



LANE COVE TENNIS CLUB INCORPORATED

Y0045702

CONSTITUTION

9 March 2020

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PART I – PRELIMINARY

1) INTERPRETATION

- (1) In these rules, except in so far as the context or subject-matter otherwise indicates or requires: "ordinary member" means a member of the committee who is not an office-bearer of the association, as referred to in rule 27)b);
- (2) "secretary" means:
 - a) the person holding office under these rules as secretary of the association or
 - b) where no such person holds that office, the public officer of the association;
- (3) "special general meeting" means a general meeting of the association other than annual general meeting;
- (4) "the Act" means the Associations Incorporation Act 2009;
- (5) "the Regulation" means the Associations Incorporation Regulation 2016;
- (6) "the association" means the Incorporated Association registered under the Act in the name of "Lane Cove Tennis Club Incorporated".
- (7) In this Constitution:
 - a) a reference to a function includes a reference to a power, authority and duty; and
 - b) a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty.
- (8) The provisions of the Interpretation Act 1897 apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

2) OBJECTS

- (1) The objects for which the Association is established are to:
 - a) Provide tennis facilities for the Lane Cove Community and wider communities
 - b) Organise tennis activities for all ages and standards, that are safe, affordable and inclusive – social, competitive, school programs, lessons
 - c) Maintain tennis facilities for the enjoyment of the community
- (2) The Association must pursue tennis purposes only and must apply its income in promoting those purposes.

3) POWERS

- (1) The Association has all the powers of an individual and a body corporate but does not have the power to issue shares.
- (2) Despite rule 3.1 the powers of the Company are ancillary to and exercisable only to pursue the objects of the Company set out in rule 2.

PART II – MEMBERSHIP

4) MEMBERS

- (1) The number of members for which the Association proposes to be registered is a minimum of 5 and maximum unlimited.

5) LIMITED LIABILITY

- (1) The liability of the members is limited.

6) MEMBERSHIP CLASSIFICATIONS

- (1) The association shall consist of the following classes of:
 - a) adult members
 - b) junior members
 - c) weekday members
 - d) student members
 - e) recreation members
 - f) honorary life members
- (2) The number of members shall not exceed the number determined from time to time by the committee.

7) MEMBERSHIP

- (1) A person is qualified to be a member of the association if:
 - (a) The person is a natural person
 - (b) Has applied for membership provided by rule 4
 - (c) paid membership fees.

8) APPLICATION FOR MEMBERSHIP

- (1) An application of a person for membership of the association shall be made via on-line membership portal. Applications are reviewed and accepted by the Secretary once fees have been received. The Secretary advises the committee at each meeting of new members. New members are notified via email that their membership has been approved. Member profiles form part of the member database.

9) APPOINTMENT OF HONORARY LIFE MEMBERS

- (1) An annual general meeting may appoint as honorary life members, persons with a continuous membership of not less than ten years, who have rendered meritorious service to the association. A candidate for life membership shall be nominated in writing by not less than ten financial adult members and the nomination shall be received by the secretary no later than the 31st January in any year. Election shall be by secret ballot and shall require a majority of three quarters of the members present and entitled to vote.

10) ADULT MEMBERS' RIGHTS

- (1) All adult members are entitled to participate in all the activities of the association, have access to courts on all days for no charge outside permanent hires, can play competition tennis and represent the club at tournaments, can play the club championships and participated in all social activities. Adult members must comply to Tennis Australia's Code of Behaviour, March 2017 (<https://www.tennis.com.au/wp-content/uploads/2017/05/TA-Code-of-Behaviour-Tournaments-and-Weekly-Competitions.pdf>), Tennis Etiquette and Rules for Non-Umpired Matches (<https://www.tennis.com.au/wp-content/uploads/2019/06/Procedures-for-Matches-played-without-a-Chair-Umpire-V19.3.pdf>), and the ITF Rules of Tennis. Adult members can be elected to the committee; can attend the AGM and can exercise one (1) vote at the AGM.

