

Constitution

KEW TENNIS CLUB INCORPORATED (REGISTRATION NO. A0001584V)

This Constitution is developed from a template provided by Tennis Victoria and Consumer Affairs Victoria based on Consumer Affairs Victoria, Associations Incorporation Reform Act 2012, Model Rules for an Incorporated Associations: Associations Incorporation Reform Regulations 2012, Part 3.

Approved by AGM 24 November 2022

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Constitution of the Kew Tennis Club

1. NAME

The name of the incorporated association is Kew Tennis Club Incorporated (**Association**).

2. INCORPORATION

Associations shall incorporate under the Act and shall remain incorporated.

3. OBJECTIVES OF ASSOCIATION

The Association is established solely for these Objectives. The Objectives of the Association are to:

- (a) promote the game of tennis, across all age groups and talents within the local community;
- (b) provide facilities and arrangements for the playing of social and competitive tennis;
- (c) do all things or activities pertinent and incidental to the above Objectives;
- (d) ensure the adherence to principles of integrity, respect, responsibility, fairness and safety in relation to social tennis, coaching, competition, training and Club sanctioned activities, as conveyed in the Association's Code of Conduct;
- (e) use and protect the Intellectual Property;
- (f) pursue through itself or others, such commercial arrangements, including sponsorship and marketing opportunities, as are appropriate to further the Objectives;
- (g) further develop the Association into an organised institution and having regard to these Objectives, to foster, regulate, organise, control, conduct and manage coaching, tournaments, competitions, displays and other activities;
- (h) promote the health and safety of Members;
- (i) subject to the Tennis Australia (TA) National Policies, act as final arbiter on all matters arising under the jurisdiction of the Association, including disciplinary matters;
- (j) recognise the Tennis Australia (TA) National Policies and such other policies or rules and implement accordingly, as may be required, from time to time;
- (k) have regard to the community and public interest and statutory obligations in its operations.

4. POWERS OF ASSOCIATION

Solely for furthering the Objectives set out above, the Association has in addition to the powers and functions under the Act, the legal capacity and powers of a company limited by guarantee as set out under section 124 of the Corporations Act.

5. INTERPRETATION AND DEFINITIONS

5.1 Definitions

In this Constitution, unless the contrary intention appears:

Act means the *Associations Incorporation Reform Act 2012* (Vic).

Annual General Meeting or **AGM** means a meeting of Members convened under **rule 12**.

Appointed Committee Member means a member of the Committee appointed under **rule 18.3**.

The Committee means the body managing the Association and consisting of the Members under **rule 17.2**.

By-Laws mean any By-Laws made by the Committee under **rule 24**.

Sub-committee means any sub-committee of the Committee created under **rule 21.4** from time to time.

Constitution means this constitution of the Association as amended from time to time.

Delegate means the person appointed from time to time to act for and on behalf of the Association and to attend, debate and vote at general meetings of Tennis Victoria.

Member means a member of the Committee and includes Elected Committee Members.

Elected Member means a member of the Committee elected under **rule 18.1**.

Financial Year means the year ending 30 June in each year.

General Meeting means the annual or any special general meeting of the Association convened in accordance with **rule 14**.

Individual Member means a registered member of the Association as defined in the By-Laws.

Intellectual Property means all rights subsisting in copyright, business names, names, trade marks (or signs), logos, designs, equipment, images (including photographs, television, videos or films) or service marks (whether registered or registrable) relating to the Association or any championship, competition, series or event or Tennis activity of or conducted, promoted or administered by the Association.

Life Member means an individual appointed as a Life Member under **rule 8.7**.

Member means any person recognised as a member of the Association by the Committee under **rule 8** from time to time.

Objectives means the Objectives of the Association under **rule 2**.

President means the President for the time being of the Association appointed under **rule 17.2(a)**.

Register means the register of Members kept under **rule 9.1**.

Relevant Documents means the records and other documents, however recorded compiled or stored, that relate to the Association and management of the Association and includes membership records, financial statements, financial records, and records and documents relating to transactions, dealings, business or property of the Association.

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

State means and includes a State or Territory of Australia.

TA means Tennis Australia Limited.

TA National Policies means the national policies determined, implemented and amended by TA from time to time to apply across the sport of Tennis in Australia 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 TA National Policies are available at <https://www.tennis.com.au/about-tennis-australia/reports-and-policies/policies> or such other location as TA and/or TV may advise from time to time.

Tennis means the sport of Tennis.

Tennis Club means a Tennis club which is a member of or otherwise affiliated with TV.

TV means the body recognised by TA as the body administering Tennis in Victoria.

5.2 *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);
- (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; and

(j) the model rules made under the Act are expressly displaced.

5.3 *Enforceability*

If any provision of this Constitution or any phrase contained in it is invalid or unenforceable in any jurisdiction, the phrase or provision shall be read down for the purpose of that jurisdiction, if possible, so as to be valid and enforceable. If it cannot be so read down the provision shall be severed to the extent of the invalidity or unenforceability. The remaining provisions of this Constitution and its validity or enforceability shall not be affected by the severance in any other jurisdiction.

6. **STATUS AND COMPLIANCE OF ASSOCIATION**

6.1 *Recognition*

Subject to compliance with this Constitution, the TV constitution and the TA National Policies the Association shall continue to be recognised as a Member of TV and shall administer its activities in accordance with the Objectives.

6.2 *Compliance*

The Members acknowledge and agree the Association shall:

- (a) be or remain incorporated in Victoria;
- (b) appoint a Delegate annually to represent the Association at general and other meetings of TV;
- (c) nominate such other persons as may be required to be appointed to TV committees from time to time under this Constitution or the TV constitution or otherwise;
- (d) forward to TV a copy of its constituent documents and details of its Committee Members;
- (e) operate in accordance with the Objectives of TV (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 TV constitution;
- (f) apply its property and capacity solely in pursuit of the Objectives;
- (g) do all that is reasonably necessary to enable the Objectives to be achieved;
- (h) act in good faith to ensure the maintenance and enhancement of Tennis, its standards, quality and reputation for benefit of the Association's Members;
- (i) at all times act on behalf of and in the interests of the Members;
- (j) adopt and abide by the TA National Policies; and
- (k) by, adopting the Objectives of TV, abide by the TV Constitution.

6.3 *Operation of Constitution*

The Association and the Members acknowledge and agree:

- (a) that they are bound by this Constitution and that this Constitution, operates to create uniformity in the way in which the Objectives and Tennis are to be fulfilled and administered and the interests of Tennis promoted, encouraged and advanced;
- (b) to ensure the maintenance and enhancement of Tennis, its standards, quality and reputation for the benefit of the Members and Tennis;
- (c) to not act in a way that is prejudicial to the Association, its Constitution or Code of Conduct, TV, TA or 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) to promote the economic and community services success, strength and stability of each other and to act interdependently with each other in pursuit of their respective Objectives; and
- (f) to act in the interests of Tennis and the Members.

7. **ASSOCIATION'S CONSTITUTION**

7.1 *Constitution of the Association*

The Constitution will be consistent with the Objectives of TV and shall generally conform with the TV constitution, subject to the Act, and at least to the extent of:

- (a) the Objectives of TV;
- (b) the structure and membership categories of TV;
- (c) recognising TV as the peak body for Tennis in Victoria; and
- (d) such other matters as are required to give effect to the TV constitution;

with such incidental variations as are necessary having regard to the Act.

