

Constitution

Hobart Out Tennis Incorporated

Under the *Associations Incorporation Act 1964 (TAS)*

Adopted 9th October 2020

1. Name of Association

The name of the Association is Hobart Out Tennis Incorporated, known as Hobart Out Tennis.

2. Interpretation

Definitions

In this Constitution, unless the context otherwise requires –

accounting records has the same meaning as in the Act;

Act means the *Associations Incorporation Act 1964*;

annual general meeting means an annual general meeting of the Association held under clause 17;

Association means the association referred to in clause 1;

auditor means the person appointed as the auditor of the Association under clause 15;

authorised deposit-taking institution means a body corporate that is an authorised deposit-taking institution for the purposes of the *Banking Act 1959* of the Commonwealth;

Committee means the Committee of management referred to in clause 30;

financial year has the same meaning as in the Act;

general meeting means –

- (a) an annual general meeting; or
- (b) a special general meeting;

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, Transgender Inclusion Guidelines for Community Tennis, 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 Tas may advise from time to time.

Objects means the objects of the Association under clause 4.

officer, officer of the Association means a person elected as an officer of the Association at an annual general meeting or appointed as an officer of the Association under clause 28;

ordinary Committee member means a member of the Committee other than an officer of the Association;

special Committee meeting means a meeting of the Committee that is convened under clause 36(2) by the president or a majority of the members of the Committee;

special general meeting means a meeting of the Association, other than an annual general meeting, convened under clause 18;

special resolution has the same meaning as in the Act.

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

Tennis Tas means *Tennis Tasmania Incorporated ABN 58 889 629 361*.

Interpretation

In this Constitution:

- (a) a reference to a rule, regulation, schedule or annexure is to a rule, regulation, schedule or annexure of, or made under, this Constitution;
- (b) words importing the singular include the plural and vice versa;
- (c) words importing any gender include the other genders;
- (d) headings are for convenience only and shall not be used for interpretation;
- (e) words or expressions shall be interpreted in accordance with the provisions of the Act as they vary from time to time;
- (f) references to persons include natural persons, corporations and bodies politic, and any legal personal representatives, successors and permitted assigns of that person;
- (g) 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.
- (h) 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 any legislative authority having jurisdiction); and
- (i) expressions referring to "writing" shall unless the contrary intention appears, be construed as including references to printing, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

3. Association's office

- (1) The office of the Association is to be located at 41 Lennox Ave, Lutana Tasmania 7009.

4. Objects and powers of 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 facilitate LGBTIQ+ community engagement through tennis and promote inclusion to create a positive sense of community belonging;
 - (c) 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;
 - (d) to provide for the playing of other tennis related or athletic activities that the Committee deems appropriate;

- (e) to provide and maintain from the funds of the Association, all facilities and amenities owned by or leased to the Association, for members and their guests;
 - (f) to facilitate community engagement through tennis and promote inclusion to create a positive sense of community belonging;
 - (g) to build a strong relationship with and affiliate and otherwise liaise with Tennis Tas and such other bodies as may be desirable, in the pursuit of these Objects;
 - (h) 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;
 - (i) to provide for, and promote a safe environment for members and their guests;
- (2) The powers of the Association are:
- (a) to purchase, lease, hire or any other acquisition of any real or personal property necessary or convenient for any of the objects or purposes of the Association;
 - (b) to purchase, sale or supply of, or other dealing in, goods;
 - (c) to open and operate bank accounts;
 - (d) the construction, maintenance or alteration of any building or works necessary or convenient for any of the objects of the Association;
 - (e) the acceptance of a gift for any of the objects of the Association;
 - (f) to take any step the Committee or the members of the Association at a general meeting determine expedient for the purpose of procuring contributions to the funds of the Association;
 - (g) to borrow and raise money in any manner and on terms –
 - i. the Committee thinks fit; or
 - ii. approved or directed by resolution passed at a general meeting;
 - (h) subject to the provisions of the Trustee Act 1898, the investment, in any manner the Committee determines, of any money of the Association not immediately required for any of the objects or purposes of the Association;
 - (i) the making of a gift, subscription or donation to any of the funds, authorities or institutions to which section 78A of the Income Tax Assessment Act 1936 of the Commonwealth relates;
 - (j) the purchase, or acquisition, and the undertaking of all or part of the property, assets, liabilities or engagements of any association with which the Association is amalgamated in accordance with the provisions of the Act and the clauses of this Constitution;
 - (k) the appointment of agents to transact any business of the Association on its behalf;
 - (l) to enter into any other contract it considers necessary or desirable;
 - (m) to affiliate with Tennis Tas;
 - (n) to appoint sub-Committees with such powers as they deem appropriate for carrying out the objects of the Association;

