

Tennis Seniors Association of South Australia Inc - TSSA



Trading Names: *Tennis Seniors SA or South Park Tennis Seniors Centre*
ABN: 48 070 901 457
Location: (located in the Adelaide Park Lands)
opposite 118 Greenhill Rd. UNLEY SA 5061
Postal Address: attn TSSA Secretary, 2/33A Old Tapleys Hill Rd, GLENELG NORTH SA 5045
Email: secretarytenniseniorssa@gmail.com
Website: [Tennis Seniors SA](https://play.tennis.com.au/TennisSeniorsSA) (<https://play.tennis.com.au/TennisSeniorsSA>)

Developed by:
TSSA Committee Task Group
Date Approved:
10 December 2018
Last amended:
16 Feb. 2021

Constitution of The Tennis Seniors Association of South Australia Inc

(ABN: 48 070 901 457)

- Adopted at a General Meeting held 10 Dec. 2018
- Amended clause 5.2 (a) of the Constitution to reduce the membership admission to 30 years – approved at TSSA Committee Meeting held 16 Feb. 2021

TABLE OF CONTENTS

1. NAME OF ASSOCIATION	3
2. DEFINITIONS AND INTERPRETATION.....	3
3. OBJECTS OF THE ASSOCIATION.....	5
4. POWERS OF THE ASSOCIATION.....	5
5. MEMBERSHIP.....	6
7. DISCIPLINE.....	10
8. SUBSCRIPTIONS AND FEES.....	10
9. POWERS AND DUTIES OF THE COMMITTEE	11
10. COMPOSITION OF THE COMMITTEE.....	12
11. ELECTED COMMITTEE MEMBERS	12
12. APPOINTED COMMITTEE MEMBERS.....	13
13. VACANCIES ON THE COMMITTEE	14
14. MEETINGS OF THE COMMITTEE	14
15. EXECUTIVE.....	16
16. DELEGATIONS	16
17. SEAL	16
18. ANNUAL GENERAL MEETING.....	16
19. SPECIAL GENERAL MEETINGS.....	17
20. ATTENDANCE AND VOTING AT GENERAL MEETINGS	17
21. NOTICE OF GENERAL MEETING	17
22. BUSINESS.....	18
23. PROCEEDINGS AT GENERAL MEETINGS	18
24. VOTING AT GENERAL MEETINGS.....	19
25. DISPUTE RESOLUTION PROCEDURE.....	19
26. RECORDS AND ACCOUNTS	20
27. AUDITOR.....	20
28. APPLICATION OF INCOME.....	20
29. WINDING UP	20
30. DISTRIBUTION OF ASSETS ON WINDING UP	21
31. CONSTITUTION	21
32. REGULATIONS	21
33. NOTICE	22
34. PATRONS AND VICE PATRONS	22
35. INDEMNITY	22
36. TRANSITIONAL PROVISIONS.....	23

ASSOCIATIONS INCORPORATION ACT 1985 (SA)

CONSTITUTION

of

THE TENNIS SENIORS ASSOCIATION OF SOUTH AUSTRALIA INC.

1. NAME OF ASSOCIATION

The name of the incorporated Association is "The Tennis Seniors Association of South Australia Inc." ("**Association**").

The Association may use the trading names of "Tennis Seniors SA" or "South Park Tennis Seniors Centre".

2. DEFINITIONS AND INTERPRETATION

2.1 Definitions

In this Constitution unless the contrary intention appears:

"**Act**" means the *Associations Incorporation Act 1985 (SA)*.

"**Annual General Meeting**" means a meeting held once a year and of the kind described in clause 18(a).

"**Appointed Committee Member**" means a committee member appointed under clause 12.

"**Committee**" means the body consisting of the Committee Members who constitute the committee for the purposes of the Act and who are entrusted to manage the affairs of the Association.

"**Constitution**" means this constitution of the Association.

"**Committee Member**" means a member of the Committee and includes Elected Committee Members and Appointed Committee Members and any person acting in that capacity from time to time appointed in accordance with this Constitution.

"**Elected Committee Member**" means a committee member appointed under clause 11.

"**Financial year**" means the year ending on the next 30 June following incorporation and thereafter a period of 12 months commencing on 1 July and ending on 30 June each year.

"**General Meeting**" means any general meeting of Members and includes the Annual General Meeting or any Special General Meeting.

"**Intellectual Property**" means all rights subsisting in copyright, business names, names, trademarks (or signs), logos, designs, equipment including computer software, images (including photographs, videos or films) or service marks relating to the Association or any activity of or conducted, promoted or administered by the Association in South Australia.

"**Life Member**" means an individual appointed as a life member of the Association under clause 5.

"**Member**" means a member for the time being of the Association.

"**Objects**" means the objects of the Association in clause 3.

“Ordinary Member” means a person admitted as an ordinary member of the Association under clause 5.

“Ordinary Resolution” means:

- (a) at a meeting of Members, a resolution passed at a General Meeting by a majority of Members present, entitled to vote and voting; or
- (b) at a meeting of the Committee or a sub-committee of the Committee, a resolution passed by a majority of those present, entitled to vote and voting.

“Regulation” means any regulations made by the Committee under clause 32 of this Constitution.

