



**BUSSELTON TENNIS CLUB**

# **BUSSELTON TENNIS CLUB (INC) CONSTITUTION**

This Constitution of the Busselton Tennis Club, of

**AUGUST 2016**

is an approved revision and update of all previous Constitutions.

The Constitution conforms and complies with requirements of both the **Associations Incorporation Act 2016** and the **Liquor Control Act 1988**.

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## **RULES OF THE BUSSELTON TENNIS CLUB (INC)**

### **1. NAME:**

**Busselton Tennis Club (Inc)**

### **2. COLOURS:**

**Blue & white.**

### **3. DEFINITIONS:**

In construing this Constitution, unless the context or subject matter otherwise indicates or requires:

- a. "Associations Incorporation Act" means the Associations Incorporation Act 2016 and any amendments of the act made thereafter.
- b. "Annual General Meeting" means the Annual General Meeting of the club held in each year.
- c. "By-Laws" means the codes of rules made by the club, and adopted in accordance to this Constitution.
- d. "Club" means the "Busselton Tennis Club (Inc)"
- e. "Club Premises" or club House means all land, building and structures thereon of which the club is the bona fide occupier.
- f. "Constitution" means this Constitution.
- g. "Committee" and "committee of management" means the managing committee of the club duly elected for the time being in accordance with these Rules.
- h. "Committee Meeting" means all meetings of the Executive committee of the club convened in accordance with this Constitution.
- i. "Extraordinary General Meeting" means, all meetings of the club, other than the Annual
- j. "General Meeting" within the text, refers to, and means either Extraordinary General Meeting or Annual General meeting
- k. "Liquor Licensing" means the Liquor Control Act
- l. "Member" means any person who has been admitted to membership of the club pursuant to these Rules.
- m. "Office Bearer" for the club means, those members duly elected to the committee of management.
- n. "Resolution" means a resolution of members when it has been passed by a majority of not less than fifty percent (50%) of those members in attendance at the Annual General Meeting, or in

attendance at an Extraordinary General Meeting, and being entitled to vote in person at that meeting.

- o. "Special Resolution" means a resolution of members when it has been passed by a majority of not less than seventy-five percent (75%) of those members in attendance at the Annual General Meeting, or in attendance at an Extraordinary General Meeting, and being entitled to vote in person at that meeting.
- p. "Resolutions and Special Resolutions" raised at a meeting of the committee of management shall be passed in accordance with the majority definition, as stated in the relevant Definition (p) and Definition (q), by those committee members in attendance at that meeting, and being entitled to vote.
- q. "Year" means the club's financial year commencing on 1st April, and ending on 31st March.
- r. Unless otherwise stated, words within this Constitution importing the "masculine gender" shall include the feminine and neuter gender

#### **4. OBJECTS OF CLUB:**

The Principal Objects of the club are to.

- a. Establish, maintain, and conduct a tennis club, including tennis courts and a clubhouse, with associated facilities, for the use of members and such other persons as may be permitted by this Constitution.
- b. Conduct and promote the game of tennis.
- c. Foster good relations and co-operation between members and with any other club or person if in the opinion of the club or the committee such co-operation is calculated to assist in or facilitate the fulfilment of the objects of the club.
- d. Effectively and efficiently manage the financial resources of the club.
- e. Ensure that the property and the income of the club is applied solely towards the promotion of the objects of the club, and no part of that property or income may be paid or otherwise distributed directly or indirectly to members, except in good faith in the promotion of the objects of the club.
- f. Ensure that the club remains compliant with the requirements of both the Associations Incorporation Act 2016 and the Liquor Control Act 1988 and any Amendments of these acts made thereafter.

#### **5. POWERS OF CLUB:**

The club shall be subject to both the Associations Incorporation Act 2016 and the Liquor Licensing Act 1998, and any amendments made thereafter; and in particular may:

- a. Acquire, hold, deal with, and dispose of any real or personal property for the purpose of furtherance of any one or more the objects of the club.

