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## PART 1 - PRELIMINARY

### 1 NAME

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The name of the incorporated association is Tennis NT Incorporated.

### 2 OBJECTS AND PURPOSES

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The objects and purposes of the Association are:

- (a) to support proactively the growth and development of tennis in the Northern Territory;
- (b) to make a positive contribution to the national and international tennis community;
- (c) to provide progressive opportunities for people of all ages and all abilities to participate in the sport of tennis;
- (d) to develop and improve the infrastructure that supports the growth and strength of the sport of tennis;
- (e) to ensure tennis is marketed to ensure the widest possible reach to as many Territorians as possible utilising all available and contemporary media

### 3 ASSETS AND INCOME OF THE ASSOCIATION

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- 3.1 All assets and income of the Association will be applied solely towards the promotion of the objects and purposes of the Association.
- 3.2 No assets or income of the Association will be paid or transferred directly or indirectly by way of dividend, bonus or otherwise to a member of the Association, providing that nothing in this clause 3 will prevent:
  - (a) distribution of surplus assets on winding up under clause 58;
  - (b) payments, grants and loans from the Association being made or proposed to be made to a particular member or members, which are considered by the Board to promote the objects of the Association and are approved by the Board;



- (c) payments and grants from the Association to members being made or proposed to be made to all members in the ordinary course of business, which are considered by the Board to promote the objects of the Association and are approved by the Board; or
- (d) reasonable payments to any member for services provided in the ordinary course of business to the Association.

## 4 MINIMUM NUMBER OF MEMBERS

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The Association must have at least 5 members.

## 5 DEFINITIONS

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In this Constitution, unless the contrary intention appears –

**Act** means the *Associations Act* and regulations made under that Act;

**Board** means the Management Board of the Association;

**Chief Executive Officer** means the person appointed to manage the Association on a day to day basis;

**Director** means member of the Management Board;

**entity** means any body or individual

**financial institution** means an authorised deposit-taking institution within the meaning of section 5 of the *Banking Act 1959* (Cth);

**general meeting** means a general meeting of members convened in accordance with clause 44;

**member** means a member of the Association;

**member delegate** means a person who is a resident of the Territory and:

- (a) In the case of a member that is a tennis club, the President of that tennis club or another nominee that the President notifies in writing to the Association; or
- (b) In the case of a member who is not a tennis club, the person who is as notified as the member delegate by two representatives of the member,

And the member must notify the Association in writing in advance for any changes to its delegate.



**register of members** means the register of the Association's members established and maintained under section 34 of the Act;

**registered participant** means a tennis player whose name appears on the Association's register of participants on a system approved by the Association.

**special resolution** means a resolution notice of which is given under clause 48 and passed in accordance with section 37 of the Act.

## PART 2 – CONSTITUTION AND POWERS OF ASSOCIATION

### 6 POWERS OF ASSOCIATION

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- 6.1 For achieving its objects and purposes, the Association has the powers conferred by sections 11 and 13 of the Act.
- 6.2 Subject to the Act, the Association may do all things necessary or convenient for carrying out its objects or purposes, and in particular, may –
- (a) acquire, hold and dispose of real or personal property;
  - (b) open and operate accounts with financial institutions;
  - (c) invest its money in any security in which trust monies may lawfully be invested;
  - (d) raise and borrow money on the terms and in the manner it considers appropriate;
  - (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
  - (f) appoint agents to transact business on its behalf; and
  - (g) enter into any other contract it considers necessary or desirable.

### 7 EFFECT OF CONSTITUTION

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This Constitution binds every member and the Association to the same extent as if every member and the Association had signed and sealed this Constitution and agreed to be bound by it.



## **8 INCONSISTENCY BETWEEN CONSTITUTION AND ACT**

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If there is any inconsistency between this Constitution and the Act, the Act prevails.

## **9 ALTERING THE CONSTITUTION**

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9.1 The Association may alter this Constitution by special resolution but not otherwise.