“Seal” means the common seal of the Association.

“Special General Meeting” means a General Meeting of Members convened in accordance with clause 19.

“Special Resolution” means a resolution passed at General Meeting of the Members if:

- (a) at least 21 days written notice specifying the intention to propose the resolution as a special resolution has been given to all Members; and
- (b) it is passed at a duly convened meeting of the Members by a majority of not less than three-quarters of Members present, entitled to vote and voting.

“Tennis Seniors Aust” means Tennis Seniors Australia Incorporated

“TSA” means Tennis SA Incorporated

2.2 Interpretation

In this Constitution:

- (a) a reference to a function includes a reference to a power, authority and duty;
- (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty;
- (c) words importing the singular include the plural and vice versa;
- (d) words importing any gender include the other genders;
- (e) persons include corporations and bodies politic;
- (f) references to a person include the legal personal representatives, successors and permitted assigns of that person;
- (g) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or another legislative authority having jurisdiction); and
- (h) unless the contrary intention appears, a requirement that something is in writing will be met if it is produced by electronic, photographic, lithographic or other means by which it can readily be read and reproduced.

2.3 Resolutions

Where this Constitution requires or permits a decision to be made or a resolution to be passed by a General Meeting, the Committee or a sub-committee of the Committee, the decision may be made or the resolution may be passed by Ordinary Resolution unless either this Constitution or the Act requires otherwise.

2.4 Severance

If any provision of this Constitution or any phrase contained in it is invalid or unenforceable, the phrase or provision is to be read down if possible, so as to be valid and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of this Constitution.

2.5 The Act

- (a) Except where the contrary intention appears, in this Constitution an expression that deals with a matter under the Act has the same meaning as that provision of the Act.
- (b) Model rules under the Act are expressly displaced by this Constitution.

3. OBJECTS OF THE ASSOCIATION

The Objects of the Association are:

- (a) To encourage, promote and advance the continued playing of Tennis by senior players irrespective of standard;
- (b) To encourage the playing of Tennis in the spirit of enjoyment;
- (c) To provide playing facilities and to promote, encourage and hold competitions and tournaments in South Australia for senior players of Tennis;
- (d) To enter teams of Members in any Tennis competitions;
- (e) To arrange matches between the Association and any other associations, clubs or teams in South Australia or elsewhere;
- (f) To promote social activities and genial relations among Members, to arrange sporting activities for Members, and to provide social amenities for Members;
- (g) To promote and assist with the formation of other associations, clubs or competitions for senior players of Tennis in South Australia;
- (h) Subject to any resolution of the Association at a General Meeting, to affiliate with Tennis Seniors Aust, TSA and/or with any other body or bodies formed for the purpose of promoting or controlling Tennis whether in South Australia or elsewhere;
- (i) To maintain and enhance the reputation of Tennis and the standards of play and behaviour of Members; and
- (j) To undertake and or do other things or activities which are necessary, incidental or conducive to the advancement of these Objects.

4. POWERS OF THE ASSOCIATION

Solely for furthering the Objects, the Association has the rights, powers and privileges conferred on it under section 25 of the Act, namely to:

- (a) acquire, hold, deal with, and dispose of, any real or personal property;
- (b) administer any property on trust;
- (c) open and operate ADI (*Authorised Deposit-taking Institutions*) accounts;
- (d) invest its moneys-
 - (i) in any security in which trust moneys may, by Act of Parliament, be invested; or
 - (ii) in any other manner authorised by the rules of this Association;
- (e) borrow money upon such terms and conditions as the Association thinks fit;
- (f) give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
- (g) appoint agents to transact any business of the Association on its behalf; and
- (h) enter into any other contract it considers necessary or desirable.

5. MEMBERSHIP

5.1 Categories of Members

The Members of the Association consist of:

- (a) Life Members;
- (b) Ordinary Members;
- (c) Country Members (being Members residing outside the greater metropolitan area of Adelaide);
- (d) Non-playing Members; and
- (e) Honorary Members.

5.2 Admission of Members

- (a) A candidate for Ordinary, Country or Non-playing membership must be aged 30 years or more as at 31st December in the year of their application for membership and must apply to the Committee in writing.
- (b) The application must:
 - (i) be in a form approved by the Committee;
 - (ii) identify the category of membership for which the applicant is applying;
 - (iii) contain full particulars of the name, address, date of birth and contact details, including email address if possible, of the applicant; and
 - (iv) contain any other information prescribed by Regulation for an application for membership.

5.3 Discretion to accept or reject application

- (a) The Committee Members may accept or reject an application whether the applicant has complied with the requirements in clause 5.2 or not. The Committee Members are not required, nor can they be compelled to provide, any reason for rejection.
- (b) Membership begins on the later to occur of:
 - (i) acceptance of the application by the Committee Members; or
 - (ii) payment of any fees payable by the new Member.

5.4 Renewal

Ordinary, Country and Non-playing Members must renew their membership annually in accordance with the procedures set down from time to time by the Association, or the Committee, or in any Regulations of the Association.

