



NORTHERN SUBURBS
TENNIS ASSOCIATION

Serving Tennis since 1921

**CONSTITUTION
OF THE
NORTHERN
SUBURBS TENNIS
ASSOCIATION Inc.**

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NORTHERN SUBURBS TENNIS ASSOCIATION INC. 19

Constitution of the Northern Suburbs Tennis Association Inc.

1. Name of Incorporated Association

The Incorporated Association shall be called the Northern Suburbs Tennis Association Inc. and shall in this Constitution be referred to as "the Association".

2. Boundaries of the Association

The boundaries of the Association, unless otherwise altered by Tennis NSW shall be: the Municipalities of North Sydney, Mosman and Lane Cove, the City of Willoughby and that part of the Municipality of Kuring-gai generally south-east of the centre lines of Mona Vale Road and Ryde Road.

3. Interpretation

- 1) In this Constitution, except in so far as the context or subject matter otherwise indicates or requires –
 - a) "**Committee**" means the management committee of the Association, as elected at the annual general meeting by the voting delegates, which controls and manages the affairs of the Association.
 - b) "**Financial Year**" means the financial year of the Association, which commences on 1 January and ends on 31 December each calendar year.
 - c) "**Public officer**" – Secretary or any Committee member.
 - d) "**Secretary**" means –
 - i) the person holding office under this Constitution as Secretary of the Association; or
 - ii) where no such person holds that office, the Public Officer of the Association.
 - e) "**Special General Meeting**" means a general meeting of the Association other than the Annual General Meeting.
 - f) "**Tennis Player**" or "**Player**" means a member of one or more of the classes of membership referred to in clause 5.
 - g) "**the Act**" means the Associations Incorporation Act 2009.
 - h) "**the Regulation**" means the Associations Incorporation Regulation 2016.
 - i) "**voting delegate**" means those entities and persons entitled to vote at a general meeting as defined in clause 39.
 - j) "**Tennis Club**" means a group with a membership of not less than four (4) persons, whether incorporated or unincorporated, but regulated by rules with one of its main objects to provide tennis for its members.
 - k) "**Tennis Coaching Business**" means a person or persons conducting a tennis instruction business for profit.
 - l) "**Tennis Organisation**" means an unincorporated group of not less than four (4) persons organised for the purpose of providing tennis for such persons.
- 2) 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.
- 3) The provisions of the Interpretation Act, 1987, apply to and in respect of this Constitution in the same manner as those provisions would so apply if this Constitution were an instrument made under the Act.

4. Objects of the Association

- 1) The objectives of the Association are:
 - a) to conduct, play and promote the sport of tennis together with such other activities as the Association may conduct;
 - b) to engender by association a fraternal feeling among players and to preserve and promote all aspects of the above mentioned game;

- c) to acquire facilities including Association headquarters, tennis courts and sporting equipment for the use of players, and to provide refreshment, food and entertainment for players and to encourage and promote social activities among players;
 - d) to conduct competitions and/or tournaments as may from time to time be decided upon;
 - e) to promote and encourage junior tennis by financial assistance in the form of travelling allowances, encouragement awards, awards for excellence or by any other means to individual registered playing within the boundaries of the Association;
 - f) to promote tennis within the boundaries of the Association;
 - g) to join with or affiliate with Associations or organisations with similar aims and objectives as determined by the members at Committee meetings; and
 - h) to purchase, take on lease or in exchange, hire and otherwise acquire any lands, building, easement or other property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used with, any of the objects of the Association.
- 2) Any member of the public is entitled to participate in competitions, tournaments or events organised by the Association, subject to clause 16 of this Constitution.
- 3) Provided that in case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts:
- a) to appoint, employ, remove or suspend such managers, clerks, secretaries, volunteers, employees and other persons as may be necessary or convenient for the purposes of the Association;
 - b) to invest and deal with the money of the Association not immediately required in such manner as the Committee thinks fit;
 - c) to borrow or raise or secure the payment of money in such manner as the Association thinks fit and to secure the same or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or entered into by the Association in any way and in particular by the issue of debentures perpetual or otherwise charged upon all or any of the Association's property (both present and future) and to purchase or pay off such securities; and
 - d) to transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more clubs, institutions, societies or associations with which the Association is authorised to amalgamate.