7.2 *Operation of the TV Constitution*

- (a) The Association will take all steps to ensure its Constitution is in conformity with the TV constitution at least to the extent set out in **rule 7.1** and in respect of those matters set out in **rule 7.1** shall ensure this Constitution is amended in conformity with future amendments made to the TV constitution, subject to any prohibition or inconsistency in the Act.
- (b) As a condition of membership, the Association must provide to TV a copy (in such form as is required by TV) of its Constitution and all amendments to this document.

8. MEMBERSHIP OF ASSOCIATION

8.1 *Minimum Number of Members*

The Association must have at least five Members.

8.2 *Categories of Member*

The Members of the Association 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;
- (b) Family Membership (up to two adults and all children who reside at the same address);
- (c) Concessional Members, as defined by the Committee;
- (d) Life Members, who subject to this Constitution, shall have the right to notice of, and to be present and to debate at, General Meetings and have voting rights; and
- (e) Any other categories of membership as determined by the Committee from time to time.

8.3 *Application for Membership*

An application for membership by an individual must be:

- (a) in writing on the form prescribed from time to time by the Association, from the applicant and lodged with the Association;
- (b) endorses their support for the Code of Conduct for the Association;
- (c) accompanied by the payment of the appropriate fee, if any; and
- (d) if necessary provides documentary evidence at or subsequent to the time of application to support an application for a membership category (such as Concessional membership).

8.4 *Discretion to Accept or Reject Application*

- (a) The Committee may, acting in the best interests of the Association and in good faith, accept or reject an application whether the applicant has complied with the requirements in **rule 8.3** or not, and shall not be required or compelled to provide any reason for such acceptance or rejection.
- (b) Where the Committee accepts an application, the applicant shall, become a Member.
- (c) Membership of the Association shall be deemed to commence upon acceptance of the application. The Register shall be updated accordingly as soon as practicable.

- (d) If the Committee rejects an application, the Association shall refund any fees forwarded with the application, and the application shall be deemed rejected. No reasons for rejection need be given.
- (e) The Committee reserves the right to terminate a membership if the application has been secured under false pretences or without appropriate disclosure of the status of the member and their eligibility for a specific category of membership;
- (f) If the Committee rejects an application where membership fees have been paid, the Association shall refund any fees forwarded with the application, and the application shall be deemed rejected by the Association;
- (g) In the event that the membership application is approved but there is no vacancy within the membership, the application shall be placed on a waiting list and the nominee so advised in writing.
- (h) There is no right of appeal where the Committee rejects an application for membership, whether a new application or a renewal application.

8.5 *Renewal of Membership*

- (a) Members must re-apply for renewal of 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.
- (b) Upon renewal, a Member must provide details of any change in their personal details, and any other information reasonably required by the Committee.
- (c) 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 **rules 8.5 (a) and (b)** or not, and shall not be required or compelled to provide any reason for such acceptance or rejection.
- (d) If the Committee rejects an application, the Association shall refund any fees forwarded with the application, and the application shall be deemed rejected by the Association. No reasons for rejection need be given.
- (e) There is no right of appeal where the Committee rejects an application for membership, whether a new application or a renewal application.

8.6 *Membership Transitional Arrangements*

Notwithstanding any other rule of this Constitution, the transitional arrangements in **rule 25** apply to the continuation of membership from the date of adoption of this Constitution.

8.7 *Life Members*

- (a) The Committee may recommend to the AGM that, any natural person who has rendered distinguished service to the Association and where such service is deemed to have assisted the advancement of the Association, be appointed as a Life Member.
- (b) A resolution of the AGM to confer life membership on the recommendation of the Committee must be a Special Resolution.

- (c) A person may accept or reject the Association's resolution to confer life membership and not to be required to pay the Individual Membership fee during their life. Upon acceptance, the person's details shall be entered upon the Register, and from the time of entry on the register the person shall be a Life Member.
- (d) A Member's Life Membership may be terminated by resolution of the Association in General Meeting.

8.8 *Effect of Membership*

- (a) Members acknowledge and agree that:
 - (i) this Constitution constitutes a contract between each of them and the Association and that they are bound by this Constitution and the Regulations;
 - (ii) they shall comply with and observe this Constitution and the Regulations;
 - (iii) by submitting to this Constitution and the Regulations they are subject to the jurisdiction of the Association;
 - (iv) this Constitution and Regulations are necessary and reasonable for promoting the Objectives of the Association;
 - (v) they agree to adopt and abide by the Code of Conduct of the Association;
 - (vi) neither membership of the Association nor this Constitution gives rise to:
 - (A) any proprietary right of Members in, to or over, the Association or its property or assets;
 - (B) any automatic right of a Member to renewal of their membership; or
 - (C) subject to the Act and the Association acting in good faith, the right of Members to natural justice unless expressly provided for in this Constitution; and
 - (vii) they are entitled to all benefits, advantages, privileges and services of their membership as determined by the Committee.
- (b) Members may, by virtue of membership of the Association, and subject to this Constitution:
 - (i) express in writing or otherwise their views and opinions in any meeting at which they are entitled to participate under this Constitution;
 - (ii) make proposals or submissions to the Committee;
 - (iii) engage and participate in any activity approved, sponsored or recognised by the Association, including nomination for a role on the Committee; and
 - (iv) conduct any activity approved by the Association.
- (c) A right, privilege or obligation of a person by reason of their membership of the Association:
 - (i) is not capable of being transferred or transmitted to another person; and

- (ii) terminates upon the cessation of membership whether by death, resignation or otherwise.

8.9 *Liability of Members*

The liability of the Members of the Association is limited (refer **rule 33 (a) to (c)**)

8.10 *Membership and Joining Fees*

- (a) The membership and any other fees payable by Members or categories of Members to the Association, the benefits which apply, the time for, and manner of payment, shall be determined by the Committee from time to time, and be approved by a Committee Meeting or General Meeting. The categories and fees for membership shall be conveyed on the Association's website and be publicised by other means.
- (b) The Committee is empowered to prevent any Member whose subscription or any other fees are in arrears from exercising the whole or any of the rights or privileges of membership of the Association, including but not limited to the right to vote at General Meetings. There is no right to natural justice or any right of appeal where the Committee exercises its power under this **rule 8.10 (b)**.

9. **REGISTERS**

9.1 *Association to Keep Register of Members*

The Association shall keep and maintain a Register of Members in which shall be entered:

- (a) the full name and address of the Member;
- (b) the category of membership of the Member;
- (c) the date on which the Member became a Member;
- (d) whether the Member does not have voting rights;
- (e) any other information determined by the Committee; and
- (f) for each former Member, the date of ceasing to be a Member.

9.2 *Changes to Member Details*

Members shall provide notice of any change and required details to the Association within one month of such change.

9.3 *Inspection of Register*

Inspection of the Register will only be available as required by the Act and in accordance with **rule 35(b)**.

9.4 *Use of Register*

Subject to confidentiality considerations and privacy laws, the Register may be used by the Association to further the Objectives, as the Committee considers appropriate.

9.5 *Right of TV to Register*

The Association shall provide a copy of the Register to TV, on request on a reasonable number of times per annum. The Association agrees that TV may utilise the information contained in the Register and the Register itself to further the Objectives of TV, subject to advising the Association and with its concurrence to the form of use, subject to confidentiality considerations and privacy laws.

10. **DISCONTINUANCE OF MEMBERSHIP**

10.1 *Discontinuance by Notice of Resignation*

A Member having paid all arrears of fees payable to the Association may resign or withdraw from membership of the Association by giving notice in writing to the Association of resignation or withdrawal.