- (o) to 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; and
- (p) the doing of any lawful thing incidental or conducive to the attainment of the objects or purposes of the Association.

5. Membership of Association

- (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 in such form as the Committee directs from time to time. An application for membership must be accompanied by the membership fee as directed by the Committee, if any.
- (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 clause 5(1), 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:
 - (c) the applicant must provide details of any change in their personal details, and any other information reasonably required by the Committee;
 - (d) 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 clause 5(4) and clause 5(5)(a), and shall not be required or compelled to provide any reason for such acceptance or rejection;

(e) If the Committee rejects an application, clauses 5(4) and 5(5) above apply.

6. Register of members

- (1) The public officer of the Association must establish and maintain a register of members of the Association specifying for each member:
 - a. the name of each member and the date on which he or she became a member;
 - b. the member's email, postal or residential address;
 - c. whether the person is under 18 years of age;
 - d. the name of each person who has ceased to be a member and the date on which the person ceased to be a member; and
 - e. any other information required to be contained in the register as specified in the Act.
- (2) The register of members must be kept in Tasmania:
 - (a) at the main premises of the Association;
 - (b) if the Association has no premises, at the Association's official address;
 - (c) 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.

7. Cessation of membership

- (1) A person ceases to be a member of the Association, and will be removed from the register of current members, if the person:
 - (a) is deceased; or
 - (b) resigns or withdraws membership in accordance with this Constitution; or
 - (c) fails to pay the annual membership fee under clause 10 by the membership expiry date as set by the Committee from time to time; or
 - (d) is expelled from the Association in accordance with clause 12

8. 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.

9. Resignation of membership

- (1) A member of the Association having paid all arrears of fees payable to the Association may resign or withdraw from membership of the Association by giving to the Committee 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, a public officer must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

10. 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 October in each calendar year; or
 - (b) if the member becomes a member on or after 1 October in any calendar year - on becoming a member and before 1 October in each succeeding calendar year.
- (3) 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.
- (4) If a member resigns under the provisions of s7(1)(b), the Committee, acting in the best interests of the Association and in good faith, may refund prorata membership fees where the applicant has complied with the requirements.
- (5) If membership is removed under the provisions of s7(1)(d), the Committee may declare that there is no entitlement to a refund of membership fees.

11. 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 10.

12. 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) has breached a by-law of the Association.
- (2) Any complaint must be made in writing and given or addressed to the Committee or a member of the Committee. This complaint should note the name and contact details of the complainant and the name/details of the offending member (if known).
 - (3) If the complainant chooses to remain anonymous the Committee undertakes to give best efforts to maintain their confidentiality, or inform the complainant if this is not possible due to the nature of the complaint, or any other applicable circumstances.
 - (4) The Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature. The Committee must notify the complainant in writing of its decision to refuse to deal with the complaint on the grounds that it considers the complaint trivial or vexatious in nature.
 - (5) 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;
 - (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.
 - (6) 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.
 - (7) A member that has their membership expelled ceases to be a member 7 days after the day on which the decision to expel a member is communicated to them under sub-clause (6).
 - (8) If a member has been expelled under sub-clause (7) they will no longer be entitled to attend any event run by the Association from the date the decision to expel their membership is made.
 - (9) The Committee agrees to communicate the outcome of the complaint to the complainant in writing.

13. *Accounts of receipts and expenditure*

- (1) True accounts are to be kept of the following:
 - (a) each receipt or payment of money by the Association and the matter in respect of which the money was received or paid; and
 - (b) each asset or liability of the Association.

