

# ONKAPARINGA TENNIS CLUB INCORPORATED

## CONSTITUTION

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## **1. NAME**

The name of the Incorporated Club shall be "Onkaparinga Tennis Club Incorporated", referred to herein as "the Club".

## **2. INTERPRETATION**

Within this Constitution unless the contrary intention appears: -

"Member" shall mean a member of the Club

"Committee" shall mean the Management Committee of the Club

"Committee member" shall mean any elected member of the Committee and shall include all Club Officials when acting in their capacity as members of the Committee

"Committee Meeting" shall mean an official meeting of the Committee where minutes are kept

"Club Officials" shall mean the President, Vice President, Secretary, Treasurer, Midweek, Senior and Junior Coordinators of the Club

"General meeting" shall mean any Annual General Meeting and Special General Meeting of the Club convened in accordance with these rules

"Junior" shall mean a member (17) years and under

"The Act" shall mean the Associations Incorporation Act, 1985 or any Act subsequently replacing that Act

"The seal" shall mean the common seal of the Club

"Tennis Association" shall mean the Tennis Association to which the Club belongs to for competition

## **3. OBJECT AND PURPOSES**

The objects of the Club shall be: -

1. To promote, encourage, foster and advance interest in tennis
2. To promote friendly comradeship among those interested in tennis
3. To educate, train, coach and encourage members of the club.
4. To do all such things and acts conducive to the furtherance of the objectives and interests of the "Club".
5. Not to discriminate against age, race, sex, disability or location.

## **4. COLOURS**

The colours of the Club shall be Brown, Blue, Gold and White and any club apparel shall include any combination of these colours.

## **5. POWERS**

The Club shall have the following powers: -

1. To purchase, lease, exchange, hire or otherwise acquire and maintain any assets including buildings
2. To erect, improve, renovate, demolish and rebuild buildings and other structures, including courts, on the land at Johnston Memorial Park under the control of the Club, overseen by the Johnston Memorial Park committee and the Onkaparinga Netball Club Inc. whom share the facilities.
3. To sell, exchange, lease, mortgage, hire, dispose of or otherwise deal with any asset that is owned entirely by the Club. Shared assets with the Onkaparinga Netball Club must be recorded in the minutes of committee meetings.
4. To borrow or raise money as the Club considers appropriate with power to issue debentures, grant mortgages, charges or any other form of security over the assets of the Club as security for the repayment of any loan.
5. To invest any surplus funds of the Club, not immediately required, in any investments authorised by law.
6. To appoint, employ and pay employees and to dismiss or suspend any employee.
7. To join, merge or affiliate with any other club or organisation having objects similar to those of the Club
8. To make rules adhering to the Hills Tennis Association rules of match and play and Tennis SA, regulating the playing of tennis by members while representing the Club in any competition
9. Impose penalties for contravention of these rules, consistent with the HTA rules of match and play penalties.
10. To appoint patrons of the Club
11. To perform any other functions which are incidental or conducive to the attainment of its objectives
12. To invoke such other powers as may be conferred by Section 25 of the Act

## **6. CONTROL**

1. The controlling body and authority of the Club shall be the Club in general meeting.
2. The Club shall have complete authority to act in any manner permitted by these rules.
3. The Committee shall consist of The President, a Vice-President (not mandatory), a Secretary, minute secretary (not mandatory), a Treasurer, a midweek, senior and junior

coordinator (hereinafter called the officials) and at least (4) additional members of the club, elected at the Annual General Meeting. The members of the committee shall each have the duties and powers set out in this Constitution.

4. The committee members shall administer the affairs of the Club, but shall be subject to the overall authority of the Club. The Committee shall have the duties and powers set out in this Constitution together with any other duties of powers delegated to it by the Club.

## **7. MEMBERSHIP**

1. There shall be seven (7) classes of membership to the Club; senior playing membership, student senior playing membership, junior playing membership, midweek playing membership, social membership, night competition membership and honorary life membership. The Club or the Committee may vary the classes of membership if it so decides.
2. The Club may admit or reject any application for membership of the Club.
3. Any member who is expelled, withdraws or otherwise ceases to be a member shall not be entitled to a refund of all or any part of their membership fee or other amounts paid to the Club.
4. The Club may impose such conditions of entry to membership as it may from time to time consider appropriate.
5. The rules of the Club as contained in this Constitution shall bind the Club and its members to the same extent as if they had signed them and agreed to be bound by all of the provisions thereto.

