

Constitution

The Toowoomba Tennis Association Inc

Under the Associations Incorporation Act 1981 (QLD)

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1. Definitions and Interpretation

(1) In these rules—

- *Act* means the *Associations Incorporation Act 1981*;
- *associate members* shall comprise of those persons accepted as associate members for such period and on such conditions as determined by the management committee;
- *eligible member* means a **member entitled to vote** for at least the two consecutive years immediately prior to next annual general meeting;
- *fixtures* mean a teams' competition organised by the Association played at a regular time over many weeks;
- *honorary life members* shall comprise of those persons, who in the opinion of the management committee have rendered exceptional service to the Association, and have been elected as honorary life members of the Association by a majority of members entitled to vote and who are present at the general meeting;
- *junior members* shall comprise of those players who are under 18 years of age and who are registered to play fixtures during any season in the Association's current financial year;
- *member entitled to vote* means
 - (a) an honorary life member or an ordinary member;
 - (b) who has reached 18 years of age; and
 - (c) who has paid any fee or other money payable to the Association before the date on which the secretary sends out the notice of annual general meeting.
- *ordinary members* shall comprise of those players who are registered to play fixtures during any season in the Association's current financial year and who are at least 18 years of age;
- *special resolution* means a resolution passed at a general meeting of the Association by the votes of 3/4 of the members entitled to vote on the resolution;
- *Tennis Qld* means Royal Queensland Lawn Tennis Association Limited trading as Tennis Qld;
- *Tennis Australia* means Tennis Australia Limited;

- (2) A word or expression that is not defined in these model rules, but is defined in the Act has, if the context permits, the meaning given by the Act.
- (3) The following rules of interpretation apply unless the context requires otherwise:
- gender includes all genders;
 - the singular includes the plural;
 - where a word or phrase is defined, its other grammatical forms have a corresponding meaning;
 - a reference to a “member” includes all categories of membership.

2. Name

The name of the incorporated association is The Toowoomba Tennis Association Inc. (***the Association***).

3. Objects

- (1) The objects of the Association are to —
- (a) provide for, and promote, the playing and general advancement of the game of tennis;
 - (b) encourage participation in the game of tennis, and particularly participation in the game of tennis in a sporting manner and in a spirit of friendship;
 - (c) provide for the playing of other tennis related or athletic activities that the management committee deems appropriate;
 - (d) provide and maintain from the funds of the Association, facilities and amenities for members and their guests;
 - (e) facilitate community engagement through tennis and promote inclusion to create a positive sense of community belonging;
 - (f) build a strong relationship with Tennis Qld, including by affiliating with Tennis Qld.

4. Powers

- (1) The Association has the powers of an individual and may do all things necessary or convenient for carrying out its objects and purposes and, without limiting the scope of its powers, the Association may:
 - (a) acquire, lease, hold, deal with and dispose of any real or personal property;
 - (b) open and operate bank accounts;
 - (c) invest its money –
 - (i) in any security in which trust monies may lawfully be invested; or
 - (ii) in any other manner authorised by this Constitution;
 - (d) borrow and lend money upon such terms as the Association thinks fit;
 - (e) give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
 - (f) issue secured and unsecured notes, debentures and debenture stock for the Association;
 - (g) appoint agents to transact any business of the Association on its behalf;
 - (h) employ, remove or suspend such persons as may be necessary or convenient for carrying out the objects of the Association;
 - (i) engage contractors to carry out building or civil works
 - (j) enter into a contract of insurance
 - (k) enter into any other contract it considers necessary or desirable;
 - (l) make donations for charitable or community purposes;
 - (m) act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene this Act or the Constitution of the Association;
 - (n) affiliate with Tennis Qld;
 - (o) appoint persons and sub-committees and subsidiary officers with such powers as they deem appropriate for carrying out the objects of the Association; and

- (p) make By-Laws consistent with this Constitution and the Act for the general management of the Association and the conduct of its members, and to alter, amend or rescind such By-Laws as the management committee deems appropriate from time to time.