- (2) The accounts are to be open to inspection by the members of the Association at any reasonable time, and in any reasonable manner, determined by the Committee.
- (3) The treasurer of the Association is to keep all accounting books, and general records and records of receipts and payments, connected with the business of the Association in the form and manner the Committee determines.
- (4) The accounts, books and records are to be kept at the Association's office or at any other place the Committee determines.
- (5) If any financial record or receipt is lost a notarised Statutory Declaration must be completed by the person who fails to provide it outlining the reason for the expenditure, date of purchase, amount, and vendor.

14. Banking and finance

- (1) The Committee is to open with an authorised deposit-taking institution an account in the name of the Association.
- (2) A cheque is not to be drawn on the Association's account, money is not to be drawn from the Association's account, and an amount is not to be electronically transferred from the Association's account to another account at an authorised deposit-taking institution, except for the purpose of making a payment that has been authorised by the Committee.
- (3) A cheque, draft, bill of exchange, promissory note or other negotiable instrument is to be:
 - (a) signed by the treasurer of the Association or, in the treasurer's absence, by any other member, or members, of the Committee the Committee nominates for that purpose; and
 - (b) countersigned by the public officer or, in the public officer's absence, by any other member, or members, of the Committee the public officer nominates for that purpose.
- (4) An electronic transfer of an amount from the Association's account to another account at an authorised deposit-taking institution:
 - (a) may only be authorised by the treasurer of the Association or, in the treasurer's absence, by any other member, or members, of the Committee the Committee nominates for that purpose; and
 - (b) may only be authorised by a person referred to in paragraph (a) above if the authorisation has been approved by the public officer.
- (5) Money can only be drawn from the Association's account under the direction of the Committee with records and receipts maintained as per Section 13

15. Auditor

- (1) At each annual general meeting, the members of the Association present at the meeting are to appoint a person as the auditor of the Association.
- (2) If an auditor is not appointed at an annual general meeting under sub-clause (1), the Committee is to appoint a person as the auditor of the Association as soon as practicable after that annual general meeting.

- (3) The auditor is to hold office until the next annual general meeting and is eligible for re-appointment.
- (4) The first auditor –
 - (a) may be appointed by the Committee before the first annual general meeting; and
 - (b) if so appointed, holds office until the first annual general meeting unless earlier removed by a resolution of the members of the Association at a general meeting.
- (5) If the first auditor is appointed by the Committee under sub-clause 4(a) and subsequently removed at a general meeting under sub-clause 4(b), the members of the Association, at that general meeting, may appoint an auditor to hold office until the first annual general meeting.
- (6) Except as provided in sub-clause 4(b), the auditor may only be removed from office by special resolution.
- (7) If a casual vacancy occurs in the office of auditor, the Committee is to appoint a person to fill the vacancy until the next annual general meeting.

16. *Audit of accounts*

- (1) The auditor is to audit the financial affairs of the Association at least once in each financial year of the Association.
- (2) The auditor, after auditing the financial affairs of the Association for a particular financial year of the Association, is to –
 - (a) certify as to the correctness of the accounts of the Association; and
 - (b) at the next annual general meeting, provide a written report to the members of the Association present at that meeting.
- (3) In the report and in certifying to the accounts, the auditor is to –
 - (a) specify the information, if any, that he or she has required under sub-clause 5(b) and obtained;
 - (b) state whether, in their opinion, the accounts exhibit a true and correct view of the financial position of the Association according to the information at their disposal; and
 - (c) state whether the rules relating to the administration of the funds of the Association have been observed.
- (4) The public officer of the Association is to deliver to the auditor a list of all the accounting records, books and accounts of the Association.
- (5) The auditor may –
 - (a) have access to the accounting records, books and accounts of the Association;
 - (b) require from any servant of the Association any information the auditor considers necessary for the performance of their duties;
 - (c) employ any person to assist in auditing the financial affairs of the Association; and

- (d) examine any member of the Committee, or any servant of the Association, in relation to the accounting records, books and accounts of the Association.