10.2 *Discontinuance by Breach*

- (a) Membership of the Association may be discontinued by the upon breach of any clause of this Constitution of Rules of the Association, including but not limited to the failure to pay any monies owed to the Association, failure to comply with the Code of Conduct of the Association and/or By-Laws or any resolution or determination made or passed by the Committee or any duly authorised Committee.
- (b) Membership shall not be discontinued by the Committee under **rule 10.2(a)** without the Committee first giving the accused Member the opportunity to explain the breach and/or remedy the breach.
- (c) Where a Member fails, in the Committee's view to adequately explain or remedy the breach, that Member's membership shall be discontinued under **rule 10.2(a)** by the Committee giving written notice of the discontinuance.

10.3 *Discontinuance by Failure to Pay Subscription*

- (a) A Member is taken to have resigned if:
 - (i) the Member's subscription is outstanding for more than one month after the date on which the subscription is due and payable; or
 - (ii) where no subscription is payable:
 - (A) the Secretary or nominee has made a written request to the Member to confirm that he or she wishes to remain a Member; and
 - (B) the Member has not, within one month after receiving that request, confirmed in writing that he or she wishes to remain a Member.
- (b) Any failure by the Association to enforce a resignation under **rule 10.3(a)** does not amount to a waiver by the Association of its rights nor does it mean the resignation is not of effect.
- (c) Should a sufficient explanation be made to the Committee for the failure to pay a subscription or reason for not responding to a request, the Committee may (but is not obliged to) restore membership upon payment of the amount due (if any).

10.4 *Resignation by Failure to Re-apply*

If a Member has not re-applied for membership with the Association within one month of re-application falling due, that Member's membership will be deemed to have lapsed from that time.

10.5 *Amendment to the Register*

Where a Member resigns under this **rule 10** an entry, recording the date on which the Member ceased to be a Member, shall be recorded in the Register as soon as practicable in accordance with **rule 10.5**.

10.6 *Forfeiture of Rights*

A Member who ceases to be a Member, for whatever reason, shall forfeit all rights in and claims upon the Association and its property and shall not use any of the facilities, equipment or other property of the Association including Intellectual Property. Any Association documents, records or other property in the possession, custody or control of that Member shall be returned to the Association immediately; copies must not be retained nor disseminated to other parties.

10.7 *Membership May be Reinstated*

Membership which has been discontinued under this **rule 10** may be reinstated at the discretion of the Committee, upon such conditions as it deems appropriate. The Committee is not obliged to reinstate any former Member's membership.

11. **GRIEVANCES AND DISCIPLINARY MATTERS**

11.1 *Grievances*

- (a) The grievance and disciplinary procedure set out in this **rule 11** applies to matters arising solely in respect of this Constitution and the Association's Rules, between a Member and:
- (i) another Member; or
 - (ii) the Association.
- (b) Any such dispute will be referred to a Committee officeholder and/or to the Committee at or before its next scheduled meeting. The Committee, or a sub-committee will determine the process for dispute resolution. This may entail the parties to the dispute meeting to 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.
- (c) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the Committee must, within 14 days, hold a meeting in the presence of a mediator.
- (d) The mediator must be:
- (i) a person chosen by agreement between the parties; or
 - (ii) in the absence of agreement in the case of a dispute between a Member and:

- (A) another Member, a person appointed by the Committee; or
 - (B) the Association, a person who is a mediator, which may be appointed by TV or TA or selected from another source.
- (e) A Member can be a mediator. The mediator cannot be a Member who is a party to the dispute.
- (f) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (g) The mediator, in conducting the mediation, must:
- (i) give the parties to the mediation process every opportunity to be heard; and
 - (ii) allow due consideration by all parties of any written statement submitted by any party; and
 - (iii) if the matter deals with the proprietary rights or livelihood of the Members involved, ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (h) The mediator must not determine the dispute. The outcome of the mediation must be advised to the Committee or a sub-committee, such that the Committee or sub-committee can determine what disciplinary action may or may not be required in the case of a matter which involves a breach of the Constitution, Rules, By-Laws or Code of Conduct.
- (i) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.
- (j) A Member who is the subject of a disciplinary procedure must not initiate a grievance procedure in relation to the matter which is the subject of the disciplinary procedure until the disciplinary procedure has been completed.

11.2 *Disciplinary Proceedings*

- (a) The Association may take disciplinary action against a member in accordance with this rule if it is determined that the member:
- (i) has failed to comply with the Association's Constitution and Rules;
 - (ii) has breached the Association's Code of Conduct;
 - (iii) refuses to support the purposes of the Association; or
 - (iv) has engaged in conduct prejudicial to the Association.

11.3 *Disciplinary Sub-committee*

- (b) (a) If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Committee must appoint a disciplinary sub-committee to hear the matter and determine what action, if any, to take against the member.
- (c) (b) The members of the disciplinary sub-committee

- (i) may be Committee members, members of the Association or anyone else; but
- (ii) must not be biased against, or in favour of, the member concerned.

11.3 Notice to Member

- (a) Before disciplinary action is taken against a member, the Secretary must give written notice to the member:
 - (i) stating that the Association proposes to take disciplinary action against the member;
 - (ii) stating the grounds for the proposed disciplinary action; and
 - (iii) specifying the date, place and time of the meeting at which the disciplinary sub-committee intends to consider the disciplinary action (the **disciplinary meeting**);
 - (iv) advising the member that he or she may do one or both of the following:
 - (A) attend the disciplinary meeting and address the disciplinary sub-committee at that meeting;
 - (B) give a written statement to the disciplinary sub-committee at any time before the disciplinary meeting; and
 - (v) setting out the member's appeal rights under **rule 11.6**.
- (b) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

11.4 Decision of Sub-committee

- (a) At the disciplinary meeting, the disciplinary sub-committee must:
 - (i) give the member an opportunity to be heard; and
 - (ii) consider any written statement submitted by the member.
- (b) After complying with **rule 11.4 (a)**, the disciplinary sub-committee may:
 - (i) take no further action against the member; or
 - (ii) subject to **rule 11.4 (c)**:
 - (A) reprimand the member; or
 - (B) suspend the membership rights of the member for a specified period; or
 - (C) expel the member from the Association.
- (c) The disciplinary sub-committee may not fine the member.

- (d) The suspension of membership rights or the expulsion of a member by the disciplinary sub-committee under this rule takes effect immediately after the vote is passed.

11.5 *Appeal Rights*

- (a) A person whose membership rights have been suspended or who has been expelled from the Association under **rule 11.5** may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- (b) The notice must be in writing and given
 - (i) to the disciplinary sub-committee immediately after the vote to suspend or expel the person is taken; or
 - (ii) to the Secretary not later than 48 hours after the vote.
- (c) If a person has given notice under **rule 11.5 (b)**, a disciplinary appeal meeting must be convened by the Committee as soon as practicable, but in any event not later than 21 days, after the notice is received.
- (d) Notice of the disciplinary appeal meeting must be given to each member of the Association who is entitled to vote as soon as practicable and must
 - (i) specify the date, time and place of the meeting; and
 - (ii) state
 - (A) the name of the person against whom the disciplinary action has been taken; and
 - (B) the grounds for taking that action; and
 - (C) that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

11.6 *Conduct of Disciplinary Appeal Meeting*

- (a) At a disciplinary appeal meeting:
 - (i) No business other than the question of the appeal may be conducted;
 - (ii) the Committee must state the grounds for suspending or expelling the member and the reasons for taking that action; and
 - (iii) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- (b) After complying with **rule 11.3**, the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- (c) A member may not vote by proxy at the meeting.