5. Classes of members

- (1) The membership of the Association consists of the following-

- (a) associate members;
- (b) honorary life members;
- (c) junior members; and
- (d) ordinary members.

- (2) The number in each category of members is unlimited.

6. Automatic membership

A person or body who is a member of the Association will retain the equivalent class of membership of the Association as the member held under the previous Constitution or if there is no equivalent class of membership—the class of membership allocated by the management committee.

7. New membership

A person who wishes to become a member must apply for membership to the management committee in writing:

- (a) signed by that person;
- (b) in such form as the management committee from time to time directs; and
- (c) accompanied by the membership fee.

8. Membership fees

- (1) The amount of the membership fee to be paid by each category of member shall be determined by the management committee from time to time.
- (2) A member of the Association must pay to the Association the membership fee at the time of renewal of membership or at a time determined by the management committee.

9. Admission and rejection of new members

- (1) The management committee has the power to approve, reject or to carry over to a subsequent meeting an application for membership.
- (2) An applicant whose application for membership of the Association is rejected under sub-clause (1) must, if he or she wishes to appeal against that decision, give notice to the secretary of his or her intention to do so within a period of 14 days from the date he or she is advised of the rejection.
- (3) When notice is given under sub-clause (2), the Association must refer the matter to Tennis Qld which must either (i) confirm or set aside the decision of the management committee to reject the application, after having afforded the applicant who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, Tennis Qld, or (ii) refer the matter to mediation. As soon as practicable after Tennis Qld makes that determination, the secretary must notify the applicant, in writing, whether Tennis Qld approved or rejected the application (whichever is applicable) or whether the matter will be referred to mediation.
- (4) On approval of the applicant's application for membership, the secretary must enter or cause to be entered the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the Association.

10. Resignation of membership

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

11. Expulsion or suspension of members

- (1) The management committee may decide to suspend a member's membership or to expel a member from the Association if, in the opinion of the management committee:
 - (a) the member's conduct is detrimental to the interests of the Association;

- (b) the member has refused or neglected to comply with a provision or provisions of this Constitution,
 - (c) the member has acted in a manner unbecoming of a member or contrary to the objects of the Association;
 - (d) the member has brought the Association, another member or the sport of tennis into disrepute;
 - (e) the member has wilfully acted in a manner prejudicial to the interests of the Association;
 - (f) the member has breached a national policy referred to in clause 51; or
 - (g) the member has breached a By-Law of the Association (if any).
- (2) The secretary must give the member written notice of the proposed suspension or expulsion at least 28 days before the management committee meeting at which the proposal is to be considered by the management committee.
- (3) The notice given to the member must state:
- (a) when and where the management committee meeting is to be held;
 - (b) the grounds on which the proposed suspension or expulsion is based; and
 - (c) that the member may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the management committee about the proposed suspension or expulsion.
- (4) At the management committee meeting, the management committee must —
- (a) give the member a reasonable opportunity to make written or oral (or both written and oral) submissions to the management committee about the proposed suspension or expulsion; and
 - (b) give due consideration to any submissions so made; and
 - (c) decide:
 - (I) whether to suspend the member's membership and, if the decision is to suspend the membership, the period of suspension; or
 - (II) whether to expel the member from the Association,

and then give the member written notice of the management committee's decision, and the reasons for the decision, within 7 days after the management committee meeting at which the decision is made.

- (5) A decision of the management committee to suspend the member's membership or expel the member from the Association takes effect 14 days after the day on which the decision to suspend or expel a member is communicated to him or her under sub-clause (4).
- (6) A member who is suspended or expelled under sub-clause (4) must, if he or she wishes to appeal against that suspension or expulsion, give notice to the secretary of his or her intention to do so within the period of 14 days referred to in sub-clause (5).
- (7) If notice is given under sub-clause (6):
 - (a) the matter will be referred to Tennis Qld, which, subject to the principles of natural justice, must either confirm or set aside the decision of the management committee to suspend or expel the member, after having afforded the member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, Tennis Qld; or
 - (b) refer the matter to mediation.