9.2 If the Constitution is altered, the public officer must ensure compliance with section 23 of the Act.

## **PART 3 – MEMBERS**

### ***Division 1 – Membership***

## **10 CLASSES OF MEMBERS**

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10.1

- (a) Ordinary Member
- (b) Associate Member
- (c) Life Member
- (d) Member of the Board of Management, referred hereinafter as a Director

10.2 Ordinary Members may only be Tennis clubs or centres within the Northern Territory with a minimum of fifteen registered participants. Ordinary Members must apply in writing giving such details of its status and functions and in a form approved by the Board.

10.3 Associate Members must be bona fide organisations within the Northern Territory with objects consistent with Tennis NT. Associate Members must apply in writing giving such details of its status and functions and in a form approved by the Board. Associate Members have no voting rights.

10.4 Pursuant to clause 14, Life Members are those individuals upon whom life membership of Tennis NT has been bestowed by the Board of Tennis NT.

10.5 Members of the Board of Management are Tennis NT Directors elected pursuant to clause 27 or appointed pursuant to clauses 25.1(b) or 33.



## 11 APPROVAL OF BOARD

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- 11.1 The Board must consider any application made under clause 10 at the next available Board meeting and must accept or reject the application at that meeting or the next. The applicant shall be notified in writing within 14 days of the Board's decision, with reasons for the decision to be provided.
- 11.2 If an application is rejected, the applicant may appeal against the decision by giving written notice of an appeal. The appeal must raise new evidence and/or additional material from the material submitted under clause 10 to the Chief Executive Officer within 14 days after being advised of the rejection.
- 11.3 If an applicant gives notice of an appeal against the rejection of the application, the Board must reconsider the application at the next Board meeting after receipt of the notice of appeal.
- 11.4 If after reconsidering an application the Board reaffirms its decision to reject the application, the decision is final.

## 12 JOINING FEE

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- 12.1 If an application for membership is approved by the Board, the applicant becomes a member on payment of the joining fee.
- 12.2 The joining fee is an amount determined by the Board.

## 13 ANNUAL MEMBERSHIP FEES

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- 13.1 The annual membership fee is an amount determined by the Board.
- 13.2 Each member must pay the fixed annual membership fee to the Chief Executive Officer prior to the annual general meeting.
- 13.3 A member whose annual membership fees are not paid within 3 months after the due date ceases to be a member unless the Board determines otherwise.

## 14 LIFE MEMBERSHIP

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- 14.1 Life Membership may be conferred on a natural person at annual general meeting.
- 14.2 Nomination for election to Life Membership must be in writing including such



information as is reasonably required for the Board to endorse or reject the nomination.

14.3 Subsequent to endorsement the nomination will be presented to the annual general meeting for consideration where 75% of member delegates present in person must agree to the Life Membership.

14.4 The person's contribution to the development of tennis in the Northern Territory must be of sustained, distinctive and honourable service and in excess of 10 years.

14.5 Life Membership will be honorary and will not entitle the holder to vote on any matter

## 15 PATRON

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15.1 The Board may at any time appoint a Patron.

15.2 The position of Patron shall be honorary and shall not entitle the holder to vote on any matter.

### *Division 2 – Rights of members*

## 16 GENERAL

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16.1 Subject to clause 17.5, a member may exercise the rights of membership when its name is entered in the register of members.

16.2 A right of membership of the Association –

- (a) is not capable of being transferred or transmitted to another entity; and
- (b) terminates on the cessation of membership whether by dissolution, resignation or otherwise.

## 17 VOTING

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17.1 Each member has the following number of votes in a general meeting in accordance with the number of registered participants at the 30 September immediately prior to the general meeting convened.

- (a) One vote per member: 1 to 100 registered participants
- (b) two votes per member: 101 to 250 registered participants
- (c) three votes per member: 251 or more registered participants





- 17.2 The member delegate must notify the Association in advance of the general meeting in writing at least 7 days prior to the general meeting, if it wishes to allocate any of the votes of the member to another delegate nominated by the member delegate.
- 17.3 Each member delegate may appoint a proxy. A proxy:
- (a) maybe independent of the member.
  - (b) will have the same number of votes allocated to the member as set out in clause 17.1.
- 17.4 The Board shall be informed of the appointment of a member delegate in accordance with clause 5. Other than by proxy under clause 17.3, there may be no changes to a member delegate.
- 17.5 A member is not eligible to vote until 10 working days after their application has been accepted.