- (d) The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

12. ANNUAL GENERAL MEETINGS

12.1 *Annual General Meeting to be Held*

- (a) The Association shall convene and hold an Annual General Meeting (AGM) of its Members annually within five months after the end of the Financial Year and in accordance with the Act.
- (b) The AGM shall, subject to the Act and to **rule 12.1(a)**, be convened at a time, date and venue to be determined by the Committee.

12.2 *Business*

In addition to any business required to be transacted at the AGM under the Act, the business of the AGM shall include the following:

- (a) confirmation of minutes from previous AGM and of any special general meeting held since then;
- (b) receive and consider:
- (i) Reports of the Committee;
 - (ii) reports of auditors (if any);
 - (iii) financial statements of the Association; and
 - (iv) any other reports as determined by the Committee,
- (c) election of office bearers (if applicable and in any relevant year);
- (d) confirmation of the appointment and fixing of the remuneration of auditors (if an audit is required under the Act); and
- (e) any other business of which notice is given under this Constitution.

12.3 *Additional Meetings*

The AGM shall be in addition to any other General Meetings that may be held in the same year. Any General Meeting other than an AGM is a **Special General Meeting**.

13. SPECIAL GENERAL MEETINGS

13.1 *Special General Meetings May be Held*

The Committee may, whenever it thinks fit, convene a Special General Meeting of the Association and, where, but for this clause more than 15 months would elapse between Annual General Meetings, shall convene a Special General Meeting before the expiration of that period.

13.2 *Request for Special General Meetings*

- (a) By resolution of a majority of Committee Members or by the requisition in writing of 30 voting Members, the Secretary may convene a Special General Meeting.
- (b) The requisition for a Special General Meeting shall state the objective(s) of the meeting, shall be signed by the Members making the requisition and be sent to the Association. The requisition may consist of several documents in a like form, each signed by one or more of the Members making the requisitions.
- (c) If the Committee does not cause a Special General Meeting to be held within one month after the date on which the requisition is sent to the Association, the Members making the requisition, or any of them, may convene a Special General Meeting to be held not later than three months after that date.
- (d) A Special General Meeting convened by Members under this Constitution shall be convened in the same manner, or as nearly as possible as that, in which meetings are convened by the Committee.

14. **GENERAL MEETINGS**

14.1 *Notice to be Given for General Meetings*

- (a) Notice of every General Meeting shall be given to every Member entitled to receive notice under **rule 8.2**, at the address appearing in the Register kept by the Association. The auditor (if any) and Committee Members shall also be entitled to notice of every General Meeting, which shall be sent to their last notified address. No other person shall be entitled as of right to receive notices of General Meetings.
- (b) A notice of a General Meeting shall be in writing and shall specify the time, date and place of the meeting and shall state the business to be transacted at the meeting. Notice may be given in any form permitted under **rule 30**.
- (c) At least 21 days' notice of a General Meeting shall be given to those Members entitled to receive notice, together with:
 - (i) the agenda for the meeting;
 - (ii) any nominations for candidates to be elected to the Committee received in accordance with **rule 18.1**;
 - (iii) any notice of motion received from Members under **rule 14.2(b)**; and
 - (iv) forms of authority in blank for proxy votes (if proxy votes are permitted).

14.2 *Business of Meeting*

- (a) No business other than that set out in the notice convening the General Meeting shall be transacted at the General Meeting.
- (b) A Member desiring to bring any business before a General Meeting shall give at least 30 days' notice in writing of that business to the Association which shall include that business in a notice calling the next General Meeting after the receipt of the notice.

14.3 *Quorum*

No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for General Meetings shall be at least ten Members represented personally or by their proxies.

(a) If within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present, the meeting:

(i) if convened upon the requisition of Members, shall be dissolved; and

(ii) in any other case, shall stand adjourned to:

(A) the same day in the next week at the same time and (unless Members are notified of an alternate venue) at the same place; or

(B) any date, time and place determined by the chairperson;

and 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 meeting shall lapse.

14.4 *President to Chair*

The President shall, subject to this Constitution, preside as chairperson at every General Meeting except:

(a) in relation to any election for which the President is a nominee; or

(b) where a conflict of interest exists.

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.

14.5 *Chairperson May Adjourn Meeting*

(a) The chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(b) When a meeting is adjourned for 30 days or more, a notice of the adjourned meeting shall be given as in the case of the original meeting.

(c) Except as provided in **rule 14.5(b)** it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

14.6 *Use of Technology*

(a) A Member not physically present at a General Meeting may participate in the meeting by the use of technology, subject to prior approval by the chairperson or Secretary, and subject to the availability to accommodate this request, that allows that Member and the other Members present at the meeting to clearly and simultaneously communicate with each other.

- (b) A Member participating in a General Meeting as permitted under **rule 14.6(a)** is taken to be present at the meeting and, if the Member (being entitled to vote) votes at the meeting, is taken to have voted in person.
- (c) Meetings may be conducted virtually if considered appropriate by the Chairperson in the context of health and safety considerations (such as COVID-19) or given the unavailability of Committee members to meet physically.

15. VOTING AT GENERAL MEETINGS

15.1 *Members Entitled to Vote*

Each Member, including Committee Members, are entitled to vote as set out in **rule 8** shall subject to **rule 15.2**, have one vote at General Meetings which, subject to this Constitution, shall be exercised by the Member. People attending a General Meetings and who are not current members are not entitled to move resolutions or vote. It is as the discretion of the chairperson as to whether questions or debate by non-members will be allowed.

15.2 *Eligibility to Vote*

For a Member to be eligible to vote at a General Meeting the Member must:

- (a) have been a current Member at the time notice of the meeting was given under this Constitution; and
- (b) have paid any joining and membership fee or other money payable to the Association by the Member; and
- (c) be over 18 years of age.

15.3 *Voting Procedure*

- (a) Subject to this **rule 15**, votes at a General Meeting shall be given in person by those present and entitled to vote or by prior submission of proxies, received by the Secretary or President at least 24 hours before the commencement time advised for the General Meeting.
- (b) Subject to **rule 15.5**, all questions arising at a General Meeting shall be determined on a show of hands.

15.4 *Recording of Determinations*

Unless a poll is demanded under **rule 15.5**, a declaration by the chairperson that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the official recorded minutes of the proceedings of the Association shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

15.5 *Where Poll Demanded*

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) not less than three Members.

If a poll is duly demanded under this **rule 15.5**, it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the chairperson directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded.

15.6 *Casting Vote*

Where voting at General Meetings is equal the chairperson has the casting vote.

15.7 *Proxies*

Proxy voting may be employed at General Meetings and Special Meetings. Proxy voting is not applicable for Committee Meetings. The requirements for proxy voting include:

- (a) A member entitled to vote may act on behalf of another member as his or her proxy to vote and speak on his or her behalf at a General Meeting or Special Meeting, provided that member has submitted a signed proxy form detailing the proxy or proxies he or she acts for, other than at a disciplinary appeal meeting.
- (b) The appointment of a proxy must be in writing and signed by both the nominated proxy and the member making the appointment.
- (c) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit. A proxy may be lodged on behalf of the chairperson for the chairperson to vote as he/she sees appropriate with the proxy or proxies so allocated.
- (d) If the Committee has not approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.
- (e) Notice of a General Meeting given to a member under must
 - (i) state that the member may appoint another member as a proxy for the meeting; and
 - (ii) include a copy of any form that the Committee has approved for the appointment of a proxy.
- (f) A form appointing a proxy must be given to the Chairperson or Secretary of the meeting at least 24 hours before the nominated time for the commencement of the meeting.
- (g) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association (the Secretary) no later than 24 hours before the commencement of the meeting.