- b. Borrow money, on such terms and conditions as the club may think fit, for furtherance of any one or more of the objects of the club, and give such security for the discharge of liabilities incurred by the club as the club may think fit.
- c. Invest or otherwise deal with the funds and property of the club not immediately required for any of its objectives, and in such a lawful manner as may be from time to time determined by the club, and subject to the "Trustees Act 1962"
- d. Raise by public or private subscriptions, appeals, entertainments, or otherwise, funds which shall be used for furtherance of any one or more of the objects of the club
- e. Promote, hold, or enter into either alone or jointly with any other club or association any tournaments, competitions, and matches, and to offer, give, or contribute trophies and other awards.
- f. Co-operate, subscribe, or join by means of affiliation, with any present or future organisations or bodies, having any of the objects of the club, or any objects similar thereto, and if thought fit, to withdraw or retire from any such association or body.
- g. Enter into any contract, the club considers necessary or desirable, to furtherance its objects, in a manner not inconsistent with the Associations Incorporation Act 2016.
- h. Obtain, and maintain, a liquor license under the Liquor Control Act 1988 and to sell or supply liquor to members and others in accordance with the terms of that act and such license.
- i. Do all things that are deemed necessary to reasonably achieve the objects of the club.

## **6. MEMBERSHIP**

### **6.1 Membership Categories:**

- a. The principal membership categories of the club shall consist of Premium, Associate, Youth, Life and Honorary members.
- b. The committee of management at a meeting, may elect to change or divide the membership categories in to sub-categories, and in addition, determine the eligibility of membership for such categories.
- c. The committee shall ensure that the total membership of the club does not exceed that number specified in the License for the club under the Liquor Control Act 1988.

### **6.2 Application for Membership:**

- a. Every applicant for membership shall sign an application in writing in such form and containing such agreement or undertaking to abide by:
  - i) all the rules within this Constitution, and in addition, any by-laws of the club and any Code of Conduct as approved by the committee of management..
  - ii) the Tennis Australia Member Protection Policy and Code of Conduct.
- b. The applicant shall be proposed by an existing member and seconded by another existing member in writing.

- c. The membership officer must consider each application for membership and accept or reject that application.
- d. No member shall assign or transfer any of the rights, privileges or benefits of membership, such rights, privileges or benefits being personal to the member.

### **6.3 Rejection of Application for Membership:**

- a. An applicant, whose application for membership of the club is rejected, may appeal against that decision, giving notice to the Secretary of their intention to do so within a period of thirty (30) days from the date they are advised of the rejection.
- b. Following such notice, the club's committee, at its next appropriate meeting, must either confirm or set aside the decision of the membership officer to reject the application, after having afforded the applicant who gave that notice of appeal, a reasonable opportunity to be heard by, or to make representations in writing to the committee.

### **6.4 Membership Fees:**

- a. The membership Fees, payable by each member within the category of members, shall be determined by Special Resolution at a meeting of the committee of management.
- b. The club in General Meeting may impose a nomination fee, an administrative levy, or impose special levies from time to time.
- c. Unless otherwise determined by the committee, all annual subscriptions shall be payable, in advance, on or before the 31st October in each year.
- d. Any member whose subscription is not paid within two (2) months of the due date, shall cease to be a member of the club on the expiry of that period, unless the committee decides otherwise, and the person shall not be entitled to use the clubhouse or the club's facilities whilst such subscription is in arrears.
- e. If the committee becomes aware that payment of any subscription or levy will cause undue hardship to a member, the committee may in its discretion extend the time for payment of the subscription or levy, or remit the whole or part of any subscription or levy.
- f. Where a person applies for membership during the financial year, that person's subscription fee shall be apportioned as determined by the committee of management.

### **6.5 Guests of Members:**

Members shall be entitled to introduce guests on to the club premises, provided that the maximum number of guests per member, per day (for the purposes of the Liquor Control Act 1988) is three (3), and the introduction of guests is in accordance with the by-laws of the club.

### **6.6 Register of Members:**

- a. The committee shall cause the club to comply with the Associations Incorporation Act 2016 and the Liquor Control Act 1988 by keeping and maintaining, in an up to date condition, a register of all the members of the club.

- b. The Membership Register shall contain:
  - i) the name and address of each member and any changes therein.
  - ii) the date on which the name of such member was entered in the Register
  - iii) the membership category of the member
- c. an up to date copy of the register shall be kept both at the club house and with the Secretary, or at such other place for compliance with the Liquor Control Act 1988 and amendments made thereafter.
- d. The committee shall cause the club to comply with the Associations Incorporation Act 2016 and the Liquor Control Act 1988, by keeping and maintaining in an up to date condition, a register of all the Office Bearers of the club including all offices held by the members who constitute the committee of the club, any Sub-committees, and members who are authorised to use the Common Seal of the club.
- e. The registers for office holders must be so kept and maintained at the Secretary's place of residence and in addition, an up to date copy of the registers shall be kept at the club house for compliance with the Liquor Control Act 1988 and Amendments made thereafter.
- f. The Secretary shall make all registers available for the inspection of members, and members may make a copy of, or take an extract from the register, but shall have no right to remove the registers for that purpose.