5. Stakeholders of the Association

- 1) The membership of the Association shall consist of Tennis Clubs, Tennis Organisations and Tennis Coaching Businesses within the boundaries of the Association. The Association shall not have individual persons as members except for Honorary Life Members and Honorary Associate Members.
- 2) Individual persons will be regarded as tennis players, of which there are two categories:
 - a) Registered Players – being persons who are registered players as recognised by Tennis NSW and/or Tennis Australia; and
 - b) Unregistered players – any person who plays tennis within the boundaries of the Association who is not a player registered with Tennis NSW and/or Tennis Australia.
- 3) Players who have made a significant contribution towards pursuit of the objectives of the Association may be recognised as follows:
 - a) Honorary Life Members – this recognition is the highest honour players of the Association can bestow on any person considered by them to have over a number of years made a distinguished contribution to tennis within the Association. At the recommendation of the Committee, the voting delegates of the Association may at the annual general meeting elect not more than two (2) Honorary Life Members. Such Honorary Life Members must obtain at least 75% of the votes of those present in person or by proxy at the annual general meeting to be elected; and
 - b) Honorary Associate Members – this recognition may be bestowed on any person considered to have rendered valuable service to the Association. At the recommendation of the Committee, the voting delegates of the Association may at the annual general meeting elect not more than two (2) Honorary Associate Members. Such Honorary Associate Members must obtain at least 75% of

the votes of those present in person or by proxy at the annual general meeting to be elected.

6. Application for membership

- 1) An application by a Tennis Club, Tennis Organisation or Tennis Coaching Business for membership of the Association:
 - a) must be made in writing (including by email or other electronic means, if the Committee so determines) in the form determined by the Committee, and
 - b) must be lodged (including by electronic means, if the Committee so determines) with the secretary of the Association.
- 2) As soon as practicable after receiving an application for membership, the secretary must refer the application to the Committee, which is to determine whether to approve or to reject the application.
- 3) As soon as practicable after the Committee makes that determination, the secretary must notify the Tennis Club, Tennis Organisation or Tennis Coaching Business in writing (including by email or other electronic means, if the Committee so determines) that the Committee approved or rejected the application (whichever is applicable).
- 4) If the application for membership is accepted by the Committee, 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.

7. Cessation of membership

- 1) A Tennis Club, Tennis Organisation or Tennis Coaching Business ceases to be a member of the Association if it:
 - a) is insolvent, under administration or is otherwise being wound up, or
 - b) resigns membership, or
 - c) is expelled from the Association.

8. Membership entitlements not transferable

- 1) A right, privilege or obligation which a Tennis Coaching Business, Tennis Organisation or Tennis Club has by reason of being a member of the Association:
 - a) is not capable of being transferred or transmitted to another Tennis Club or Tennis Coaching Business, and
 - b) terminates on cessation of the entity's membership.

9. Resignation of membership

- 1) A Tennis Club, Tennis Organisation or Tennis Coaching Business of the Association may resign from membership of the Association by first giving to the secretary written notice of at least 1 month (or any other period that the committee may determine) of their intention to resign and, on the expiration of the period of notice, the Tennis Club, Tennis Organisation or Tennis Coaching Business ceases to be a member.
- 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.

10. 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 and email address of each Tennis Club, Tennis Organisation or Tennis Coaching Business who is a member of the Association together with the date on which the Tennis Club, Tennis Organisation or Tennis Coaching Business became a member. In addition, the register must record the name, telephone number and email address of the person whom the member nominates to be its primary point of contact for communications made by the Association.