16. **MINUTES OF GENERAL MEETINGS**

- (a) The Committee must ensure that minutes are taken and kept of each General Meeting and, unless otherwise specified, this will be the responsibility of the Secretary.
- (b) The minutes must record:

- (i) whether the minutes of the prior General Meeting are a true and accurate record of that meeting;
 - (ii) the business considered at the meeting;
 - (iii) any resolution on which a vote is taken and the result of the vote; and
 - (iv) the names of persons present at all meetings, number of proxies submitted by members (but not necessarily the names) and any apologies notified.
- (c) In addition, the minutes of each Annual General Meeting must include:
- (i) any reports or financial statements submitted to the members at the Annual General Meeting; and
 - (ii) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

17. COMMITTEE

17.1 Powers of Committee

- (a) The affairs of the Association shall be managed by the Committee constituted under **rule 17.2**.
- (b) Subject to this Constitution and the Act, the Committee:
 - (i) shall control and manage the business and affairs of the Association;
 - (ii) may exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by this Constitution to be exercised by the Members in General Meeting;
 - (iii) has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Association; and
 - (iv) has the right to appoint Vice-Captains of the Club and approve the appointments of Captains of all teams representing the Club.

17.2 Composition of Committee

The Committee shall comprise:

- (a) the President;
- (b) the Secretary;
- (c) the Treasurer;
- (d) the Vice President (two positions);
- (e) Club Captain; and
- (f) Up to five other Elected Members;

who must all be Individual Members (over the age of 18 years of age) and who shall be elected under **rule 18**. Except with approval of the Committee, a member may only hold one Committee office.

(g) up to two Appointed Committee members.

17.3 *Portfolios*

- (a) Subject to **rule 17.7** the position of President, Secretary, Treasurer, Vice Presidents and Club Captain shall be appointed by the Committee annually from amongst its number. Other elected Committee Member roles are not subject to re-election.
- (b) Committee Members may be re-appointed as President, Secretary or Treasurer, subject to the proviso in **17.7 (b)**.
- (c) If the Committee considers it appropriate, in order to further the Objectives, it may allocate Committee members to specific portfolios, with specific responsibilities, as determined at the discretion of the Committee.
- (d) Appointments under this **rule 17.3** shall be conducted by show of hands or secret ballot and otherwise by such means (including secret ballot) as is prescribed by the Committee.

17.4 *Right to Co-Opt – Appointed Member*

It is expressly acknowledged that the Committee may co-opt any person with appropriate experience or expertise to assist the Committee in respect of such matters and on such terms as the Committee thinks fit. Any person so co-opted shall not be a Committee member, and shall not exercise the rights of a Committee member, but shall act in an advisory role only.

17.5 *Appointment of Delegate*

- (a) The Committee shall, from amongst its members, appoint a Delegate to attend general and other meetings of TV for such term as the Committee determines, and otherwise in accordance with the TV Constitution.
- (b) The Association must advise TV in writing of its Delegate.

17.6 *Transitional Arrangements*

Notwithstanding any other rule of this Constitution, the transitional arrangements set out at **rule 25(b)** shall apply from the date of adoption of this Constitution.

17.7 *Term of Office of Committee Members*

- (a) Committee members shall be elected or appointed in accordance with this Constitution annually, and subject to this Constitution, shall hold office:
 - (i) if an Elected Committee member, from the conclusion of the Annual General Meeting at which they were elected until the conclusion of the next following Annual General Meeting.
- (b) Committee members may be re-elected or re-appointed and, in the case of President, not serve for more than three consecutive terms. A limit of nine years is placed upon one individual holding the role of President in aggregate.

18. ELECTION AND APPOINTMENT OF COMMITTEE MEMBERS

18.1 *Nominations of Elected Committee Member Candidates*

- (a) The Association shall call for nominations for candidates to be elected as Committee members not less than 30 days prior to the Annual General Meeting. When calling for nominations the Association shall also provide details of the necessary qualifications and job description for the positions (if any). Qualifications and job descriptions shall be as determined by the Committee from time to time.
- (b) Candidates for Committee Members must:
- (i) be Individual Members;
 - (ii) be aged 18 years or over; and
 - (iii) reside in Australia; but
 - (iv) not also be an employed or contracted Association coach, unless so exempted under **rule 20.7** or, currently be a Committee Member or employee of any other Association.
 - (v) hold a position at another Association which might be deemed a conflict of interest with the Association or the business of the Committee.
- (c) Nominations of candidates for election as Committee Members shall be:
- (i) made in writing, signed by two Members and accompanied by the written consent of the nominee (which may be endorsed on the form of nomination); and
 - (ii) delivered to the Association not less than 3 days before the date fixed for the holding of the Annual General Meeting.
- The Association shall send the nominations to the Members entitled to receive notice under **rule 14.1**.
- (d) If insufficient nominations are received to fill all available vacancies on the Committee:
- (i) the candidates nominated shall, subject to **rule 18.1 (g)** and to declaration by the chairperson, be deemed to be elected; and
 - (ii) the remaining positions will be deemed casual vacancies under **rule 19.3**.
- (e) If the number of nominations received for particular offices is equal to the relevant vacancies to be filled, the persons nominated shall, subject to **rule 18.1 (g)** and declaration by the chairperson, be deemed to be elected to the relevant office.
- (f) If the number of nominations for particular offices exceeds the number of vacancies to be filled, voting arrangements will be determined containing the names of the candidates in alphabetical order, for each vacancy on the Committee.
- (g) If the number of nominations received for particular offices is less than or equal to the relevant vacancies to be filled, the Members may still demand an election to

elect nominees to office and if an election is so demanded that person must be elected under **rule 18.2** by a majority of voting Members present and voting.

18.2 *Voting Procedures*

Elections shall be by show of hands or conducted by such means (including secret ballot) as is prescribed by the Committee.

18.3 *Appointed Committee Members*

- (a) The Committee may appoint up to two Appointed Committee members.
- (b) The Appointed Committee Members shall have such skills which complement the Committee composition and the strategic direction of the Association, but need not have experience in or exposure to Tennis. An Appointed Committee Member does not need to be a Member.
- (c) The Committee shall give due consideration to gender equity when considering and determining appointments of Appointed Committee members.
- (d) An Appointed Committee Member requires the approval by vote of at least 50 per cent of the elected Committee members.
- (e) An Appointed Committee Member does not have voting rights.
- (f) The term of an Appointed Committee Member will be as specified by the Committee but not more than one year, subject to re-appointment.

