

ASSOCIATIONS INCORPORATION ACT

CONSTITUTION

OF

HEIDELBERG AND DISTRICTS TENNIS ASSOCIATION INCORPORATED

NAME

1. The name of the incorporated association is “Heidelberg and Districts Tennis Association Incorporated”, in these Rules called the Association.

INTERPRETATION

- 2.(1) In these Rules, unless the contrary intention appears:

“The Act” means the Associations Incorporation Act 1981.

“Financial year” means the year ending on 30th June.

“By-Laws” means such By-Laws and/or Regulations as may be made by the Council.

Words importing a gender include every other gender. Words in the singular include the plural and words in the plural include the singular.

- (2) Words and expressions contained in these Rules shall be interpreted in accordance with the provisions of the Act as in force from time to time and the Interpretation of Legislation Act 1984.

PURPOSES

3. The purpose of the Association are:
 - (a) to promote, encourage, control and advance the game of tennis, to facilitate social intercourse between affiliated Clubs of the Association, and to affiliate with any other Body having as its principal objectives, the promotion and control of the game of tennis;
 - (b) to arrange, manage and conduct tennis matches, tournaments and social functions, and to regulate the dates thereof and all things that relate thereto;
 - (c) to arrange for the Association or its affiliated Clubs to participate in any matches, tournaments or functions conducted by another Body.

SEPTEMBER 2009

MEMBERSHIP

- 4.(1) Members of the Association shall be such Tennis Clubs, whether or not incorporated, situated within the City of Banyule or, in the opinion of the General Committee from time to time, reasonably adjacent thereto, as have been admitted to membership by the General Committee, and are otherwise qualified for membership according to these Rules. Such member Clubs are described as being affiliated with the Association.
- (2) A register of affiliated Clubs shall be available for inspection at the address of the Public Officer.
- (3) An applicant for affiliation shall first submit a copy of its Constitution, Rules and By-Laws for approval by the General Committee, and while continuing to be a member shall provide the Association with a copy of amendments thereto.
- (4) Affiliated Clubs shall pay to the Association an annual affiliation fee of an amount determined from time to time by the Council. An affiliated Club which has not paid such fee for the then current financial year shall not be entitled to have its delegates vote on any matter at the annual meeting, other than the adoption of reports and accounts presented at the meeting.
- (5) When entering teams in competitions, an affiliated Club shall pay to the Association, by no later than the closing date for entries, such team registration fees and other charges as shall from time to time be determined by the General Committee.
- (6) Affiliated Clubs shall be bound by every act of the Association, and payment of the affiliation fee shall indicate acceptance of the Rules, By-Laws and other Regulations of the Association, and agreement to contribute equally to the amount of any deficiency in funds when called upon to do so at the discretion of the Executive Committee.

FUNDS

- 5.(1) The funds of the Association shall be derived from annual subscriptions, team registration fees, donations and such other sources as the General Committee may determine.
- (2) The funds, income, assets and property of the Association, from whatever source derived, shall be applied solely to the promotion and enhancement of the objects of the Association as specified in Clause 3 of these Rules.
- (3) No affiliated Club shall at any time participate in or share in such funds, income, assets or property, or in the proceeds of sale of assets or property.

RIGHTS

6. The Association shall have the right to use the courts and amenities of affiliated Clubs for the conduct of any match, tournament or function upon giving not less than 7 days' notice thereof to such Club except that, in the case of Inter-Club competition semi-final and final matches, less notice may be given.

MANAGEMENT

7.(1) COUNCIL

The Association shall be controlled by a Council comprising two delegates from each affiliated Club, Honorary Life Members, and members of the General Committee. At any meeting of Council, the Secretary shall record the presence of delegates and the affiliated Clubs they represent.

An affiliated Club not represented by at least one delegate at a meeting of Council shall be fined such amount as shall be from time to time determined by the General Committee.

(2) EXECUTIVE COMMITTEE

The Association shall have an Executive Committee comprising:-

President;

Vice-President, who shall also be Chairman of the Match Committee and shall have included in his duties the recording of results for the Saturday Mixed competition.

Secretary;

Assistant Secretary, who shall have included in his duties the recording of results for the Ladies' Tuesday Competition;

Assistant Secretary, who shall have included in his duties the recording of results for the Ladies' Thursday Competition;

Treasurer.