12. Register of members

- (1) The secretary, or another person authorised by the management committee, is responsible for maintaining a register of members and must record in that register any change in the membership of the Association.
- (2) The register of members must include:
 - (a) the member's name;
 - (b) a residential, postal or email address for the member;
 - (c) the class of membership (if applicable) to which each member belongs; and
 - (d) the date on which each member becomes a member.
- (3) The register of members must be kept at the secretary's place of residence, or at another place determined by the management committee.

- (4) A member who wishes to inspect the register of members must contact the secretary to make the necessary arrangements.
- (5) If a member inspecting the register of members wishes to make a copy of, or take an extract from, the register the management committee may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Association.
- (6) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (a) the purposes of sending the person a notice in respect of a meeting or other event relating to the Association or other material relating to the Association, or
 - (b) any other purpose necessary to comply with a requirement of the Act or connected to this Constitution.

13. Management committee members

- (1) The management committee members consist of —
 - (a) the office holders of the Association; and
 - (b) up to three ordinary management committee members.
- (2) The following are the office holders of the Association —
 - (a) the president;
 - (b) the vice president;
 - (c) the secretary;
 - (d) the treasurer.
- (3) To be eligible to be elected as an office holder or an ordinary management committee member of the Association the person must be a member entitled to vote and satisfy any other requirements set out in this Constitution.
- (4) A person must not hold 2 or more of the offices mentioned in sub-clause (2) at the same time.

14. President

- (1) It is the duty of the president to consult with the secretary regarding the business to be conducted at each management committee meeting and general meeting.
- (2) The president has the powers and duties relating to convening and presiding at management committee meetings and presiding at general meetings provided for in this Constitution.

15. Secretary

- (1) The Secretary has the following duties —
 - (a) dealing with the Association's correspondence;
 - (b) consulting with the president regarding the business to be conducted at each management committee meeting and general meeting;
 - (c) preparing the notices required for meetings and for the business to be conducted at meetings;
 - (d) unless another member is authorised by the management committee to do so, maintaining on behalf of the Association the register of members, and recording in the register any changes in the membership, as required under the Act;
 - (e) maintaining on behalf of the Association an up-to-date copy of this Constitution;
 - (f) unless another member is authorised by the management committee to do so, maintaining on behalf of the Association a record of management committee members and other persons authorised to act on behalf of the Association;
 - (g) ensuring the safe custody of the books of the Association, other than the financial records, financial statements and financial reports, as applicable to the Association;
 - (h) maintaining full and accurate minutes of management committee meetings and general meetings;
 - (i) carrying out any other duty given to the secretary under this Constitution or by the management committee.

16. Treasurer

- (1) The treasurer has the following duties —

- (a) ensuring that any amounts payable to the Association are collected and issuing receipts for those amounts in the Association's name;
- (b) ensuring that any amounts paid to the Association are credited to the appropriate account of the Association, as directed by the management committee;
- (c) ensuring that any payments to be made by the Association that have been authorised by the management committee or at a general meeting are made on time;
- (d) ensuring that the Association complies with the relevant requirements of Part 6 Division 2 of the Act;
- (e) ensuring the safe custody of the Association's financial records, financial statements and financial reports, as applicable to the Association;
- (f) providing any assistance required by an auditor conducting an audit of the Association's financial statements or financial report under Part 6 Division 2 of the Act;
- (g) carrying out any other duty given to the treasurer under this Constitution or by the management committee.

17. How members become management committee members

- (1) A person becomes a management committee member if the person:
 - (a) is elected to the management committee at a general meeting; or
 - (b) is appointed to the management committee by the management committee to fill a casual vacancy under clause 24.