19. **VACANCY ON THE COMMITTEE**

19.1 *Grounds for Termination of Committee Member*

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

- (a) ceases to be a Member;
- (b) dies;
- (c) becomes bankrupt or makes any arrangement or composition with their creditors generally;
- (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;
- (e) resigns their office in writing to the Association;
- (f) is absent from meetings of the Committee held during a period of three months without having previously obtained leave of absence under **rule 20.5** or provided reasonable excuse for such absence;
- (g) without the prior consent or later ratification of the Members in General Meeting holds any office of profit under the Association;
- (h) is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of their interest;

- (i) is removed from office in accordance with this Constitution;
- (j) has lost the confidence of a majority of Committee members to fulfil their responsibilities; or is no longer viewed as a fit and proper person to represent the Association's interest; or has not acted in accordance with the spirit or letter of the Association's Code of Conduct, and – subject to a proposal at a Committee meeting (refer **rule 19.2**) – that the Committee member's tenure be terminated;
- (k) has been expelled or suspended from membership (without further recourse under this Constitution, or
- (l) would otherwise be prohibited from being a director of a corporation under the *Corporations Act*.

19.2 *Removal of Committee Member*

- (a) The Association in a General Meeting may by Special Resolution remove any Committee Member (refer **rule 19.1 (j)**), before the expiration of their term of office and appoint another eligible person in their place to hold office until the expiration of the term of the first mentioned Committee Member.
- (b) Where the Committee Member to whom a proposed resolution referred to in **rule 19.2(a)** makes representations in writing to the President and requests that such representations be notified to the Members, the President may send a copy of the representations to each Member or, if they are not so sent, the Committee Member may require that they be read out at the meeting, and the representations shall be so read.

19.3 *Casual Vacancy*

In the event of a casual vacancy in the office of any Committee Member, the Committee may appoint an eligible person, including but not limited to an existing Committee Member, to the vacant office and the person so appointed may continue in office up to the conclusion of the Annual General Meeting at which the term of the previous appointee would have expired.

20. **QUORUM AND PROCEDURE AT COMMITTEE MEETINGS**

20.1 *Convening a Committee Meeting*

- (a) The Committee shall meet as often as is deemed necessary for the dispatch of business. Subject to this Constitution the Committee may adjourn and otherwise regulate its meetings as it thinks fit.
- (b) Unless all Committee Members agree to hold a meeting at shorter notice either by agreement that is sufficiently evidenced in writing or by their presence, or in accordance with **rule 20.2**, not less than seven days' written notice of Committee meeting shall be given to each Committee Member.
- (c) Written notice of each Committee meeting, specifying the time, date, form [if virtual or physical] and place of the Committee meeting and the business to be transacted, shall be served on each Committee Member.
- (d) Notice may be given of more than one Committee meeting at the same time.

20.2 *Urgent Committee Meetings*

- (a) In cases of urgency, a meeting can be held without notice being given in accordance with **rule 20.1** provided that as much notice as practicable is given to each Committee Member by the quickest means practicable.
- (b) Any resolution made at an urgent Committee meeting must be passed by an absolute majority of the Committee.

20.3 *Quorum*

- (a) At meetings of the Committee the number of Committee Members whose presence is required to constitute a quorum is four Committee Members.
- (b) No business shall be transacted 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 shall stand adjourned to the same place and at the same hour of the same day in the following week, or any date, time and place determined by the President.
- (c) The Committee may act notwithstanding any casual vacancy. However, if there are casual vacancies in the office of a Committee Member such that the number of remaining Committee Members is not sufficient to constitute a quorum at a meeting of the Committee, those Committee Members may act only for the purpose of increasing the number of Committee Members to a number sufficient to constitute such a quorum.

20.4 *Procedures at Committee Meetings*

- (a) At meetings of the Committee, the President shall chair the meeting. If the President is absent or unwilling to act, the Committee shall appoint one of its members to chair the meeting.
- (b) Questions, including formal proposals, arising at any meeting of the Committee shall be determined on a show of hands, or if demanded by a Committee Member, by a poll taken in such manner as the person presiding at the meeting may determine.
- (c) Questions arising at any meeting of the Committee shall be decided by a majority of votes and a determination of a majority of Committee Members shall be deemed a determination of the Committee. All Committee Members shall have one vote on any question. The President may exercise a casting vote where voting is equal.
- (d) Voting by proxy at Committee meetings is not permitted.
- (e) A resolution in writing signed or assented to by facsimile or other form of electronic communication by all the voting Committee Members, shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Committee Members.
- (f) It is the preference that all Committee Members seek to attend Committee meetings in person, or if held virtually, through the virtual means provided. Unless alternative arrangements can be readily accommodated by the Committee which allows all persons participating in the meeting to communicate with each other effectively, simultaneously and instantaneously, Committee Members who are not physically present at the meeting will not be able to participate in the proceedings of the

Meeting nor provide instructions or voting intentions remotely or in advance of the meeting proceedings.

(g) Provided that:

- (i) notice of the meeting is given to all the Committee Members entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Committee;
- (ii) in the event that a failure in communications prevents **rule 20.4 (g) (i)** from being satisfied by that number of Committee Members which constitutes a quorum, and none of such Committee Members are present at the place where the meeting is deemed by virtue of the further provisions of this rule to be held then the meeting shall be suspended until **rule 20.4 (g) (i)** is satisfied again. If such condition is not satisfied within fifteen minutes from the interruption the meeting shall be deemed to have terminated; and
- (iii) any meeting held where one or more of the Committee Members is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Committee Member is there present and if no Committee Member is there present the meeting shall be deemed to be held at the place where the chairperson of the meeting is located.

20.5 *Leave of absence*

- (a) The Committee may grant a Committee Member leave of absence from Committee meetings for a period not exceeding three months.
- (b) The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Committee Member to seek the leave in advance.

20.6 *Material Personal Interests*

- (a) A Committee Member who has a material personal interest in a matter being considered at a Committee meeting must disclose the nature and extent of that interest to the Committee.
- (b) A Committee Member with such a material personal interest must not:
 - (i) be present while the matter is being considered at the meeting; and
 - (ii) must not vote on the matter.
- (c) This **rule 20.6** does not apply to a material personal interest that:
 - (i) exists only because the Committee Member belongs to a class of persons for whose benefit the Association is established; or
 - (ii) that the Committee Member has in common with all, or a substantial proportion of the Members.
- (d) A general notice that a Committee Member is to be regarded as having a material personal interest in a matter being considered is sufficient declaration for such Committee Member and the said matter. After such general notice, it is not

necessary for such Committee Member to give a special notice relating to the said matter.

- (e) It is the duty of the Secretary to record in the minutes any declaration made or any general notice as aforesaid given by a Committee Member in accordance with this **rule 20.6**.
- (f) If a Committee Member is unsure whether they have a material personal interest they must raise the issue with the Committee who will consider and determine whether the Committee Member has a material personal interest or not. If the Committee so determines this **rule 20.6** will apply.

20.7 *Financial Interest*

- (a) A Committee Member is disqualified from:
 - (i) 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
 - (ii) contracting with the Association either as vendor, purchaser or otherwise;

except with express approval of the Committee. Notwithstanding this rule a coach that is employed or contracted by the Association is not eligible to be a Committee Member, except with the formal approval, by motion, agreed to by a majority of the members at the Annual General Meeting and must comply with **rule 20.6**.
- (b) 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 of approval of the Committee, will be voided for such reason.
- (c) The nature of the financial interest of such Committee Member must be declared by the Committee Member at the meeting of the Committee at which the contract or arrangement is first taken into consideration if the interest then exists, or in any other case at the first meeting of the Committee after the acquisition of the interest.
- (d) A general notice that a Committee Member is a member of any specified firm or company and is to be regarded as interested in all transactions with that firm or company is sufficient declaration under **rule 20.7(c)** for such Committee Member and the said transactions. After such general notice, it is not necessary for such Committee Member to give a special notice relating to any particular transaction with that firm or company.
- (e) It is the duty of the Secretary to record in the minutes any declaration made or any general notice as aforesaid given by a Committee Member in accordance with **rule 20.7**.