(3) GENERAL COMMITTEE

The General Committee shall consist of the members of the Executive Committee, members of the following other Committees:

The Match Committee to control the –

Saturday Mixed Competition shall comprise the Chairman and two other members;
Ladies' Mid-Week Competitions shall comprise the Chairman, the Assistant Secretary (Ladies' Tuesday), the Assistant Secretary (Ladies' Thursday) and one other member;

and two other members.

- (4) Members of the Executive Committee and the General Committee shall be elected at the Annual Meeting of Council to hold office in accordance with these Rules until termination of the succeeding annual meeting, subject to the provisions herein relating to casual vacancies. Such persons may be elected from within or without the Council.
- (5) The General Committee shall be subject to direction by Council, but otherwise shall have the power to do all things which it may consider necessary or desirable to carry out or further the objects of the Association, and to control tournaments conducted by the Association.

MEETINGS OF COUNCIL

- 8.(1) The Annual Meeting of Council shall be held in August or September each year.
- (2) Special meetings of Council may be convened in the following circumstances:
 - (a) whenever called by the General Committee, provided that a meeting may be called at the sole discretion of the President or Secretary;
 - (b) by requisition in writing to the Secretary, signed by delegates from three affiliated Clubs and indicating the particulars of business or motions to be transacted or to be put before the meeting, such meeting to be held within 1 month of receipt of the request.

NOTICE OF MEETINGS OF COUNCIL

- 9.(1) The Secretary shall give to each member of Council not less than 21 days' notice of the Annual Meeting of Council, notwithstanding which a special meeting of Council may be convened with a minimum of 7 days' notice.
- (2) Only the business set out in the notice convening a meeting of Council shall be transacted at that meeting.

PROCEEDINGS AT MEETINGS OF COUNCIL

- 10.(1) The President, failing whom a Vice-President, shall be Chairman of all meetings of Council. In the event of none such being available, the delegates present shall elect, by show of hands conducted by the Secretary or other member of the General Committee, one of their number to chair the meeting.
- (2) Two members of the Executive Committee and delegates from one quarter of the currently affiliated Clubs shall constitute a quorum at a meeting of Council, and if a quorum not be present within thirty minutes after the time appointed for the meeting, the meeting shall stand adjourned to such time and place as the delegates and General Committee members present may decide.

The Secretary shall send notice of such adjourned meeting to all affiliated Clubs, Honorary Life Members and General Committee members.

At an adjourned meeting, the delegates and General Committee members present shall comprise a quorum.

- (3) The Chairman may, with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place. No business shall be transacted at an adjourned meeting other than that left unfinished at the meeting from which the adjournment took place.
- (4) At each Annual Meeting of Council, the Secretary shall present a written report on the activities of the Association for the year and the Treasurer shall submit an audited Statement of Income and Expenditure and an audited Statement of Assets and Liabilities for the preceding financial year.

VOTING AT MEETINGS OF COUNCIL

- 11.(1) All matters arising at a meeting of Council shall be decided by a simple majority of votes cast for and against the matter, and each delegate, Honorary Life Member and General Committee member present in person shall have one vote. In the case of an equality of votes for and against, the Chairman – if the President or a Vice-President – shall have one additional vote.
- (2) Voting shall be by a show of hands, provided that a secret ballot shall be taken if required by the Chairman, or requested by not less than one-third of the persons present and entitled to vote.
- (3) There is no entitlement to vote by proxy at a meeting of Council.

AUDIT

12. The Annual Meeting of Council shall appoint one or more auditors, other than members of the General Committee, to audit the accounts of the Association for the ensuing year, and to report to the succeeding Annual Meeting of Council.

HONORARIA

13. Honoraria will be paid to such General Committee appointments, and at such rates of remuneration, as determined by each Annual Meeting of Council.

HONORARY LIFE MEMBERS

14. At a meeting of Council, Honorary Life Membership may be conferred on any person duly nominated, seconded and decided by a simple majority of votes cast for and against by the persons present and entitled to vote.

