

ROYAL QUEENSLAND LAWN
TENNIS ASSOCIATION LTD
ACN 009 713 544

Constitution

As amended at General Meeting dated 29 October 2016

Mullins Lawyers
Level 21, Riverside Centre
123 Eagle Street
Brisbane Qld 4000

Tel: 07 3224 0222
Fax: 07 3224 0333

Ref: JJM:123280

mullins
LAWYERS

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CORPORATIONS LAW
A Public Company Limited by Guarantee
CONSTITUTION
- of -
ROYAL QUEENSLAND LAWN TENNIS ASSOCIATION LTD

SECTION 1 - NAME OF COMPANY

1

- 1.1** Name of the Company is Royal Queensland Lawn Tennis Association Limited.

SECTION 2 – TYPE OF COMPANY

2

- 2.1** Company is a public company limited by guarantee.
- 2.2** Liability of Members is limited.

SECTION 3 - OBJECTS

3

3.1 Objects for which the Company is established are:

- (a) To promote, develop and control the game of Tennis in the State of Queensland.
- (b) To arrange, promote, control and regulate open, country, interstate and international tennis tournaments and matches whether amateur or professional including Queensland State Championships and tournaments used for ranking purposes and to decide and or approve the dates thereof.
- (c) To delegate the management of any tennis tournament or match or fixture to any Affiliated Body or other body or person.
- (d) To affiliate with and arrange for representation of the Company on Tennis Australia Limited or any other body of a similar nature formed for the purpose of promoting and controlling the game of Tennis.
- (e) To decide upon and deal with and give such rulings and decisions and make such orders as the Company shall think fit in relation to all aspects of the administration and control of Tennis in Queensland and the conduct of the game in Queensland.
- (f) To do all such acts, deeds, matters and things and to enter into and make agreements as are incidental and conducive to the objects of the Company or any of them.

3.2 Exercise of powers

The Company may, in any manner permitted by the Act exercise any power, take any action, or engage in any conduct of procedure which under the Act a company limited by guarantee may exercise, take or engage in if authorised by its Constitution.

3.3 Income and Property

- (a) The income and property of the Company will only be applied towards the promotion of the objects of the Company.
- (b) No income and property of the Company will be paid, transferred or distributed, directly or indirectly, by way of dividend, bonus or otherwise to any Member of the Company however nothing in this Constitution will prevent payment in good faith to a Member:
 - (i) in return for any services rendered or goods supplied in the ordinary and usual course of business to the Company;
 - (ii) of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent to the Company; or

- (iii) of reasonable and proper rent for premises leased by any Member to the Company;
- (iv) of a grant which it deems appropriate in furtherance of these objects.

SECTION 4 – DEFINITIONS AND INTERPRETATION

4

- 4.1** In this Constitution, unless there is something in the subject or context which is inconsistent;

The Act means the Corporations Act 2001

Affiliated Body means a club, association, school or individual or other body (whether incorporated or not) which has affiliated with the Company.

Affiliation Fee means that fee as determined from time to time by the Board of Directors as payable by an Affiliated Body to the Company for affiliation.

annual general meeting means the annual general meeting of the Company.

Board or Board of Directors means the Board of Directors of the Company.

By-Laws means the By-Laws of the Company as amended from time to time.

Chief Executive Officer means an officer for the time being of the Company.

communication service means any legible facsimile, email or other electronic means of written communication.

Company means Royal Queensland Lawn Tennis Association Ltd.

Constitution means this Constitution of the Company.

Corporations Law means the Corporations Act 2001 and any statutory modification or enforcement of it.

day means the period commencing at 8.30am and concluding at 5.00pm on that day in the relevant place.

Delegate means a person elected or appointed by an Affiliated Body to be its delegate on the respective Regional Assembly.

Directors means the Directors forming the Board of Directors.

Financial Year or **year** means a twelve-month period commencing on 1 July and terminating 30 June.

general meeting means any general meeting of the Company.

Honorary Life Member means a Member who is classified as an Honorary Life Member.

Member means a person entered in the Register as a Member of the Company for the time being.

Member Percentage means the total number of Registered Players as submitted by Affiliated Bodies in each Region as a percentage of the total

number of Registered Players of the Company as at 31 December for the previous year.

Non Financial Affiliate means an Affiliate that has not paid the relevant Affiliation Fee to the Company by the date as determined by the Company in its absolute discretion.

Patron means the person elected as the Patron of the Company.

Population means the number of people in an area as reported by the census published by the Australian Bureau of Statistics.

