- (3) A declaration under subrule (1) must be entered in the minutes of the meeting, and the entry is, without proof of the voting in relation to the resolution, evidence of how the resolution was determined.

59. Minutes of general meeting

- (1) The secretary, or a person authorised by the committee from time to time, must take and keep minutes 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 record —
- (a) the names of the voting members attending the meeting; and
 - (b) the financial statements or financial report presented at the meeting, as referred to in rule 51(3)(b)(ii); and
 - (c) any report of the review or auditor’s report on the financial statements or financial report presented at the meeting, as referred to in rule 51(3)(b)(iii).
- (4) The minutes of a general meeting must be entered in the Club’s minute book within 30 days after the meeting is held.
- (5) The chair must ensure that the minutes of a general meeting are reviewed and signed as correct by —
- (a) the chair of the meeting; or
 - (b) the chair of the next general meeting.
- (6) When the minutes of a general meeting have been signed as correct they are, in the absence of evidence to the contrary, taken to be proof that —
- (a) the meeting to which the minutes relate was duly convened and held; and
 - (b) the matters recorded as having taken place at the meeting took place as recorded; and
 - (c) any election or appointment purportedly made at the meeting was validly made.

PART 7 – FINANCIAL MATTERS

60. Source of funds

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

61. Control of funds

- (1) The Club must open an account in the name of the Club with a financial institution from which all expenditure of the Club is made and into which all funds received by the Club are deposited.
- (2) Subject to any restrictions imposed at a general meeting, the committee may approve expenditure on behalf of the Club.
- (3) The committee may authorise the treasurer to expend funds on behalf of the Club up to a specified limit without requiring approval from the committee for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Club must be signed by —
 - (a) 2 committee members; or
 - (b) one committee member and a person authorised by the committee.
- (5) All funds of the Club must be deposited into the Club's account within 5 working days after their receipt.

62. Financial statements and financial reports

For each financial year, the committee must ensure that the requirements imposed on the Club under Part 5 of the Act relating to the financial statements or financial report of the Club are met.

PART 8 – GENERAL MATTERS

63. By-laws

- (1) The Club may, by resolution at a general meeting, make, amend or revoke by-laws.
- (2) By-laws may provide for any matters the Club considers necessary or convenient to be dealt with in the by-laws.
- (3) The Club will publish any by-laws adopted under rule 63(1) on its website within 14 days of their adoption.

64. Executing documents and common seal

- (1) The Club is to have a common seal.
- (2) The common seal may be affixed to a document by order of the committee, and not otherwise.
- (3) The affixing of the common seal to a document is to be in the presence of, and attested by, 2 members of the committee of whom at least one is the President, the Vice-President, or the Treasurer.
- (4) The Secretary is to keep a register of the documents to which the common seal has been affixed.

65. Giving notices to members

- (1) In this rule —
recorded means recorded in the register of members.
- (2) A notice or other document that is to be given to a member under these rules is taken not to have been given to the member unless it is in writing and —
 - (a) delivered by hand to the recorded address of the member; or
 - (b) sent by prepaid post to the recorded postal address of the member; or
 - (c) sent by facsimile or electronic transmission to an appropriate recorded number or recorded electronic address of the member.

66. Custody of books and securities

- (1) Subject to subrule (2), the books and any securities of the Club must be kept in the secretary's custody or under the secretary's control.
- (2) The financial records and, as applicable, the financial statements or financial reports of the Club must be kept in the treasurer's custody or under the treasurer's control.
- (3) Subrules (1) and (2) have effect except as otherwise decided by the committee.
- (4) The books of the Club must be retained for at least 7 years.

67. Record of office holders

The record of committee members and other persons authorised to act on behalf of the Club that is required to be maintained under section 58(2) of the Act must be kept in the secretary's custody or under the secretary's control.

68. Indemnity

Every present or former Officer of the Club or member of the committee shall, in the bona fide exercise of their powers and duties hereunder, be indemnified out of the funds of the Club against all costs, charges, damages or expenses incurred by that person by reason of any contract or obligation entered into or of any act done or default made by that person in any way in or arising from the performance by that person of that person's duties as such Officer or member of the committee.

69. Distribution of surplus property on cancellation of incorporation or winding up

In the event of the Club being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to any Club incorporated under the *Associations Incorporation Act 2015* with similar purposes which is not carried on for the profit or gain of its individual members and which Club shall be determined by resolution of the members.