- 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 public 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.

11. Fees

- 1) No initial subscription fee or "entry fee" is payable by any Tennis Club, Tennis Organisation or Tennis Coaching Business which applies to be admitted as a member of the Association.

12. Members' liabilities

- 1) Members of the Association have no liability to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association.

13. 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, is to be referred to Tennis Australia and is to be handled in accordance with Tennis Australia's dispute resolution policy and processes.
- 2) If the dispute is not resolved within 3 months of the date it was referred to Tennis Australia under sub-clause 1) above, it is to be referred to a Community Justice Centre for mediation under the Community Justice Centres Act 1983 .
- 3) If a dispute is not resolved by mediation within 3 months of the date of referral to a Community Justice Centre, the dispute is to be referred to arbitration. The Commercial Arbitration Act 2010 applies to a dispute referred to arbitration.

14. 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
 - b) has wilfully acted in a manner prejudicial to the interests of the Association.
- 2) The Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- 3) 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.

- 4) 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.
- 5) 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 clause 15.
- 6) 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 clause 15, whichever is the later.

15. 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 14, 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.
 - d) The appeal is to be determined by a simple majority of votes cast by members of the Association.

16. Disciplining of Players

- 1) Where the Committee is of the opinion that a player within the Association:
 - a) has persistently refused or neglected to comply with a provision or provisions of this Constitution and/or Tennis Australia's Code of Behaviour; or
 - b) has persistently and willfully acted in a manner prejudicial to the interests of the Association,
 the Committee will be governed by Tennis Australia's Disciplinary Policy as to the course of action to be taken and may, by resolution, resolve to take any disciplinary action in accordance with Tennis Australia's Disciplinary Policy.
- 2) A resolution of the Committee under subclause 1) is of no effect unless the Committee at a meeting held not earlier than fourteen (14) days and not later than twenty-eight (28) days after service on the player of a notice under subclause 3) confirms the resolution in accordance with this clause.
- 3) Where the Committee passes a resolution under subclause 1), the Secretary shall, as soon as practicable, cause a notice in writing to be served on the player -
 - a) setting out the resolution of the Committee and the grounds on which it is based;
 - b) stating that the player may address the Committee at a meeting to be held not earlier than fourteen (14) days and not later than twenty-eight (28) days after service of the notice;
 - c) stating the date, place and time of that meeting; and
 - d) informing the player that the player may do either or both of the following:-
 - i. attend and speak at the meeting;
 - ii. submit to the Committee at or prior to the date of that meeting written representations relating to the resolution.
- 4) At a meeting of the Committee held as referred to in subclause 3) the Committee shall:

- a) give to the player an opportunity to make oral representations;
 - b) give due consideration to any written representations submitted to the Committee by the player at or prior to the meeting; and
 - c) by resolution determine whether to confirm or to revoke the resolution.
- 5) Where the Committee confirms a resolution under subclause 4), the Secretary shall within seven (7) days after that confirmation, by notice in writing inform the player of the fact.

THE COMMITTEE

17. Powers etc. of the Committee

- 1) The Committee shall be called the Committee of Management of the Association and subject to the Act, the Regulation and this Constitution and 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 this Constitution to be exercised by a general meeting of members of the Association; and
 - 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 including the making and variation of any regulation which may be deemed necessary by the Committee.

18. Executive Committee

The Office Bearers shall comprise an executive Committee and, with the exception of Patrons, have the powers to deal with matters of urgency, subject to confirmation by the Committee.