## **8. SUBSCRIPTIONS**

1. The Annual Membership fee for all classes of membership, the due date for payment, and any additional levy for non-payment by due date shall be discussed by the Annual General Meeting.
2. The committee is required to make a recommendation of membership fees to the Annual General Meeting at a committee meeting held immediately prior to the AGM.
3. The annual subscription fee for each class of membership shall be payable at such time as the Committee shall determine from time to time.
4. Unless the committee decides otherwise, any person who fails to pay any membership fee by the due date shall not:
  - Play in the programmed minor round matches or finals.

- Be nominated or selected to play in any club team.
  - Be entitled to vote at any club meeting.
  - Be eligible for trophies or awards.
5. Unless the committee decides otherwise, any person who fails to pay any membership fee by three (3) months after the due date for payment shall cease to be a member of the club and will not be accepted as a member for the following or any subsequent years until all arrears of membership payments have been made. Failure to pay after a written request by the club may result in the player being Black Listed with Tennis SA.
  6. Annual membership shall commence on the day of the first competition match of the Tennis Association and end on the day before the corresponding match in the following year.

## **9. RESIGNATION**

1. A member may resign from membership of the Club by giving written notice to the Secretary of the Club. Any member so resigning shall be liable for any outstanding subscriptions which shall be recovered as a due debt of the Club.
2. At the discretion of the committee, upon any person ceasing to be a member of the club for any reason whatsoever they shall not be entitled to the return of their membership subscription or any portion thereof.

## **10. EXPULSION**

1. Subject to giving a member opportunity to be heard or make written submission, the Committee may resolve to penalise or expel a member whose conduct is deemed to be detrimental to the objects or interests of the Club.
2. Particulars of the proposed penalty or expulsion shall be communicated to the member in writing at least one (1) month before the Committee meeting at which the matter will be determined.
3. Any motion for penalty or expulsion shall be carried only if approved by a majority of seventy five (75) per cent of the Committee members present and voting.
4. There shall be no right of appeal against expulsion.

## **11. RULES CONCERNING MANAGEMENT COMMITTEE**

1. The Club Officials shall be members of the Committee and shall have full voting rights at each Committee Meeting and general meeting of the Club. If there is an equality of votes at any Committee Meeting the President shall have a casting vote only.

2. The Committee members shall be elected at an Annual General Meeting of the Club and, unless removed by a Special General Meeting or disqualified under the Act, hold office until the next ensuing Annual General Meeting. The Committee members must be members of the Club as defined by this Constitution.
3. All Committee members shall retire at each Annual General Meeting but any retiring member shall be eligible for re-election.
4. The Committee shall meet at a frequency which enables it to competently perform its duties.
5. If a committee member is absent from three (3) consecutive meetings without reasonable excuse or disqualified under the Act, they may be automatically deemed to have resigned from the Committee and their position may become vacant.
6. The Club may, by resolution of a Special General Meeting, remove a Committee member and appoint another in his or her stead.
7. A Committee member may, by written notice to the Secretary, resign from the Committee effective on and from the date specified in the notice.

## **12. DUTIES AND POWERS OF MANAGEMENT COMMITTEE**

The Committee shall have the following duties and powers: -

1. To administer and manage the affairs and operation of the Club, subject to the control of the Club in general meeting.
2. To control the finances of the Club.
3. To call Special General Meetings of the Club.
4. To fill any casual vacancy in the Club Officials and the Committee that occurs between Annual General Meetings.
5. To delegate any of its powers or duties to a subordinate committee comprising at least one (1) Committee member together with any other persons appointed by the Committee and to revoke any such delegation or appointment.
6. To resolve protests, disputes and other disagreements affecting the Club and its members.
7. To uphold the provisions of this Constitution and the rules of tennis as adopted by the Club and the Tennis Association to which the Club belongs.
8. To recommend the amounts for membership application fees and annual subscription fees and the date at which such fees shall be payable, which are to be ratified at the General Meeting.