PART 9 – ALCOHOL

70. Liquor Control Act

- (1) No liquor shall be sold or supplied for consumption elsewhere than on the Club premises unless such liquor is removed from the premises of the Club by or on the instructions from the member purchasing the same.
- (2) No payment or part payment to any secretary, treasurer, manager or other officer or servant of the Club shall be made by way of commission or allowance from or upon the receipts of the Club for liquor.
- (3) No liquor shall be sold or supplied to any juvenile (i.e. any person under the age of 18).
- (4) The Club shall only be open for the sale of liquor during such hours (within the hours permitted under the *Liquor Control Act 1988*) as the committee shall from time to time determine.
- (5) No liquor shall be sold or disposed of on Christmas Day, Good Friday or before noon on Anzac Day except as permitted under the provisions of the *Liquor Control Act 1988*.
- (6) The Club shall nominate a person as the approved manager pursuant to the provisions of section 100 of the *Liquor Control Act 1988*.
- (7) Where the approved manager is absent for periods in excess of those specified in section 100 of the *Liquor Control Act 1988*, the Club shall appoint a temporary manager and the relevant application shall be lodged with the Director of Liquor Licensing.
- (8) Members may introduce guests to the Club at any time provided that —
 - (a) No member may introduce more than five guests to the Club at any one time.
 - (b) A guest shall not be supplied with liquor on the Club premises except on invitation and in the company of that member.
 - (c) A guest shall be supplied with liquor to be consumed on the Club premises only.
 - (d) The member introducing the guest shall be responsible for the proper conduct of that guest whilst on the Club premises.
 - (e) Any person who has been refused membership of the Club or who is under suspension or expulsion from the Club, shall not be admitted as a guest of any member of the Club.
 - (f) Names of guests and of the members introducing them shall be entered in a book provided which will remain open for inspection at all times.
 - (g) A member may, at their expense, and with the approval of the Committee, supply liquor to guests, without limitation as to number, at a function held by or on behalf of that member, at the Club premises.

PART 10 – INTERPRETATION AND ALTERATION OF CONSTITUTION

71. Interpreting rules

Any question as to the meaning of the rules of the Club is to be decided by the committee, but the committee's decision may be over-ruled by a resolution passed at a general meeting.

72. Altering this Constitution

- (1) An alteration to this Constitution can only be made in accordance with rule 74.
- (2) A reference in this Constitution to altering this Constitution includes a reference to altering or repealing any of its provisions or inserting new provisions in it, and also includes a reference to repealing and replacing the Constitution in its entirety.

73. Motions to alter Constitution

- (1) This Constitution may be altered at any general meeting if —
 - (a) notice conforming to the requirements for special resolutions under rule 53 has been given; and
 - (b) the motion is passed by a majority of at least three-quarters of the members present and voting at the meeting.
- (2) If the motion is passed, it does not have effect until —
 - (a) any approval required under section 48(4)(d) of the *Liquor Control Act 1988* has been obtained; and
 - (b) section 17(2) of the *Associations Incorporation Act 2015* has been complied with.

74. Terms used in this Constitution

In this Constitution, unless the contrary intention appears —

Act means the *Associations Incorporation Act 2015*;

Club means the Higgins Park Tennis Club, the incorporated association to which these rules apply;

Commissioner means the person for the time being designated as the Commissioner under section 153 of the Act;

committee means the management committee of the Club;

committee meeting means a meeting of the committee;

committee member means a member of the committee;

financial records includes —

- (a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers; and
- (b) documents of prime entry; and
- (c) working papers and other documents needed to explain —
 - (iii) the methods by which financial statements are prepared; and

(iv) adjustments to be made in preparing financial statements;

financial report, has the meaning given in section 63 of the Act;

financial statements means the financial statements in relation to the Club required under Part 5 Division 3 of the Act;

financial year, of the Club, has the meaning given in rule 5;

general meeting, of the Club, means a meeting of the Club that all members are entitled to receive notice of and to attend;

ordinary committee member means a committee member who is not an office holder of the Club under rule 32(1)(b);

register of members means the register of members referred to in section 53 of the Act;

rules means these rules of the Club, as in force for the time being;

secretary means the committee member holding office as the secretary of the Club;

special general meeting means a general meeting of the Club other than the annual general meeting;

special resolution means a resolution passed by the members at a general meeting in accordance with section 51 of the Act;

treasurer means the committee member holding office as the treasurer of the Club.

voting member(s) means a person who is

- (a) an adult member;
- (b) the parent of a junior member;
- (c) a student/concession member;
- (d) the adult members of a family membership;
- (e) a second club member; or
- (f) a life member,

and is over the age of 18.

PART 11 – LOG OF AMENDMENTS

Amendments (description)	Date
New constitution adopted by resolution at general meeting with following amendments	21/07/2023
<p>4. Powers (e) Replaced the word “employ” with contract</p> <p>9. Dealing with membership applications (7) Amended to read “If the committee rejects the application, shall only provide a reason or Reasons upon written request by the applicant.</p> <p>11. Membership types (h) clause (ii) removed</p> <p>32. Committee members (1) (b) replaced the word “members” to positions</p> <p>68. Tennis Australia Policies Removed.</p>	