16A Exemptions under the Act for an auditor

- (1) For any financial year that the Association is exempt from the requirement to be audited by virtue of section 24(1B) or (1C) of the Act –
 - (a) an auditor is not required to be appointed for that financial year under rule 15 unless the Association elects to have the financial affairs of the Association for that financial year audited in accordance with the Act and these rules; and
 - (b) if an auditor is not appointed for a financial year by virtue of paragraph (a) –
 - (i) rules 15 and 16 do not apply in respect of the Association for that financial year;
 - (ii) rule 17(5)(b), to the extent that it relates to an auditor, does not apply in respect of the annual general meeting held by the Association in respect of that financial year; and
 - (iii) rule 17(5)(d) does not apply in respect of the annual general meeting held by the Association in respect of that financial year.
- (2) For any financial year that the Association is exempt from the requirement to provide an annual return by virtue of section 24(1B) of the Act, the Committee must provide, as part of the ordinary business of the annual general meeting for that financial year, a copy of the annual financial report given under the Australian Charities and Not-for-profits Commission Act 2012 of the Commonwealth in respect of that financial year.

17. Annual general meeting

- (1) The Association is to hold an annual general meeting each year.
- (2) An annual general meeting is to be held on any day (being not later than 5 months after the end of the financial year of the Association) the Committee determines.
- (3) An annual general meeting is to be in addition to any other general meeting that may be held in the same year.
- (4) The notice convening an annual general meeting is to specify the purpose of the meeting.
- (5) In addition to any business required to be considered at the annual general meeting under the Act, ordinary business of an annual general meeting is to be as follows:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
 - (b) to receive from the Committee, auditor and servants of the Association reports on the transactions of the Association during the last preceding financial year of the Association;
 - (c) to elect the officers of the Association and the ordinary Committee members;
 - (d) to appoint the auditor and determine their remuneration; and

- (e) any other business of which notice is given in accordance with clause 19 of this Constitution.
- (6) Minutes of proceedings of an annual general meeting are to be kept, in the minute book of the Association, by the public officer or, in the absence from the meeting of the public officer, by an officer of the Association who is nominated by the chairperson of the meeting.

18. Special general meetings

- (1) The Committee may convene a special general meeting of the Association at any time.
- (2) The Committee, on the requisition in writing of at least 10 members, or 30% of the total number of members of the Association, whichever is smaller, is to convene a special general meeting of the Association.
- (3) A requisition for a special general meeting –
 - (a) is to state the objects of the meeting; and
 - (b) is to be signed by each of the requisitionists;
 - (c) is to be sent to the office of the Association; and
 - (d) may consist of several documents, each signed by one or more of the requisitionists.
- (4) If the Committee does not cause a special general meeting to be held within 21 days after the day on which a requisition is received at the office of the Association, any one or more of the requisitionists may convene the meeting within 3 months after the day of receipt of the requisition.
- (5) A special general meeting convened by requisitionists is to be convened in the same manner, as nearly as practicable, as the manner in which a special general meeting would be convened by the Committee.
- (6) All reasonable expenses incurred by requisitionists in convening a special general meeting are to be refunded by the Association.

19. Notices of general meetings

- (1) At least 35 days before the day on which a general meeting of the Association is to be held, the public officer of the Association is to give a notice to each member of the Association specifying the day and time at which the meeting is to be held, and calling for business to be transacted at the meeting.
- (2) By no later than 28 days before the day on which a general meeting of the Association is to be held, members may notify the public officer in writing of business they propose be transacted at the general meeting.
- (3) At least 21 days before the day on which a general meeting of the Association is to be held, the public officer of the Association is to give a notice to each member of the Association specifying –
 - (a) the place, day and time at which the meeting is to be held; and
 - (b) the nature of the business that is to be transacted at the meeting.
- (4) A notice is published for the purposes of subrules (1) and (3) if the notice –

- (a) appears on a website, or at an electronic address, of the Association;
- (b) is sent to each member of the Association at –
 - (i) the member's postal or residential address or address of business or employment; or
 - (ii) an email address that the member has nominated as the email address to which notices from the Association may be sent; or
- (c) is given by another means, determined by the public officer, that is reasonably likely to ensure that the members of the Association will be notified of the notice.