## **6.7 Rights of Membership:**

Members of the club are not partners and are not liable in any way to each other except as provided in these Rules.

The rights and privileges of every member shall be personal and shall not be in any manner transferable by their own act, or through any other person on their behalf, or by operation of law.

- a. Each member shall be provided with access to these rules and will be bound by and comply with these Rules and any by-laws of the club.
- b. Premium, Associate, Life and Youth members over the age of 18 years, shall have the rights to attend, speak, and vote at any Annual General Meeting or Extraordinary General Meeting of the club, and attend all entertainment and social functions, and to bring visitors to the club in the manner approved from time to time by the committee of management.
- c. Honorary and Junior members (persons under the age of 18 years), shall have the right to attend and speak at any Annual General Meeting or Extraordinary General Meeting of the club, but shall not be eligible to vote at any such meeting and shall not be eligible to hold any office, but shall have the right to attend all entertainment and social functions, except those specifically arranged for other members, and to bring visitors to the club as may be permitted by the committee from time to time.
- d. Guests shall not be eligible to vote or be present at any meeting of the club, nor have any right, title, or interest in or to any property of the club, nor propose or second any candidate for admission as a member.

- e. The playing rights of any membership category of the club to participate in championship events, tournaments, pennants, and arranged social events shall be determined by the committee of management.

### **6.8 Cessation of Membership:**

Membership of the club may be terminated upon:

- a. death of a member, or by the member giving notice of resignation in writing to the Secretary or another committee member of the club. Such person remains liable to pay to the club the amount of any membership fees or any other subscriptions due and payable by that person to the club but unpaid at the date of termination,
- b. non- payment by a member of their annual membership fee or subscription within two (2) months of the date fixed by the committee for annual fees to be paid, unless the committee decides otherwise,
- c. expulsion of a member in accordance with club rules,
- d. ceasing to satisfy the requirements of a particular category of membership.

### **6.9 Suspension or Expulsion of Membership:**

- a. If at any time the committee is of the opinion that an act of behaviour by a member to be in breach of the Constitution or by-laws of the club, the Associations Incorporation Act or the Liquor Control Act 1988, they shall,
  - i) Give the person reasonable thirty (30) days to be heard by or write to the committee, and then
  - ii) suspend the member from the club for such period as shall be specified by the committee, or
  - iii) expel the member from the club
- b. Any such suspension or expulsion shall be made orally or by written notice to the member, stating notice of the suspension or expulsion, particulars of the conduct causing such suspension or expulsion and the date, time and place of the committee meeting at which that decision was made.
- c. The suspension or expulsion will take place immediately after the committee decision. Within thirty (30) days of that time, the subject person may request to appeal to an Extraordinary General Meeting.
- d. On receiving such a request, the committee shall convene an Extraordinary General Meeting as soon as practicable.
- e. Pending such Extraordinary General Meeting, the member concerned shall be excluded from the club house and courts.
- f. At such Extraordinary General Meeting the member concerned may offer an explanation verbally or in writing. If thereafter a Special Resolution is passed to confirm the committee's suspension or expulsion, such member shall thereupon comply with the committee's suspension or shall be expelled as the case requires.
- g. A member who has been suspended from the club shall be excluded from the club house and courts during the period of suspension.



- h. A member who has been expelled and whose name is struck off the Register of members shall immediately cease to be a member of the club and shall forfeit all entrance, subscriptions, and membership fees paid, and all rights and claims upon the club, the club's property and funds, which the member may have had by virtue of his/her membership of the club.
- i. Where a member has been suspended or expelled, his or her suspension or expulsion shall not affect the membership of any other person who may comprise a family membership.

