

## **Constitution**

# **Gloucester District Tennis Association**

Under the

***Associations Incorporation Act 2009 (NSW)***

Adopted 14<sup>th</sup> February 2022

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# Part 1 - Preliminary

## 1. Name of Association

(1) The name of the Association is Gloucester District Tennis Association.

## 2. Definitions

(1) In this Constitution:

**Act** means the *Associations Incorporation Act 2009 (NSW)*.

**Association** means the association referred to in clause 1.

**Department** means the NSW Department of Customer Service or other body responsible for administering the Act.

**National Policies** means the national by-laws and policies of Tennis Australia, as implemented and amended from time to time, including, but not limited to, the Member Protection Policy, the Anti-Doping Policy, the Disciplinary Policy and the Code of Behaviour Tournaments and Weekly Competitions. The Tennis Australia National Policies are available at <https://www.tennis.com.au/about-tennis-australia/reports-and-policies/policies> or such other location as Tennis Australia and/or Tennis NSW may advise from time to time.

**Objects** means the objects of the Association under clause 3.

**ordinary committee member** means a member of the committee who is not an office-bearer of the Association.

**Regulation** means the *Associations Incorporation Regulation 2016 (NSW)*.

**secretary** means:

- (a) the person holding office under this Constitution as secretary of the Association, or
- (b) if no such person holds that office - the public officer of the Association.

**special general meeting** means a general meeting of the Association other than an annual general meeting.

**Tennis Australia** means *Tennis Australia Limited ACN 006 281 125*.

**Tennis NSW** means *Tennis New South Wales Limited ACN 000 011 558*.

(2) In this Constitution:

- (a) a reference to a function includes a reference to a power, authority and duty, and
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

(3) The provisions of the *Interpretation Act 1987* apply to and in respect of this Constitution in the same manner as those provisions would so apply if this Constitution were an instrument made under the Act.

## 3. Objects of the Association

(1) The Objects of the Association are:

- (a) To provide for, and promote, the playing and general advancement of the game of tennis;
- (b) To encourage participation in the game of tennis, and particularly participation in the game of tennis in a sporting manner and in a spirit of friendship;
- (c) To provide for the playing of other tennis related or athletic activities that the committee deems appropriate;
- (d) To provide and maintain from the funds of the Association, facilities and amenities for members and their guests;
- (e) to build a strong relationship with and affiliate and otherwise liaise with Tennis NSW and such other bodies as may be desirable, in the pursuit of these Objects;
- (f) to recognise and implement the National Policies and such other policies or rules as may be required

from time to time in the pursuit of these Objects;

- (2) The property and income of the Association shall be applied solely towards the promotion of the Objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those Objects.

#### **4. Powers of the Association**

- (1) The Association may do all things necessary or convenient for carrying out its Objects and purposes, and in particular, may:
  - (a) acquire, hold, deal with, and dispose of any real or personal property;
  - (b) open and operate bank accounts;
  - (c) invest its money –
    - (i) in any security in which trust monies may lawfully be invested; or
    - (ii) in any other manner authorised by this Constitution;
  - (d) give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
  - (e) appoint agents to transact any business of the Association on its behalf;
  - (f) enter into any other contract it considers necessary or desirable;
  - (g) act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene this Act or the Constitution of the Association;
  - (h) appoint sub-committees with such powers as they deem appropriate for carrying out the Objects of the Association; and
  - (i) make by-laws consistent with this Constitution and the Act for the general management of the Association and the conduct of its members, and to alter, amend or rescind such by-laws as the committee deems appropriate from time to time.

## **Part 2 - Membership**

### **5. Membership generally**

- (1) A person is eligible to be a member of the Association if:
  - (a) the person is a natural person, and
  - (b) the person has been approved for membership of the Association in accordance with clause 6.