20. *Business and quorum at general meetings*

- (1) Business is not to be transacted at a general meeting unless a quorum of members of the Association entitled to vote is present at the time the meeting considers that business.
- (2) A quorum for the transaction of the business of a general meeting is at least 15% of the total number of members of the Association entitled to vote or at least three members of the Association entitled to vote, whichever is greater.
- (3) No business is to be transacted at the general meeting 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.

21. *Chairperson at general meetings*

- (1) At each general meeting of the Association, the chairperson is to be the President except in relation to any election for which the President is a nominee, or where a conflict of interest exists.
- (2) If the President is not present, or is unwilling or unable to preside, the Members shall appoint one of the Committee members to preside as chairperson for that meeting only. –

22. *Adjournment of general meetings*

- (1) The chairperson of a general meeting at which a quorum, as defined in clause 20(2), is present may adjourn the meeting with the consent of the members of the Association who are present and entitled to vote at the meeting, 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 meeting is adjourned for 14 days or more, notice of the adjourned meeting is to be given in the same manner as the notice of the original meeting.
- (3) If a meeting is adjourned for less than 14 days, it is not necessary to give any notice of the adjournment or of the business to be transacted at the adjourned meeting.

23. *Determination of questions arising at general meetings*

- (1) A question arising at a general meeting of the Association is to be determined on a show of hands, unless a poll is demanded in accordance with clause 26.

- (2) A declaration by the chairperson that a resolution has, on a show of hands, been lost or carried, or carried unanimously or carried by a particular majority, together with an entry to that effect in the minute book of the Association, is evidence of that fact unless a poll is demanded on or before that declaration in accordance with clause 26.

24. Voting

- (1) On any question arising at a general meeting of the Association only individual members over 18 years of age under clause (a) are entitled to vote, and each individual 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 attend, or vote at, any general meeting of the Association unless all money due and payable by the member to the Association has been paid.

25. Proxies

- (1) Unless otherwise determined by the Committee, there shall be no proxy or postal voting on any matter.

26. Taking of poll

- (1) A poll may be demanded for any resolution put to the vote of the meeting (before or on the declaration of the result of the show of hands) by:
 - (a) the chairperson; or
 - (b) a simple majority of members.
- (2) If at a general meeting a poll on any question is demanded –
 - (a) the poll is to be taken at that meeting in the manner the chairperson determines; and
 - (b) the result of the poll is taken to be the resolution of the meeting on that question.
- (3) If the Committee decides that due to the nature of the issue an anonymous poll should be conducted, the Committee shall outline and determine the conditions under which such anonymity shall be preserved and data managed.

27. When poll to be taken

- (1) A poll that is demanded on the election of a chairperson, or on a question of adjournment, is to be taken immediately.
- (2) A poll that is demanded on any other question is to be taken at any time before the close of the meeting as the chairperson determines.

28. Committee of management

- (1) The affairs of the Association are to be managed by a Committee of management constituted as provided in clause 30.
- (2) The Committee –
 - (a) is to control and manage the business and affairs of the Association; and

- (b) may exercise all the powers and perform all the functions of the Association, other than those powers and functions that are required by this Constitution to be exercised and performed by members of the Association at a general meeting; and
- (c) has power to do anything that appears to the Committee to be essential for the proper management of the business and affairs of the Association.

29. Officers of the Association

- (1) The officers of the Association are as follows:
 - (a) one president;
 - (b) one vice-president;
 - (c) one treasurer; and
 - (d) one secretary.
- (2) The officers of the Association must be members of the Association
- (3) Each officer of the Association is to hold office until the next annual general meeting after that at which he or she is elected and is eligible for re-election.
- (4) If a casual vacancy in an office referred to in sub-clause (1) occurs, the Committee may appoint one of its members to fill the vacancy until the next annual general meeting after the appointment.
- (5) If an office referred to in sub-clause (1) is not filled at an annual general meeting, there is taken to be a casual vacancy in the Committee.