11) JUNIOR MEMBERS' RIGHTS

- (1) Junior members are under the age of 18 years. They have full access to the courts outside permanent hire, can play competition tennis for the club, represent the club at tournaments, can play the club championships. Junior members must comply to Tennis Australia's Code of Behaviour, March 2017 (<https://www.tennis.com.au/wp-content/uploads/2017/05/TA-Code-of-Behaviour-Tournaments-and-Weekly-Competitions.pdf>), Tennis Etiquette and Rules for Non-Umpired Matches (<https://www.tennis.com.au/wp-content/uploads/2019/06/Procedures-for-Matches-played-without-a-Chair-Umpire-V19.3.pdf>), and the ITF Rules of Tennis. They cannot be elected to the committee or hold office. They can attend the AGM and can have one (1) vote.

12) WEEKDAY MEMBERS' RIGHTS

- (1) Weekday members have access to courts from Monday to Friday inclusive, including public holidays subject to permanent hires. They can play enter the club championships, play competition tennis for the club and represent the club at tournaments. Weekday members must comply to Tennis Australia's Code of Behaviour, March 2017 (<https://www.tennis.com.au/wp-content/uploads/2017/05/TA-Code-of-Behaviour-Tournaments-and-Weekly-Competitions.pdf>), Tennis Etiquette and Rules for Non-Umpired Matches (<https://www.tennis.com.au/wp-content/uploads/2019/06/Procedures-for-Matches-played-without-a-Chair-Umpire-V19.3.pdf>), and the ITF Rules of Tennis. They can be elected to the committee or hold office. They can attend the AGM and can have one (1) vote.

13) STUDENT MEMBERS' RIGHTS

- (1) All student members must show proof of current enrolment in a recognized tertiary education facility in the calendar year of membership. They are entitled to participate in all the activities of the association, have access to courts on all days for no charge outside permanent hires, can play competition tennis and represent the club at tournaments, can play the club championships and participated in all social activities. Student members must comply to Tennis Australia's Code of Behaviour, March 2017 (<https://www.tennis.com.au/wp-content/uploads/2017/05/TA-Code-of-Behaviour-Tournaments-and-Weekly-Competitions.pdf>), Tennis Etiquette and Rules for Non-Umpired Matches (<https://www.tennis.com.au/wp-content/uploads/2019/06/Procedures-for-Matches-played-without-a-Chair-Umpire-V19.3.pdf>), and the ITF Rules of Tennis. Student members can be elected to the committee; can attend the AGM and can exercise one (1) vote at the AGM.

14) RECREATIONAL MEMBERS' RIGHTS

- (1) Recreational members may use the facilities of the club at a cost (ie court hire, lessons, wellness programs, etc). They cannot be elected to the Committee. They don't have a vote at the AGM.

15) LIFE MEMBERS' RIGHTS

- (1) Honorary life members have all the privileges of a full member but are exempt from the payment of membership subscriptions for the rest of their life.

16) CESSATION MEMBERSHIP

- (1) A person ceases to be a member of the association if the person:
 - a) dies;
 - b) resigns that membership;
 - c) is expelled from the association; or
 - d) fails to pay/renew their annual membership fees within 3 months after fees are due.

17) MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

- (1) A right, privilege or obligation which a person has by reason of being a member of the association:
 - a) is not capable of being transferred or transmitted to another person, and
 - b) terminates upon cessation of the person's membership.

18) RESIGNATION OF MEMBERSHIP

- (1) A member of the association may resign from membership of the association by first giving to the secretary written notice.

- (2) If a member of the association ceases to be a member under subclause (1), and in every other case where a member 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.