## **7 DISPUTES AND MEDIATION:**

**Notwithstanding the provisions above, this separate Dispute and Mediation process is also available to members.**

- a. The grievance procedure set out in this Rule applies to disputes under these Rules between-
  - i. a member and another member; or
  - ii. a member and the club; or
  - iii. if the club provides services to non-members, those non-members who receive services from the club or,
  - iv. if the club receives services from non-members, those non-members who provide services to the club
- b. The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- c. **If** the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within a further 10 days, hold a meeting in the presence of a mediator.
- d. The mediator must be-
  - v. a person chosen by agreement between the parties; or
  - vi. in the absence of agreement, a person appointed by the committee of the club;
- e. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- f. The mediator, in conducting the mediation, must-
  - vii. give the parties to the mediation process every opportunity to be heard;
  - viii. allow due consideration by all parties of any written statement submitted by any party; and
  - ix. ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- g. The mediator must not determine the dispute.
- h. The mediation must be confidential and without prejudice.
- 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.

## **8 COMMITTEE OF MANAGEMENT:**

### **8.1 Election and Responsibilities of Committee**

- a. Committee members must be elected at an Annual General Meeting, or appointed in accordance with these rules. Nominations by members for committee nominees should be advised in writing prior to the AGM.
- b. All persons on the committee must be members of the club.
- c. All Office Bearers and members of the committee shall act in an honorary capacity
- d. The club Coach or any full-time employee of the club shall not be entitled to be elected to any office on the committee.
- e. Elected committee member's terms will be for two years from the date of the AGM at which they are elected and expire at the date of the AGM two years later, wherein the member will be eligible for re-election.
- f. Office bearers of the committee shall not serve more than 4 years.
- g. Notice of an Annual General Meeting is to be made by the committee not less than 14 days prior to the date of the meeting, and shall
  - i) declare all relevant committee positions vacant, and advise all nominations for such positions and
  - ii) advise all Notices of Motions.
- h. If the number of nominations equal or are less than the number required, the nominees will be declared elected at the AGM. If the nominees exceed the number required, a ballot will be conducted for the contested positions.
- i. If there are insufficient numbers nominated prior to the AGM, nominations will be accepted at the meeting. If further positions need to be filled following the AGM, the committee has the power to appoint suitable nominees to the vacant positions.
- j. In the event that any person ceases to be a member of the committee, or a place on the committee is otherwise vacant, then the committee may by Resolution appoint another member to fill such vacancy.
- k. The office of an appointed elected or co-opted member of the committee shall be vacated if the member:
  - i) dies or becomes unable to carry out his or her duties;
  - ii) resigns his or her office by notice in writing to the club;
  - iii) is removed by Resolution at a General Meeting;
  - iv) ceases to be a member of the club
- l. The business of the club shall be managed by the committee of management which shall have the exercise of all powers conferred on the club by the Associations Incorporation Act 2016 and the license conditions under the Liquor Control Act 1988, except those powers required to be exercised by the club at an Annual General Meeting.
- m. The committee shall cause the club to be compliant with the requirements of the "Associations Incorporation Act 2016", the Liquor Control Act 1988, and any amendments of these acts made thereafter and by maintaining, in an up to date condition, a register of all the members, and Office Bearers, of the club.

- n. The committee shall cause minutes to be kept in books provided for the purpose of all resolutions and proceedings of Annual General Meetings, Extraordinary General Meetings, and of meetings of the committee.
- o. The committee shall cause the financial resources of the club to be managed in an effective and efficient manner.
- p. The committee shall cause true accounts to be kept of all sums of money received and expenses incurred by the club and the matters in respect of which such receipt and expenditure took place.
- q. The committee shall cause true accounts of the assets and liabilities of the club to be maintained
- r. The committee shall, in every year at the Annual General Meeting, put before the members of the club an account of revenue and expenditure made up to the 31st day of March immediately preceding the meeting, and a balance sheet as at that date containing a general summary of the assets and liabilities of the club arranged in accordance with normal accounting practices.
- s. The committee shall appoint and maintain an Approved Manager for the purposes of compliance under the Liquor Licensing requirements and regulations.
- t. The committee shall make, alter, and repeal by-laws not inconsistent with these rules, for the regulation of club premises, the admission of members, the conduct of the club, and the club affairs generally.
- u. The committee shall be empowered to appoint delegates to any association or any other bodies acting in relation to the game of tennis or generally in any other special capacity thought necessary or expedient, and to terminate any such appointment at any time.
- v. The committee may delegate any of its powers to sub-committees consisting of such ordinary members as it thinks fit, provided that no act of any sub-committee shall be binding on the committee of the club until ratified by the committee, and such sub-committee must report to and be responsible to the committee.