18. Nomination of management committee members

- (1) At least 28 days before an annual general meeting, the secretary will send written notice to all members entitled to vote at the general meeting—
 - (a) calling for nominations for election to the management committee; and
 - (b) stating the date by which nominations must be received by the secretary to comply with sub-clause (2).

- (2) A person who wishes to be considered for election to the management committee at the annual general meeting must nominate for election by sending written notice of the nomination to the secretary at least 14 days before the annual general meeting.
- (3) The written notice must include a statement by another member entitled to vote at the general meeting in support of the nomination. The secretary shall publish a list of nominees in alphabetical order in a conspicuous place at the Association's office at least 7 days before the annual general meeting.
- (4) A person must be an eligible member to be entitled to nominate to the secretary for one specified position of office holder of the Association or to be an ordinary management committee member.
- (5) A person whose nomination does not comply with this clause is not eligible for election to the management committee unless the person is nominated under clause 19(2) or 20(2)(b).

19. Election of office holders

- (1) At the annual general meeting, a separate election must be held for each position of office holder of the Association that is declared vacant.
- (2) If there is no nomination for a position that is declared vacant, the president may call for nominations from members entitled to vote and present at the meeting.
- (3) If only one person has nominated for such a position, the president must declare the person elected to the position.
- (4) If more than one person has nominated for such a position, those members entitled to vote and present at the meeting must vote in accordance with procedures that have been determined by the management committee to decide who is to be elected to the position.
- (5) Each member entitled to vote present at the meeting may vote for one person who has nominated for the position.
- (6) A person who has nominated for the position may vote for himself or herself.
- (7) On the person's election, a new president of the Association may take over as the chairperson of the meeting.

20. Election of ordinary management committee members

- (1) If the number of persons nominating for the position of ordinary management committee member is not greater than the number to be elected, the chairperson of the meeting:
 - (a) must declare each of those persons to be elected to the position; and
 - (b) may call for further nominations from members entitled to vote at the meeting to fill any positions remaining unfilled after the elections under paragraph (a).
- (2) If:
 - (a) the number of persons nominating for the position of ordinary management committee member is greater than the number to be elected; or
 - (b) the number of persons nominating under sub-clause (1)(b) is greater than the number of positions remaining unfilled,the members entitled to vote and present at the meeting must vote in accordance with procedures that have been determined by the management committee to decide the persons who are to be elected to the position of ordinary management committee member.

21. Term of office

- (1) The term of office of a management committee member begins when the member:
 - (a) is elected at an annual general meeting or under sub-clause 22(3)(b); or
 - (b) is appointed to fill a casual vacancy under clause 24.
- (2) Subject to clause 23-
 - (a) an ordinary member of the management committee holds office until the positions on the management committee are declared vacant at the next annual general meeting;
 - (b)
 - (i) subject to subclause 21(2)(b)(ii), an office holder holds office until his or her position is declared vacant at every alternate annual general meeting;
 - (ii) the positions of vice-president and the treasurer shall be declared vacant at the second annual general meeting held under this Constitution;

- (iii) an office holder appointed to fill a casual vacancy under clause 24 holds office until his or her position is declared vacant under subclause 21(2)(b)(i);

- (3) A member of the management committee may be re-elected for an unlimited number of terms.

22. Resignation and removal from office

- (1) A management committee member may resign from the management committee by written notice given to the secretary or, if the resigning member is the secretary, given to the president.
- (2) The resignation takes effect —
 - (a) when the notice is received by the secretary or president; or
 - (b) if a later time is stated in the notice, at the later time.
- (3) At a general meeting, the Association may by resolution —
 - (a) remove a management committee member from office; and
 - (b) elect a member who is eligible under clause 13 to fill the vacant position.
- (4) A management committee member who is the subject of a proposed resolution under subclause (3)(a) may make written representations (of a reasonable length) to the secretary or president and may ask that the representations be provided to the members.
- (5) The secretary or president may give a copy of the representations to each member or, if they are not so given, the management committee member may require them to be read out at the general meeting at which the resolution is to be considered.