19) REGISTER OF MEMBERS

- (1) The secretary must establish and maintain a register of members of the association (whether in written or electronic form) specifying the name and postal, residential or email address of each person who is a member of the association together with the date on which the person became a member.
- (2) The register of members must be kept in New South Wales:
 - (a) at the main premises of the association, or
 - (b) if the association has no premises, at the association's official address.
- (3) The register of members must be open for inspection, free of charge, by any member of the association at any reasonable hour.
- (4) A member of the association may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- (5) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- (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 newsletter, 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 the Regulation.
- (7) If the register of members is kept in electronic form:
 - (a) it must be convertible into hard copy, and
 - (b) the requirements in subclauses (2) and (3) apply as if a reference to the register of members is a reference to a current hard copy of the register of members.

20) FINANCIAL YEAR

- (1) The financial year of the association shall commence on the first day of January in each year.

21) FEES

- (1) The fees are payable by members shall be determined from time to time by the committee.
- (2) Fees are pro-rated from quarter 2 (ie 1 April) each year to 31 December
- (3) All fees are due and payable from the first day of January or from the date person joins.
- (4) A member transferring from one class of membership to another shall pay the difference between categories prevailing at the time of transfer or relevant reimbursement.
- (5) Fees are waived for office holders of the committee for the period they occupy that position

22) MEMBERS IN ARREARS

- (1) Membership is suspended if fees are not paid within 30 days from the due date. A member shall be given three months from the date of original billing to pay their fees. Thereafter the member's fees shall be in arrears and shall draw a surcharge as determined by the committee
- (2) All members with fees in arrears membership rights are suspended
- (3) A member whose subscription is in arrears for more than three months from its due date (first day of January) will be removed from membership.
- (4) Any member removed from membership in accordance with clause (3) may be re-admitted by the committee upon payment of fees in arrears and current year fees.
- (5) The Committee has discretion to waive these provisions in the case of hardship.

23) LEAVE OF ABSENCE

- (1) Leave of absence may be granted to a member by the committee.

24) MEMBERS' LIABILITIES

- (1) The liabilities of a member of the association to contribute towards payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by rule 21.

25) RESOLUTION OF DISPUTES

- (1) A dispute between a member and another member (in their capacity as members) of the association, or a dispute between a member or members and the association, are to be referred to a Community Justice Centre for mediation under the *Community Justice Centres Act 1983*.
- (2) If a dispute is not resolved by mediation within 3 months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.

- (3) The *Commercial Arbitration Act 2010* applies to a dispute referred to arbitration.

26) DISCIPLINING OF MEMBERS

- (1) A complaint may be made to the committee by any person that a member of the association:
 - (a) Has refused or neglected to comply with a provision or provisions of this constitution or other rules or policies of the Association from time to time
 - (b) has willfully acted in a manner prejudicial to the interests of the association.
- (2) The Committee can have regard to Tennis Australia's disciplinary policy for members
- (3) The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (4) If the committee decides to deal with the complaint, the committee:
 - (a) must cause notice of the complaint to be served on the member concerned, and
 - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (5) The committee may, by resolution, expel the member from the association or suspend the member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- (6) If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under rule 27.
- (7) The expulsion or suspension does not take effect:
 - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - (b) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under rule 27, whichever is the later.

27) RIGHT OF APPEAL OF DISCIPLINED MEMBER

- (1) A member may appeal to the association in general meeting against a resolution of the

- committee under clause 11, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
 - (3) On receipt of a notice from a member under subclause (1), the secretary must notify the committee, which is to convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.
 - (4) At a general meeting of the association convened under subclause (3):
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
 - (5) The appeal is to be determined by a simple majority of votes cast by members of the association.

PART III – COMMITTEE

28) POWERS, ETC, OF COMMITTEE

- (1) The committee shall be called the committee of management of the association and, subject to the Act, the Regulation and these rules and to any resolution passed by the association in general meeting:
 - (a) shall control and manage the affairs of the association;
 - (b) may exercise all such functions as may be exercised by the association other than those functions that are required by these rules to be exercised by a general meeting of members of the association;
 - (c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the association and
 - (d) Adopt rules and policies applicable to the operations of the Association.