19. Constitution and Membership

- 1) The Committee shall consist of:
- a) the Office Bearers of the Association; and
 - b) up to fourteen (14) other members each of whom shall be elected at the Annual General Meeting of the Association pursuant to clause 10.
- 2) The Office Bearers of the Association shall be -
- a) Patron(s)
 - b) President
 - c) Vice-Presidents (3)
 - d) Honorary Treasurer
 - e) Secretary

20. Election of Members of the Committee

- 1) Nomination of candidates for election as Office Bearers of the Association or as ordinary members of the Committee -
- a) shall be made in writing, signed by two (2) registered players or associated club players, or principal of a Tennis Coaching Business of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - b) shall be delivered to the Secretary of the Association not less than seven (7) days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.
- 2) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the Annual General Meeting.
- 3) If insufficient further nominations are received, any vacant positions remaining on the Committee shall be deemed to be casual vacancies.
- 4) 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.

- 5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
- 6) The ballot for the election of Office Bearers and other members of the Committee shall be conducted at the Annual General Meeting in such usual and proper manner as the Committee may direct.
- 7) A candidate may be nominated for more than one (1) position on the Committee at any election, however the order of election shall be as follows:
 - a) Patron(s)
 - b) President
 - c) Vice Presidents (3)
 - d) Secretary
 - e) Honorary Treasurer
 - f) and other Committee members.
- 8) Each member of the Committee shall, subject to 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 at that Annual General Meeting.
- 9) There is no maximum number of consecutive terms of office of any Office Bearers or other members on the Committee.
- 10) In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a player or office bearer from a member Tennis Club or Tennis Coaching Business of the Association to fill the vacancy and the member so appointed shall hold office, subject to this Constitution, until the conclusion of the Annual General Meeting next following the date of the appointment.

21. Secretary

- 1) The Secretary of the Association who shall also be the Public Officer 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 the 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.

Minutes of proceedings at a meeting shall be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

22. Treasurer

- 1) It is the duty of the Treasurer of the Association to ensure that -
 - a) all the money due to the Association is collected and received and that all payments authorised by the Association are made;
 - b) 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.

23. Casual Vacancies

- 1) For the purpose of this Constitution, a casual vacancy in the office of a member of the Committee occurs if the member -
 - a) dies;
 - b) resigns office by four (4) weeks' notice in writing given to the Secretary;
 - c) is removed from office;
 - d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - e) is absent without the consent of the Committee from all meetings of the Committee held during a period of six (6) months;

- f) becomes an insolvent under administration within the meaning of the Corporations Act 2001 (Cth).

24. Removal of members of the Committee

- 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 member 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 subclause 1) 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.

25. Meetings and Quorum

- 1) The Committee shall meet at least five (5) times in each period of twelve (12) months at such place and time as the Committee determines.
- 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 forty-eight (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 subclause 3) shall specify the general nature of business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the Committee members present at the meeting unanimously agree to treat as urgent business.
- 5) Any five (5) members of the Committee constitute a quorum for the transaction of the business of a meeting of 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 hour of the same day of the following week.
- 7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the members present (not being less than three (3)) shall constitute a quorum.
- 8) At a meeting of the Committee -
 - a) the President shall preside as chairperson; or
 - b) if the President is absent or unwilling to act, such one of the remaining members of the Committee as may be chosen by the members present at the meeting shall preside as chairperson.

26. Use of technology at Committee meetings

- 1) A Committee meeting may be held at 2 or more venues 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.

27. Delegation by Committee to a sub-committee

- 1) The Committee may delegate to one or more sub-committees the exercise of such of the functions of the Committee as are specified 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, the exercise of which has been delegated to a sub-committee under this clause 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 clause may be made subject to such conditions or limitations as to the exercise of any functions the subject thereof, or as to time or circumstances, as may be specified in the instrument of delegation.
- 4) Notwithstanding any delegation under this clause, 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 clause 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 clause.
- 7) A sub-committee may meet and adjourn as it thinks proper.
- 8) With the approval of the Committee, a sub-committee may hold a meeting annually to elect officers of that sub-committee for the ensuing year and may hold funds in the name of the Association and that sub-committee to a limit as determined by the Committee. The membership of the sub-committee is to be approved by a Committee prior to them taking office.
- 9) The President and Secretary of the Association shall be ex-officio members of all sub-committees.