### **6. Nomination for membership**

- (1) The categories of membership shall consist of:
  - (a) Individual members:
    - (i) over 18 years of age, who shall have the right to notice of, and to be present, to debate and to vote at General Meetings; and
    - (ii) under 18 years of age, who shall have the right to be present at General Meetings but with no voting rights; and
  - (b) any other categories of membership as determined by the committee from time to time, who shall have the right to be present at General Meetings but with no voting rights.
- (2) A person who wishes to become a member must apply for membership to the committee in writing:
  - (a) signed by that person;

- (b) in such form as the committee from time to time directs; and
  - (c) by application and payment online or accompanied by the membership fee.
- (3) The committee has the power, acting in the best interests of the Association and in good faith to reject an application for membership whether or not the applicant has complied with the requirements in sub-clause (2), and shall not be compelled to provide any reason for such rejection.
  - (4) If the committee rejects an application, the Association shall refund any fees forwarded with the application.
  - (5) There is no right of appeal where the committee rejects an application for membership, whether a new application or a renewal application.
  - (6) Members must re-apply for membership of the Association annually and in accordance with the timeframes and procedures set down by the committee from time to time. Members acknowledge and agree that membership renewal is not automatic.
  - (7) If a Member has not re-applied for membership with the Association within one month of re-application falling due, the Member's membership will be deemed to have lapsed from that time.
  - (8) Upon re-application:
    - (a) the applicant must provide details of any change in their personal details, and any other information reasonably required by the committee;
    - (b) the committee may, acting in the best interests of the Association and in good faith, accept or reject a renewal application whether the applicant has complied with the requirements in this clause 6, and shall not be required or compelled to provide any reason for such acceptance or rejection; and
    - (c) If the committee rejects an application, clauses 6(4) and 6(5) above apply.
  - (9) On approval of the applicant's application for membership, the secretary must enter or cause to be entered the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the Association.

## **7. Register of members**

- (1) The public officer of the Association must establish and maintain a register of members of the Association specifying the name and email, postal or residential address of each person who is a member of the Association together with the date on which the person became a member.
- (2) The register of members must be kept in New South Wales:
  - (a) at the main premises of the Association;
  - (b) if the Association has no premises, at the Association's official address; or
  - (c) at such other premises as the committee thinks appropriate.
- (3) The register of members must be open for inspection, free of charge, by any member of the Association on reasonable notice.
- (4) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- (5) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
  - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Association or other material relating to the Association, or
  - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

## **8. Cessation of membership**

- (1) A person ceases to be a member of the Association, and will be removed from the register as a current member, if the person:

- (a) is deceased; or
- (b) Resigns or withdraws membership; or
- (c) fails to pay the annual membership fee in accordance with clause 11(2); or
- (d) is expelled from the Association in accordance with clause 13.

## **9. Membership entitlements not transferable**

- (1) A right, privilege, or obligation which a person has by reason of being a member of the Association:
  - (a) is not capable of being transferred or transmitted to another person, and
  - (b) terminates on cessation of the person's membership.

## **10. Resignation of membership**

- (1) A member of the Association having paid all arrears or fees payable to the Association may resign or withdraw from membership of the Association by giving to the secretary written notice.
- (2) If a member of the Association ceases to be a member under sub-clause (1), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

## **11. Fees and subscriptions**

- (1) The amount of the membership fee to be paid by each category of member shall be determined by the committee from time to time.
- (2) A member of the Association must pay to the Association the membership fee:
  - (a) except as provided by paragraph (b), before 1 July in each calendar year, or
  - (b) if the member becomes a member on or after 1 July in any calendar year
    - on becoming a member and before 1 July in each succeeding calendar year.
- (3) Except as expressly stated in this Constitution, the membership fee paid by a member is not refundable.
- (4) If a member fails to pay the applicable membership fee by the membership expiry date as determined by the committee from time to time, the public officer may remove the name of the member from the register of members.

## **12. Members' liabilities**

- (1) The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by clause 11.

## **13. Expulsion of members**

- (1) A complaint may be made to the committee by any person that a member of the Association:
  - (a) has breached a provision or provisions of this Constitution,
  - (b) has acted in a manner unbecoming of a member or contrary to the Objects of the Association;
  - (c) has brought the Association, another member or the sport of tennis into disrepute;
  - (d) has wilfully acted in a manner prejudicial to the interests of the Association;
  - (e) has breached one or more of the National Policies; or
  - (f) the member has breached a by-law of the Association.

- (2) The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the committee decides to deal with the complaint, the committee:
  - (a) must cause notice of the complaint to be served on the member concerned, and
  - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
  - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (4) If the committee forms the view that the member has failed to adequately explain or remedy the breach, the committee may suspend or expel that member from membership of the Association and must, as soon as practicable after making that decision, communicate that decision in writing to that member.
- (5) A member that has his or her membership suspended or is expelled ceases to be a member 14 days after the day on which the decision to suspend or expel a member is communicated to him or her under sub-clause (4).