29) COMPOSITION AND MEMBERSHIP OF COMMITTEE

- (1) The committee shall consist of:
 - (a) the office-bearers of the association; and
 - (b) no more than 6 ordinary members each of whom shall be elected at the annual general meeting of the association pursuant to rule 30.
- (2) The office-bearers of the association shall be:
 - (a) the president;
 - (b) the vice-president;
 - (c) the treasurer;
 - (d) the secretary;
 - (e) the captain; and
 - (f) the competition secretary.
- (3) A committee member may hold up to 2 offices (other than the offices of president and vice president)
- (4) There is no maximum number of consecutive terms for which a committee member may hold office
- (5) Each member of the committee shall, subject this Constitution, hold office until the conclusion of the annual general meeting following the date of the member's election,

but is eligible for re-election.

- (6) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of appointment.

30) ELECTION OF COMMITTEE MEMBERS

- (1) Nominations of candidates for election as office-bearers of the association or as ordinary members of the committee shall be received at the annual general meeting.
- (2) Each nomination of candidates shall be proposed and seconded by a member of the association entitled to vote and shall be consented to by the nominee.
- (3) A nominated candidate for election who is unable to attend the meeting shall notify the secretary prior to the meeting that they consent to their nomination for a particular office or ordinary member.
- (4) If insufficient further nominations are received, any vacant positions remaining on the committee shall be deemed to be casual vacancies.
- (5) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (6) If the number of nominations received exceeds the number of vacancies to be filled, a secret ballot shall be held.
- (7) The ballot for the election of office-bearers and ordinary members of the committee shall be conducted at the annual general meeting in such usual and proper manner as the chairman may direct.

31) SECRETARY

- (1) The secretary of the association shall, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.
- (2) It is the duty of the secretary to keep minutes of:
 - (a) all appointments of office-bearers and members of the committee.;
 - (b) the names of members of the committee present at a committee meeting or a general meeting; and
 - (c) all proceedings at committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting shall be adopted by the committee and signed by the chairperson of the next succeeding meeting.
- (4) The secretary shall maintain the membership database and a log of passwords.

- (5) The secretary shall co-ordinate the Annual Report.

32) TREASURER

- (1) It is the duty of the treasurer of the association to ensure:
- (a) that all money due to the association is collected and received and that all payments authorised by the association are made, and
 - (b) that correct books and accounts are kept showing the financial affairs of the association, including full details of all receipts and expenditure connected with the activities of the association.

33) COMPETITION SECRETARY

- (1) The competition secretary shall:
- (a) Communicate to members NSTA and other TNSW sanctioned competitions
 - (b) Organise players and teams to play in competitions, liaise with NSTA or TNSW as to player and team entries and gradings and ensure court availability for players/teams at the club
 - (c) Organise the annual club championships
 - (d) Contribute to the Annual Report

34) CAPTAIN

- (1) The captain will ensure Club social tennis and other social tennis events is supervised and properly organized.

35) CASUAL VACANCIES

- (1) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.
- (2) A casual vacancy in the office of a member of the committee occurs if the member:
- (a) dies, or
 - (b) ceases to be a member of the association, or
 - (c) is or becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
 - (d) resigns office by notice in writing given to the secretary, or
 - (e) is removed from office under rule 36 or

- (f) becomes a mentally incapacitated person, or
- (g) is absent without the consent of the committee from 3 consecutive meetings of the committee, or
- (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
- (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

36) REMOVAL OF OFFICE HOLDER OR COMMITTEE MEMBER

- (1) The association in general meeting may, by resolution, remove any member of the committee from the office of member before the expiration of the member's term of office and may, by resolution, appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) Where a member of the committee to whom a proposed resolution referred to in clause a) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the association, the secretary or the president may send a copy of the representations to each member of the association or, if they are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

37) COMMITTEE MEETINGS AND QUORUM

- (1) The committee shall meet at least 6 times a year to administer the affairs of the association and to pass the accounts.
- (2) Additional meetings of the committee may be convened by the president or by any member of the committee.
- (3) Oral or written notice of a meeting of the committee shall be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed upon by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under clause c) shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at that meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any four (4) members of the committee constitute a quorum for the transaction of the business of a meeting at the committee.
- (6) No business shall be transacted by the committee unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting stands adjourned to the same place and at the same hour of the same day in the following week.