Regions means and includes each of the following geographical areas within the State, as determined by the Board from time to time.

Regional Affiliated Body means any Affiliated Body that affiliates through the regional structure and may be represented by Delegates on the respective Regional Assembly.

Regional Assembly means a committee of the Company established to be responsible for a particular Region.

Regional Members means the Members representing a Regional Assembly.

Register means the register of Members of the Company kept pursuant to the Corporations Law.

Registered Player means a person who is a participant of the sport of tennis and has provided details to the Company either directly or through an Affiliated Body, for the purpose of being registered with the Company on its database/s.

seal means the common seal of the Company.

Secretary means an officer for the time being of the Company.

State means the State of Queensland.

Tennis Court means a playing area and surface marked for the playing of tennis and substantially to the dimensions of a tennis court used for Grand Slam events as determined by the ITF. A tennis court may have other lines, other than tennis lines marked upon it, and shall be used for the playing of tennis.

4.2 In this Constitution, unless there is something in the subject or context which is inconsistent:

- (a) the singular includes the plural and vice versa;
- (b) each gender includes the other two genders;
- (c) the word "person" means a natural persona and any partnership, association, body or entity whether incorporated or not;
- (d) the words "writing" and "written" include any other mode of representing or reproducing words, figures, drawings or symbols in a visible form;

- (e) where any word or phrase is defined, any other part of speech or other grammatical form of that word or phrase has cognate meaning;
- (f) a reference to any clause or schedule is to a clause or schedule of this Constitution;
- (g) a reference to any statute, proclamation, rule, code, regulation or ordinance includes any amendment, consolidation, modification, re-enactment or reprint of it or any statute, proclamation, rule, code, regulation or ordinance replacing it.

4.3 The provisions of this Constitution displace the replaceable rules (but not replaceable rules which mandatorily apply to a public company) contained in the Law.

4.4 Headings do not form part of or affect the construction or interpretation of this Constitution.

SECTION 5 - MEMBERSHIP

5

5.1 Members

Members of the Company shall consist of:

- (a) President;
- (b) Regional Members;
- (c) Honorary Life Members.

5.2 Qualification of Regional Members

Persons who shall be eligible for election as a Regional Member shall be any Delegate resident within the respective Region within the State who is at least 18 years of age and of good repute and character and who has met, when due, all sums of money (if any) owing by that person to the Company and is currently a Registered Player.

5.3 Rights and Obligations of Regional Members

Rights and obligations of Members shall be those rights and obligations as are conferred or imposed upon them under this Constitution and the By-Laws and shall include, but without limitation, the following:

- (a) right to attend and speak at general meetings of the Company;
- (b) right to vote at general meetings of the Company as hereinafter provided;
- (c) obligation to comply with this Constitution and the By-Laws.

5.4 Honorary Life Membership

- (a) Members at general meetings may, from time to time, confer Honorary Life Membership upon any person who, in the opinion of the Members, has conferred long honourable and substantial service to the game of tennis or to the Company, provided that the total number of Honorary Life Members shall not exceed 25 living persons at any one time.
- (b) Nomination for the election to Honorary Life Membership shall be in writing in such form as the Board of Directors determines and shall be signed by one Member as the proposer and another Member as the seconder.
- (c) Nomination shall be forwarded to the Chief Executive Officer who shall then forward the nomination to the Board of Directors for its consideration.

- (d) Board of Directors shall consider the nomination as soon as reasonably practicable after receipt of the nomination from the Chief Executive Officer and shall make a recommendation to the general meeting.
- (e) Members may confer Honorary Life Membership on a person who has been nominated in accordance with this clause by way of special resolution.
- (f) Rights and obligations of Honorary Life Members shall be the following:
 - (i) right to attend general meetings but not participate in any debate. An Honorary Life Member shall have no power to vote unless, at the same time, he is a Member with voting rights;
 - (ii) right to be provided with a badge, free of charge, evidencing that person's Honorary Life Membership;
 - (iii) right of access to functions or activities conducted by or for the Company upon such terms and conditions as the general meeting determines from time to time;
 - (iv) an Honorary Life Member shall not be obliged to pay any fees or subscriptions to the Company.

5.5 Register of Members

There shall be a Register of Members kept by the Company in accordance with the Corporations Law and there shall be entered in the Register in respect of each Member, the following details:

- (a) full name and address of the Member;
- (b) where the Member is a Regional Member, the Region;
- (c) such other particulars as are required to be entered in the Register by the Corporations Law;
- (d) such further particulars as the By-Laws or the Board of Directors may from time to time prescribe.