## **8.2 Proceedings of committee:**

- a. The committee of management shall meet together at least ten (10) times each year, normally each calendar month, and on any special occasion when summoned by the President or Secretary for the dispatch of business, and the chairperson or at least half the members of the committee may at any time convene a meeting
- b. A quorum necessary for the transaction of business will be four (4) members.
- c. Notice shall be given by the Secretary to all committee members in relation to any proposed meeting and may be accompanied by any notices of motions or reports to be considered.
- d. If any member of the committee is absent from three (3) consecutive ordinary committee meetings without leave, the role of that member shall be reviewed by the committee of management. The committee may elect to replace that member of the committee for the remainder of the current term.
- e. Questions arising at any meeting of the committee shall be decided by a majority of votes.

- f. Every member of the committee shall have one (1) vote and in the case of an equality of votes, the President shall have a casting vote.
- g. As required by the Associations act, any member of the committee who has any direct or indirect interest in a contract or proposed contract made by or in contemplation of the committee (except if that interest exists only by virtue of the fact that that the member is one of a class of persons for whose benefit the Association is established), shall, as soon as he or she becomes aware of his or her interest
  - i) disclose the nature and extent of that interest to the committee.
  - ii) Not take part in any deliberation or decision of the committee in respect to that contract
- h. The club shall cause every disclosure made to the committee under this Rule to be recorded in the minutes of the meeting at which it is made. A member may make a general disclosure in respect of any particular interest and thereafter it shall not be necessary for a disclosure to be made at each meeting of each committee.
- i. A meeting of the committee at which a quorum is present shall be competent to exercise all or any of the authorities, discretions and powers of the club, which are not required by law or these rules to be exercised by the club in Annual or Extraordinary General Meetings.
- j. The committee may delegate its powers to sub-committees consisting of such members of its body as it thinks fit. Any such sub-committee so formed shall in the exercise of the power so delegated conform to any regulations that may from time to time be imposed on it by the committee
- k. The President may be an ex officio member of any sub-committee.
- l. A Resolution in writing signed by all members of the committee shall be as valid and effectual as if it had been passed at meeting of the committee duly called and constituted.

### **8.3 Management Structure:**

- a. The committee of management of the club shall consist of:
  - i) President
  - ii) Vice-President
  - iii) Secretary
  - iv) Treasurer
  - v) Club Captain(s)
- b. And up to 2 additional committee members
- c. And may also elect or nominate, within that number, or as sub-committee members, a
  - i) Youth Officer
  - ii) Membership Officer
- d. Members of the management committee shall determine the requirement and structure of any sub-committees deemed necessary to assist in the management of the operational activities of the club.
- e. The duties and responsibilities of each member of the committee of management, and members of any Sub-committees thereof, shall be to ensure that the objects of the club are met in a manner compliant with these Rules and any By-laws of the club, shall be determined and assigned by the

committee and such duties and responsibilities shall be documented and made available for inspection by all members of the club.

- f. All committee members must comply to the regulations for directors under law and in the Associations Incorporation Act 2016. These include
- i) Not be an undischarged bankrupt or those with criminal convictions exempting them from holding office
  - ii) To embrace a duty of care and diligence
  - iii) To act in good faith in the best interests of the club and for proper purpose
  - iv) Not to misuse their position or information provided for the discharge of their duties
  - v) To advise any conflict of interest and to stand down from any discussion or decision making where such a conflict exists
  - vi) To ensure that the club does not trade if and when insolvent
- g. **F**or compliance, the duties and responsibilities for the President, Secretary, Treasurer, and the Membership Director shall include the following:

**President:**

The **President** shall chair all meetings of the club and the committee of management; have a casting vote in the event of a tied vote; present a report to the members of the club at the Annual General Meeting, and act as the senior Office Bearer of the club.