- (7) If at the adjourned meeting a quorum is not present within half an hour at the time appointed for the meeting, the meeting shall be dissolved.
- (8) At a meeting of the committee:
 - (a) the president or, in the president's absence, a vice-president shall preside; or
 - (b) if the president and vice-presidents are absent or unwilling to act such one of remaining members of the committee as may be chosen by the members present at the meeting shall preside.

38) CIRCULAR RESOLUTION OF COMMITTEE

- (1) The Committee may pass a circular resolution without a Committee meeting being held.
- (2) A circular resolution is passed if 75% of the Committee members entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in rule 38.
- (3) Each Committee member may sign:
 - (a) a single document setting out the resolution and containing a statement that they agree to the resolution, or
 - (b) separate copies of that document, provided the wording of the resolution is the same in each copy.
- (4) The Association may send a circular resolution by email to the Committee members and the Committee Members may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.
- (5) A circular resolution is passed when the last Committee members signs or otherwise agrees to the resolution in the manner set out in rule 38.

39) APPOINTMENT OF ASSOCIATION MEMBERS AS COMMITTEE MEMBERS TO CONSTITUTE QUORUM

- (1) If at any time the number of committee members is less than the number required to constitute a quorum for a committee meeting, the existing committee members may appoint a sufficient number of members of the association as committee members to enable the quorum to be constituted.
- (2) A member of the committee so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.
- (3) This clause does not apply to the filling of a casual vacancy to which rule 35 applies.

40) USE OF TECHNOLOGY AT COMMITTEE MEETINGS

- (1) A committee meeting may be using any technology approved by the committee that gives each of the committee's members a reasonable opportunity to participate.

- (2) A committee member who participates in a committee meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

41) DELEGATION BY COMMITTEE TO SUB-COMMITTEE

- (1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or numbers of association as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:
 - (a) this power of delegation, and
 - (b) a function which is a duty imposed on the committee by the Act or by any other law.
- (2) A function of the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub- committee in accordance with the terms of the delegation.
- (3) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Notwithstanding any delegation under this rule, the committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the committee.
- (6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (7) A sub-committee may meet and adjourn as it thinks proper.

42) VOTING AND DECISIONS

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee shall be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote, but in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to rule 35, the committee may act notwithstanding any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered by the committee or by a sub-committee appointed by the committee, is valid and

effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

PART IV - GENERAL MEETINGS

43) ANNUAL GENERAL MEETINGS - HOLDING OF

- (1) The association must hold its first annual general meeting within 18 months after its registration under the Act.
- (2) The association must hold its annual general meetings:
 - (a) within 6 months after the close of the association's financial year, or
 - (b) within any later time that may be allowed or prescribed under section 37 (2) (b) of the Act.

44) ANNUAL GENERAL MEETINGS - CALLING OF AND BUSINESS AT

- (1) The annual general meeting of the association is, subject to the Act and to rule 43, to be convened on the date and at the place and time that the committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - (b) to receive from the committee reports on the activities of the association during the last preceding financial year,
 - (c) to elect office-bearers of the association and ordinary committee members,
 - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as that type of meeting in the notice convening it.