5.5 Life Members

- (a) Life Membership is the highest honour that can be bestowed by the Association for longstanding and valued service to the Association and/or Tennis in South Australia.
- (b) Any Member may recommend a person for Life Membership by notice in writing to the Committee. A recommendation made under this clause must include a written report outlining the history of service of the nominee.
- (c) A person may be appointed a Life Member only by Special Resolution put to an Annual General Meeting by the Committee.
- (d) A Life Member has all the rights of an Ordinary Member.
- (e) A Life Member cannot be required to pay fees or subscriptions (other than fees that are required to be paid to play in a team representing the Association).

5.6 Honorary Members

- (a) At its discretion, the Committee may grant Honorary Membership of the Association to:
 - (i) any Patrons or Vice-Patrons of the Association appointed under Clause 34 of this Constitution for the period of their appointment;
 - (ii) a visiting member of any other association, or a visiting member of a team or club participating in any game, match, competition or tournament conducted by the Association, for the duration of the visiting member's participation;
 - (iii) any interstate or overseas visitor, for a period not exceeding 3 months;
 - (iv) any distinguished visitor attending premises or a function of the Association for a special occasion, for such period as the Committee shall determine.
- (b) Honorary members shall not:
 - (i) be required to pay Association subscription or entrance fees;
 - (ii) be entitled to vote at any General Meeting of the Association; and

- (iii) be entitled to serve as a Committee Member.

5.7 Obligations of Members

Each Member must:

- (a) treat all Committee Members, staff, contractors and representatives of the Association and Tennis Seniors Aust, TSA and all those involved with Tennis with respect, decency and courtesy at all times;
- (b) maintain and enhance the standards, quality and reputation of the Association, , TSA and Tennis;
- (c) not act in a manner:
 - (i) unbecoming of a Member or prejudicial to the Objects or the interests or reputation of the Association, Tennis Seniors Aust, TSA or Tennis;
 - (ii) that is likely to bring the Association, Tennis Seniors Aust, TSA or Tennis into disrepute or which might adversely affect or derogate from the standards, quality or reputation of the Association, Tennis Seniors Aust, TSA or Tennis or its maintenance and development; and
- (d) adopt, and assist with the implementation of, such policies as may be developed by the Association in accordance with its Objects.

5.8 Register of Members

Subject to the Act and confidentiality and privacy laws:

- (a) the Association must keep and maintain a register of Members which shall contain at least;
 - (i) the full name, address, category of membership and date of entry to membership of each Member; and
 - (ii) where applicable, the date of termination of membership of each previous Member.
- (b) the Register may contain such other information as the Committee considers appropriate.
- (c) Members must provide the Association with the details required by the Association to keep the register complete and up to date, and must provide notice of any change in their details to the Association within one month of such change.

5.9 Effect of Membership

- (a) This Constitution constitutes a binding contract between each of the Members and the Association and each Member is bound by this Constitution, any Regulations and the policies of the Association.
- (b) Each Member is also bound by the rules and regulations governing Tennis competitions in which the Member participates.
- (c) Each Member is entitled to all benefits, advantages, privileges and services of the class of membership to which the Member belongs.

6. CESSATION OF MEMBERSHIP

6.1 Death or Resignation of Member

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

- (a) the Member dies - membership does not succeed to the deceased Member's legal personal representatives; or
- (b) the Member has paid all outstanding fees and subscriptions due to the Association and has given one month's notice in writing to the Association of the Member's resignation from membership.

6.2 Discontinuance of Membership for Breach

- (a) Membership of the Association may be discontinued by the Committee upon breach of any clause of this Constitution or any Regulations or policies of the Association. This includes, but is not limited to, the failure to pay any money owing to the Association within 3 months of the money becoming due, disciplinary matters and failure to comply with any resolutions or determinations made by the Committee or sub-Committee.
- (b) Membership shall not be discontinued under clause 6.2(a) without the Committee first giving the relevant Member sufficient opportunity to explain the breach and/or remedy the breach.
- (c) A Member may not be expelled unless the Member has been afforded natural justice in accordance with the Act and procedural fairness generally.
- (d) Where a Member fails, in the Committee's view, to adequately explain or remedy the breach, that Member's membership may be discontinued under clause 6.2(a). The Association shall give written notice of the discontinuance to the Member.
- (e) The Committee may, in its discretion, convene a judiciary committee under clause 7(c) to hear and determine an allegation that a Member has materially breached one or more of the Member's obligations under this Constitution or the Regulations and to make recommendations to the Committee about the appropriate consequences of its findings. The Committee may rely on the findings and recommendations of the judiciary committee.

6.3 Forfeiture of Rights

- (a) A Member who ceases to be a Member for whatever reason, shall forfeit all rights in and claims upon the Association and its property and shall not use any property of the Association including Intellectual Property.
- (b) Any Association documents, records, or other property in the possession, custody or control of that Member shall be returned to the Association immediately.

6.4 Amendment of Register

The membership Register of the Association shall be amended as soon as practicable to record any resignation or discontinuance of membership for any reason.

6.5 Member to Re-apply for Membership

A Member who has resigned under clause 6.1(b) or whose membership has been discontinued under clause 6.2:

- (a) may seek renewal or re-apply for membership in accordance with this Constitution, or at the discretion of the Committee without a written application being required; and
- (b) may be re-admitted as a Member at the discretion of the Committee, with such conditions (if any) as the Committee deems appropriate.