## **18 ACCESS TO INFORMATION ON ASSOCIATION**

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The following must be available for inspection by members:

- (a) a copy of this Constitution;
- (b) minutes of general meetings;
- (c) annual reports and annual financial reports.

## **19 RAISING GRIEVANCES AND COMPLAINTS**

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- 19.1 A member may raise a grievance or complaint about a Director, the Board or another member of the Association.
- 19.2 Where a dispute resolution process in the national policies adopted in clause 56 does not apply, the grievance or complaint must be dealt with by the procedures set out in Part 8.



## ***Division 3 – Termination, cancellation, suspension and expulsion***

### **20 TERMINATION OF MEMBERSHIP**

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Membership of the Association may be terminated by –

- (a) a notice of resignation addressed and posted to the Association or given personally to the Chief Executive Officer or a Director; or
- (b) non-payment of the annual membership fee within the time allowed under clause 13.3; or
- (c) expulsion in accordance with this Division.

### **21 CANCELLATION OF MEMBERSHIP**

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If a member dissolves or ceases to operate in the Northern Territory the Board must cancel the member's membership.

### **22 SUSPENSION OR EXPULSION OF MEMBERS**

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22.1 If the Board considers that a member should be suspended or expelled because his, her or its conduct is detrimental to the interests of the Association, the Board must give notice of the proposed suspension or expulsion to the member.

22.2 The notice must –

- (a) be in writing and include –
  - (i) the time, date and place of the Board meeting at which the question of that suspension or expulsion will be decided; and
  - (ii) the particulars of the alleged conduct; and
- (b) be given to the member not less than 30 days before the date of the Board meeting referred to in paragraph (a)(i).

22.3 At the meeting, the Board must afford the member a reasonable opportunity to be heard or to make representations in writing.

22.4 The Board may suspend, expel or decline to suspend or expel the member from the Association and must give written notice of the decision and the reason for it to the member.



- 22.5 Subject to clause 23, the decision to suspend or expel a member takes effect 14 days after the day on which notice of the decision is given to the member.

## **23 APPEALS AGAINST SUSPENSION OR EXPULSION**

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- 23.1 A member who is suspended or expelled under clause 22 may appeal against that suspension or expulsion by giving notice to the Chief Executive Officer within 14 days after receipt of the Board's decision.
- 23.2 The appeal must be considered at a general meeting of the Association and the member must be afforded a reasonable opportunity to be heard at the meeting or to make representations in writing prior to the meeting for circulation at the meeting.
- 23.3 The members present at the general meeting must, by resolution, either confirm or set aside the decision of the Board to suspend or expel the member.
- 23.4 In the event that an appeal is lodged, the member is not suspended or does not cease to be a member until the decision of the Board to suspend or expel the member is confirmed by a resolution of the members.

## **PART 4 – MANAGEMENT BOARD**

### ***Division 1 – General***

## **24 ROLE AND POWERS**

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- 24.1 The business of the Association must be managed by or under the direction of a Board.
- 24.2 The Board may exercise all the powers of the Association except those matters that the Act or this Constitution requires the Association to determine through a general meeting of members.
- 24.3 The Board may appoint and remove staff.
- 24.4 The Board may establish one or more subcommittees. Nominations for these subcommittees will be called for at the discretion of the Board. All appointments will be made by the Board.



## 25 COMPOSITION OF BOARD

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- 25.1 The Board consists of –
- (a) five Directors, elected in accordance with this Constitution or, in the case of a casual vacancy, appointed in accordance with clause 33; and
  - (b) up to two independent Directors appointed by the Board.
- 25.2 The Board must appoint one Director to be the Association's Public Officer, which role is defined in clause 36.
- 25.3 At or before the first Board meeting following each annual general meeting:
- (a) if there is a vacancy in position of President, the Board will appoint one of the Directors to the position of President. The appointment of President will be for the Director's term of office pursuant to clause 29 (but subject to the other provisions of this Constitution); and
  - (b) if there is a vacancy in position of Vice President, the Board will appoint one of the Directors to the position of Vice President. The appointment of Vice President will be for the Director's term of office pursuant to clause 29 (but subject to the other provisions of this Constitution).