45) SPECIAL GENERAL MEETINGS - CALLING OF

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the association.
- (2) The committee shall, on the requisition in writing of not less than ten full members, convene a special general meeting of the association.
- (3) A requisition of members for a special general meeting
 - (a) shall state the purpose or purposes of the meeting;
 - (b) shall be signed by the members making the requisitions;
 - (c) shall be lodged with the secretary, and

- (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the committee fails to convene a special general meeting to be held one month after the date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not more than three months after that date.
- (5) A special general meeting convened by a member or members as referred to in clause (4) shall be convened as nearly as is practicable in the same manner as general meetings are convened by the committee and any member who thereby incurs expense is entitled to be reimbursed by the association for any expenses so incurred.
- (6) For the purposes of clause (3):
 - (a) a requisition may be in electronic form, and
 - (b) a signature may be transmitted, and a requisition may be lodged, by electronic means.

46) NOTICE

- (1) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary shall, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent by - post, email or other electronic means to each member at the member's address appearing in the register of names, a notice specifying the place, date and time of meeting and the nature of the business proposed to be transacted at the meeting.
- (2) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in clause a) specifying, in addition to the matter required under clause a), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to rule 44 (2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who shall include that business in the next notice calling a general meeting given after receipt of the notice from the member.

47) QUORUM FOR GENERAL MEETINGS

- (1) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- (2) Six members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general

meeting.

- (3) If within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present, the meeting:
 - (a) if convened upon the requisition of members shall be dissolved,
 - (b) and in any other case shall stand adjourned to the same day in the following week at the time and (unless another place is specified at the time of adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
 - (c) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than three) shall constitute a quorum.

48) PRESIDING MEMBER

- (1) The president or, in the president's absence a vice-president, shall preside as chairperson at each general meeting of the association.
- (2) If the president and vice-president are absent from a general meeting or are unwilling to act, the members present shall elect one of their number to preside as chairperson at the meeting.

49) ADJOURNMENT

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where a general meeting is adjourned for 14 days or more, the secretary shall give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in clause 48 (1) and 48 (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

50) MAKING OF DECISIONS

- (1) A question arising at a general meeting of the association is to be determined by:
 - (a) a show of hands or, if the meeting is one to which rule 40 (1) and 40 (2) applies, any appropriate corresponding method that the committee may determine, or
 - (b) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot.

- (2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) Subclause (2) applies to a method determined by the committee under subclause (1) (a) in the same way as it applies to a show of hands.
- (4) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

51) SPECIAL RESOLUTION

- (1) A special resolution may only be passed by the Association in accordance with section 39 of the Act.

52) VOTING

- (1) On any question arising at a general meeting of the association a member has one vote only if class of member is eligible to vote.
- (2) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.

53) APPOINTMENT OF PROXIES

- (1) Proxy voting must not be undertaken at or in respect of a General Meeting.

54) USE OF TECHNOLOGY AT GENERAL MEETINGS

- (1) A general meeting may be held at 2 or more venues using any technology that gives each of the association's members a reasonable opportunity to participate.
- (2) A member of an association who participates in a general meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

55) INSURANCE

- (1) The association shall affect and maintain insurance pursuant to section 44 of the Act.
- (2) In addition to the insurance required under clause a), the association may affect and maintain other insurance.

56) FUNDS - SOURCE

- (1) The funds of the association shall be derived from membership fees and subscriptions; court and club house hire; competitions; tournaments; social functions; donations and, subject to any resolution passed by the association in general meeting, such other sources as the committee determines.

- (2) All money received by the association shall be deposited as soon as practicable and without deduction to the credit of the association's bank account.
- (3) When requested the association shall, as soon as practicable after receiving any money, issue an appropriate receipt.

57) FUNDS - MANAGEMENT

- (1) Subject to any resolution passed by the association in general meeting, the funds of the association shall be used in pursuance of the objects of the association in such manner as the committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes, electronic payments and other negotiable instruments must be authorized and signed by any two authorized committee members.
- (3) All monies received by the association must be deposited as soon as practicable to the credit of the association's bank account.

58) ALTERATION OF CONSTITUTION

- (1) The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the association.