6.6 Refund of Membership Fees

Membership fees or subscriptions paid by a former Member may, at the Committee's discretion, be refunded on a pro-rata basis to the Member on cessation of the membership.

7. DISCIPLINE AND DISPUTE RESOLUTION

- (a) The Committee may make Regulations governing the hearing and determination of internal disputes, protests or complaints by or against Members or participants or the Association or disciplinary matters generally or any other matter involving the enforcement of this Constitution or the Regulations or the policies of the Association against Members or participants or the Association.
- (b) A Regulation made under clause 7(a) may:
 - (i) provide for one or more judiciary committees or tribunals to hear and resolve cases falling under clause 7(a);
 - (ii) prescribe penalties for breaches of this Constitution or the Regulations;
 - (iii) invest a judiciary committee or tribunal with power to impose penalties;
 - (iv) and otherwise prescribe the procedures for dealing with cases falling under clause 7(a).
- (c) Despite any Regulation made under clause 7(a), the Committee may itself deal with any disciplinary matter referred to it or appoint a judiciary committee to do so.
- (d) All proceedings relating to cases falling under clause 7(a) must be conducted according to the rules of natural justice and in accordance with clause 25.

8. SUBSCRIPTIONS AND FEES

- (a) The Committee will recommend to Members at the Annual General Meeting an Ordinary Resolution proposing the:
 - (i) annual membership subscriptions for Ordinary, Country and Non-Playing classes of membership; and
 - (ii) any such other fees or levies as the Committee considers prudent for the effective and sustainable management of the affairs of the Association.
- (b) The Committee will determine the time for and manner of payment of the subscriptions, fees and levies authorised at the Annual General Meeting.
- (c) On admission to membership a new Member must pay the current full year's subscription and any entrance fee for the class of membership to which they have applied, unless the Committee agrees to accept payment in instalments.
- (d) The Committee may waive all or part of a Member's subscriptions, fees or levies and may agree terms of payment for a Member different from those applicable to other Members if the Committee is satisfied that there are special reasons to do so.

9. POWERS AND DUTIES OF THE COMMITTEE

9.1 General powers of Committee

- (a) Subject to the Act and this Constitution, the business and affairs of the Association must be managed by the Committee which may exercise all the powers of the Association for that purpose.
- (b) The Committee must perform its functions in the pursuit of the Objects and in the interests of the Association as a whole, having regard to the Association's position in the structure of Tennis in South Australia and its role in supporting the reputation of Tennis in the State.
- (c) The Committee has the authority to interpret the meaning of this Constitution and any Regulations.
- (d) The Committee shall appoint a Public Officer as required by section 56 of the Act.
- (e) If no auditor is appointed at the Annual General Meeting, the Committee must appoint an auditor.
- (f) The Committee shall maintain an insurance policy or policies to protect the Association as far as possible against any liability.
- (g) The Committee may nominate and use such other trading names for the Association as it may determine from time to time.

9.2 Duties of the Committee

In accordance with section 39A of the Act, the Committee Members must:

- (a) not, in the exercise of their powers or the discharge of their duties, commit an act with intent to deceive or defraud the Association, Members or creditors of the Association or creditors of any other person or for any other fraudulent purpose;
- (b) not make improper use of information acquired by virtue of their position in the Association so as to gain, directly or indirectly, any pecuniary benefit or material advantage for themselves or any other person or so as to cause a detriment to the Association;
- (c) not make improper use of information acquired as a Committee Member so as to gain, directly or indirectly, any pecuniary benefit or material advantage for themselves or any other person or so as to cause a detriment to the Association; and
- (d) at all times act with reasonable care and diligence in the exercise of their powers and the discharge of the duties of their office as Committee Members.

9.3 Limitation

If the Association has affiliated with Tennis Seniors Aust, TSA and/or with any other association or body formed for the purpose of promoting or controlling Tennis, the Committee may not cause the Association to disaffiliate without an Ordinary Resolution of the Members in General Meeting.

10. COMPOSITION OF THE COMMITTEE

10.1 Composition of the Committee

The Committee will comprise:

- (a) up to twelve (12) Elected Committee Members elected under clause 11, all of whom must be Members; and
- (b) up to five (5) Appointed Committee Members appointed under clause 12.

10.2 Portfolios

The Committee may allocate portfolios to Committee Members, including portfolios designating allocated Committee Members as “Chairperson”, “Secretary” and “Treasurer”.

11. ELECTED COMMITTEE MEMBERS

11.1 Nominations

- (a) The Committee must call for nominations for Elected Committee Members at least thirty (30) days prior to the Annual General Meeting.
- (b) The Committee may, when it calls for nominations, indicate which portfolios on the Committee it wishes to fill, the job descriptions for those portfolios and the qualifications and/or experience it considers desirable for those portfolios.

11.2 Form of Nomination

Nominations must:

- (a) be in writing;
- (b) be in the prescribed form (if any) provided for that purpose;
- (c) be signed by the nominee and at least one other Member;
- (d) disclose any position the nominee holds in the Association, including as a current Committee Member or an employee, and the nominee’s class of membership of the Association; and
- (e) be delivered to the Association not less than fourteen (14) days before the date fixed for the Annual General Meeting.