**Secretary:**

The Secretary shall:

- a. co-ordinate the correspondence of the club
- b. keep correct attendance and full minute records of the proceedings of the committee and of the club
- c. comply on behalf of the club with the Associations and Licensing acts in respect to retaining an up to date copy of the Register of members of the club
- d. comply with the Associations and Licensing acts by keeping and maintaining in an up to date condition, the Constitution and By-laws of the club, and upon the request of a member of the club, must make available those rules for the inspection of the member and the member may make a copy or take an extract from the rules but not remove them.
- e. comply on behalf of the club with the Associations and Licensing acts in respect to the register of all the Office Bearers of the club, their names and residential or postal addresses, including all offices held by the members who constitute the committee of the club, any Sub-committees, and members who are authorized to use the Common Seal of the club, or act as trustees.
- f. shall have custody of all books, documents, records and registers of the club, other than those required to be kept and maintained by, or in the custody of, the Treasurer and the Membership Officer.

**Treasurer:**

The **Treasurer must:**

- a. be responsible for the receipt of all moneys paid to, or received, by the club and must issue receipts for those moneys in the name of the club.
- b. pay all moneys received into such account or accounts of the club as the committee may from time to time direct
- c. make payments from the funds of the club with the authority of the committee, and in so doing ensure that all cheques or electronic transfers are signed or authorised by himself and at least one other authorised committee member, or by any two others as are authorised by the committee
- d. comply on behalf of the club with the Associations and Licensing acts in respect to the accounting records of the club by:
  - i) keeping such accounting as correct records and explain the financial transactions and financial position of the club
  - ii) keeping its accounting records in such manner as will enable true and fair accounts of the club to be prepared from time to time
  - iii) submit to members at each Annual General Meeting of the club, accounts showing the financial position of the club at the end of the immediately preceding financial year.
- e. whenever directed to do so by the President, submit to the committee a report, balance sheet or financial statement in accordance with that direction
- f. unless members resolve otherwise at a general meeting, have custody of all securities,
- g. keep books and documents of a financial nature and accounting records of the club.
- h. perform such other duties as are imposed by these rules on the Treasurer
- i. ensure that no expenditure of the club is incurred without the approval of the committee,

### **Membership Officer**

The Membership Officer must:

- a. comply on behalf of the club with the act in respect to the Register of members of the club
- b. cause the name of a person who dies, or who ceases to be a member, to be deleted from the Register of members.
- c. Provide new members with access to the Constitution and By Laws of the club (electronic or hard copy).

### **9. ANNUAL GENERAL MEETINGS:**

- a. The Annual General Meeting of the club shall be held annually at such time and place as may be determined by the committee but not later than 30th April in each year.
- b. At least fourteen (14) days before every Annual General Meeting the Secretary shall give notice to members of such meeting in a manner determined by the committee of management, and in addition, the notice shall be posted on the club's Notice Board. The notice shall specify the place, date, and the hour of the meeting.

- c. Provided the Secretary's notice of the proposed meeting has been posted on the Notice Board of the club for a minimum of fourteen (14) days, the non-awareness of such notice by any member shall not invalidate the proceedings of the Annual General Meeting.
- d. In the case of any known special business, or in order for a special resolution to be passed, the intention to raise such business and to propose the resolution as a special resolution, shall be also specified in that notice to members. However, provided that all members present, entitled to attend and vote at any meeting, so agree, a resolution may be proposed and passed at such meeting even if shorter notice than specified above shall have been given.
- e. The business at the Annual General Meeting shall be:
  - i) to receive and consider the duly audited statement of the accounts for the year ended on the 31st day of March preceding the date of the meeting
  - ii) to receive a report from the President on the activities of the club in the preceding year
  - iii) to elect or appoint the committee of management and Patron for the ensuing year.
  - iv) to transact any other business which ought to be transacted at a General Meeting as determined by the committee
- f. All other business transacted at an Annual General Meeting shall be deemed special and subject to notice as provided herein.
- g. No business shall be transacted at any Annual General Meeting unless a quorum of not less than three (3) members of the committee together with ten (10) other members entitled to vote is present at the commencement of such meeting.
- h. If within thirty (30) minutes after the time fixed for the meeting a quorum is not present the meeting shall be rescheduled within 30 days at a convenient time of which not less than fourteen (14) days' notice shall be given to all members by the Secretary, and if at such adjourned meeting a quorum is not present then the members present shall be a quorum.
- i. The President shall preside at all meetings of the club, and if absent, the Vice-President shall preside. However, if the President and Vice-President are both absent, a Chairperson shall be elected by the members present.
- j. The Chairperson of an Annual General Meeting may with the consent of the meeting adjourn any meeting but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- k. At an Annual General Meeting, every motion, or resolution, unless a special resolution, submitted to the meeting shall be decided in the first instance by a majority of votes cast on a show of hands, unless a poll is demanded.
- l. A Special Resolution shall be decided in accordance with Section 24 of the act, meaning the resolution put to the vote of members shall be passed by a majority of not less than seventy-five percent (75%) of those members in attendance, and being entitled to vote at the Annual General Meeting.
- m. A poll may be demanded by any one of the following:
  - i. the Chairperson