9. To select teams in accordance with the rules of the Tennis Association for entry into the Tennis Association competitions.
10. To appoint a Club Coach ensuring that their resume and police check meets all criteria as designated by the committee and child protection laws.
11. To nominate persons for life membership of the Club whether as a result of a suggestion from a member or by the Committee of its own volition.
12. To recommend the appointment of patrons of the Club.
13. To exercise or carry out any other powers and duties which may be delegated to it by the Club.
14. To record in an orderly manner the results of the Club's performance in the Tennis Association competitions.
15. To keep members informed of the decisions taken by the Committee in the manner it considers appropriate.

### **13. DUTIES AND POWERS OF THE CLUB OFFICIALS**

1. The President shall preside over all meetings of the Club and the Committee. The President shall represent the Club and the Committee on all official occasions and whenever it is necessary for the Club to be represented. The President may delegate to the Vice President or another Committee member any of his or her duties in representing the Club.
2. The Vice President shall act as deputy to the President and subsequently shall perform the relevant duties in the absence of the President.
3. The Treasurer shall: -
  1. receive all money due to or belonging to the Club and shall pay that money into a bank account of the Club
  2. pay all debts and all other amounts, due by the Club, which the Committee authorises or directs to be paid
  3. keep proper books of account detailing all amounts received and paid
  4. present financial statements quarterly to the committee detailing the financial affairs of the Club and at other times verbal financial reports to the Committee
  5. present a financial report, including a profit and loss statement and balance sheet, for the preceding year to 30th June, to each Annual General Meeting of the Club
  6. arrange for the financial report to be audited annually by an auditor appointed at the Annual General Meeting
4. The Secretary shall: -

1. Supervise the day to day administration of the Club
  2. prepare minutes of all meetings of the Club and the Committee (minute Secretary if position separated)
  3. prepare, forward and receive all correspondence of the Club and the Committee
  4. convene general meetings of the Club and advise members of such meetings
  5. advise Committee members of all Committee meetings (minute Secretary)
  6. circulate minutes of general meetings and Committee meetings to all Committee members (minute Secretary)
  7. keep an annual register of members, with a copy to be kept in the Minute Book with AGM Minutes for the past season.
5. The Midweek Coordinator shall: -
- Organise teams and supervise the day to day affairs of the midweek teams, including fill ins, functions, trophies etc.
  - Enter results onto the HTA approved recording system or delegate to an appointed member by the committee
  - Report events, position on premiership table and trophy recipients to the committee members at committee meetings.
6. The Senior Coordinator shall: -
- Organise teams and supervise the day to day affairs of the senior teams, including fill ins, functions, trophies etc.
  - Enter results onto the HTA approved recording system or delegate to an appointed member by the committee
  - Report events, position on premiership table and trophy recipients to the committee members at committee meetings.
7. The Junior Coordinator shall: -
- Organise teams and supervise the day to day affairs of the junior teams, including fill ins, functions, trophies etc.
  - Organise and advise members of coaching session times
  - Enter results onto the HTA approved recording system or delegate to an appointed member by the committee
  - Report events, position on premiership table and trophy recipients to the committee members at committee meetings.



8. The Public Officer shall be the person nominated by the Club as the person who receives documents and notices served on the Club. The office of Public Officer may be combined with the office of another Club official if the Club or the Committee so decides