11.3 Elections

- (a) If the number of nominations received for the Committee does not exceed the number of vacancies to be filled, then those nominated will be declared elected at the Annual General Meeting.
- (b) If there are insufficient nominations received to fill all vacancies on the Committee, nominations for the remaining Elected Committee Member positions may be made from the floor of the Annual General Meeting provided any such nominations are seconded by another Member present at that Annual General Meeting. If the number of nominations received from the floor does not exceed the number of vacancies to be filled, then those nominated will be declared elected at the Annual General Meeting.

- (c) If at any stage the number of nominations for the Committee exceeds the number of vacancies then to be filled, an election must be conducted at the Annual General Meeting.
- (d) Elections must be conducted by secret ballot or in such manner and by such method as may be determined by the Committee from time to time or if the Committee has not made a determination, by the method determined by the chairperson of the Annual General Meeting.
- (e) If at the close of the Annual General Meeting, vacancies on the Committee remain unfilled, the vacant positions will be casual vacancies under clause 13.1.

11.4 Term of Appointment for Elected Committee Members

- (a) Subject to clause 11.4(b), the term of office of each Elected Committee Member begins at the conclusion of the Annual General Meeting at which their election occurs.
- (b) If the law requires the Elected Committee Member to have a particular qualification or clearance (for example, police clearance), the Elected Committee Member's term will not begin until the qualification or clearance has been established.
- (c) Subject to clause 11.4(d), the term of office of each Elected Committee Member is approximately two (2) years and ends at the conclusion of the second Annual General Meeting following their election, but the Elected Committee Member is eligible for re-election.
- (d) At least half of the Elected Committee Members must retire every year. If the number of Elected Committee Members whose term ends in any one year (**Retiring Committee Members**) is less than one half of the number of Elected Committee Members, then an additional number of the Elected Committee Members who are not due to retire (**Non-Retiring Committee Members**) must retire to make up one half.
- (e) If the Non-Retiring Committee Members cannot agree on which of the Non-Retiring Committee Members will retire, it will be determined by ballot.

12. APPOINTED COMMITTEE MEMBERS

12.1 Appointment of Appointed Committee Members

The Elected Committee Members may appoint up to five (5) Appointed Committee Members.

12.2 Qualifications for Appointed Committee Members

In appointing Appointed Committee Members, the Elected Committee Members should have regard to which personal skills and experience the Committee thinks will complement the Committee composition.

12.3 Term of Appointment

- (a) The term of office of each Appointed Committee Member must be fixed by the Elected Committee Members at the time of the Appointed Committee Member's appointment but it cannot exceed two (2) years.
- (b) An Appointed Committee Member whose term of office ends is eligible for re-appointment.

13. VACANCIES ON THE COMMITTEE

13.1 Casual Vacancies

Any casual vacancy occurring in the position of Elected Committee Member may be filled by the remaining Elected Committee Members. A person appointed to fill a casual vacancy holds office only until the end of the next Annual General Meeting irrespective of the term of office of the person whom he or she replaces.

13.2 Grounds for Termination of Committee Member

The office of a Committee Member becomes vacant if the Committee Member:

- (a) dies;
- (b) becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
- (c) is disqualified from office under section 30 of the Act;
- (d) resigns his or her office by notice in writing to the Association;
- (e) is absent without the consent of the Committee from meetings of the Committee held during a period of six (6) months;
- (f) is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of his or her interest;
- (g) in the case of an Appointed Committee Member, is removed from office by the Elected Committee Members;
- (h) is removed by the Members in General Meeting; or
- (i) would otherwise be prohibited from being a director of a corporation under the *Corporations Act 2001 (Cth)*.

If a Committee Member is removed by resolution of the Members, the Committee Member cannot be reappointed to the Committee as an Appointed Committee Member without a further resolution of Members authorising the appointment.

13.3 Committee May Act

If there are any vacancies on the Committee, the remaining Committee Members may act but, if the number of remaining Committee Members is not sufficient to constitute a quorum at a meeting of the Committee, they may act only for the purpose of increasing the number of Committee Member to a number sufficient to constitute a quorum.

14. MEETINGS OF THE COMMITTEE

14.1 Committee to Meet

- (a) The Committee must meet as often as it considers necessary in every year for the dispatch of business (and must meet at least as often as is required under the Act). Subject to this Constitution, the Committee may adjourn and otherwise regulate its meetings as it thinks fit.
- (b) Any Committee Member may at any time convene a meeting of the Committee on reasonable notice to the other Committee Members.

14.2 Attendance by Telephone

Any Committee Member may attend a meeting by telephone or other electronic means by which he or she can hear and be heard.

14.3 Decisions of Committee

Subject to this Constitution, questions arising at any meeting of the Committee may be decided by Ordinary Resolution. Each Committee Member, including the Committee Member having the role of chair at that meeting, has one (1) vote on any question. The chair of a Committee Meeting does not have a casting vote.