## 14. Resolution of disputes

- (1) The grievance procedure set out in this clause does not apply if the dispute relates to the National Policies and national by-laws referred to in clause 48 of this Constitution.
- (2) Subject to sub-clause (1) above, the grievance procedure set out in this clause applies to disputes under this Constitution between:
  - (a) a member and another member; or
  - (b) a member and the Association; or
  - (c) if the Association provides services to non-members, those non-members who receive services from the Association, and the Association.
- (3) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (4) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (5) The mediator must be-
  - (a) a person chosen by agreement between the parties; or
  - (b) in the absence of agreement-
    - (i) in the case of a dispute between a member and another member, a person appointed by the committee of the Association;
    - (ii) in the case of a dispute between a member or relevant non- member (as defined by sub-clause (1) (c)) and the Association, a person who is a mediator appointed to, or employed with, a not for profit organisation.
- (6) A member of the Association can be a mediator.
- (7) The mediator cannot be a member who is a party to the dispute or who has a conflict of interest with respect to the dispute.
- (8) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (9) The mediator, in conducting the mediation, must:
  - (a) give the parties to the mediation process every opportunity to be heard;
  - (b) allow due consideration by all parties of any written statement submitted by any party; and
  - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (10) The mediator must not determine the dispute.
- (11) The mediation must be confidential and without prejudice.



- (12) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute through arbitration or otherwise at law.
- (13) The *Commercial Arbitration Act 1984* applies to any such dispute referred to arbitration.

## Part 3 - The committee

### 15. Powers of the committee

- (1) Subject to the Act, the Regulation and this Constitution and to any resolution passed by the Association in general meeting, the committee:
- (a) is to control and manage the affairs of the Association in accordance with this Constitution, and
  - (b) may exercise all such functions as may be exercised by the Association, other than those functions that are required by this Constitution to be exercised by a general meeting of members of the Association, and
  - (c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the Association.
- (2) The committee must appoint a public officer who may, but need not be, a committee member.

### 16. Composition and membership of committee

- (1) The committee is to consist of:
- (a) the office-bearers of the Association, and
  - (b) up to 3 ordinary committee members,  
each of whom is to be elected at the annual general meeting of the Association under clause 25.
- (2) The public officer of the Association must establish and maintain a register of committee members of the Association specifying the committee member's name, date of birth and residential address, the date on which the committee member takes office and the date on which the committee member vacates office.
- (3) The register of committee members must be kept in New South Wales:
- (a) at the main premises of the Association; or
  - (b) if the Association has no premises, at the Association's official address
- (4) The total number of committee members is to be no more than 7.
- (5) The office-bearers of the Association are as follows:
- (a) the president,
  - (b) the vice-president,
  - (c) the treasurer,
  - (d) the secretary.
- (6) The office bearers of the Association must be members of the Association.
- (7) The ordinary committee members may, but are not required to be, members of the Association.
- (8) Each member of the committee is, subject to this Constitution, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.
- (9) A committee member is disqualified from:
- (a) holding any place of profit or position of employment in the Association, or in any company or incorporated association in which the Association is a shareholder or otherwise interested; or
  - (b) contracting with the Association either as vendor, purchaser or otherwise, except with express approval of the committee by way of resolution.

- (10) Notwithstanding sub-clause (9), a coach that is employed or contracted by the Association is not eligible to be a committee member.

## **17. Election of committee member**

- (1) Nominations of candidates for election as office-bearers of the Association or as ordinary committee members:
- (a) must be made in writing, signed by 2 members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
  - (b) must be delivered to the secretary of the Association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers and ordinary committee members of the committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.

## **18. Secretary**

- (1) The secretary of the Association must, as soon as practicable after being appointed as secretary, lodge notice with the Association of his or her address.
- (2) It is the duty of the secretary to keep minutes of:
- (a) all appointments of office-bearers and members of the committee, and
  - (b) the names of members of the committee present at a committee meeting or a general meeting, and
  - (c) all proceedings at committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

## **19. Treasurer**

- (1) It is the duty of the treasurer of the Association to ensure:
- (a) that all money due to the Association is collected and received and that all payments authorised by the Association are made, and
  - (b) that correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association.
- (2) The Treasurer must:
- (a) keep such accounting records as correctly record and explain the financial transactions and financial position of the Association;
  - (b) keep its accounting records in such manner as will enable true and fair accounts of the Association to be prepared from time to time;
  - (c) keep its accounting records in such manner as will enable true and fair accounts of the Association to be conveniently and properly audited;
  - (d) submit to members at each annual general meeting of the Association accounts of the Association showing the financial position of the Association at the end of the immediately preceding financial year;

and

- (e) whenever directed to do so by the Chairperson, submit to the Committee a report, balance sheet or financial statement in accordance with that direction.