30. Constitution of the Committee

- (1) The Committee consists of –
 - (a) the officers 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.
- (2) The total number of Committee members is to be no more than 7.
- (3) Ordinary Committee members are not required to be members of the Association.
- (4) An ordinary Committee member is to hold office until the next annual general meeting after that at which he or she is elected and is eligible for re-election.
- (5) If a casual vacancy occurs in the office of an ordinary Committee member, the Committee may appoint a casual vacancy to fill the vacancy until the next annual general meeting after the appointment.
- (6) If an office of an ordinary Committee member is not filled at an annual general meeting, there is taken to be a casual vacancy in the office.

31. Election of numbers of Committee

- (1) A nomination of a candidate for election as an officer of the Association, or as an ordinary Committee member, is to be –

- (a) 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 nomination); and
 - (b) delivered to the public officer of the Association at least 7 days before the day on which the annual general meeting is to be held.
- (2) If insufficient nominations are received to fill all vacancies on the Committee –
- (a) the candidates nominated are taken to be elected; and
 - (b) further nominations are to be received at the annual general meeting.
- (3) If the number of nominations received is equal to the number of vacancies on the Committee to be filled, the persons nominated are taken to be elected.
- (4) If the number of nominations received exceeds the number of vacancies on the Committee to be filled, a ballot is to be held.
- (5) If the number of further nominations received at the annual general meeting exceeds the number of remaining vacancies on the Committee to be filled, a ballot is to be held in relation to those further nominations.
- (6) The ballot for the election of officers and ordinary Committee members is to be conducted at the annual general meeting in the manner determined by the Committee.

32. Secretary

- (1) The secretary of the Association must, as soon as practicable after being appointed as secretary, lodge notice with the Association of their address.
- (2) It is the duty of the secretary to keep minutes of:
- (a) all appointments of office-bearers and members of the Committee;
 - (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.

33. 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.

34. Vacation of office

- (1) For the purpose of this Constitution, the office of an officer of the Association, or of an ordinary Committee member, becomes casually vacant if the officer or Committee member –
 - (a) dies; or
 - (b) becomes bankrupt, applies to take the benefit of any law for the relief of bankrupt or insolvent debtors, compounds with their creditors or makes an assignment of their remuneration or estate for their benefit; or
 - (c) becomes a represented person within the meaning of the Guardianship and Administration Act 1995; or
 - (d) resigns office in writing addressed to the Committee; or
 - (e) ceases to be ordinarily resident in Tasmania; or
 - (f) is removed from office under clause 35, or
 - (g) becomes a mentally incapacitated person, or
 - (h) is absent from 3 consecutive meetings of the Committee without the permission of the other members of the Committee; or
 - (i) in the case of an officer, ceases to be a member of the Association; or
 - (j) fails to pay all arrears of subscription within 14 days after receiving a notice in writing signed by the public officer of the Association stating that the officer or Committee member has ceased to be a financial member of the Association; or
 - (k) 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
 - (l) 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.

35. Removal of office

- (1) The Association in general meeting may by resolution, subject to the principles of natural justice, 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.

36. Meetings of the Committee and quorums

- (1) The Committee must meet at least four times in each period of 12 months at such place and time as the Committee may determine.
- (2) A meeting of the Committee, other than a meeting referred to in sub-clause (1), may be convened by the President or by any other 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.
- (9) 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 present at the meeting
- (10) On any question arising at a meeting of the Committee, a member of the Committee (including the chairperson) has one vote only. In the case of an equality of votes, the chairperson has a second or casting vote.

37. Conflicts of interest

- (1) 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. Notwithstanding this rule a coach that is employed or contracted by the Association is not eligible to be a Committee member.
- (2) 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.
 - (3) If a Committee member has a direct or indirect pecuniary or other interest in a contract, a proposed contract, either 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 their interest to the Committee; and
 - (b) not take part in, or be present form any deliberations or decision of the Committee with respect to that contract.
 - (4) The secretary must cause every disclosure made under sub-clause (a) by a member of the Committee to be recorded in the minutes of the meeting of the Committee at which it is made.

38. SubCommittees

- (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.