20.8 *Conflicts*

A Committee Member, notwithstanding the interest, may be counted in the quorum present at any meeting but cannot vote in respect of any contract or arrangement in which the Committee Member is interested. If the Committee Member votes, the vote shall not be counted.

21. DELEGATED POWERS

21.1 *Committee May Delegate Functions*

- (a) The Committee may, by instrument in writing, create, establish or appoint from amongst its own members, or otherwise, special committees, sub-committees, individual officers and consultants to carry out such duties and functions, and with such powers, as the Committee determines.
- (b) The Committee may in the establishing instrument delegate such functions as are specified in the instrument, other than:
 - (i) this power of delegation; and
 - (ii) a function imposed on the Committee by the Act or any other law, or this Constitution or by resolution of the Association in General Meeting.
- (c) At any time, the Committee may by instrument in writing, revoke wholly or in part any delegation made under this clause, and may amend or repeal any decision made by such body or person under this clause.

21.2 *Exercise of Delegated Functions*

- (a) A function, the exercise of which has been delegated under this clause, may whilst the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.
- (b) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function or at the time or circumstances as may be specified in the delegation.

21.3 *Procedure*

- (a) The procedures for any entity exercising delegated power shall, subject to this Constitution and with any necessary or incidental amendment required due to the nature of the delegation, be the same as that applicable to meetings of the Committee under **clause 20**. This includes those rules governing conflicts of interest.
- (b) The entity exercising delegated powers shall make decisions in accordance with the Objectives, and it shall promptly provide the Committee with details of all material decisions.
- (c) The entity shall also provide any other reports, minutes and information required by the Committee.

21.4 *Committees*

- (a) As set out in **rule 21.1**, the Committee may establish and delegate any of its functions, powers or duties (except this power to delegate and ability to enter into financial or contractual arrangements) to such committees as it thinks fit. The Committee may recall or revoke any such delegation or appointment and may amend or repeal any decision made by such committee.

- (b) The Committee may establish an unrestricted number of Committees or sub-committees.
- (c) The Committee shall determine in writing the duties and powers afforded to any committee or sub-committee and the committee or sub-committee shall, in the exercise of such delegated powers, conform to any directions or By-Laws that may be prescribed by the Committee.
- (d) A Committee Member shall be an ex-officio member of any committee so appointed and at least one Committee Member shall be a member or representative of a delegated Committee or sub-committee.

22. DUTIES

22.1 *General Duties*

- (a) As soon as practicable after being elected or appointed to the Committee, each Committee Member must become familiar with this Constitution and the Act.
- (b) The Committee is collectively responsible for ensuring that the Association complies with the Act and that individual Committee Members comply with this Constitution.
- (c) In addition to any duties imposed by this Constitution, a Committee Member must perform any other duties imposed from time to time by resolution at a General Meeting.
- (d) The Committee must ensure that the Association complies with all requirements in the Act regarding financial statements.

22.2 *Secretary*

- (a) The person elected as Secretary under **rule 17** will act as the Association's secretary under the Act
- (b) The Secretary must give the registrar under the Act notice of their election within 14 days after the election.
- (c) If the position of Secretary becomes vacant, the Committee must appoint a person to the position within 14 days after the vacancy arises.
- (d) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.
- (e) The Secretary or their nominee must:
 - (i) maintain the register of members in accordance with **rule 9**; and
 - (ii) keep custody of the common seal (if any) of the Association and all books, documents and securities of the Association in accordance with **rule 26** and **rule 31**;
 - (iii) subject to the Act and this Constitution, provide Members with access to the register of Members, the minutes of General Meetings and other books and documents;

- (iv) perform any other duty or function imposed on the Secretary by this Constitution;
- (v) maintain an accurate record by written Minutes of the proceedings of Committee, General Meetings or special meetings; and
- (vi) be one of the signatories in the absence of the President or Treasurer for any financial transactions over a defined amount (to be determined by the Committee), and advised to the Secretary for minuting.

22.3 *Financial Duties*

- (a) The Committee must:
 - (i) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association;
 - (ii) ensure that all moneys received are paid into the account of the Association within five working days after receipt;
 - (iii) make any payments authorised by the Association or by a General Meeting of the Association from the Association's funds;
 - (iv) ensure that the financial records of the Association are kept in accordance with the Act;
 - (v) coordinate the preparation of the financial statements of the Association and their submission to the Annual General Meeting of the Association;
 - (vi) ensure that at least two Committee Members have access to the accounts and financial records of the Association; and
 - (vii) keep in their custody or under their control:
 - (A) the financial records for the current financial year; and
 - (B) any other financial records as authorised by the Committee.
- (b) In addition to the Treasurer elected under **rule 18** the Committee may allocate responsibility for the financial duties described at **rule 22.3(a)** to a portfolio or Committee Member.

23. **MINUTES OF COMMITTEE MEETINGS**

- (a) The Committee must ensure that minutes are taken and kept of each Committee meeting.
- (b) As a minimum, the minutes must record:
 - (i) the business considered at the meeting;
 - (ii) any resolution on which a vote is taken and the result of the vote; and
 - (iii) any interest declared under **rules 20.6 or 20.7**.

24. **BY-LAWS**

24.1 *Committee to Formulate By-Laws*

The Committee may formulate, issue, adopt, interpret and amend such By-Laws, including Rules and a Code of Conduct, for the proper advancement, management and administration of the Association, the advancement of the Objectives and Tennis as it thinks necessary or desirable. Such By-Laws must be consistent with the Constitution. If any By-Laws are inconsistent with the Constitution TV constitution or the TA National Policies the By-Laws shall be null and void and will be inapplicable.

24.2 *By-Laws Binding*

All By-Laws made under this clause shall be binding on the Association and Members of the Association.

24.3 *Transitional Arrangements*

Notwithstanding any other rule of this Constitution, the transitional arrangements set out at **rule 25(d)** shall apply from the date of adoption of this Constitution.

24.4 *Notices Binding on Members*

Amendments, alterations, interpretations or other changes to By-Laws shall be advised to Members by means of notices approved and issued by the Committee.

25. **TRANSITIONAL ARRANGEMENTS**

- (a) Notwithstanding any other rule of this Constitution, the transitional arrangements set out in this **rule 25** shall apply from the date of adoption of this Constitution.
- (b) The members of the governing 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 AGM following such approval, and thereafter the positions of Committee Members shall be filled, vacated and otherwise dealt with in accordance with this Constitution.
- (c) 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.
- (d) 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 **rule 24**.
- (e) 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.

26. FUNDS, RECORDS AND ACCOUNTS

26.1 Sources of Funds

Subject always to this Constitution the Committee will determine:

- (a) the sources from which the funds of the Association are to be, or may be, derived; and
- (b) the manner in which such funds are to be managed.

26.2 Management of Funds

- (a) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (b) The Committee may authorise one or more Committee Members to expend funds on behalf of the Association up to a specified limit without requiring approval from the Committee for each item on which the funds are expended. This may be as a part of a designated portfolio in accordance with **rule 18.3**.
- (c) All funds of the Association must be deposited into the financial account of the Association no later than five working days after the receipt.
- (d) With the approval of the Committee, one Committee Member may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction. This may be as a part of a designated portfolio in accordance with **rule 18.3**.
- (e) The Committee shall determine an appropriate investment policy for the funds of the Association with an emphasis on the capital security of Association funds. Any change in investment activities not in accordance with the agreed investment policy must be advised to a meeting of the Committee and agreed by a majority of Committee Members, with the amended investment policy recorded in the Minutes of the meeting.