## **20. Casual vacancies**

- (1) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a person to fill the vacancy and the person so appointed is to hold office, subject to this Constitution, until the conclusion of the annual general meeting next following the date of the appointment.
- (2) A person appointed to fill a casual vacancy in the committee may, but is not required to be, a member of the Association.
- (3) A casual vacancy in the office of a member of the committee occurs if the member:
  - (a) dies, or
  - (b) in the case of an office bearer, ceases to be a member of the Association, or
  - (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
  - (d) resigns office by notice in writing given to the secretary, or
  - (e) is removed from office under clause 21, or
  - (f) becomes a mentally incapacitated person, or
  - (g) is absent without the consent of the committee from 3 consecutive meetings of the committee, or is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
  - (h) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

## **21. Removal of committee members**

- (1) The Association in general meeting may by resolution remove any member of the committee from office before the expiration of the committee member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office if the member is so removed.
- (2) If a member of the committee to whom a proposed resolution referred to in sub-clause (1) makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the Association, the secretary or the president must send a copy of the representations to each member of the Association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

## **22. Committee meetings and quorum**

- (1) The committee must meet at least four times in each period of 12 months at such place and time and in a format (physical or virtual) as the committee may determine.
- (2) Additional meetings of the committee may be convened by the president or by any member of the committee.
- (3) Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under sub-clause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (5) At a committee meeting, more than 50% of the members elected to the committee at any point in time form a

quorum.

- (6) No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the committee:
  - (a) the president or, in the president's absence, the vice-president is to preside, or
  - (b) if the president and the vice-president are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.

## **23. Delegation by committee to sub-committee**

- (1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Association as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:
  - (a) this power of delegation, and
  - (b) a function which is a duty imposed on the committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this clause, the committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the committee.
- (6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-committee may meet and adjourn as it thinks proper.

## **24. Voting and decisions**

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to clause 22(5), the committee may act despite any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.
- (5) If a committee member has a direct or indirect pecuniary or other interest in a contract, a proposed contract made by, or in the contemplation of the committee, or any other matter being considered by the committee such that the committee member is deemed to have a real or perceived conflict of interest (except if the pecuniary interest exists only by virtue of the fact that the member of the committee is a member of a class of persons for whose benefit the Association is established), the committee member must:
  - (a) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the committee; and
  - (b) not take part in, or be present for any deliberations or decision of the committee with respect to that contract.

- (6) The secretary must cause every disclosure made under sub-clause (5)(a) by a member of the committee to be recorded in the minutes of the meeting of the committee at which it is made.
- (7) Any contract or arrangement in which any committee member is in any way interested which is entered into by or on behalf of the Association without the express resolution or approval of the committee will be voided for such reason.

## **Part 4 - General meetings**

### **25. Annual general meetings - holding of**

- (1) The Association must hold its first annual general meeting within 18 months after its registration under the Act.
- (2) The Association must hold its annual general meetings:
  - (a) within 6 months after the close of the Association's financial year (see clause 45 for the meaning of 'financial year'), or
  - (b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.

### **26. Annual general meetings - calling of and business at**

- (1) The annual general meeting of the Association is, subject to the Act and to clause 25, to be convened on such date and at such place and time as the committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
  - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
  - (b) to receive from the committee reports on the activities of the Association during the last preceding financial year,
  - (c) to elect office-bearers of the Association and ordinary committee members,
  - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.

### **27. Special general meetings - calling of**

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the Association.
- (2) The committee must, on the requisition in writing of at least 20% of the total number of members, convene a special general meeting of the Association.
- (3) A requisition of members for a special general meeting:
  - (a) must state the purpose or purposes of the meeting, and
  - (b) must be signed by the members making the requisition, and
  - (c) must be lodged with the secretary, and
  - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in sub-clause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.

## **28. Notice**

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under sub-clause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 26(2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

## **29. Quorum for general meetings**

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this Constitution to vote is present during the time the meeting is considering that item.
- (2) At least 20% of the total number of members present (being members entitled under this Constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
  - (a) if convened on the requisition of members, is to be dissolved, and
  - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) are to constitute a quorum.