23. When membership of management committee ceases

- (1) A person ceases to be a management committee member if the person:
 - (a) dies or, in the case of an office holder of the Association, ceases to be a member; entitled to vote; or
 - (b) resigns from the management committee or is removed from office under clause 22; or

- (c) becomes ineligible to accept an appointment or act as a management committee member under the Act;
- (d) becomes permanently unable to act as a management committee member because of a mental or physical disability; or
- (e) fails to attend 3 consecutive management committee meetings, of which the person has been given notice, without having notified the management committee that the person will be unable to attend.

24. Filling casual vacancies

- (1) The management committee may appoint a person who is eligible under clause 13(3) to fill a position on the management committee that —
 - (a) has become vacant under clause 23; or
 - (b) was not filled by election at the most recent annual general meeting or under clause 22(3)(b).
- (2) If the position of secretary becomes vacant, the management committee must appoint a member who is eligible under clause 13(3) to fill the position within 14 days after the vacancy arises.
- (3) Subject to the requirement for a quorum under clause 27(1), the management committee may continue to act despite any vacancy in its membership.
- (4) If there are fewer management committee members than required for a quorum under clause 27(1), the management committee may act only to —
 - (a) appoint management committee members under this clause; or
 - (b) convene a general meeting.

25. Validity of acts

- (1) The acts of the management committee or subcommittee or of a management committee member or member of a subcommittee or subsidiary officer, are valid despite any defect that may afterwards be discovered in the election, appointment or qualification of a management committee member or member of a subcommittee.

26. Management committee meetings

- (1) Subject to this clause, the management committee may meet and conduct its proceedings as it considers appropriate.
- (2) The management committee must meet at least once every 3 months to exercise its functions. Subject to these rules, the management committee has the general control and management of the administration of the affairs, property and funds of the Association and may exercise any or all the powers of the Association and shall have the authority to interpret the meaning of this Constitution and any matter relating to the Association on which this Constitution is silent.
- (3) The management committee may decide how a meeting is to be called.
- (4) The secretary will use his or her best endeavours to send the notice of meeting to each management committee member at least 7 days before the time of the meeting and the notice must state the date, time and place of the meeting and the general nature of the business to be conducted at the meeting.
- (5) The management committee may hold meetings, or permit a management committee member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- (6) A management committee member who participates in the meeting as mentioned in sub-clause (5) is taken to be present at the meeting.
- (7) A question arising at a management committee meeting is to be decided by a majority vote of members of the management committee present at the meeting and, if the votes are equal, the president has the casting vote.
- (8) If a management committee member has a material pecuniary interest or other interest, whether direct or indirect, in a matter being considered at a management committee meeting, the management committee member must-
 - (a) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the management committee; and
 - (b) not take part in any deliberations or decision of the management committee with respect to that matter.

- (9) The president is to preside as chairperson at a management committee meeting.
- (10) If there is no president or if the president is not present within 10 minutes after the time fixed for a management committee meeting, the members may choose 1 of their number to preside as chairperson at the meeting.

27. Quorum for, and adjournment of, management committee meeting

- (1) At a management committee meeting, more than 50% of the members elected or appointed to the management committee at any point in time form a quorum.
- (2) If there is no quorum within 30 minutes after the time fixed for a management committee meeting called on the request of members of the management committee, the meeting lapses.
- (3) If there is no quorum within 30 minutes after the time fixed for a management committee meeting called other than on the request of the members of the management committee:
 - (a) the meeting is to be adjourned for at least 1 day; and
 - (b) the members of the management committee who are present are to decide the day, time and place of the adjourned meeting.
- (4) If, at an adjourned meeting mentioned in sub-clause (3), there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

28. Special meeting of management committee

- (1) If the secretary receives a written request signed by at least two of the members of the management committee, the secretary must call a special meeting of the management committee by giving each member of the management committee notice of the meeting within 14 days after the secretary receives the request.
- (2) If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.
- (3) A request for a special meeting must state—
 - (a) why the special meeting is called; and
 - (b) the business to be conducted at the meeting.
- (4) A notice of a special meeting must state—

- (c) the day, time and place of the meeting; and
 - (d) the business to be conducted at the meeting.
- (5) A special meeting of the management committee must be held within 14 days after notice of the meeting is given to the members of the management committee.

