



CONSTITUTION

Effective 11 February 2012

NETHERBY TENNIS CLUB INC.

1. NAME

The name of the Incorporated Association is the Netherby Tennis Club Incorporated referred to herein as the Club.

2. REVISED CONSTITUTION

This Constitution revokes whole or part of any previous Constitution and Rules passed at General Meetings of the Club since its inception and will take effect from 11 February 2012.

3. DEFINITION

In this Constitution:

'**Committee**' means the Committee of Management of the Club.

'**Meeting**' means a Committee Meeting, Annual General Meeting, or Special General Meeting of members of the Club convened in accordance with this Constitution and Rules.

'**Member**' means a member of the Club as described hereunder.

'**The Act**' means The Associations Incorporation Act 1985 as amended or any Act substituted thereafter.

'**Licence**' refers to the agreement between the City of Mitcham and Netherby Tennis Club Inc.

'**Ratification**' means a two-thirds majority vote of members attending a General Meeting in support of a proposal presented by the Committee.

'**Financial**' means fully paid-up members and Honorary members.

4. OBJECTIVES

- 4.1 To promote, encourage and advance the game of tennis in accordance with the Club's "Mission Statement".
- 4.2 To encourage people in the community to become members of the Club.

5. POWERS

For the purpose of carrying out its Objectives, the Club may, subject to The Act and its Rules:

- 5.1 Purchase, sell, hold, lease or rent real or personal property and to enter into any arrangements with any Government or Local Government authority.
- 5.2 Borrow, raise or secure the payment of money to secure the repayment or performance of any debt or liability, contract or guarantee.
- 5.3 Invest the money of the Club.
- 5.4 Amalgamate, associate or affiliate with any other tennis club or sporting association.
- 5.5 To do all such other things as are incidental or conducive to the Objectives of the Club.

6. INCOME AND PROPERTY

- 6.1 The income, property and funds of the Club shall be used and applied solely towards the promotion of the Objectives of the Club and no portion thereof shall be paid, transferred or distributed directly or indirectly to the members of the Club.

- 6.2 Except that, at the discretion of the Committee, funds may be used to support a Club social function to which all members will be invited and given fourteen days' notice of an event; such notice to be displayed in a prominent position in the Clubhouse.

7. MEMBERSHIP

- 7.1 The Club shall have the following classes of Membership:
 - Honorary member
 - Financial Member
 - Life Member
- 7.2 All members are eligible to vote at any meeting or election of the Club.
- 7.3 Life Members shall be persons elected by the Club at a General Meeting upon the recommendation of the Committee, in recognition of long and/or meritorious service to the Club and/or the advancement of the game of tennis.
- 7.4 Applications for membership will only be considered if the applicant is 18 years of age or older at the time of submitting their application.

8. APPLICATION FOR MEMBERSHIP

- 8.1 Any person who applies for Membership of the Club shall be proposed by one financial member and seconded by another financial member. The Application for Membership shall be made in writing signed by the applicant, the proposer and the seconder and shall be in such form as the Committee shall prescribe.
- 8.2 The Committee shall have the right to accept or reject an Application upon consideration of the Application at a Committee meeting. The completed Application shall be displayed in a prominent position in the Clubhouse at least seven days prior to the Committee meeting at which the Application is considered. The Committee meeting at which the Application is considered shall be the next meeting if this meeting date falls within more than seven days from the posting of the Application in the Clubhouse, else the Application shall be considered at the subsequent to next meeting.
- 8.3 Any member wishing to object to the proposed acceptance of any candidate must do so in writing to the Hon. Secretary stating the reason for the objection. The Hon. Secretary shall report the objection to the next Committee meeting.
- 8.4 The Committee shall notify the applicant of its decision regarding his or her application within ten days of making its decision. Successful applicants must pay the prescribed annual subscription fee to the Hon. Treasurer within ten days of the receipt of this notification.

9. SUBSCRIPTIONS AND FEES

- 9.1 Annual subscriptions shall be proposed by the Committee for ratification at an Annual General Meeting.
- 9.2 Annual subscriptions for all members are to be paid within one month after an Annual General Meeting.
- 9.3 The payment of annual subscriptions and ball fees shall not apply to Life Members or to the Hon. President, Hon. Secretary and Hon. Treasurer during their term of office.
- 9.4 Notice of any proposed annual subscriptions and other fees determined from time to time must be placed in a prominent position in the Clubhouse as soon as practicable after the meeting at which they were determined.

14. COMMITTEE PROCEEDINGS

- 14.1 Meetings of the Committee shall be held as often as necessary at such places as it shall itself determine.
- 14.2 The Hon. President of the Club or the Hon. President's nominated delegate shall chair all meetings.
- 14.3 Matters arising at any meeting shall be decided by a majority of votes and in the event of equality of votes the presiding person shall have a casting vote in addition to a deliberative vote.
- 14.4 At any meeting of the Committee five members personally present shall constitute a quorum.