26.3 Association to Keep Records

- (a) The Association shall establish and maintain, in accordance with the Act and this Constitution, proper accounting and other records and minutes concerning all transactions, business, meetings and dealings of the Association and the Committee. These records and minutes shall be produced as appropriate at each Committee or General Meeting.
- (b) All records and minutes kept in accordance with **rule 26.3(a)** shall be kept in the care and control of the Committee.

26.4 Committee to Submit Accounts

The Committee shall submit to the Members at the AGM the statements of account of the Association in accordance with this Constitution and the Act.

26.5 *Accounts Conclusive*

The statements of account when approved or adopted by an AGM shall be conclusive except as regards any error discovered in them within three months after such approval or adoption.

26.6 *Accounts to Members*

The Committee shall cause to be sent or provided to all persons entitled to receive notice of the AGM under this Constitution, a copy of the statements of account, the Committee's report, the auditor's report (if any) and any other document required under the Act.

27. **APPLICATION OF INCOME**

- (a) The income and property of the Association shall be applied solely towards the promotion of the Objectives.
- (b) No portion of the income or property of the Association shall be paid or transferred, directly or indirectly by way of payment, dividend, bonus or otherwise to any Member, including payment of membership fees of any Committee Member. The exception is that membership fees for Life members is waived during their life or if the Committee makes a determination to pay the fees of a Member based on hardship, compassionate or other grounds.
- (c) Nothing in this **rule 27** shall preclude payment to a Member in good faith for expenses incurred or services rendered (with appropriate verification through invoice or receipt), including, but not limited to:
 - (i) any services actually rendered to the Association whether as an employee or otherwise;
 - (ii) goods supplied to the Association in the ordinary and usual course of operation;
 - (iii) interest on money borrowed from any Member;
 - (iv) rent for premises demised or let by any Member to the Association; or
 - (v) any out-of-pocket expenses incurred by the Member on behalf of the Association;

provided that any such payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

28. **NEGOTIABLE INSTRUMENTS**

Subject to this Constitution, all cheques, promissory notes, banker's drafts, bills of exchange and other negotiable instruments, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by two duly authorised Committee Members or in such other manner as the Committee determines.

29. **AUDITOR**

- (a) A properly qualified auditor or auditors shall be appointed, and the remuneration of such auditor or auditors fixed by the Association in General Meeting. The auditor's duties shall be regulated in accordance with the Act, or if no relevant provisions exist

under the Act, in accordance with the *Corporations Act* and generally accepted principles, and/or any applicable code of conduct. The auditor may be removed by the Association in General Meeting.

- (b) The accounts of the Association shall be examined and the correctness of the profit and loss accounts and balance sheets ascertained by an auditor or auditors at the conclusion of each Financial Year.

30. **SERVICE OF NOTICES**

- (a) Notices may be given to any person entitled under this Constitution to receive any notice by sending the notice by post where available, by electronic mail, to the Member's registered address or facsimile number or electronic mail address.
- (b) Where a notice is sent by post, service of the notice shall be deemed to be effected at the time the letter would have been delivered in the ordinary course of post.
- (c) Where a notice is sent by facsimile transmission, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the facsimile was sent to/or received at the facsimile number to which it was sent.
- (d) Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected upon sending, unless a report advising the electronic mail message was not delivered.

31. **REGISTERED ADDRESS**

The registered address of the Association is:

- (a) the address determined from time to time by resolution of the Committee; or
- (b) if the Committee has not determined an address to be the registered address, the postal address of the secretary.

32. **ALTERATION OF CONSTITUTION**

This Constitution shall not be altered except by Special Resolution in accordance with the Act, and in compliance with all other procedures under the Act (if any).

33. **INDEMNITY**

- (a) Every Committee Member, officer, auditor, manager, employee or agent of the Association shall be indemnified out of the property or assets of the Association against any liability incurred by him/her in their capacity as Committee Member, officer, auditor, manager, employee or agent in defending any proceedings, whether investigatory, civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application in relation to any such proceedings in which relief is, under the Act, granted to them by the Court.
- (b) The Association shall indemnify its Committee Members, officers, managers and employees against all damages and costs (including legal costs) for which any such Committee Member, officer, manager or employee may be or become liable to any third party in consequence of any act or omission, except wilful or criminal misconduct in the case of:

- (i) a Committee Member or officer, performed or made whilst acting on behalf of and with the authority, express or implied of the Association; and
 - (ii) an employee, performed or made in the course of, and within the scope of their employment by the Association.
- (c) The Association may in its discretion pay any costs in advance.

34. **DISSOLUTION**

- (a) The Association may be wound up voluntarily by Special Resolution.
- (b) If the Association is wound up, the liability of the Members shall be limited to any outstanding monies due and payable to the Association, including the amount of the subscription payable in respect of the current Financial Year. No other amount is payable by the Member.
- (c) If upon winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any surplus assets or property then such surplus assets or property shall not be paid to or distributed amongst the Members but shall be given or transferred to such organisation(s):
 - (i) having objectives similar to the Objectives; and
 - (ii) which prohibits the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Association by this Constitution.

Such organisations(s) will be determined by the Members at or before the time of dissolution, and in default thereof by such judge of the Supreme Court of Victoria or other Court as may have or acquire jurisdiction in the matter.

35. **CUSTODY OF BOOKS AND OTHER DOCUMENTS**

- (a) Except as otherwise provided in this Constitution, the Committee shall keep in its custody or control all books, minutes, documents and securities of the Association.
- (b) If requested by a Member, the Committee must permit such Member to inspect:
 - (i) the Constitution and Rules of the Association;
 - (ii) the minutes of each General Meeting.

Such request and inspection by a Member must be made in good faith and for a proper purpose.

- (c) Upon written request, and payment of a fee determined by the Committee from time to time, a Member may obtain a copy of the documents listed at **rule 35(b)**.
- (d) If requested by a Member and subject to the Act and the Committee determining that the Member's request is in good faith and for a proper purpose, the Committee may permit such Member to inspect the register of members.
- (e) Subject to the Act and **rules 35(b)** and **35(d)**, no Member is entitled to inspect the financial records, accounts, books, securities, minutes of Committee meetings or other Relevant Documents of the Association, unless authorised in writing by the

Committee. Before granting such authority under this **rule 35 (e)** the Committee must be satisfied that such inspection is in good faith and for a proper purpose.

36. LIQUOR LICENCE OBLIGATIONS

36.1 May Hold a Liquor Licence

The Association may hold a Licence under the Liquor Control Reform Act 1998 (Vic). The Association shall prominently display its liquor licence in its premises and ensure the Committee Members and other key members of the Association are aware of the requirements of its licence and that these are adhered to at all times.

36.2 No Payments

No officer or servant of the Association can be paid by way of commission or allowance from the receipts of the Association from the sale and disposal of liquor.

36.3 Guests

A visitor to the Association's premises must not be supplied with liquor in those premises unless the visitor is:

- (a) a guest in the company of an adult Member; or
- (b) an authorised gaming visitor admitted in accordance with any relevant rules of the Association.