ELECTION OF EXECUTIVE AND GENERAL COMMITTEE MEMBERS

- 15.(1) Nominations for the Executive Committee and General Committee shall be lodged in writing with the Secretary not less than 1 month prior to the Annual Meeting of Council. The names of those persons nominated shall be notified in writing to affiliated Clubs not less than 21 days prior to the meeting.
- (2) If nominations for a position exceed the vacancies, a ballot shall be conducted at the meeting.
- (3) If sufficient nominations are not received within the prescribed time, the Chairman of the meeting may, subject to the approval of a simple majority of the persons present and entitled to vote, call for nominations from the meeting.
- (4) In the event of no nomination being received for a position on the Executive or General Committee, the General Committee may appoint any person qualified for election to such office, to hold office in accordance with these rules.
- (5) Each member of the Executive Committee and the General Committee shall retire from office at the succeeding Annual Meeting of Council, but shall be eligible for re-election.

SECRETARY

- 16.(1) The Secretary shall maintain a register of affiliated Clubs in which shall be recorded the full name, address and date of admission to membership of each affiliated Club.
- (2) The Secretary shall keep minutes of the resolutions and proceedings of each meeting of Council, and each meeting of the Executive and General Committees, in books provided for that purpose, together with a record of the names of persons present at all such meetings.

TREASURER AND ACCOUNTS

- 17.(1) Proper records of the financial affairs of the Association are to be kept by the Treasurer, and shall at all times be open for inspection by members of the General Committee and the appointed auditors.
- (2) The funds of the Association shall be banked, and all cheques, drafts, bills of exchange, promissory notes and other negotiable instruments kept in account in the name of the Association, to be operated upon by any two members of the Executive Committee jointly.
- (3) The Treasurer shall receive all moneys due to the Association and be responsible for all payments authorized in the name of the Association.
- (4) No expenditure or liability shall be made or incurred without the prior or subsequent approval of the General Committee, and any person making or incurring expenditure or liability on behalf of the Association without such approval shall be held personally liable to the Association for the amount thereof.

MEETINGS OF EXECUTIVE AND GENERAL COMMITTEES

- 18.(1) The General Committee shall meet together on at least four occasions in each year for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit.
- (2) Meetings of the General Committee shall be held when requisitioned by any member thereof, and the requisitioner shall give to each member at least 7 days' notice of such meeting.
- (3) The President, or in his absence, a Vice-President, shall be the Chairman of all meetings of the Executive Committee and General Committee. If neither the President nor a Vice-President is present, the meeting shall elect a Chairman.
- (4) Four elected members of the General Committee, including two members of the Executive Committee, shall constitute a quorum at a meeting of the General Committee.
- (5) Matters arising at meetings of the Executive Committee or General Committee shall be decided by a simple majority of the votes cast by the members present and voting, and any such decision shall for all purposes be deemed a decision of that committee.
- (6) In the event of an equality of votes, the Chairman of the meeting, in addition to a deliberative vote, shall have a casting vote.

CASUAL VACANCIES ON EXECUTIVE AND GENERAL COMMITTEES

19. Should a member of the Executive Committee or elected member of the General Committee die, or resign, or fail to attend three consecutive meetings without leave of such committee, the office or position occupied by that person shall be deemed casually vacant, whereupon the General Committee may appoint any person qualified for election to that office or position, to hold office in accordance with these Rules until the next Annual Meeting of Council.

REMOVAL OF EXECUTIVE OR GENERAL COMMITTEE MEMBER

20. A special meeting of Council may, by resolution, remove a member of the Executive Committee before expiration of his term of office, and appoint another person to hold that office in accordance with these Rules until the next Annual Meeting of Council.

OTHER COMMITTEES

21. The Annual Meeting of Council, failing which the Executive Committee or General Committee, may appoint such other committees with such powers as it may decide.

CESSATION OF MEMBERSHIP AND DISPUTE RESOLUTION

22. (1) An affiliated Club may withdraw from the Association by giving notice in writing to the Secretary, subject to the payment of any outstanding moneys for which it became liable prior to the date of such withdrawal.

(2) (a) An affiliated Club may be suspended or expelled from the Association by resolution of three-quarters of those present and voting at a meeting of the General Committee, if that Club shall willfully refuse or neglect to comply with any provision of these Rules, provided that it has received at least 7 days' notice of the following matters:-

- * the intended resolution of the suspension or expulsion;
- * the time, date and place of the General Committee meeting at which the resolution for suspension or expulsion is to be determined;

and is given the opportunity of attending such meeting, and of providing thereat, orally or in writing, an explanation or defence.