39. Service of notices

Except as otherwise provided by this Constitution, a document may be served under this Constitution on a person by –

- (a) giving it to the person; or
- (b) leaving it at, or sending it by post to, the person's postal or residential address or place or address of business or employment last known to the server of the document; or
- (c) faxing it to the person's fax number; or
- (d) emailing it to the person's email address.

40. Disputes

- (1) The grievance procedure set out in this clause will only apply if the dispute does not relate to the National Policies.
- (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 (2) (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.

41. Seal of Association

- (1) The seal of the Association is to be in the form of a rubber stamp inscribed with the name of the Association encircling the word "Seal".
- (2) The seal is not to be affixed to any instrument except by the authority of the Committee.
- (3) The affixing of the seal is to be attested by the signatures of –
 - (a) two members of the Committee; or
 - (b) one member of the Committee and the public officer of the Association or any other person the Committee may appoint for that purpose.
- (4) If a sealed instrument has been attested under sub-clause (3), it is presumed, unless the contrary is shown, that the seal was affixed to that instrument by the authority of the Committee.
- (5) The seal is to remain in the custody of the public officer of the Association.

42. Effect of this Constitution

- (1) The Association will take all steps to ensure its Constitution conforms with the Tennis Tas Constitution, subject to the Act, and at least to the extent of:
 - (a) the objects of Tennis Tas;
 - (b) the structure and membership categories of Tennis Tas;
 - (c) recognising Tennis Tas as the peak body for the sport of tennis in Tasmania; and
 - (d) such other matters as are required to give full effect to the Tennis Tas 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 Tasmania 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 Tas, 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.

43. *Change of name, objects and this Constitution*

- (1) Neither the Association's name, objects nor this Constitution may be altered except by special resolution.

44. *Custody of books*

- (1) Except as otherwise provided by this Constitution, the public officer must keep in their custody or under their control all records, books and other documents relating to the Association

45. *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 surplus assets or property (**Surplus Assets**) whatsoever, the same must not be paid to or distributed among the members, or former members.
- (2) The Surplus Assets must be given or transferred to another association incorporated under the Act which:
 - (a) has similar objects to the Objects; and
 - (b) which prohibits the distribution of its or their income among its or their members to an extent at least as great as is imposed on the Association by this Constitution.
- (3) Such associations shall be determined by resolution passed by a majority of at least two-thirds of the members.

46. *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 of the Association and tennis as it thinks necessary or desirable from time to time. Such by-laws must be consistent with this Constitution, the Tennis Tas Constitution and the National Policies.
- (2) If any By-Laws are inconsistent with this Constitution, the Tennis Tas Constitution or the National Policies, those By-Laws shall be null and void and will be inapplicable.
- (3) All by-laws made under sub-clause (1) shall be binding on the members of the Association.

47. *National Policies*

- (1) The Association agrees to adopt and abide by the National Policies. The Association agrees that it, its members and its officers and servants will be bound by each of these policies.

48. *Recognition and Compliance*

- (1) Subject to compliance with this Constitution, the Tennis Tas constitution and the National Policies the Association shall continue to be recognised as a Member of Tennis Tas and shall administer Tennis in accordance with the Objects.
- (2) The Members acknowledge and agree the Association shall:
 - (c) be or remain incorporated in Tasmania;
 - (d) appoint a Delegate annually to represent the Association at general and other meetings of Tennis Tas;
 - (e) nominate such other persons as may be required to be appointed to Tennis Tas Committees from time to time under this Constitution or the Tennis Tas constitution or otherwise;
 - (f) forward to Tennis Tas a copy of its constituent documents and details of its Committee members;
 - (g) adopt the objects of Tennis Tas (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 Tas constitution;
 - (h) apply its property and capacity solely in pursuit of the Objects and tennis;
 - (i) do all that is reasonably necessary to enable the Objects to be achieved;
 - (j) 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;
 - (k) at all times act on behalf of and in the interests of the Members and Tennis;
 - (l) adopt and abide by the National Policies; and
 - (m) by, adopting the objects of Tennis Tas, abide by the Tennis Tas Constitution.