- ii. by three (3) or more members entitled to vote and who are present in person.
- n. If a poll is demanded it shall be taken by secret ballot in such manner and at such time and place as the Chairperson of the meeting directs. In case of any dispute as to the admission or rejection of a vote the Chairperson shall determine the same and any such determination made in good faith shall be final and conclusive. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any other business other than the question on which a poll has been demanded.
- o. A declaration by the Chairperson that a Resolution has been carried, or carried by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the books of proceeding of the club shall be conclusive evidence of the fact without proof of the number, or proportion, of the votes recorded in favour, or against, such Resolution. In the case of an equality of votes the Chairperson shall (both on a show of hands and a poll) have a casting vote.

## **10 EXTRAORDINARY GENERAL MEETING:**

- a. The committee may whenever it thinks fit, and it shall upon a requisition made in writing by no less than five (5) members, convene an Extraordinary General Meeting.
- b. Any requisition for an Extraordinary General Meeting shall specify the purposes of the meeting required, and shall be signed by the members making the same and shall be handed to the Secretary.
- c. It may consist of several documents in like form each signed by one or more of the requisitioning members.
- d.** The committee shall convene an Extraordinary General Meeting to be held within twenty-eight (28) days after the delivering of the requisition to the Secretary or a decision being made by the committee to convene such meeting.
- e. The Extraordinary General Meeting shall be convened for the purposes specified in the requisition.
- f. No other business other than that specified shall be brought forward.
- g. All business transacted at a Extraordinary General Meeting shall be deemed special and subject to notice as provided herein.
- h. The notification of the proposed Extraordinary General Meeting to members, and the proceedings of that meeting, shall be carried out in a manner as if the meeting was an Annual General Meeting (Refer Section 8).
- i. Providing those procedures in Section 8 have been adhered to, then the non-awareness of such notice by any member shall not invalidate the proceedings of any Extraordinary General Meeting.

## **11 MINUTES OF MEETINGS OF THE CLUB:**

- a. The Secretary must ensure that proper minutes of proceedings from all Annual General Meetings, Extraordinary General Meetings, and committee meetings are taken, and in addition,



ensure that the minutes are entered in a minute book kept for that purpose, within 30 days after the holding of such meeting.

- b. **The** Chairperson must ensure that the minutes taken of a General Meeting or committee meeting are checked and signed as correct by the Chairperson of the General Meeting **or** committee meeting to which those minutes relate, or by the Chairperson of the next succeeding General or committee meeting, as the case requires.
- c. When minutes have been entered and signed as correct under the above rules, they are, until the contrary is proved, evidence that:
  - i. **the** General meeting or committee meeting to which they relate was duly convened and held.
  - ii. all proceedings recorded as having taken place at the meeting did in fact take place at the meeting.
  - iii. all appointments or elections purporting to have been made at the meeting have been validly made.

## **12 ALTERATIONS TO RULES OF THE CLUB:**

The club may alter or rescind these rules, or make rules additional to these rules, in accordance with sections of the Associations Incorporation Act 2016, however

- a. No such alterations amendments, or additions to the Rules, including the name of the club, and the Objects, shall be made except at an AGM or EGM by Special Resolution.
- b. Notices of motions to repeal, alter, or suspend any rule shall be given to the Secretary at least fourteen (14) days preceding the Annual or Special General Meeting at which the motion shall be presented.
- c. The Secretary shall exhibit the proposal on the club notice board at least fourteen (14) days prior to such meeting
- d. Within one month of the passing of a Special Resolution amending or altering its rules, the club must lodge with the Commissioner, notice of the Special Resolution setting out particulars of the amendment or alteration, a certificate, signed by a member of the committee stating the change was duly passed by Special Resolution, and that the rules of the club as so altered conform to the requirements of the Associations Incorporation Act 2016
- e. An alteration of the Rules of the club, including the name of the club, and the objects, does not take effect until approval is given from the Commissioner, confirming the acceptance of the alteration.