## **30. Presiding member**

- (1) The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the Association.
- (2) If the president and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

## **31. Adjournment**

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in sub-clauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

## **32. Making of decisions**

- (1) A question arising at a general meeting of the Association is to be determined by either:
  - (a) a show of hands, or
  - (b) if on the motion of the chairperson or if 10 or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot.
- (2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

## **33. Special resolutions**

- (1) A special resolution may only be passed by the Association in accordance with section 39 of the Act which states that a resolution is passed by an Association as a "special resolution":
  - (a) at a meeting of the Association of which notice has been given to its members no later than 21 days before the date on which the meeting is held, or
  - (b) in a postal ballot conducted by the Association, andif it is supported by at least three-quarters of the votes cast by members of the Association who, under the Association's Constitution, are entitled to vote on the proposed resolution.
- (2) A notice referred to in sub-clause (1)(a) must include the terms of the resolution and a statement to the effect that the resolution is intended to be passed as a special resolution.
- (3) A postal ballot referred to in sub-clause (1)(b) may only be conducted in relation to resolutions of a kind that the Association's Constitution permits to be voted on by means of a postal ballot and, if conducted, must be conducted in accordance with the Regulations.

## **34. Voting**

- (1) On any question arising at a general meeting of the Association a member has one vote only.
- (2) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (3) A member is not entitled to vote at any general meeting of the Association unless all money due and payable by the member to the Association has been paid.
- (4) A member is not entitled to vote at any general meeting of the Association if the member is under 18 years of age.

## **35. Proxy votes not permitted**

Proxy voting must not be undertaken at or in respect of a general meeting.

## **36. Postal ballots**

- (1) The Association may hold a postal ballot to determine any issue or proposal.
- (2) A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.

### **37. Effect of this Constitution**

- (1) The Association will take all steps to ensure its Constitution conforms with the Tennis NSW Constitution, subject to the Act, and at least to the extent of:
  - (a) the objects of Tennis NSW;
  - (b) the structure and membership categories of Tennis NSW;
  - (c) recognising Tennis NSW as the peak body for the sport of tennis in New South Wales; and
  - (d) such other matters as are required to give full effect to the Tennis NSW Constitution;with such incidental variations as are necessary having regard to the Act.
- (2) The Association and Members acknowledge and agree that this Constitution binds every member and the Association to the same extent as if every member and the Association had signed and sealed this Constitution and agreed to be bound by all its provisions.
- (3) The Association and Members acknowledge and agree:
  - (a) that this Constitution operates to create uniformity in the way in which the Objects and tennis in New South Wales are to be conducted, promoted, encouraged, advanced and administered;
  - (b) to ensure the maintenance and enhancement of the sport of tennis, its standards, quality and reputation for the benefit of the members and tennis;
  - (c) not to act in a way that is prejudicial to the Association, Tennis NSW, Tennis Australia or the sport of tennis;
  - (d) not to do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of tennis and its maintenance and enhancement;
  - (e) that, in fulfilling their obligations under this Constitution, they will promote the economic and community services success, strength and stability of each other to act interdependently with each other in pursuit of the Objects; and
  - (f) to act in the best interests of tennis and the members.

## **Part 5 - Miscellaneous**

### **38. Insurance**

- (1) The Association may effect and maintain insurance.

### **39. Funds – source**

- (1) The funds of the Association are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the Association in general meeting, such other sources as the committee determines.
- (2) All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank or other authorised deposit-taking institution account.
- (3) The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

### **40. Funds – management**

- (1) Subject to any resolution passed by the Association in general meeting, the funds of the Association are to be used in pursuance of the Objects of the Association in such manner as the committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the committee or employees of the Association, being members or employees authorised to do so by the committee.



## **41. Change of name, Objects and Constitution**

- (1) An application to the Department for registration of a change in the Association's name, objects or Constitution in accordance with section 10 of the Act is to be made by the public officer or a committee member.
- (2) An application may only be made pursuant to a special resolution passed by the Association.
- (3) An application:
  - (a) must be in the approved form, and
  - (b) must include details of the proposed change, and
  - (c) must include a copy of the special resolution by which the Association has approved the change, and
  - (d) must be accompanied by the fee prescribed by the Regulations.
- (4) A change of name, Objects, Constitution or official address that is registered under this Division takes effect when it is registered.

## **42. Custody of books etc**

Except as otherwise provided by this Constitution, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

## **43. Inspection of books etc**

- (1) The following documents must be open to inspection, free of charge, by a member of the Association at any reasonable hour:
  - (a) records, books and other financial documents of the Association,
  - (b) this Constitution,
  - (c) minutes of all committee meetings and general meetings of the Association.