- (b) An affiliated Club which is suspended or expelled may appeal against such suspension or expulsion by giving notice of that intention in writing to the Secretary.
- (c) Such notice of appeal must be lodged within 14 days of the date on which notice of suspension or expulsion was given to the Club, unless the General Committee in its absolute discretion extends the time within which the notice of Appeal may be lodged.
- (d) The Secretary shall refer any such notice of appeal to the next meeting of Council, and until such meeting is held the decision of the General Committee shall stand.
- (e) A suspended or expelled Club shall be re-instated to its former membership status if a simple majority of persons present and voting at the meeting of Council vote in favour of re-instatement..

(3) An affiliated Club, of which a person is or has been a member, may lodge, in writing to the Secretary, an objection to such person being accepted as a member or continuing to be a member of another affiliated Club. Such other affiliated Club, if directed so to do by the General Committee, shall refuse to accept as a member or shall cancel the membership of that person, failing which the Club so directed shall, from a date specified by the General Committee, cease to be affiliated with the Association.

(4) An affiliated Club, which for any cause or reason whatsoever, ceases to be a member of the Association, shall not be entitled to vote, and shall not have the right, title, property interest or claim, monetary or otherwise, to, in or upon the income, funds, assets or property of the Association.

- (5) If there is a dispute under these Rules between an affiliated Club and another affiliated Club, a representative of each of the parties to the dispute and a member of the Executive Committee, such member to be selected by the Executive Committee shall meet within three months of the dispute coming to the attention of the Executive Committee. If the parties are unable to resolve the dispute at the meeting or if a party fails to attend that meeting, the parties may seek to resolve the dispute in accordance with the Act otherwise at law.
- (6) If there is a dispute under these Rules between an affiliated Club and the Association after the appeal avenues provided for under these Rules or the By-Laws have been exhausted, a representative of the affiliated Club and a member of the Executive Committee, such member to be selected by the Executive Committee, shall meet within three months after it comes to the attention of all parties that there is a dispute remaining after the exhaustion of all appeal avenues provided for under these Rules or the By-Laws. If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, the parties may seek to resolve the dispute in accordance with the Act otherwise at law.

AMENDMENT OF THE RULES

- 23.(1) Current copies of these Rules and the Statement of Purposes must be available to affiliated Clubs on request.
- (2) No addition, deletion, alteration or amendment shall be made to these Rules and the Statement or Purposes, unless:
- (a) the proposed addition, deletion, alteration or amendment has been notified to the Secretary in writing at least 1 month prior to the meeting of Council at which it will be considered;
 - (b) such notice of the proposed addition, deletion, alteration, or amendment has been supplied in writing to each affiliated Club at its registered address at least 21 days prior to the meeting of Council;
 - (c) the addition, deletion, alteration or amendment is approved by three-quarters of the persons present and voting at the meeting of Council.

SEAL

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

COLOURS

25. The colours of the Association shall be dark blue and gold, to be used in such forms and combinations as the General Committee may from time to time prescribe.

NOTICES

- 26.(1) A notice may be served by or on behalf of the Association, upon an affiliated Club, either personally or by sending it by mail to the Secretary of the affiliated Club at the address shown in the Register of Affiliated Clubs.
- (2) Where a document is properly addressed, pre-paid and mailed as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the affiliated Club at the time at which the letter would have been delivered in the ordinary course of mail.

CUSTODY OF RECORDS

27. Except as otherwise provided in these Rules, the Secretary shall keep in his custody or under his control, all books, documents and securities of the Association.

DISSOLUTION OF THE ASSOCIATION

28. If upon dissolution of the Association, there remains after satisfaction of all its debts and liabilities, any surplus of funds and assets, the same shall not be paid to or distributed among affiliated Clubs of the Association, but shall be transferred or given to some Institution or Institutions having similar objects to those of the Association, and whose Memorandum of Association, Constitution or governing Rules prohibit the distribution of income and property among its members. Such Institution or Institution are to be determined by a meeting of Council at or before the time of dissolution.