## 26 DELEGATION

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- 26.1 The Board may delegate to a subcommittee or staff any of its powers and functions other than –
- (a) this power of delegation; or
  - (b) a duty imposed on the Board by the Act or any other law.
- 26.2 To the extent permitted by the Act, without limiting 26.1, the Board may delegate tasks and responsibilities to the Chief Executive Officer, staff and other suitably qualified people, including tasks and responsibilities required to ensure compliance with the Act.
- 26.3 The delegation will be subject to the conditions and limitations the Board considers appropriate.
- 26.4 The Board may, in writing, revoke wholly or in part the delegation.



## *Division 2 – Tenure of office*

### **27 ELIGIBILITY OF DIRECTORS**

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- 27.1 A Director must be 18 years or over and a resident of the Territory.
- 27.2 A Director must provide written agreement to the Association's Directors Code of Conduct.
- 27.3 Directors must be elected to the Board at an annual general meeting or appointed under clause 25.1(b) or 33.
- 27.4 A Director who has retired under clause 29.4 is eligible for election to the Board after a period stated in that clause has passed from the date of his or her retirement.
- 27.5 In respect of a Director
  - (a) if they are a senior employee or company officer or office bearer of a member as at the date of their appointment, will resign from that position within 14 days of the date of their appointment; and
  - (b) will not thereafter hold such a position during their time as a Director.
- 27.6 An employee of the Association shall not be eligible for nomination to the Board:
  - (a) while employed by the Association; or
  - (b) within two (2) years of ceasing employment with the Association.

### **28 NOMINATIONS FOR ELECTION TO BOARD**

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- 28.1 A person is not eligible for election to the Board unless the Chief Executive Officer receives a written nomination for that person not less than 7 days before the date of the next annual general meeting.
- 28.2 The nomination must be signed by –
  - (a) the nominator and a seconder, both of whom shall be member delegates, but not from the same member; and
  - (b) the nominee to signify his or her willingness to stand for election.
- 28.3 If a person is eligible to nominate or second a nomination under clause 28.2(a), that



person may nominate themselves for election;

28.4 a Director who is eligible for re-election is able to nominate themselves for re-election provided someone seconds their nomination in accordance with clause 28.2(a); and

28.5 This clause does not apply to Directors who are appointed by the Board pursuant to clause 25.1(b).

## **29 RETIREMENT OF DIRECTORS**

---

29.1 The term of office for Directors elected in accordance with clause 25.1(a) shall be two years.

29.2 The term of office for Directors appointed by the Board under clause 25.1(b) shall be a period not exceeding two years.

29.3 Directors may serve four (4) consecutive terms on the Board after which time the Director must retire from the Board.

29.4 If a Director has reached his or her maximum term, that person will be ineligible to be re-appointed or re-elected as a Director until the expiration of three (3) years following his or her retirement, resignation or removal (as applicable) as a Director of the Board.

29.5

(a) When determining the maximum term for any Director any service of more than 12 months of the two (2) year term will be included as a term of office and any service equal to or less than 12 months will not be included as a term of office;

(b) The Board may, in its discretion in the best interests of the Association extend the maximum term of office of a Director who is a President, to allow that Director to continue as President for an additional term of office provided that each of the following conditions are met:

(i) the Director would not otherwise be permitted to serve a further term of office by reason of clause 29.3; and

(ii) the extension of term of office will not result in total time served by that Director in the role of President exceeding eight (8) years; and

(iii) the extension of the term of office will not result in that Director serving more than five (5) terms as a Director; and



- (iv) the extension of the term of office is subject to the President being elected or appointed as a Director for the further term in accordance with this Constitution and reappointed as President by the Board.

## 30 ELECTION BY BALLOT

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- 30.1 If the number of nominations exceeds the number of vacancies on the Board, ballots for those positions must be conducted.
- 30.2 The ballot must be conducted in a manner determined by the Board.
- 30.3 The person/s chosen by ballot must be declared by the Chairperson to be duly elected as Director/s of the Board.
- 30.4 If two or more nominees get the same number of votes for the only one remaining Elected Director position to be filled, then:
  - (a) To resolve the deadlock for that position, there will be a vote between the nominees who have the same number of votes only, with all other candidates removed from the vote; and
  - (b) If that does not resolve the deadlock, then the position will remain vacant for one year until the next AGM. At this point, the position will be up for election, but will only have a term of one year.