14.4 Resolutions not in Meeting

- (a) Subject to clause 14.4(d), the Committee may pass a resolution without a Committee meeting being held if all the Committee Members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. The resolution is passed when the last Committee Member signs.
- (b) For the purposes of clause 14.4(a), separate copies of a document may be used for signing by those entitled to vote if the wording of the resolution and statement is identical in each copy.
- (c) Any document referred to in this clause may be in the form of a facsimile or electronic transmission.
- (d) A resolution may not be passed under clause 14.4(a) if, before it is circulated for voting under clause 14.4(a), the Committee resolves that it can only be put at a meeting of the Committee.
- (e) A resolution passed under this clause must be recorded in the minute book.

14.5 Quorum

At meetings of the Committee the number of Committee Members whose presence is required to constitute a quorum is:

- (a) if the number of Committee Members then in office is an even number, half of the number of Committee Members plus one; or
- (b) if the number of Committee Members then in office is an odd number, half of the number of Committee Members rounded up to the next whole number.

14.6 President/Chairperson

The Committee may appoint one of the Committee Members as its president/chairperson. The president/chairperson will act as chair of any Committee meeting or General Meeting at which he or she is present and unless the Committee decides otherwise is the nominal head of the Association. If no president or chairperson has been appointed, or the appointed president or chairperson is not present, or is unwilling or unable to preside at a Committee meeting, the remaining Committee Members must appoint another Committee Member to preside as chair for that meeting only.

14.7 Committee Members' Interests

- (a) The Committee Members must comply with sections 31 and 32 of the Act regarding disclosure of interests and voting on contracts in which a Committee Member has an interest.

- (b) A Committee Member must declare his or her interest in any contractual, selection, disciplinary, or financial matter in which a conflict of interest arises or may arise as soon as the Committee Member becomes aware of that conflict or potential conflict, and must, unless otherwise determined by the Committee, absent themselves from discussions of such matters and shall not be entitled to vote in respect of such matters. If the Committee Member casts a vote, the vote shall not be counted.
- (c) In the event of any uncertainty as to whether it is necessary for a Committee Member to absent themselves from discussions and refrain from voting, the issue should be immediately determined by vote of the Committee. If this is not possible, the matter must be adjourned or deferred.
- (d) If a Committee Member becomes interested in a matter after an agreement is made or a contract entered into, the declaration of interest must be made at the first meeting of the Committee after the Committee Member becomes interested.
- (e) All disclosed interests must be:
 - (i) recorded in the minutes of the relevant Committee meeting; and
 - (ii) disclosed to each Annual General Meeting in accordance with the Act.

15. EXECUTIVE / STAFF

The Committee may, from time to time, employ, either directly as an employee or via a contract from a service provider, a manager, a coach, and/or other personnel it considers necessary or appropriate, in each case for such period and on such conditions as the Committee determines.

16. DELEGATIONS

- (a) The Committee may, in writing, establish subcommittees and delegate to each of them the exercise of the functions of the Committee that are specified in the instrument of delegation, other than:
 - (i) this power of delegation; and
 - (ii) a function that is a function imposed on the Committee by the Act, by any other law, or by resolution of the Association in General Meeting.
- (b) The Committee may delegate the power to operate ADI accounts to not less than (two) 2 of the Elected Committee Members.

17. SEAL

- (a) The Association will have a Seal on which its corporate name appears in legible characters.
- (b) The Seal may not be used without the express authorisation of the Committee and every use of the Seal must be recorded in the minute books of the Association. The affixing of the Seal must be witnessed by two (2) Committee Members or by one Committee Member and another person authorised by the Committee for that purpose.

18. ANNUAL GENERAL MEETING

- (a) An Annual General Meeting of the Association must be held in accordance with the Act and this Constitution and on a date and at a venue to be determined by the Committee.

- (b) All General Meetings other than the Annual General Meeting will be Special General Meetings.

19. SPECIAL GENERAL MEETINGS

19.1 Special General Meetings may be held

The Committee may, whenever it thinks fit, convene a Special General Meeting of the Association.

19.2 Requisition of Special General Meetings

- (a) On the requisition in writing of not less than seven and one-half per cent (7.5%) of the total number of Members, the Committee must, within one month after the receipt of the requisition convene a Special General Meeting for the purpose specified in the requisition.
- (b) Every requisition for a Special General Meeting must be signed by requisitioning Members, state the purpose of the meeting and be sent to the Association. The requisition may consist of several documents in a like form, each signed by one or more of the Members making the requisitions.
- (c) If the Committee does not cause a Special General Meeting to be held within one month after the receipt of the requisition, the Members making the requisition may convene a Special General Meeting to be held not later than three (3) months after the receipt of the requisition.
- (d) A Special General Meeting convened by Members under this Constitution must be convened in the same manner, or as nearly as practical to the same manner, as a meeting convened by the Committee and for this purpose the Committee must ensure that the Members making the requisition are supplied free of charge with particulars of the Members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting must be borne by the Association.

20. ATTENDANCE AND VOTING AT GENERAL MEETINGS

- (a) Each Member, except an Honorary Member, is entitled to attend and vote at General Meetings.
- (b) Each of the Committee Members and the auditor (if any) is entitled to attend General Meetings, but the auditor and any Appointed Committee Members are not entitled to vote unless they are a Member.