### **13 INSPECTION OF DOCUMENTS:**

Pursuant to these Rules, a member of the club may at any reasonable time inspect without charge the books, documents, records, and securities of the club.

### **14. NOTICES: \_**

- a. Pursuant to these Rules, notice hereunder may be served by the club on a member, either personally or by Email, or by sending it through the post in a pre-paid letter envelope or wrapper, addressed to such member at his or her place of address appearing in the Register of members.
- b. Any notice sent by Email or post shall be deemed to have been served on the day following that on which the Email, letter envelope or wrapper containing the same is posted, and in proving such service, it shall be sufficient to prove that the letter envelope or wrapper containing the notice was properly addressed and posted.

### **15. COMMON SEAL**

- a. The committee shall provide a Common Seal of the club on which its corporate name appears in legible characters.
- b. The seal shall not be affixed to any document except by authority of the committee and in the presence of any two of the President, Secretary or Treasurer
- c. The seal shall be kept in the custody of the Secretary or such other person as the committee decides.

### **16 INDEMNITY**

Subject to the individual responsibility of each member of the committee under the Associations Incorporation Act:

- a. Each Office Bearer, member of the committee, member of the club, or servant of the club shall be indemnified out of the funds of the club.
- b. It shall be the duty of the club at General Meeting to pay all costs, losses and expenses which any such Office Bearer, member of the committee, member, or servant of the club may incur or become liable for by reason of contract entered into, or act or thing done by him or her as such Office Bearer, member of the committee, member of the club, or servant in any way in the proper discharge of his or her duties.
- c. No Office Bearer, member of the committee, member of the club, or servant, shall be liable for the acts, neglects, or defaults, of any other Office Bearer, member of the committee, member of the club, or servant, or for any loss or expense happening to the club through the insufficiency or deficiency of title to any property acquired for or on account of the club, or for the insufficiency or deficiency of any securities in or upon which any of the moneys of the club shall be invested, or for any loss or damage arising from the bankruptcy of any person with whom any moneys securities or effects shall be deposited, or for any other loss damage or misfortune whatever which shall happen in the execution of his or her duties, or in relation thereto, unless the same happens through his or her own willful act or default.

### **17. BY-LAWS OF THE CLUB:**

The committee of management may make such by-laws as may seem necessary or expedient for the efficient conduct and management of the club and its affairs, and may at any time annul or vary such by-laws, provided that such by-laws shall not be inconsistent with the terms of this Constitution, and shall not be inconsistent with both the Associations Incorporation Act 2016 and the Liquor Control Act 1988, and be passed by Special Resolution at a meeting of the committee of management.

## **18. INTERPRETATION**

Interpretation of this Constitution and any by-laws made under it shall be determined by the committee of the club whose decision shall be binding on all members.

## **19. MEMBER PROTECTION POLICY**

The committee hereby adopts the Tennis Australia Member Protection Policy with any amendments made from time to time.

## **20. DISSOLUTION OF THE CLUB**

- a. The club may be dissolved or wound up by a Special Resolution at any General Meeting or at an Extraordinary Meeting called for such purpose. If upon the winding up or dissolution of the club there shall remain after the satisfaction of all its debts and liabilities and the costs charges and expenses of the winding up any property whatsoever, the same shall not be paid to or distributed among the members of the club but shall be distributed:
  - i) to another incorporated club having objects similar to those of the club; or
  - ii) for charitable purpose
- b. which incorporated club or purposes as the case may be, shall be determined by Resolution of the members of the club when authorising and directing the committee to prepare a distribution plan for the distribution of the surplus property of the club in accordance with the Associations Incorporation Act 2016.

## **21. ELECTION OF LIFE MEMBERS:**

- a. Any member may nominate another member to the category of Life member, providing that the proposal in writing is submitted to the committee of management, and that member states the reasons why such a proposal should be considered.
- b. If the committee of management determines the validity of that nomination, then such proposal shall be presented at the next Annual General Meeting.
- c. The election of the nominee to Life members shall be by ballot. A Life member shall only be elected if seventy five percent (75%) of the members of the club, present at the Annual General Meeting, vote in favour of a resolution to appoint such person as a Life member.

## **22. PATRON OF THE CLUB:**

The club may by Special Resolution appoint or remove a Patron of the club, and such Patron shall not be eligible to vote unless the Patron is a current member of the club within another category of membership.