## 31 VACATING OFFICE

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The office of a Director becomes vacant if –

- (a) the Director –
  - (i) is disqualified from being a Director under section 30 or 40 of the Act;
  - (ii) resigns by giving written notice to the Board;
  - (iii) dies or is rendered permanently incapable of performing the duties of office by mental or physical ill-health;
  - (iv) ceases to be a resident of the Territory;
- (b) the Director is absent from more than –
  - (i) 3 consecutive Board meetings; or



- (ii) 3 Board meetings in the same financial year without tendering an apology to the President;

of which meetings the Director received notice and the Board has resolved to declare the office vacant.

## **32 REMOVAL OF DIRECTOR**

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32.1 The Association, through a special general meeting of members, may remove any Director before the Director's term of office ends.

32.2 If a vacancy arises through removal under subclause 32.1 the vacancy must be filled in accordance with clause 33.

## **33 FILLING CASUAL VACANCY ON BOARD**

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33.1 If a vacancy remains on the Board or if the office of a Director becomes vacant under clauses 31 and 32, the Board may appoint another appropriate person to fill that vacancy. The term of office for a person so appointed shall be the balance of the term of the Director being replaced.

33.2 If a person who is a Director of Tennis NT is appointed under Clause 33.1 to the position of President or Vice President, their previous directorship and associated term of office shall be deemed a casual vacancy.

33.3 However, if the office of public officer becomes vacant, under section 27(6) of the Act the Board shall promptly appoint a new public officer.

### ***Division 3 – Duties of Directors***

## **34 COLLECTIVE RESPONSIBILITY OF BOARD**

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34.1 As soon as practicable after being elected to the Board, each Director must become familiar with the Act and regulations made under the Act.

34.2 The Board is collectively responsible for ensuring the Association complies with the Act and regulations made under the Act.

34.3 As soon as practicable after being elected to the Board, each Director must sign a





## Directors Code of Conduct agreement.

### **35 PRESIDENT AND VICE-PRESIDENT**

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- 35.1 Subject to subclauses 35.2 and 35.3, the President must preside at all general meetings and Board meetings.
- 35.2 If the President is absent from a meeting, the Vice- President must preside at the meeting.
- 35.3 If the President and the Vice- President are both absent, the presiding member for that meeting must be –
  - (a) a Director elected by the other members present if it is a general meeting; or
  - (b) a Director elected by the other Directors present if it is a Board meeting.

### **36 PUBLIC OFFICER**

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- 36.1 The public officer must ensure that documents are filed with the Commissioner of Consumer Affairs in accordance with sections 23, 28 and 45 of the Act.
- 36.2 The public officer must keep a current copy of the Constitution of the Association.

## **PART 5 – MEETINGS OF MANAGEMENT BOARD**

### **37 FREQUENCY AND CALLING OF MEETINGS**

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- 37.1 The Board must meet together for the conduct of business not less than 4 times in each financial year.
- 37.2 The President, or at least half the Directors, may at any time convene a special meeting of the Board.
- 37.3 A special meeting may be convened to deal with an appeal under clause 23.

### **38 VOTING AND DECISION MAKING**

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- 38.1 Each Director present at the meeting has a deliberative vote.
- 38.2 A question arising at a Board meeting must be decided by a majority of votes.
- 38.3 If there is no majority, the person presiding at the meeting has a casting vote in



addition to a deliberative vote.

## 39 QUORUM

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For a Board meeting 50% of the Board members, elected and / or appointed, constitute a quorum.

## 40 PROCEDURE AND ORDER OF BUSINESS

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- 40.1 The procedure to be followed at a Board meeting must be determined from time to time by the Board.
- 40.2 The order of business may be determined by the Directors present at the meeting.
- 40.3 Only the business for which the meeting is convened may be considered at a special meeting.

## 41 DISCLOSURE OF INTEREST

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- 41.1 A Director who has a direct or indirect pecuniary interest in a contract, or proposed contract, with the Association must disclose the nature and extent of the interest to the Board in accordance with section 31 of the Act.
- 41.2 The Chief Executive Officer must record the disclosure in the minutes of the meeting.
- 41.3 The President must ensure a Director who has a direct or indirect pecuniary interest in a contract, or proposed contract, complies with section 32 of the Act.