15. DISQUALIFICATION OF COMMITTEE MEMBERS

- 15.1 The office of a Committee member shall become vacant if a Committee member:
 - 15.1.1 is disqualified from being a Committee member under The Act.
 - 15.1.2 is expelled as a member under this Constitution.
 - 15.1.3 is permanently incapacitated by ill-health.
 - 15.1.4 is absent without apology for more than four Committee meetings in a year.
 - 15.1.5 resigns in writing addressed to the Hon. Secretary.
- 15.2 The Committee may appoint any member to fill a Committee office vacancy. Appointed officers shall hold that office until the next Annual General Meeting.

16. RULES

The Committee may make, repeal and amend such rules as it may from time to time consider necessary or expedient for the well-being of the Club which rules, repeals and amendments shall have and take effect from the making thereof until set aside at a General Meeting.

17. ANNUAL GENERAL MEETING

- 17.1 The Annual General Meeting of the Club shall be held during the month of February each year, at such time and place as the Committee may determine for the purpose of electing the officers of the Club and members of the said Committee and of transacting such other business as shall have been specified in the Notice convening such meeting.
- 17.2 Each Annual General Meeting shall commence with a report by the Hon. President and an introduction to the Hon. Secretary and Hon. Treasurer reports. The Hon. Secretary's report and the Hon. Treasurer's audited statement for the immediately preceding year shall each be submitted for approval. The Hon. President's and Hon. Secretary's reports shall focus on the respective written duties and responsibilities for these positions, the former being primarily management, the latter being primarily administrative.
- 17.3 Notice of the Annual General Meetings of the Club shall be displayed in a prominent position in the Clubhouse not less than fourteen days prior to the date of the meeting.

18. SPECIAL GENERAL MEETING

A Special General Meeting may be called by direction of the Committee at any time and shall be convened within fourteen days after the receipt of a written request to that effect signed by not less than ten financial members of the Club specifying the subject or subjects to be discussed at such meeting. Notice of any such meeting specifying the matters to be discussed shall be placed in a prominent position in the Clubhouse not less than fourteen days prior to the date of the meeting. No business shall be transacted at any Special General Meeting except that for which notice shall have been given.

- 9.5 The ball fee paid by each member for each day's play shall be proposed by the Committee for ratification at a General Meeting.
- 9.6 A visitors fee shall be proposed by the Committee for ratification at a General Meeting.
- 9.7 Fees for hire out of the Clubhouse and toilets shall be governed by the hire-out terms of the Club's Licence Agreement.

10. RESIGNATIONS

Any member wishing to resign must do so in writing to the Hon. Secretary prior to the commencement of the next calendar year, or be deemed liable for the following year's subscription.

11. EXPULSION OF A MEMBER

The Committee may expel or otherwise deal with any member whose conduct in their opinion is injurious to the interests of the Club. The decision of the Committee in any such case shall be final unless revoked or varied by a Special General Meeting called for the purpose and held within one month after notice of such decision shall have been delivered to that member.

12. THE COMMITTEE

- 12.1 The affairs of the Club shall be managed and controlled exclusively by the Committee except for those matters which, by the Constitution, must be resolved at a General Meeting.
- 12.2 The Committee shall consist of officer being an Hon. President, Vice-President, Hon. Secretary, Hon. Treasurer, Captain and Vice-Captain and not less than two, or no more than four other members who are given specific responsibilities on the Committee.
- 12.3 Unless separately appointed at a General Meeting the Hon. Secretary shall be the Public Officer for the purposes of The Act.
- 12.4 The Committee shall have the power to appoint any sub-committees from amongst the members as are required to carry out the Objectives of the Club and may delegate any of its powers to such sub-committees for that purpose.

13. COMMITTEE NOMINATIONS AND ELECTIONS

- 13.1 All members of the Committee shall retire from their offices at the Annual General Meeting and shall be eligible for re-election.
- 13.2 The Committee shall be elected at an Annual General Meeting. Only financial members of the Club shall be eligible for nomination. Nominations may be made in writing in such form as the Committee shall prescribe, specifying the office for which the candidate is nominated and signed by the proposer, the seconder and the nominee who thus signifies consent to stand for election. Nominations may be made in person at the meeting provided that the nominee signifies or has signified consent to stand for election.
- 13.3 If only one member is nominated to fill any office the Hon. President or temporary presiding person shall declare such person duly elected as that office holder. In each other case, the vacancy shall be filled by the nominee elected by a secret ballot by the voting members present at the meeting and the result shall be announced at the meeting.
- 13.4 The incoming Committee shall take office with immediate effect from the Annual General Meeting at which they were elected. The outgoing Committee shall at that time, or within one week from the Annual General Meeting, deliver to the incoming Committee all duly signed-off records and accounts of the Club.
- 13.5 The Auditor who shall not be a member of the Committee shall be elected to act for the ensuing twelve months.
- 13.6 A patron may be appointed who is not a member.