21. NOTICE OF GENERAL MEETING

- (a) Notice of every General Meeting must be given to every Member (excepting Honorary Members), the auditor and the Committee Members by the means authorised in clause 33.
- (b) A notice of a General Meeting must specify the place, day and hour of the meeting and state the nature and order of the business to be transacted at the meeting.
- (c) At least twenty-one (21) days' notice of a General Meeting must be given to those Members entitled to receive notice, together with:
 - (i) the agenda for the meeting;
 - (ii) any notice of motion received from Members entitled to vote.

22. BUSINESS

- (a) The ordinary business to be transacted at the Annual General Meeting includes the consideration of accounts and the reports of the Committee and auditors, the election of Committee Members under this Constitution, fixing the annual membership Subscriptions, honoraria and any other fees or levies recommended by the Committee, and the appointment of the auditors.
- (b) All business that is transacted at a General Meeting or an Annual General Meeting, other than those matters referred to in clause 22(a), is special business.
- (c) No business other than that stated on the notice for a General Meeting may be transacted at that meeting.

23. PROCEEDINGS AT GENERAL MEETINGS

23.1 Quorum

No business may be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. Subject to clause 23.3(a)(ii), a quorum for General Meetings is five (5) Members.

23.2 Chairperson to preside

If a president or chairperson has been appointed by the Committee, such president or chairperson will, subject to this Constitution, preside as chairperson at every General Meeting except:

- (a) in relation to any election for which the president or chairperson of the Committee is a nominee; or
- (b) where the president or chairperson of the Committee has a conflict of interest.

If there has been no person appointed as president or chairperson of the Committee, or the appointed president or chairperson is not present or is unwilling or unable to preside, the Members present must appoint another Committee Member to preside as chair for that meeting only.

23.3 Adjournment of meeting

- (a) If within half an hour from the time appointed for the General Meeting a quorum is not present, the meeting must be adjourned, either until the same day in the next week at the same time and place, or to such other day, time and place as the chair of the meeting determines. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the adjourned meeting
 - (i) if the meeting was convened on the requisition of Members under clause 19.2, the meeting will lapse; and
 - (ii) in any other case, those Members present will constitute a quorum.
- (b) The chair of the meeting may, with the consent of any meeting at which a quorum is present, and must, if directed by the meeting, adjourn the meeting from time to time and from place to place but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting must be given as in the case of an original meeting.

- (d) Except as provided in clause 23.3(c), it is not necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

23.4 Voting Procedure

At any meeting a resolution put to the vote of the meeting will be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by:

- (a) the chair of the meeting; or
- (b) a simple majority of Members present at the meeting.

23.5 Recording of Determinations

A declaration by the chairperson that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of the proceedings of the Association is conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

24. VOTING AT GENERAL MEETINGS

24.1 Members entitled to vote

- (a) Each Member is entitled to one (1) vote at General Meetings.
- (b) At the discretion of the Committee, a Member shall be entitled to appoint in writing another Member of the Association to be their proxy and attend and vote at any Meeting of the Association.

24.2 Chairperson may not exercise casting vote

The chair of a General Meeting does not have a casting vote.

25. DISPUTE RESOLUTION PROCEDURE

- (a) The dispute resolution procedure set out in this clause applies to disputes between a Member and:
 - (i) another Member; or
 - (ii) the Association.
- (b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all parties.
- (c) If the parties are unable to resolve the dispute at the meeting or if a party fails to attend that meeting, then any party may, within ten (10) days after the scheduled meeting, refer the dispute to TSA, which may refer the matter to an external agency, including the State Sport Dispute Centre, for resolution.
- (d) The Committee may prescribe additional grievance procedures in Regulations consistent with or in addition to this Rule 25.
- (e) In this clause 'Member' includes any former Member who was a Member not more than six months before the dispute occurred.

26. RECORDS AND ACCOUNTS

The Association must comply with its obligations under of the Act in respect of accounts, records and minutes.

- (a) The financial year of the Association shall commence on 1st July in one year and end on 30th June in the following calendar year.
- (b) In addition to all obligations under the Act, the Association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and position of the Association, and shall provide the accounting records for the financial year for consideration at each Annual General Meeting.

27. AUDITOR

- (a) A qualified auditor must be appointed at each Annual General Meeting as the Association's auditor (**Auditor**) for the then current Financial Year.
- (b) Any vacancy occurring during the year in the office of Auditor must be filled by the Committee appointing a new Auditor.
- (c) The Auditor has power at any time to call for the production of all books, accounts and other documents relating to the affairs of the Association.

28. APPLICATION OF INCOME

28.1 The income and property of the Association must be applied solely towards the promotion of the Objects.

28.2 Except as prescribed in this Constitution or the Act, no portion of the income or property of the Association may be paid or transferred, directly or indirectly or whether by way of dividend, bonus or otherwise, to any Member or any Associate of a Member.

28.3 Subject to clause 28.4, nothing in clauses 28.1 or 28.2 prevents a payment in good faith to any Member:

- (a) in accordance with clauses 3 and 28.1 where that Member is a not-for-profit entity with a similar purpose to the Association;
- (b) for any services actually rendered to the Association whether as an employee, Committee Member or otherwise;
- (c) for goods supplied to the Association in the ordinary and usual course of operation;
- (d) for interest on money borrowed from any Member;
- (e) for rent for premises demised or let by any Member to the Association;
- (f) for any reasonable out-of-pocket expenses incurred by the Member on behalf of the Association.