## 42 TELEPHONE AND OTHER MEETINGS

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- 42.1 Without limiting the power of the Board to regulate their meetings as they think fit, a Board meeting may be held where 1 or more of the Directors is not physically present at the Board meeting, provided that:
  - (a) all Directors consent to the calling and the holding of the meeting by means of telephone or other form of communication;
  - (b) all Directors participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously by means of the agreed form of communication;
  - (c) notice of the meeting is given to all the Directors entitled to notice in accordance with the usual procedures agreed on or laid down from time to time by the Directors;
  - (d) in the event that a failure in communications prevents clause 42.1(b) from



being satisfied by that number of Directors which constitutes a quorum, then the meeting will be suspended until clause 42.1(b) is satisfied again. If clause 42.1(b) is not satisfied within 15 minutes from the time the meeting was interrupted, the meeting will be deemed to have terminated; and

- (e) any meeting held where 1 or more of the Directors is not physically present will be deemed to be held at the location specified in the notice of meeting provided a Director is present at that location. If no Director is present at the location specified, the meeting will be deemed to be held at the location where the Chairperson of the meeting is located.

42.2 The Board may pass circulating resolutions in accordance with the following:

- (a) The Directors may pass a resolution without a Directors' meeting being held if notice in writing of the resolution is given to all Directors and a majority of the Directors entitled to vote on the resolution (not being less than the number required for a quorum at a meeting of Directors) sign a document
- (b) containing a statement that they are in favour of the resolution set out in the document
- (c) Separate copies of the document may be used for signing by the Directors if the wording of the resolution and statement is identical in each copy. An email or document produced by electronic means under the name of a Director with the Director's authority is taken to be a document signed by the Director for the purposes of clause 42.2(a) and is taken to be signed when received by the Company in legible form.
- (d) The resolution is passed when the last Director (to make it a majority) signs

## 43 VALIDITY OF ACTS OF DIRECTORS

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- 43.1 Everything done at a Board meeting or a subcommittee meeting, or by a person acting as a Director, is valid even if it is discovered later that there was some defect in the appointment, election or qualification of any of them or that any of them was disqualified or had vacated office.

## PART 6 – GENERAL MEETINGS

### 44 CONVENING GENERAL MEETINGS

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- 44.1 The Association must hold its first annual general meeting within 18 months after its incorporation.



- 44.2 The Association must hold all subsequent annual general meetings within 5 months after the end of the Association's financial year.
- 44.3 The Board –
- (a) may at any time convene a special general meeting;
  - (b) must, within 30 days after the Chief Executive Officer receives a notice under clause 23.1, convene a special general meeting to deal with the appeal to which the notice relates; and
  - (c) must, within 30 days after it receives a request under clause 45.1 convene a special general meeting for the purpose specified in that request.

## **45 SPECIAL GENERAL MEETINGS**

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- 45.1 Half the number of members constituting a quorum for a general meeting may make a written request to the Board for a special general meeting.
- 45.2 The request must –
- (a) state the purpose of the special general meeting; and
  - (b) be signed by the members making the request.
- 45.3 If the Board fails to convene a special general meeting within the time allowed –
- (a) for clause 44.3(b) – the appeal against the decision of the Board is upheld; and
  - (b) for clause 44.3(c) – the members who made the request may convene a special general meeting as if they were the Board.
- 45.4 If a special general meeting is convened under clause 45.3(b), the Association must meet any reasonable expenses of convening and holding the special general meeting.
- 45.5 The Chief Executive Officer must give to all members not less than 21 days notice of



a special general meeting.

45.6 The notice must specify –

- (a) when and where the meeting is to be held; and
- (b) the particulars of and the order in which business is to be transacted.

## **46 ANNUAL GENERAL MEETING**

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46.1 The Chief Executive Officer must give to all members not less than 30 days notice of an annual general meeting.

46.2 The notice must specify –

- (a) when and where the meeting is to be held; and
- (b) the particulars of and the order in which business is to be transacted.