28. 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 unless otherwise specified in this Constitution or the Act.
- 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 (1) 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 clause 25 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.

29. 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 all the Committee members entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in clause 29 3) or clause 29 4).
- 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 clause 29 3) or clause 29 4).

GENERAL MEETINGS

30. Annual General Meetings – holding of

With the exception of the first Annual General Meeting of the Association, the Association shall, at least once in each calendar year and within the period of six (6) months after the expiration of each Financial Year of the Association, convene an Annual General Meeting of its voting delegates.

31. Annual General Meetings – calling of and business at

- 1) The Annual General Meeting of the Association shall, subject to the Act and subject to clause 30, be convened on such date and at such place and time as 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 shall be -
 - a) to confirm the Minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that last meeting;
 - b) to receive from the Committee reports upon the activities of the Association during the last preceding Financial Year;
 - c) to elect Office Bearers of the Association and ordinary members of the Committee;
 - d) to recognise players as Honorary Life Members and Honorary Associate Members; and
 - e) to receive and consider any financial statement or report required to be submitted at the Annual General Meeting pursuant to the Act.
- 3) An Annual General Meeting shall be specified as such in the notice convening it.
- 4) Voting delegates only shall be entitled to vote at any Annual General Meeting of the Association.

32. 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 five (5) percent of the total number
- 3) of voting delegates, convene a special meeting of the Association.
- 4) A requisition of voting delegates for a Special General Meeting -
 - a) shall state the purpose or purposes of the meeting;
 - b) shall be signed by the voting delegates making the requisition;
 - 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 voting delegates making the requisition.
- 5) If the Committee fails to convene a Special General Meeting to be held within one (1) month after that date on which the requisition of voting delegates for the meeting is lodged with the Secretary, any one or more of the voting delegates who made the requisition may convene a Special General Meeting to be held not later than three (3) months after that date.
- 6) A Special General Meeting convened by a voting delegate or voting delegates as referred to in subclause 5) shall be convened as nearly as is practicable in the same manner as general meetings are convened by the Committee and any voting delegate who thereby incurs expense is entitled to be reimbursed by the Association for any expense so incurred.
- 7) Voting delegates only shall be entitled to attend and vote at any Special General Meeting of the Association.

33. 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 fourteen (14) days before the date fixed for the holding of the general meeting, cause to be sent by pre-paid post to each voting delegate at the voting delegate's address appearing in the register of members, or served personally to each voting delegate, or emailed to each voting delegate, or sent by **electronic direct mail (EDM)**, or forwarded to the voting delegate's Tennis Club, Tennis Coaching Business or Tennis Organisation address, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 2) For the purpose of this Constitution, a notice may be served by or on behalf of the Association upon any voting delegate either personally, electronically or by sending it by post to the voting delegate at the voting delegate's address shown in the register of members or the voting delegate's Tennis Club, Tennis Coaching Business or Tennis Organisation address.
- 3) 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 twenty-one (21) days before the date fixed for the holding of the general meeting, cause notice to be sent to each voting delegate in the manner

- provided in subclause 1), the intention to propose the resolution as a special resolution.
- 4) 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 clause 31 2).
 - 5) A voting delegate 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 voting delegate.
 - 6) Notwithstanding subclauses 1)-5), a notice may be served by or on behalf of the Association through the use of electronic means to each member, including by sending it to the member's email address as recorded in the register of members. A notice served through email is deemed to be received 1 hour after being sent, unless the sender receives an automatically generated message notifying it of "delivery failure." If the message fails to send due to file size or for any other reason to the members' nominated email address, the Association must provide notice to that member by any of the other means stipulated above.

34. Procedure

- 1) No item of business shall be transacted at a general meeting unless a quorum of voting delegates entitled under this Constitution to vote is present during the time the meeting is considering that item.
- 2) Fifteen (15) voting delegates present in person 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 if convened upon the requisition of voting delegates shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to voting delegates given before the day to which the meeting is adjourned) at the same place.
- 4) 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 voting delegates present (being not less than ten (10)) shall constitute a quorum.