## **44. Service of notices**

- (1) For the purpose of this Constitution, a notice may be served on or given to a person:
  - (a) by delivering it to the person personally, or
  - (b) by sending it by pre-paid post to the address of the person, or
  - (c) by sending it by electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of this Constitution, a notice is taken, unless the contrary is proved, to have been given or served:
  - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
  - (b) in the case of a notice sent by pre-paid post, on the date it was sent, and
  - (c) in the case of a notice sent by electronic transmission, on the date it was sent.

## **45. Financial year**

- (1) The financial year of the Association is:
  - (a) the period of time commencing on the date of incorporation of the Association and ending on the following 31<sup>st</sup> December, and
  - (b) each period of 12 months after the expiration of the previous financial year of the Association,

commencing on 1<sup>st</sup> January and ending on the following 31<sup>st</sup> December.

#### **46. Distribution of surplus property on winding up**

- (1) If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the members, or former members. The surplus property must be given or transferred to another Association incorporated under the Act which has similar objects and which is not carried out for the purposes of profit or gain to its individual members, and which Association shall be determined by resolution of the members.

#### **47. By-Laws**

- (1) The committee may formulate, issue, adopt, interpret and amend by-laws for the proper advancement, management and administration of the Association, the advancement of the Objects and tennis as it thinks necessary or desirable from time to time. Such by-laws must be consistent with this Constitution.
- (2) All by-laws made under sub-clause (1) shall be binding on the members of the Association.

#### **48. National Policies**

- (1) The Association agrees to adopt and abide by the national by-laws and National Policies of Tennis Australia, as implemented and amended from time to time, including, but not limited to, the Member Protection Policy, the Anti-Doping Policy, the Disciplinary Policy and the Code of Behaviour Tournaments and Weekly Competitions. The Association agrees that it, its members and its officers will be bound by each of these policies.

#### **49. Recognition and Compliance**

- (1) Subject to compliance with this Constitution, the Tennis NSW Constitution and the National Policies the Association shall continue to be recognised as a Member of Tennis NSW and shall administer Tennis in accordance with the Objects.
- (2) The members acknowledge and agree the Association shall:
  - (a) be or remain incorporated in New South Wales;
  - (b) appoint a delegate annually to represent the Association at general and other meetings of Tennis NSW;
  - (c) nominate such other persons as may be required to be appointed to Tennis NSW committees from time to time under this Constitution or the Tennis NSW constitution or otherwise;
  - (d) forward to Tennis NSW a copy of its constituent documents and details of its committee members;
  - (e) adopt the objects of Tennis NSW (in whole or in part as are applicable to the Association) and adopt rules which reflect, and which are, to the extent permitted or required by the Act, generally in conformity with the Tennis NSW Constitution;
  - (f) apply its property and capacity solely in pursuit of the Objects and tennis;
  - (g) do all that is reasonably necessary to enable the Objects to be achieved;
  - (h) act in good faith and loyalty to ensure the maintenance and enhancement of Tennis, its standards, quality and reputation for benefit of the Members and Tennis;
  - (i) at all times act on behalf of and in the interests of the members and Tennis;
  - (j) adopt and abide by the National Policies; and
  - (k) by, adopting the objects of Tennis NSW, abide by the Tennis NSW Constitution.

#### **50. Transitional arrangements**

- (1) The members of the governing body or managing body (by whatever name it is called) of the Association in place immediately prior to approval of this Constitution under the Act shall continue in those positions until the

next annual general meeting following such approval, and thereafter the positions of committee members shall be filled, vacated and otherwise dealt with in accordance with this Constitution.

- (2) If there is any change to rotation of terms of committee members caused by the adoption of this Constitution, the sequence of rotations and terms shall be determined by the committee. If the committee cannot agree it will be determined by lot.
- (3) All clauses, rules, by-laws and regulations of the Association in force at the date of the approval of this Constitution insofar as such clauses, rules, by-laws and regulations are not inconsistent with, or have been replaced by this Constitution, shall be deemed to be by-laws under this clause 50.
- (4) All individuals who are, prior to the approval of this Constitution, members of the Association shall be deemed members of the Association (in the relevant category) from the time of approval of this Constitution under the Act. All such members shall provide the Association with such details as may be required by the Association under this Constitution within one month of the approval of this Constitution under the Act.