46.3 The order of business for each annual general meeting is as follows:

- (a) the endorsement of the previous annual general meeting minutes as an accurate record of that meeting;
- (b) presentation of the President's report;
- (c) consideration of the accounts and reports of the Board;
- (d) the election of Directors at electoral annual general meetings;
- (e) any other business requiring consideration by the Association at the meeting.

## **47 USE OF TECHNOLOGY**

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47.1 The Association may hold a meeting at 2 or more venues using any technology that gives member delegates a reasonable opportunity to participate.

47.2 Any meeting held where 1 or more of the member delegates is not physically present will be deemed to be held at the location specified in the notice of meeting.

47.3 Voting (including a vote on a show of hands or on a poll) may take place using any technology that gives member delegates a reasonable opportunity to vote.

## **48 SPECIAL RESOLUTIONS**

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- 48.1 A special resolution may be moved at any general meeting of the Association.
- 48.2 The Chief Executive Officer must give all members not less than 21 days notice of the meeting at which a special resolution is to be proposed.
- 48.3 The notice must include the resolution to be proposed and the intention to propose the resolution as a special resolution.

## **49 NOTICE OF MEETINGS**

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The Chief Executive Officer must give notice under this Part by:

- 49.1 sending it by post or email to a member at the address of the member appearing in the register of members.
- 49.2 If a notice is sent by post under subclause 49.1, sending of the notice is taken to have been properly effected if the notice is addressed and posted to the member by ordinary prepaid mail.

## **50 QUORUM AT GENERAL MEETINGS**

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At a general meeting, 50% of member delegates eligible to be present either in person or by means of technology, constitutes a quorum.

## **51 LACK OF QUORUM**

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- 51.1 If within 30 minutes after the time specified in the notice for the holding of a general meeting a quorum is not present –
  - (a) for an annual general meeting or special general meeting convened under clause 44.3(a) – the meeting stands adjourned to the same time on the same day in the following week and at the same place;
  - (b) for a meeting convened under clause 44.3(b) – the members who are present in person or by proxy may proceed with hearing the appeal for which the meeting is convened; or
  - (c) for a meeting convened under clause 44.3(c) – the meeting lapses.
- 51.2 If within 30 minutes after the time appointed by subclause 51.1(a) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy may proceed with the business of that general meeting as if a quorum were present.



- 51.3 In the event that a failure in communications or technology prevents a lack of quorum from being satisfied by that number of member delegates which constitutes a quorum, then the meeting will be suspended until clause 50 is satisfied again. If clause 50 is not satisfied within 15 minutes from the time the meeting was interrupted, the President may adjourn the meeting, and if the President is unable to communicate whether the meeting is adjourned due to a failure in technology, the meeting is deemed adjourned.
- 51.4 The President may, with the consent of a general meeting at which a quorum is present, and must, if directed by the members at the meeting, adjourn that general meeting from time to time and from place to place.
- 51.5 There must not be transacted at an adjourned general meeting, any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.
- 51.6 If a general meeting is adjourned for a period of 30 days or more, the Chief Executive Officer must give notice of the adjourned general meeting as if that general meeting were a fresh general meeting.

## 52 VOTING

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- 52.1 Subject to clause 17.5, each member delegate present in person or by proxy is entitled to a deliberative vote at general meeting.
- 52.2 At a general meeting –
- (a) an ordinary resolution put to the vote is decided by a majority of votes made in person or by proxy; and
  - (b) a special resolution put to the vote is passed if three-quarters of the member delegates who are present in person or by proxy vote in favour of the resolution.
- 52.3 A poll:
- (a) is required if the meeting is using technology in accordance with clause 49 and not all the member delegates are present in person at the location of the meeting; and



- (b) if all the member delegates are present in person at the location of the meeting, may be demanded by the President or by 3 or more members present or by proxy.

52.4 If required or demanded in accordance with clause 52.3, a poll must be taken immediately and in the manner the Chairperson directs.

## PART 7 – FINANCIAL MANAGEMENT

### 53 FINANCIAL YEAR

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The financial year of the Association is the period 12 months ending on 30 June.

