

**Constitution
of
Berri Tennis Club Incorporated**

TABLE OF CONTENTS

1. NAME OF CLUB.....	1
2. DEFINITIONS	1- 2
3. OBJECTS OF CLUB	2
4. POWERS OF CLUB	2
5. MEMBERSHIP	2- 4
6. MEETINGS	4- 5
7. MANAGEMENT.....	6
8. RECORDS AND ACCOUNTS	7
9. ADMINISTRATION	7- 9

CONSTITUTION

of

BERRI TENNIS CLUB INCORPORATED

1. NAME

The name of the incorporated association is BERRI TENNIS CLUB INCORPORATED

2. 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 6**.

Committee means the body consisting of the Committee Members and constituting the management committee for the purposes of the Act.

Committee Member means a person nominated and appointed to the management committee under Clause 7 and who is entrusted to manage the affairs of the Club.

Constitution means this constitution of the Club.

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 other than the Annual General Meeting or Special General Meeting.

Individual Member means a registered, financial member of the club who is at least 18 years of age.

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

Junior Member means a registered member of the club who is younger than 18 years of age.

Life Member means an Individual Member appointed as a life member of the Club under **Clause 5.2**.

Member means a member for the time being of the Club under **Clause 5**.

NSO means Tennis Australia

Objects means the objects of the Club in **Clause 3**.

Regulations means any rule, regulation, by-law or policy made by the Committee under this Constitution.

RSO means the regional sporting association (Riverland Lawn Tennis Association) that conducts and manages competitions in the Sport.

Special Resolution means a resolution passed in accordance with provisions of the Act.

Sport means the sport of Tennis

SSO means Tennis SA

3. OBJECTS OF THE CLUB

The objects of the Club are to:

- a) encourage, promote and advance the game of Tennis played between the Members and Members of affiliated clubs;
- b) act, at all times, on behalf of and in the interest of the Members and the Sport;
- c) enter teams of Members in the affiliated competition for inter association matches;
- d) affiliate with Tennis SA and Riverland Lawn Tennis Association;
- e) offer coaching, advice and friendly competition in the game of Tennis;
- f) maintain and enhance the reputation of the game of Tennis and the standards of play and behaviour of Members; and
- g) undertake activities which are necessary, incidental or conducive to the advancement of these Objects.

4. POWERS OF THE CLUB

For furthering the Objects, the Club has:

- a) the rights, powers and privileges conferred on it under section 25 of the Act, and
- b) all the powers it would have if it were a company incorporated under the Corporations Act 2001.

5. MEMBERSHIP

5.1 Categories of Members

The Members of the Club shall consist of:

- (a) **Individual Members**, who subject to this Constitution, shall have the right to receive notice of Meetings and to be present, to debate and to vote at Meetings;
- (b) **Junior Members**, who subject to this constitution, shall have no right to receive notice of Meetings and no right to be present or debate or vote at Meetings;
- (c) **Life Members**, who subject to this constitution, shall have the right to receive notice of Meetings and to be present, to debate and to vote at Meetings
- (d) such new categories of Members as may be created by the Committee. Any new category of Member created by the Committee cannot be granted voting rights without the approval of the Club in a Meeting.

5.2 Life Members

- (a) Life membership is the highest honour that can be bestowed by the Club for longstanding and valued service to the Club or to the Sport in South Australia.
- (b) Life membership will be considered after ten (10) years of active service with the club and is subject to the discretion of the Committee in individual cases.

- (c) Any Member may recommend a person for Life Membership by notice to the Committee.
- (d) A person may be appointed a Life Member by the Committee at an Annual General Meeting.
- (e) A Life Member has the right to receive notice of Meetings and to be present, to debate and to vote at Meetings.
- (f) A Life Member is not required to pay an annual membership fee (other than fees that are required to be paid by a participant in the Sport in his or her capacity as a participant in the Sport).

5.3 Application for Membership

Members are required to open an online account with Tennis SA via the Tennis SA website and:

- a) complete all required personal details;
- b) join the Club for the current season;
- c) select the required competition; and
- d) renew membership annually via this account.

5.4 Discretion to Accept or Reject Application

- (a) The Club may accept or reject an application for membership whether or not the applicant has complied with the requirements in this **clause 5**. The Club shall not be required or compelled to provide a reason for accepting or rejecting the application.
- (b) Where the Club accepts an application, the applicant shall become a Member. Membership shall be approved via the online account and commence upon acceptance of the application by the Club. The Club Registrar shall amend the register accordingly as soon as practicable.
- (c) Where the Club rejects an application, any fees forwarded with the application will be refunded and the application shall be deemed rejected.

5.5 Obligations of Members

Each Member must:

- (a) adhere to the Tennis SA Code of Conduct;
- (b) show respect and appreciation of volunteers and organisers;
- (c) take an active role in supporting the Club;
- (d) maintain and enhance the standards, quality and reputation of the Club, the RSO, the SSO, the NSO and the Sport;
- (e) adopt and implement such policies as developed by the Club.