#### **14. MEETINGS**

1. The Annual General Meeting of the Club shall, unless otherwise decided by the Committee, be prior to 31st August each year. Notification of the meeting will be advertised in the local paper, at least seven days before such meeting.
2. The business to be conducted at the Annual General Meeting shall be:-
  1. To receive an annual report from the relevant Club Officials
  2. To receive a financial report from the Treasurer
  3. To elect the Club Officials, as listed in (6.3).
  4. If the Club or the Committee decides that a Patron is required, to elect Patron
  5. To elect an Auditor
  6. To elect a Public Officer.
  7. To determine the maximum total amount of gratuities payable to the Club officials for the coming season.
  8. To set the membership fees for the forthcoming season.
  9. To consider the Club's affiliations with other Clubs, associations or organisations
  10. To consider any other business referred by the Committee or by any member in accordance with these rules.
3. The committee shall meet as often as may be required to conduct the business of the club. The President or the Secretary or four (4) members of the Committee shall have the power to call a meeting of the Committee.
4. A Special General Meeting of the Club may be convened by the Secretary, as a result of a request by the Committee, the President, or a written request signed by ten (10) per cent or more of the Club's members. Notice of each Special General Meeting shall be posted to each member at least two (2) weeks prior to the date of the meeting. No business other than that specified in the notice shall be transacted at the meeting.
5. Any meeting of the Club or of the Committee may be adjourned from time to time and from place to place at the discretion of the President.

## **15. QUORUMS**

1. A quorum at any general meeting of the Club shall be twenty (20) per cent of the members, excluding juniors.
2. A quorum at any Committee meeting shall be more than one half of the Committee members, or four (4) of the Committee members, whichever is the lesser.
3. In the absence of a quorum at any general meeting or Committee meeting or if a quorum ceases to be present for whatever reason, no business shall be transacted thereafter and the meeting shall be adjourned to a date to be decided by the President.

## **16. VOTING**

1. Voting at any meeting shall be by show of hands unless a poll is demanded by a majority of those present. A poll shall be conducted by secret ballot. Any dispute over any vote cast shall be decided by the President, whose decision shall be final and binding. Juniors and unfinancial members shall be ineligible to vote at any general meeting or Committee meeting. If the usual Committee Member(s) are not available, they may, with approval of the Meeting, be represented by other nominees. Provided that the Meeting approves of the proxy/nominee, that person shall be entitled to vote in accordance with this Constitution.
2. Voting at general meetings
  1. Unless otherwise precluded, each member shall have one vote.
  2. Unless having already voted, one parent of a junior member shall have one vote.
  3. Unless otherwise specified by this Constitution, any resolution put to a vote shall be carried if approved by a simple majority of members present and voting.
  4. In the case of an equality of votes, the President shall have a casting vote.
3. Voting at Committee meetings
  1. Unless otherwise precluded, each Committee member shall have one vote.
  2. Unless otherwise specified by this Constitution, any resolution put to a vote shall be carried if approved by a simple majority of the Committee members present and voting.
  3. In the case of an equality of votes, the President shall have a casting vote only.
  4. Any Committee member who abstains for any reason shall be deemed to have voted in the negative.

#### 4. Voting of Chairperson

1. All general meetings shall be presided over by the President, or, in the President's absence, by the Vice President. Should neither be present within 10 minutes of the nominated time, a chairperson shall be elected from the members present. Should that chairperson also be a Committee member he or she shall have a casting vote only.
2. All Committee meetings shall be presided over by the President, or, in the President's absence, by the Vice President. Should neither be present within 10 minutes of the nominated time, a chairperson shall be elected from the Committee members present. A chairperson so elected shall have a casting vote only.
5. A Committee member having a pecuniary interest in a contract with the Club must disclose that interest to the Committee as required by the Act and shall not vote with respect to that contract.

### **17. LIFE MEMBERS**

1. The Club may on the recommendation of the Committee elect persons who have rendered distinguished service to the Club over a period of fifteen (15) years or at the discretion of the Management Committee where a nominee has rendered outstanding service which has led to a lasting impact on the Club, whether as a player, official or representative, as Honorary Life Members of the Club. Life members shall subsequently be exempt from payment of annual subscription fees.
2. Not more than two (2) life members shall be appointed in any one year.
3. Life members may attend any general meeting of the Club.
4. A nomination for life membership shall be proposed at the Annual General Meeting of the Club and that life member shall be elected if approved by a majority of seventy five (75) per cent of the members present and voting.
5. All Life Members shall be awarded a suitably inscribed badge and be placed on record as such.

### **18. SUBORDINATE COMMITTEES**

1. In order to assist with its administration, the Club may constitute subordinate committees as it sees fit.
2. The Committee shall appoint as members of any subordinate committee those persons who the Committee considers appropriate.