59) DISTRIBUTION OF PROPERTY ON WINDING UP OF ASSOCIATION

- (1) Subject to the Act and the Regulations, in a winding up of the association, any surplus property of the association is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members.
- (2) In this clause, a reference to the surplus property of an association is a reference to that property of the association remaining after satisfaction of the debts and liabilities of the association and the costs, charges and expenses of the winding up of the association.

60) CHANGE OF NAME, OBJECTS AND CONSTITUTION

- (1) An application for registration of a change in the association's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a committee member.

61) CUSTODY OF BOOKS, ETC

- (1) Except as otherwise provided by these rules, the public officer, Secretary or Treasurer shall keep in his or her custody or under his or her control all records, books and other documents relating to the association in NSW.

62) PUBLIC OFFICER

- (1) The management committee must appoint a public officer who is aged 18 years or more and is ordinarily resident in New South Wales.

- (2) The public officer may, but need not be, a member of the management committee. If the public officer stops living in New South Wales or otherwise vacates office in the circumstances set out in section 35(1) of the Act the committee must appoint a new public officer within 14 days.

63) INSPECTION OF BOOKS

- (1) The records, books and other documents of the association shall be open for inspection, free of charge, by a member of the association at any reasonable hour.

64) SERVICE OF NOTICES

- (1) For the purpose of this constitution, a notice may be served on or given to a person:
 - (a) by delivering it to the person personally, or
 - (b) by sending it by pre-paid post to the address of the person, or
 - (c) by sending it by email to an address specified by the person for giving or serving the notice.
- (2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
 - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
 - (c) in the case of a notice sent by email or other electronic means, on the date it was sent

65) AUDITOR

- (1) The association may, but is not required to, appoint an auditor, except if required by the Act. The auditor has power at any time to call for the production of all books, accounts and other documents relating to the affairs of the association.
- (2) An auditor may be appointed at each annual general meeting as the association's auditor for the following financial year. If the annual general meeting appoints an auditor, any vacancy occurring during the year in the office of auditor must be filled by the management committee.

66) APPLICATION OF INCOME

- (1) The income and property of the Association, from wherever it is derived, must be applied solely towards the promotion of the objects set out in Rule 2.
- (2) No portion of the income or property of the Association may be paid directly or indirectly, by way of dividend, bonus or otherwise to the members of the Association.

- (3) Nothing in this constitution prevents a payment in good faith for:
 - (a) any services actually rendered to the association whether as an employee, officer or otherwise;
 - (b) goods supplied to the association in the ordinary and usual course of operation;
 - (c) interest on money borrowed from any member;
 - (d) rent for premises let by any member to the association; and
 - (e) reasonable out-of-pocket expenses incurred by a member on behalf of the association.
- (4) No payment made by the association may exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.
- (5) The management committee may approve expenditure on behalf of the association.

67) COMMON SEAL

- (1) The association does not have a common seal.
- (2) The signatures of any two office holders of the association are required to bind the association.

68) INDEMNITY

- (1) The association indemnifies management committee members against any liability incurred in good faith by them in the course of performing their duties.

69) EXECUTIVE AND STAFF

- (1) The management committee may, from time to time, employ a general manager and other staff it considers necessary or appropriate, in each case for such period and on such conditions as the management committee determines. A member of the management committee may perform paid functions for the association.

70) CUSTODY OF BOOKS

- (1) Except as otherwise provided by this constitution, all records, books and other documents relating to the association must be kept in New South Wales:
 - (a) at the main premises of the association, in the custody of the public officer or Secretary (or as the management committee otherwise determines); or
 - (b) if the association has no premises, at the association's official address, in the custody of the public officer.

71) RULES AND POLICIES

- (1) The management committee may make and amend Rules and Policies for the proper

advancement, management and administration of the association and the advancement of the purposes of the association as it thinks necessary or desirable.

- (2) The Rules and Policies must be consistent with the constitution and are binding on the association and all members.
- (3) This constitution and any Rules and Policies must be provided to members of the association on request