29. Minutes of management committee meetings

- (1) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each management committee meeting are entered in a minute book.
- (2) To ensure the accuracy of the minutes, the minutes of each management committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next management committee meeting, verifying their accuracy.

30. Appointment of subcommittees and subsidiary offices

- (1) The management committee may appoint a person to a subcommittee or to a subsidiary office to help with the conduct of the Association's operations, such offices may include but are not limited to the following positions-
 - (a) Tournament director;
 - (b) Fixtures director;
 - (c) Grounds and maintenance officer;
 - (d) Public relations and media officer;
 - (e) South west regional delegate;
 - (f) Bar manager;
 - (g) Veterans delegate;
 - (h) Junior tennis representative;
 - (i) Kitchen manager;
 - (j) Social and fund-raising director;
 - (k) Membership officer;
 - (l) Assistant treasurer.

- (2) To be eligible to vote at a management committee meeting, a member of a subcommittee or a subsidiary officer must also be a member of the management committee.
- (3) A subcommittee may elect a chairperson of its meetings.
- (4) If a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose 1 of their number to be chairperson of the meeting.
- (5) A subcommittee may meet and adjourn as it considers appropriate.
- (6) A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.
- (7) A person may be appointed to a subsidiary office whether the person is a member of the Association.
- (8) Subject to any directions given by the management committee —
 - (a) a subcommittee may meet and conduct business as it considers appropriate; and
 - (b) the holder of a subsidiary office may carry out the functions given to the holder as the holder considers appropriate.

31. Resolutions of management committee without meeting

- (1) A written resolution signed by each member of the management committee is as valid and effectual as if it had been passed at a management committee meeting that was properly called and held.
- (2) A resolution mentioned in sub-clause (1) may consist of several documents in like form, each signed by 1 or more members of the management committee.

32. First annual general meeting

- (1) The first annual general meeting under this Constitution must be held within 6 months after the end date of the Association's financial year.

33. Subsequent annual general meetings

- (1) Each subsequent annual general meeting must be held—
 - (a) at least once each year; and

- (b) within 6 months after the end date of the association's financial year.

34. Business to be conducted at annual general meeting of level 1 incorporated associations and particular level 2 and 3 incorporated associations

- (1) This rule applies only if the Association is—
 - (a) a level 1 incorporated association; or
 - (b) a level 2 incorporated association to which section 59 of the Act applies; or
 - (c) a level 3 incorporated association to which section 59 of the Act applies.
- (2) The following business must be conducted at each annual general meeting of the association—
 - (a) receiving the association's financial statement, and audit report, for the last reportable financial year;
 - (b) presenting the financial statement and audit report to the meeting for adoption;
 - (c) electing members of the management committee;
 - (d) for a level 1 incorporated association—appointing an auditor or an accountant for the present financial year;
 - (e) for a level 2 incorporated association, or a level 3 incorporated association, to which section 59 of the Act applies—appointing an auditor, an accountant or an approved person for the present financial year.

35. Business to be conducted at annual general meeting of other level 2 incorporated associations

- (1) This rule applies only if the Association is a level 2 incorporated association to which section 59A of the Act applies.
- (2) The following business must be conducted at each annual general meeting of the association:
 - (a) receiving the association's financial statement, and signed statement, for the last reportable financial year;
 - (b) presenting the financial statement and signed statement to the meeting for adoption;

- (c) electing members of the management committee;
- (d) appointing an auditor, an accountant or an approved person for the present financial year.