3. The period of office of each member shall be stipulated by the Committee at the time of their appointment, but each member may be re-appointed if the Committee so decides.
4. Each subordinate committee may decide when and where to meet and determine how its meetings shall be conducted. It shall exercise the powers and duties and be subject to the provisions set out in this Constitution.
5. Each subordinate committee shall provide a report at each Committee meeting.
6. Each subordinate committee shall follow any guidelines set down by the Committee. It may request advice from the Committee on matters it considers beyond its responsibility.

## **19. GRATUITIES**

1. A gratuity shall be paid to such officials as the Committee considers appropriate. The maximum total amount payable in gratuities for the coming season shall be decided at the Annual General Meeting.

## **20. DISSOLUTION**

1. The Club can only be dissolved at a Special General Meeting called specifically for the purpose. Upon receipt of any motion proposing dissolution, the Secretary shall advise all members of such a motion, and convene a Special General Meeting to be held not less than two (2) months from the date of such advice. The motion for dissolution shall be carried if subsequently approved by a majority of at least seventy five (75) per cent of the members present and voting.
2. If such a meeting approves the motion for dissolution the Committee shall: -
  1. sell or realise all assets of the Club, and from such proceeds, pay all debts and liabilities of the Club
  2. pay all expenses incurred in dissolving the Club including making provision for the payment of any contingent liabilities
  3. distribute any remaining assets to a similar organisation, providing that it is an incorporated association, having objects similar to those of the Club.

## **21. BANK ACCOUNTS AND EXPENDITURE DELEGATIONS**

1. All moneys of the club shall be paid into the account of the club at such bank as the Committee may from time to time direct.
2. All cheque and savings accounts of the Club shall be operated by at least two (2) of a maximum of four (4)

nominated signatories, one of whom shall be the Treasurer and one of whom shall be a member of the Committee.

3. No individual person may commit the Club's funds without the approval of the Committee save that the President, Secretary and the Treasurer shall each have power to commit up to \$250 (two hundred and fifty dollars) in total at any one time provided that they report such commitment or expenditure to the next ensuing Committee meeting.

## **22. INDEMNITY**

1. No member, person or entity shall have any claim against the Club or its officials for any act done by such officials in good faith in the execution of their duties.

## **23. THE SEAL**

1. The Club shall have a common seal upon which its corporate name shall appear in legible characters.
2. The seal shall not be used without the express authorisation of the Committee.
3. The affixing of the seal shall be witnessed by the President and the Secretary.
4. The seal shall be kept in the custody of the Secretary or such other official as the Committee may decide.
5. Any person or entity dealing with the Club may assume that the affixing of the seal, if witnessed by the President and the Secretary, has been validly authorised by the Committee and is intended to bind the Club.

## **24. MEMBER PROTECTION BY-LAW**

1. The Onkaparinga Tennis Club adopts the member protection by-law legislation in accordance with Tennis SA Inc. (Refer to [www.tennisaustralia.com.au](http://www.tennisaustralia.com.au)). All members are bound by this legislation, and are to abide by this when acting in conjunction with or for the Onkaparinga Tennis Club Inc. Any members that breach this legislation or code of conduct, will be personally liable for any damages incurred by the Onkaparinga Tennis Club Inc.

## **25. AMENDMENTS**

This Constitution, or any part of it, may only be amended, varied or revoked at a general meeting. Special resolution is required in order to change the constitution of an incorporated association. For a special resolution changing the rules of an incorporated association to be valid:

- The meeting at which the resolution is to be discussed must be properly called in accordance with the rules of the association.

- Notice must be given to all members in accordance with the rules.
- The notice of meeting must state that it is intended that the resolution to change the rules will be proposed as a special resolution.
- At the meeting the resolution must be passed by at least 75% of the members voting in person at the meeting (or by proxy or postal voting, if proxies or postal voting are allowed under the rules of the association.)
- A notice of special resolution altering the rules of an association must be lodged with the office of consumer and business affairs within one month of the date of the meeting at which the resolution was passed.

An ordinary resolution is a resolution passed by a simple majority at a general meeting.

*Adopted August 2010*  
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