35. Presiding Delegate

- 1) The President shall preside as chairperson at each general meeting of the Association.
- 2) If the President is absent from a general meeting or unwilling to act, the voting delegates present shall elect one of their number to preside as chairperson at the meeting.

36. Adjournment

- 1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of voting delegates 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 fourteen (14) days or more, the Secretary shall give written or oral notice of the adjourned meeting to each voting delegate 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 subclauses 1) and 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.

37. Making of Decisions

- 1) A question arising at a general meeting of the Association shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, 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.

- 2) At a general meeting of the Association, a poll may be demanded by the chairperson or by not less than three (3) voting delegates present in person or by proxy at the meeting.
- 3) Where a poll is demanded at a general meeting, a poll shall be taken -
 - a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or
 - b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

38. Special Resolution

- 1) A resolution of the Association is a special resolution if –
 - a) it is passed by a majority which comprises not less than three quarters of such voting delegates of the Association as, being entitled under this Constitution so to do, vote in person or by proxy at a general meeting of which not less than twenty-one (21) days written notice specifying the intention to propose the resolution as a special resolution was given in accordance with this Constitution; or
 - b) where it is made to appear to the Secretary (as defined within the Act) that it is not possible or practicable for the resolution to be passed in the manner specified in paragraph (a), the resolution is passed in a manner specified by the Secretary (as defined within the Act).

39. Voting at General Meetings

- 1) Persons entitled to vote at a general meeting of the Association shall be:
 - a) Honorary Life Members
 - b) Honorary Associate Members
 - c) The President and Secretary (or their representative) of any Tennis Club entering registered players (as per clause 5) in competitions conducted by the Association during the preceding twelve (12) months
 - d) Tennis Clubs entering players in competitions conducted by the Association shall be entitled to additional voting delegates, over the age of eighteen (18) years, according to the following formula which will be based on the number of registered players (as per clause 5) belonging to the Tennis Club as at the date the notice is sent pursuant to clause ~~33~~24:
 - i) 20 – 50 registered players: Two (2) delegates
 - ii) Each succeeding 50 registered players or part thereof: One (1) delegate
 - e) Tennis Organisations entering at least four (4) registered players (as per clause 5) in competitions conducted by the Association during the preceding twelve (12) months shall be entitled to one (1) voting delegate over the age of eighteen (18) years
 - f) A Tennis Coaching Business entering at least four (4) registered players (as per clause 5) in competitions conducted by the Association during the preceding twelve (12) months shall be entitled to one (1) voting delegate over the age of eighteen (18) years. Such businesses shall be entitled to additional voting delegates, over the age of eighteen (18) years, according to the following formula which will be based on the number of registered players (as per clause 5) participating in Association competitions or other activities over the preceding Financial Year:
 - i) 20 – 50 registered players: Two (2) delegates
 - ii) Each succeeding 50 registered participants or part thereof: One (1) delegate
 - g) No Tennis Club, Tennis Organisation or Tennis Coaching Business shall be entitled to more than eight (8) votes at a General Meeting of the Association.
- 2) Upon any question arising at a general meeting of the Association each such voting delegate has one (1) vote only.
- 3) All votes shall be given personally or by proxy, but no such person may hold more than two (2) proxies.
- 4) In 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.

40. Appointment of Proxies

- 1) Each voting delegate eligible to vote shall be entitled to appoint another delegate as proxy by notice given to the Secretary no later than twenty-four (24) hours before the time of the meeting in respect of which the proxy is appointed.
- 2) The notice appointing the proxy shall be in the form set out in Appendix 1 to this Constitution.

41. Postal or electronic ballots

- 1) The Association may hold a postal or electronic ballot (as the Committee determines) to determine any issue or proposal (other than an appeal under clause 15).
- 2) A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

42. Use of technology at general meetings

- 1) A general meeting may be held at 2 or more venues using any technology approved by the Committee 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.