19. PROCEEDINGS OF GENERAL MEETINGS

- 19.1 The Hon. President of the Club or in the absence of the Hon. President, the Vice-President, or in the absence of both, a member elected by the meeting shall chair all General Meetings.
- 19.2 Fifteen financial members personally present shall constitute a quorum. No business shall be transacted at any meeting unless a quorum of members is present. If within thirty minutes from the time appointed for the meeting a quorum is not present the meeting shall be adjourned. The Committee at that time shall set a date for the adjourned meeting within fourteen days of the initial meeting date and provide at least fourteen days' notice of the date of the adjourned meeting posted in a prominent position in the Clubhouse.
- 19.3 Unless a poll is demanded by at least five members, matters arising at any General Meeting shall be resolved by a show of hands. The presiding person shall have a casting vote in addition to a deliberative vote.
- 19.4 If a poll is demanded by at least five members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that issue or question.
- 19.5 A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.
- 19.6 Special resolutions include those defined in The Act and those which, according to this Constitution, require ratification as distinct from a simple majority.
- 19.7 An ordinary resolution is a resolution passed by a simple majority.
- 19.8 A member shall be entitled to appoint in writing another member to be their proxy and attend and vote at any General Meeting.

20. DUTIES OF HON. TREASURER AND HON. SECRETARY

- 20.1 The Hon. Treasurer shall:
 - 20.1.1 receive and bank all money due to the Club into a Bank approved by the Committee.
 - 20.1.2 ensure that all extraordinary expenses approved for payment by the Committee are paid.
 - 20.1.3 keep such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Club.
 - 20.1.4 submit a written financial report to each Committee Meeting.
 - 20.1.5 submit an audited financial statement and a written financial report for the previous financial year to the Annual General Meeting.
- 20.2 The Hon. Secretary shall:
 - 20.2.1 maintain records of all proceedings of meetings and shall produce such record at all such meetings and shall carry into effect any directions of the Committee.
 - 20.2.2 at the Annual General Meeting submit a report for the immediately preceding year.
 - 20.2.3 maintain a register of all members of the Club.
 - 20.2.4 attend to all correspondence
 - 20.2.5 attend to all directions of the Committee

21. FINANCE

- 21.1 The financial year of the Club shall be a calendar year.
- 21.2 Payment of expenses:
 - 21.2.1 all payments out of Club funds shall be made by cheque or such other way as the Committee may direct.
 - 21.2.2 authorised signatories shall be any two of either the Hon. President, Hon. Treasurer, Hon. Secretary or Vice-President..
 - 21.2.3 extraordinary payments shall be approved by resolution of the Committee.
 - 21.2.4 payments for the day-to-day expenses of the Club may be made by any one authorised signatory subject to the written approval of a second authorised signatory.
- 21.3 The Club's books and accounts shall be audited at the end of the Club's financial year or when directed by the Committee.
- 21.4 The Committee may reimburse anyone for out-of-pocket expenses incurred on behalf of the Club which have previously been approved by the Committee or a General Meeting.

22. HIRE OF FACILITIES

Refer to 9.7.

23. KEY POLICY

- 23.1 The issue of keys shall be at the discretion of the Committee having regard to conditions set down in the Licence.
- 23.2 The Committee shall determine a cost to be charged as a deposit for each key issued. The deposit shall be retained by the Club for any key lost.

24. AMALGAMATION OF THE CLUB

Any motion for amalgamation of the Club shall be submitted to either an Annual General Meeting or a Special General Meeting.

25. DISSOLUTION OF THE CLUB

- 25.1 Any motion for dissolution of the Club shall be submitted to either an Annual General Meeting or a Special General Meeting.
- 25.2 If and when the Club shall be dissolved and upon the winding up of its affairs, all the property and assets of the Club remaining after all the debts and liabilities of the Club shall have been paid or discharged in full, shall become and remain the property of some other Association or body having Objectives similar to the Objectives of the Club, and which shall prohibit the distribution of its income and property amongst members and which is exempt from income tax.

26. CHANGES TO THE CONSTITUTION

This Constitution shall not be altered except as ratified at an Annual General Meeting or a Special General Meeting of the Club. Any such motion for proposed alteration shall be placed in a prominent position in the Clubhouse at least fourteen days prior to the meeting.