5.6 Club Register

An annual Register of member's details will be maintained on the Tennis SA website.

Member details are protected by the Tennis SA Privacy Policy.

The Club Registrar has login access to the Register via the Tennis SA website for administrative purposes.

The Club Secretary has login access to the Register for the purposes of communicating with Club Members via email.

5.7 Discontinuance of Membership

- (a) Resignation of membership will be by advice to the Club Registrar, giving one month's notice. The Club Registrar will cancel the membership online via the Tennis SA membership portal.
- (b) Membership of the Club may be discontinued by the Committee upon breach of any clause of this Constitution or the Regulations or the policies of the Club. This includes, but is not limited to, the failure to pay any monies owed to the Club, disciplinary matters, and the failure to comply with the Regulations or any resolutions or determinations made or passed by the Committee or any duly authorised committee.
- (c) A Member may not be expelled unless the Member has been afforded natural justice in accordance with the Act and procedural fairness generally.

5.8 Forfeiture of Rights

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

5.9 Subscriptions and Fees

- (a) The Committee will fix the upcoming season's annual membership subscriptions and present this to the Annual General Meeting for approval by members. These fees will be adopted by a majority vote of members.
- (b) The Committee may fix subscriptions, fees or levies at different rates for different categories of membership and may determine that no subscriptions are payable by one or more of the categories for any year.
- (c) The Committee may also authorise payment of subscriptions, fees or levies by instalments.

6. MEETINGS

6.1 Types

The Meetings that can be convened where Members have the opportunity to express opinions and vote on various matters are:

- (a) General Meetings - which may be held on a regular basis;
- (b) Annual General Meeting - which 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.
- (c) Special Meetings – to consider a proposed Special Resolution.

6.2 Attendance and Notice

The Committee will meet as often as deemed necessary during the year in order to manage the business of the Club.

A notice of a Meeting will specify the place, day and hour of the Meeting and state the nature and order of the business to be transacted at the Meeting via an agenda.

All members shall be notified at least 21 days before an Annual General Meeting takes place. Notification may be via website, social media or email.

A quorum will constitute 50% plus one of the elected Committee Members for a committee meeting and eight (8) members for any other meeting including the Annual General Meeting.

6.3 Business

The ordinary business to be discussed at the Annual General Meeting includes, but is not limited to:

- a) an annual financial report comprising; an annual profit and loss statement, a balance sheet, a statement of cash flows and a Treasurer's report
- b) the reports of the Committee and Sub-Committees
- c) the Auditor's report
- d) the election of Committee members and office bearers;
- e) any amendments to this Constitution.

6.4 Chairperson to Preside

- (a) The chairperson of the Committee will preside as chairperson at every General Meeting except:
 - (i) in relation to any election for which the chairperson of the Committee is a nominee; or
 - (ii) where the chairperson of the Committee has a conflict of interest.
- (b) If the chairperson is not present or is unwilling or unable to preside, the Members present must appoint another person to preside as chair for that General Meeting only.

6.5 Voting Procedure

- (a) At any Meeting a resolution put to the vote of the Meeting will be decided on a show of hands demanded by:
 - (i) the chairperson; or
 - (ii) a simple majority of Members present at the General Meeting.
- (b) Each Member is entitled to one (1) vote at Meetings.
- (c) The chairperson may exercise a casting vote at Meetings.

7. MANAGEMENT

7.1 Committee

The Members of the Committee of the Club in office immediately prior to approval of this Constitution under the Act shall continue in those positions until the next Annual General Meeting following such adoption of this Constitution, and thereafter the positions of Committee shall be filled, vacated and otherwise dealt with in accordance with this Constitution.

7.2 General powers

- (a) Subject to the Act and this Constitution, the business and affairs of the Club must be managed by the Committee, which may exercise the powers of the Club for that purpose.
- (b) The Committee may establish sub-committees where necessary to manage the affairs of a particular group or event within the Club. Such sub-committees are required to report back to the Committee on a regular basis.
- (c) The Committee may not cause the Club to disaffiliate from the RSO or SSO or NSO or the Sport in any way unless decided by resolution of the Members at a Meeting.

7.3 Composition of the Committee

The Committee will comprise a blend of expertise, skills, gender and diversity necessary to effectively carry out its role. Where possible, representation of all player groups is desirable. Position Descriptions are as detailed on the Berri Tennis Club's website and office bearers are required to carry out their duties in line with these specifications.