43. Circular resolution of members

- 1) Subject to clause 43 ~~2)3)~~, the Committee may put a resolution to the members to pass a resolution without a general meeting being held (a circular resolution).
- 2) Circular resolutions cannot be used:
 - a) for a resolution to remove an auditor, appoint a Committee member or remove a Committee member, or
 - b) where the Act or this Constitution requires a meeting to be held.
- 3) A circular resolution is passed if all the members entitled to vote on the resolution sign or agree to the circular resolution, in the manner set out in clause 43 4) or clause 43 5).
- 4) Members may sign:
 - c) a single document setting out the circular resolution and containing a statement that they agree to the resolution, or
 - d) separate copies of that document, provided the wording is the same in each copy.
- 5) The Association may send a circular resolution by email to members and members may agree by sending a reply email to that effect, including the text of the resolution in their reply.

44. Insurance

- 1) The Association shall obtain and maintain insurance as approved by the Committee.

45. Funds - Source

- 1) The funds of the Association shall be derived from competition, tournament and event fees, donations, bequests, sponsorships, grants, rent 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 or building society account or other financial account held at a financial institution approved by the Committee for that purpose.

46. 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 and other negotiable instruments shall be signed by any two (2) members of the Committee or employees of the Association, being members or

employees authorised to do so by the Committee.

47. Alteration to Objects or Constitution of the Association

The statement of objects and this Constitution may be altered, rescinded or added to only by a special resolution of the Association.

48. Common Seal

- 1) The common seal of the Association shall be kept in the custody of the Public Officer.
- 2) The common seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal shall be attested by the signatures either of two (2) members of the Committee or of one (1) member of the Committee and of the Public Officer or Secretary.

49. Custody of books etc.

Except as otherwise provided by this Constitution, the Public Officer shall keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

50. Inspection of books

The records, books and other documents of the Association shall be open to inspection, free of charge, by a member of the Association at any reasonable hour.

51. Services 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 the person's Tennis Club, Tennis Coaching Business or Tennis Organisation address, or
 - c) by sending it by some form of electronic transmission 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 some form of electronic transmission, on the date it was sent or, if the technology/device from which the transmission was sent produces a report indicating that the notice was sent at a later date, on that date.

52. Surplus property

In the event of the winding up or the cancellation of the incorporation of the Association, its surplus property is to be vested in a like-minded non-profit tennis organisation or organisations to be used for the further development of tennis within the Sydney Metropolitan area and in particular tennis within the current boundaries of the Association.

53. Indemnity

Every member of the Committee, Auditor, Secretary and other officer of the Association shall be indemnified out of the assets of the Association against any liability arising out of the execution of the duties of their office which is incurred by them in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application under the Code

in which relief is granted to them by the Court in respect of any negligence, default, breach of duty or breach of trust.

54. Association is non-profit

Subject to the Act and the Regulation, the Association must apply its funds and assets solely in pursuance of the objects of the Association and must not conduct its affairs so as to provide a pecuniary gain for any of its members.

APPENDIX 1

FORM OF APPOINTMENT OF PROXY

NORTHERN SUBURBS TENNIS ASSOCIATION INC.

(Incorporated under the Associations Incorporations Act)

(Full name) of

(Address)

being a voting delegate of the abovenamed Incorporated Association hereby appoint

(Full name of proxy) of

(Address)

being a voting delegate of that Incorporated Association, as my proxy to vote for me on my behalf at the general meeting of the Association (Annual General Meeting or Special General Meeting, as the case may be) to be held on the _____ day of _____ 20____ and any adjournment of that meeting.

My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details).

To be inserted if desired.

(Signature of voting delegate appointing proxy)

(Date)

NOTE: A proxy vote may not be given to a person who is not a voting delegate of the Association.