36. Business to be conducted at annual general meeting of other level 3 incorporated associations

- (1) This rule applies only if the Association is a level 3 incorporated association to which section 59B of the Act applies.
- (2) The following business must be conducted at each annual general meeting of the association:
 - (a) receiving the association's financial statement, and signed statement, for the last reportable financial year;
 - (b) presenting the financial statement and signed statement to the meeting for adoption;
 - (c) electing members of the management committee.

37. Notice of general meeting

- (1) The secretary may call a general meeting of the association.
- (2) The secretary must give at least 28 days' notice of the meeting to each member of the association.
- (3) If the secretary is unable or unwilling to call the meeting, the president must call the meeting.
- (4) The notice must —
 - (a) specify the date, time and place of the meeting; and
 - (b) indicate the general nature of each item of business to be considered at the meeting; and
 - (c) if the meeting is the annual general meeting, include the names of the eligible members who have nominated for election to the management committee under this Constitution; and
 - (d) if a special resolution is proposed:

- (I) set out the wording of the proposed resolution; and
- (II) state that the resolution is intended to be proposed as a special resolution; and
- (III) set out that the member entitled to vote may vote by proxy and attach a copy of the approved proxy form (if any).

38. Quorum for, and adjournment of, general meeting

- (1) The president or, in the president's absence, the vice president must preside as chairperson of each general meeting.
- (2) No item of business is to be transacted at a general meeting unless a quorum of members entitled to vote under this Constitution is present during the time the meeting is considering that item.
- (3) At least double the number of persons presently on the management committee plus one (all of whom must be members entitled to vote) shall constitute a quorum for the transaction of the business of a general meeting.
- (4) If there is no quorum within 30 minutes after the time fixed for a general meeting called on the request of members of the management committee or the Association, the meeting lapses.
- (5) If there is no quorum within 30 minutes after the time fixed for a general meeting called other than on the request of members of the management committee or the association—
 - (a) the meeting is to be adjourned for at least 7 days; and
 - (b) the management committee is to decide the day, time and place of the adjourned meeting.
- (6) The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- (7) If a meeting is adjourned under sub-clause (6), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.

- (8) The secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.
- (9) If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

39. Voting at general meeting

- (1) On any question arising at a general meeting-
 - (a) Only members entitled to vote are eligible to vote;
 - (b) subject to sub-clause (3), each member entitled to vote has one vote; and
 - (c) members entitled to vote may vote personally or by proxy.
- (2) A motion is carried if-
 - (a) on a show of hands or division of members entitled vote- a majority of the members entitled to vote present in person vote in favour of the motion;
 - (b) in a secret ballot- a majority of the members entitled to vote present in person and by proxy vote in favour of the motion;
 - (c) in the case of a special resolution on a show of hands or division of members entitled to vote- $\frac{3}{4}$ of the members entitled to vote present in person vote in favour of the motion; and
 - (d) in the case of a special resolution in a secret ballot- $\frac{3}{4}$ of the members entitled to vote present in person and by proxy vote in favour of the motion.
- (3) If votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
- (4) If the question is whether to confirm the minutes of a previous general meeting, only members entitled to vote who were present at that meeting may vote.
- (5) The method of voting is to be decided by the management committee.
- (6) However, if at least 20% of the members entitled to vote present in person demand a secret ballot, voting must be by secret ballot.
- (7) If a secret ballot is held, the chairperson must appoint 2 members entitled to vote to conduct the secret ballot in the way the chairperson decides.

- (8) The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.