Positions include:

- a) President
- b) Vice President
- c) Secretary
- d) Treasurer/Registrar
- e) Six Committee Members

7.4 Elections

- (a) Elections of Office-Bearers and Committee Members will take place at the Annual General Meeting each year. All positions will be declared vacant, followed by nominations received from the floor at the meeting, or by prior notification to the Committee.
- (b) If the number of nominations exceeds the number of vacancies to be filled, an election must be conducted at the Annual General Meeting.
- (c) Voting shall be conducted by a nominated person (Club Patron) who is a non office-bearer of the current Committee.
- (d) If a position remains vacant, other Committee Members may perform the required duties of that position in a temporary capacity, as agreed by Members at the Annual General Meeting.
- (e) All positions are elected for one (1) year duration.

8. RECORDS AND ACCOUNTS

8.1 Accounts to be Kept and Distributed

The Club must keep such accounting records as correctly record and explain the transactions and financial position of the Club.

8.2 Transaction Accounts

- (a) The Club shall open and keep at least one transaction account as the Committee may from time to time determine, and all monies belonging to the Club shall, as soon as practicable after the same shall be received, be paid and deposited to the credit of those account(s) of the Club.
- (b) No withdrawal shall be made from, and no cheques shall be drawn on, any transaction account in the name of the Club unless the withdrawal form, cheques or electronic transfer is signed or password-activated, as appropriate, by any two of the persons appointed by the Committee for such purposes. All extraordinary and capital expenditure must be unequivocally ratified by the Committee.

8.3 Application of Income

- (a) The income and property of the Club shall be applied solely towards the promotion of the Objects.
- (b) Except as prescribed in this Constitution or the Act:
 - (i) no portion of the income or property of the Club shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise to any Member; and
 - (ii) no remuneration or other benefit in money or money's worth shall be paid or given by the Club to any Member who holds any office of the Club.
- (c) Nothing in **clauses 8.3(a)** or **8.3(b)** shall prevent payment to any Member for:
 - (i) any services actually rendered to the Club;
 - (ii) goods supplied to the Club in the ordinary and usual course of operation;
 - (iii) any out-of-pocket expenses incurred by the Member on behalf of the Club.

provided that any such payments shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction and there is no conflict of interest in making the payment.

9. ADMINISTRATION

9.1 Winding Up

The Association may be wound up in a manner provided for in the Act.

9.2 Distribution of Assets and Property on Winding Up

- (a) If upon winding up or dissolution of the Club, there remains, after satisfaction of all its debts and liabilities, any assets or property, the same shall not be paid to or distributed to its Members, but instead, those assets or property must be given or transferred to another organisation(s) that has objects similar to the Objects of the Club.
- (b) The organisation(s) is to be determined by the Members in a Meeting at or before the time of dissolution. If this does not occur, the decision will be made by a judge

of the Supreme Court of South Australia or other court as may have or acquire jurisdiction in the matter.

9.3 Amendment of Constitution

This Constitution shall not be amended except by Special Resolution.

9.4 Patrons and Vice Patrons

At a General Meeting, the Club, on the recommendation of the Committee, may annually appoint a chief patron and the number of patrons, as it considers necessary. This is subject to approval of that person or persons.

9.5 Indemnity

- (a) The Committee Members of the Club shall be indemnified out of the property and assets of the Club against any liability incurred by them in their capacity as Committee Member in defending any proceedings, whether civil or criminal.
- (b) The Club shall indemnify its Committee Members against all damages and losses (including legal costs) for which any such Committee Member may be or become liable to any third party in consequence of any act or omission except wilful misconduct performed or made while acting on behalf of and with the authority, express or implied, of the Club.

9.6 Transitional Provisions

(a) Continuing Membership

Each Member that is a Member of the Club on the day on which this Constitution is adopted will automatically be admitted to membership as a Member.

(b) 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.

(c) Regulations deemed applicable

All rules, by-laws, policies and Regulations of the Club in force at the date of the adoption 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.

9.7 Status and Compliance of Club

(a) Recognition of Club

The Berri Tennis Club is a member of the Riverland Lawn Tennis Association and Tennis SA and is recognised by the Riverland Lawn Tennis Association and Tennis SA as the entity responsible for the delivery of the Sport in the local area. Subject to compliance with this Constitution and the constitutions of the Riverland Lawn Tennis Association and Tennis SA the Club shall continue to be so recognised and it shall administer the Sport in the local area in accordance with the Objects.

(b) Constitution of the Club

This Constitution will clearly reflect the objects of the Riverland Lawn Tennis Association and Tennis SA and will conform to the constitution of the Riverland Lawn Tennis Association and Tennis SA subject always to the Act.

Changes to the Constitution requires a Special Meeting.

The Committee may propose amendments for consideration at a Special Meeting.

Constitution Version Control

All changes to the Constitution should be recorded here to allow for clear, concise and easy retrieval of those changes to the Constitution which can be cross-referenced to General Meeting minutes.

Date	Clauses amended	Description of change	General Meeting Date
--/--/----	Clause #		--/--/----