### 54 FUNDS AND ACCOUNTS

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- 54.1 Subject to clause 6.2, the Association must open an operating account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- 54.2 Subject to any restrictions imposed by the Association at a general meeting, the Board may approve expenditure on behalf of the Association within the limits of the budget.
- 54.3 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by in accordance with the Board's instructions.
- 54.4 All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt or as soon as practicable after that day.
- 54.5 With the approval of the Board, the Chief Executive Officer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.
- 54.6 The Association may open accounts.

### 55 ACCOUNTS AND AUDITS

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The responsibility of the Board under clause 34.2 for ensuring compliance with the Act includes meeting the requirements of Part 5 of the Act and regulations made for that Part relating to –





- (a) the keeping of accounting records;
- (b) the preparation and presentation of the Association's annual statement of accounts; and
- (c) the auditing of the Association's accounts.

## PART 8 – GRIEVANCE AND DISPUTES

### 56 GRIEVANCE AND DISPUTES PROCEDURES

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- 56.1 This clause applies, in the absence of an applicable national policy adopted in clause 59 that provides an alternative dispute resolution procedure, to disputes between –
- (a) a member and another member; or
  - (b) a member and the Board.
- 56.2 Within 14 days after the dispute comes to the attention of the parties to the dispute, they must meet and discuss the matter in dispute, and, if possible, resolve the dispute.
- 56.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days after the meeting, hold another meeting in the presence of a mediator.
- 56.4 The mediator must be –
- (a) a person chosen by agreement between the parties; or
  - (b) in the absence of agreement –
    - (i) for a dispute between a member and another member – a person appointed by the Board; or
    - (ii) for a dispute between a member and the Board – a person who is a mediator appointed or employed by the department administering the Act.
- 56.5 A member of the Association can be a mediator.
- 56.6 The mediator cannot be a party to the dispute.
- 56.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.



- 56.8 The mediator, in conducting the mediation, must –
- (a) give the parties to the mediation process every opportunity to be heard;
  - (b) allow due consideration by all parties of any written statement submitted by any party; and
  - (c) ensure natural justice is accorded to the parties to the dispute throughout the mediation process.
- 56.9 The mediator must not determine the dispute.
- 56.10 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.
- 56.11 For the avoidance of doubt, where conduct or dispute falls within the scope of a national policy adopted in clause 59, the procedures and penalties in the relevant national policy or policies apply to the exclusion of this Part 8.

## **PART 9 – MISCELLANEOUS**

### **57 EXECUTION OF DOCUMENTS AND COMMON SEAL**

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- 57.1 The Board may regulate the use of the common seal of the Association as the Board sees fit. Every use of that common seal must be recorded by the Chief Executive Officer and presented to the Board at the subsequent Board Meeting or by Circular Resolution.
- 57.2 The affixing of the common seal of the Association must be witnessed by any 2 of the following:
- (a) the President;
  - (b) the Public Officer;
  - (c) the Chief Executive Officer.
- 57.3 The common seal of the Association must be kept in the custody of the Chief Executive Officer.
- 57.4 The Association may validly execute a document (including a deed) without using



the common seal if the document is signed by:

- (a) two Directors;
- (b) one Director and the Chief Executive Officer; or
- (c) one Director and another person appointed by the Directors to sign that document or a class of documents in which that document is included.

## **58 DISTRIBUTION OF SURPLUS ASSETS ON WINDING UP**

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58.1 If on the winding up or dissolution of the Association, and after satisfaction of all its debts and liabilities, there remain any assets, the assets must not be distributed to the members or former members.

58.2 The surplus assets must be given or transferred to another association incorporated under the Act that –

- (a) has similar objects or purposes;
- (b) is not carried on for profit or gain to its individual members; and
- (c) is determined by resolution of the members

## **59 TENNIS AUSTRALIA POLICIES AND BY-LAWS**

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By virtue of its membership with Tennis Australia, the Association agrees to adopt and abide by national by-laws and policies of Tennis Australia, as implemented and amended from time to time, including, but not limited to, the Member Protection Policy, Safeguarding Children Code of Conduct, the Anti-Doping Policy, the Disciplinary Policy and the Code of Behaviour Tournaments and Weekly Competitions. The Association, its members and its officers are bound by each of these policies. Each member of the Association agrees that all its members are also bound by each of these policies.