40. Special general meeting

- (1) The management committee may convene a special general meeting.
- (2) The management committee must convene a special general meeting if at least 20% of the members entitled to vote require a special general meeting to be convened.
- (3) The members entitled to vote requiring a special general meeting to be convened must —
 - (a) make the requirement by written notice given to the secretary;
 - (b) state in the notice the business to be considered at the meeting; and
 - (c) each sign the notice.
- (4) The special general meeting must be convened within 28 days after notice is given under sub-clause (3)(a).
- (5) If the management committee does not convene a special general meeting within that 28-day period, the members making the requirement (or any of them) may convene the special general meeting.
- (6) A special general meeting convened by members under sub-clause (5) —
 - (a) must be held within 3 months after the date the original requirement was made; and
 - (b) may only consider the business stated in the notice by which the requirement was made.
- (7) The Association must reimburse any reasonable expenses incurred by the members convening a special general meeting under sub-clause (5).

41. Proxies

- (1) An instrument appointing a proxy must be in writing and be in the form approved by the management committee from time to time.
- (2) The instrument appointing a proxy must be signed by the appointor and may only appoint a member entitled to vote as proxy.
- (3) Each instrument appointing a proxy must be given to the secretary by the deadline determined by the management committee.

- (4) Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.

42. Minutes of general meetings

- (1) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are entered in a minute book.
- (2) To ensure the accuracy of the minutes—
 - (a) the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and
 - (b) the minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the Association that is a general meeting or annual general meeting, verifying their accuracy.
- (3) If asked by a member who has paid any fee or other money payable to the Association, the secretary must, within 28 days after the request is made—
 - (a) make the minute book for a particular general meeting available for inspection by the member at a mutually agreed time and place; and
 - (b) give the member copies of the minutes of the meeting.
- (4) The Association may require the member to pay the reasonable costs of providing copies of the minutes.

43. By-laws

- (1) The management committee may make, amend or repeal by-laws, not inconsistent with this Constitution, for the proper management and administration of the association.
- (2) A by-law may be set aside by a vote of members entitled to vote at a general meeting of the association.

44. Alteration of this Constitution

- (1) Subject to the Act, this Constitution may be amended, repealed or added to only by a special resolution carried at a general meeting.

- (2) However, an amendment, repeal or addition is valid only if it is registered by the chief executive.

45. Common seal

- (1) The management committee must ensure the Association has a common seal.
- (2) The common seal must be—
 - (a) kept securely by the management committee; and
 - (b) used only under the authority of the management committee.
- (3) Each instrument to which the seal is attached must be signed by a member of the management committee and countersigned by—
 - (a) the secretary;
 - (b) another member of the management committee; or
 - (c) someone authorised by the management committee.

46. Funds and accounts

- (1) The funds of the Association must be kept in an account in the name of the Association in a financial institution decided by the management committee.
- (2) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the association.
- (3) All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- (4) The Association may make a payment by cheque, Bpay or any other method of electronic funds transfer provided that any one payment of more than \$100 must be by one of these methods.
- (5) A payment made by cheque must be signed by any 2 of the following—
 - (d) the president;
 - (e) the vice president;
 - (c) the secretary;
 - (d) the treasurer; or

- (e) any 1 of 3 other members of the Association who have been authorised by the management committee to sign cheques issued by the association.
- (6) The treasurer may pay an account by Bpay or electronic funds transfer provided the treasurer complies with conditions of such payment (if any) required by the management committee.
- (7) All expenditure must be approved or ratified at a management committee meeting.

47. General financial matters

- (1) On behalf of the management committee, the treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.
- (2) The income and property of the Association must be used solely in promoting the association's objects and exercising the association's powers.

48. Documents

- (1) The management committee must ensure the safe custody of books, documents, instruments of title and securities of the Association.

49. Financial year

- (1) The end date of the Association's financial year is 30 September in each year.

50. Distribution of surplus assets to another entity

- (1) This rule applies if the Association—
 - (a) is wound-up under part 10 of the Act; and
 - (b) has surplus assets.
- (2) The surplus assets must not be distributed among the members of the association.
- (3) The surplus assets must be given to another entity—
 - (a) having objects similar to the association's objects; and
 - (b) the rules of which prohibit the distribution of the entity's income and assets to its members.
- (4) In this rule— *surplus assets* see section 92(3) of the Act.

51. National Policies

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