28.4 No payment made under clause 28.3 may exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

29. WINDING UP

Subject to this Constitution, the Association may be wound up or deregistered in accordance with the Act.

30. DISTRIBUTION OF ASSETS ON WINDING UP

- (a) If, on winding up, dissolution or deregistration of the Association and after satisfaction of all the Association's debts and liabilities, there remain surplus assets (as defined in the Act) those surplus assets must not be paid to or distributed amongst the Members but must be distributed to another organisation or organisations which has objects similar to the Objects and a constitution which prohibits the distribution of income and property to Members.
- (b) The organisation or organisations to whom the distribution is to be made under clause 30(a) may be determined by the Members in General Meeting at or before the time of winding up, dissolution or deregistration, and in default a determination by the Members, by a judge of the Supreme Court of South Australia or any other Court that has jurisdiction in the matter.

31. CONSTITUTION

31.1 Alteration of Constitution

- (a) Subject to clause 31.1(b), this Constitution may be repealed or altered or a new provision may be added by Special Resolution passed at a duly convened General Meeting.
- (b) If, in the opinion of the Committee, it is necessary to amend this Constitution:
 - (i) to achieve or maintain affiliation of the Association with Tennis Seniors Aust, TSA or such other body or association with which the Association is or wishes to become affiliated;
 - (ii) to comply with the constitution and regulations of Tennis Seniors Aust, TSA or such other body or association with which the Association is or wishes to become affiliated; or
 - (iii) to achieve or maintain a particular tax status,the Committee may, by Ordinary Resolution, make the amendments that it considers necessary for the purpose.

32. REGULATIONS

32.1 Committee to formulate Regulations

The Committee may make and amend rules, regulations, by-laws or policies (**Regulations**) for the proper advancement, management and administration of the Association, the advancement of the purposes of the Association and Tennis in South Australia as it thinks necessary or desirable, including without limitation regulations governing:

- (a) the conduct of Association competitions or events (including but not limited to the rules of competition and codes of conduct);
- (b) the conduct of meetings;
- (c) the resolution of disputes;
- (d) discipline of Members for breaches of this Constitution or the Regulations; and
- (e) any other matter in respect of which this Constitution authorises the Committee to make Regulations or which the Committee considers is necessary or appropriate for the good governance of the Association and its affairs.

The Regulations must be consistent with the Constitution, and any requirements of any body or association with which the Association is or wishes to become affiliated.

32.2 Regulations Binding

All Regulations are binding on the Association and all Members.

32.3 Publication of Regulations

Regulations and any amendments, alterations or other changes to or interpretations of the Regulations must be communicated to Members by a notice on the Association's website or in any journal or publication which is published by or on behalf of the Association and which is circulated by the Association to the Members.

33. NOTICE

- (a) Any notice required or authorised by this Constitution to be given to a Member may be served on the Member personally or by sending it through the post in a prepaid envelope addressed to the Member at the Member's last known place of business or by facsimile, email or other electronic means or by its insertion on the Association's website or in any journal or publication which is published by or on behalf of the Association and which is circulated by the Association to its members.
- (b) Any notice required or authorised by this Constitution to be given to the Association may be served by delivering it personally to the Association at its registered office or by sending it through the post in a prepaid envelope addressed to the Association at the registered office.
- (c) A notice served by post will be taken to have been received by the recipient five (5) working days after it was posted.
- (d) A notice served by facsimile, email or other electronic means will be taken to have been received by the Member two hours after it was sent.

34. PATRONS AND VICE PATRONS

The Association at its Annual General Meeting may appoint annually on the recommendation of the Committee a chief patron and as many vice patrons as it considers necessary, subject to approval of that person or persons.

35. INDEMNITY

- (a) Every Committee Member and employee of the Association is entitled to be indemnified out of the property and assets of the Association against any liability incurred by them in their capacity as Committee Member or employee in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application in relation to any proceedings in which relief is granted by the Court.
- (b) The Association must indemnify its Committee Members and employees against all damages and losses (including legal costs) for which any such Committee Member or employee may be or become liable to any third party in consequence of any act or omission:
 - (i) in the case of a Committee Member, performed or made in good faith whilst acting on behalf of and with the authority, express or implied of the Association; and
 - (ii) in the case of an employee, performed or made in good faith in the course of, and within the scope of their employment by the Association.

36. TRANSITIONAL PROVISIONS

36.1 Continuing Membership

Each person who is a Member on the day on which this Constitution is adopted, will automatically be admitted to membership in the category that, in the reasonable opinion of the Committee, is the category most appropriate for that Member.

36.2 Committee Members

For the purpose of determining when the term ends for each Committee Member in office on the day on which this Constitution is adopted, time served in the Committee Member's current term will be counted as if this Constitution had been in place at the commencement of that term.

36.3 Regulations deemed applicable

All rules, by-laws, policies and regulations of the Association in force at the date of the approval of this Constitution are to be deemed to be Regulations and continue to apply unless they are inconsistent with, or have been replaced by this Constitution.