An entry in the Register shall be prima facie evidence of Membership and of the particulars set out in the register.

5.6 Duration and Termination of Membership

- (a) Every Member shall remain a Member until the membership of that Member is terminated.
- (b) Membership shall be terminated in any of the following ways:
 - (i) by death of the Member or by resignation in writing from the Member to the Company;

- (ii) upon default in payment of any sums of money due to the Company, where such default continues for a period of 1 month after the due date, such notice of default has been given to the Member;
 - (iii) where a Member ceases to be eligible to be a Member;
 - (iv) by resolution of the Board of Directors terminating membership;
 - (v) by resolution of the Regional Assembly that elected or appointed that Member.
 - (vi) is absent without consent of the general meeting from three consecutive general meetings of the Members;
 - (vii) being a Regional Member, ceases to be a Delegate for reasons other than retirement as a Delegate at the expiration of that person's term as a Delegate;
 - (viii) retires as a Regional Member at the expiration of that person's term as a Regional Member;
 - (ix) being the President ceases to be the President.
- (c) If a Member shall commit a breach of this Constitution or the By-Laws or shall be guilty of dishonourable practices or conduct derogatory to the game of tennis or which is not in the best interests of tennis or the Company or its Members, the Board of Directors may, in its absolute discretion, act in accordance with the provisions set out in the By-Laws.
- (d) Termination of membership of a Member under this clause shall be without prejudice to the rights of the Company under this Constitution or the By-Laws or arising by reason of the acts or omissions of the Member whose membership has been so terminated.
- (e) Upon the membership of a Member terminating for any reason that person shall not be eligible to become a Member;
- (i) In the case of a Regional Member, for the balance of the annual period during which that person would have been a Member had the membership of that person not terminated; and
 - (ii) In the case of a Member who is not a Regional Member, for a period of at least 12 months from the date on which that person so ceased to be a Member.
- (f) If a Regional Member shall be guilty of dishonourable practices or conduct which is not in the best interests of the Regional Assembly which elected or appointed that Regional Member or the Region for which that Regional Assembly has responsibility, then that Regional Assembly may, in its absolute discretion, resolve by a majority of two

thirds of the voting rights present in person or by proxy, such vote to be taken by secret ballot, to terminate the Membership of such Regional Member, provided that at least three weeks before the meeting of that Regional Assembly at which such a resolution is to be considered, the Regional Member shall have had notice of such meeting and of what is alleged against the Regional Member and of the intended resolution and that the Regional Member shall, at such meeting and before the passing of such resolution, have had an opportunity of giving, orally or in writing, any explanation the Regional Member may think fit. Termination of Membership of a Regional Member under this clause shall be without prejudice to the rights of the Company under this Constitution or the By-Laws or arising by reason of the acts or omissions of the Regional Member whose Membership has been so terminated.

5.7 Number of Regional Members

The number of Regional Members shall be determined by the number of votes held by each Region on the basis that the minimum number shall be elected so that no Regional Member shall exercise more than 100 votes. For clarity, a Regional Member shall be elected for each 100 votes or part thereof held by a Region.

SECTION 6 – AFFILIATED BODIES

6

6.1 Eligibility for Affiliation

Any club, association, school or individual, whether incorporated or not, may seek to be affiliated with the Company and become an affiliated body.

6.2 Transitional Provisions

All Affiliated Bodies prior to the date of adoption of this Constitution shall be offered renewal of their affiliation.

6.3 Process for Affiliation

- (a) To become an Affiliated Body, that entity shall apply to the Company in writing in such form as the Board of Directors may prescribe and signed by an authorised person.
- (b) Board of Directors shall review and consider every application for affiliation promptly and may accept or decline applications for affiliation. The Board of Directors shall notify the applicant, as soon as practicable, the outcome of their application for affiliation.
- (c) Provided the Affiliated Body has complied with this Constitution and the By-Laws and in the opinion of the Board of Directors has acted in the interests of the game of tennis, shall offer to renew the affiliation annually by notice in writing to the Affiliated Body.
- (d) If an applicant is dissatisfied with the decision of the Board of Directors pursuant to this clause it may appeal the decision.
- (e) Affiliated Bodies must conduct themselves in accordance with this Constitution and By-Laws and, where appropriate, should ensure that the constitution rules of the Affiliated Body reflect the Constitution, By-Laws and Policies of the Company.

6.4 Affiliation Fee

- (a) Affiliated Bodies shall pay to the Company annual affiliation and other fees, which shall be of such amount and payable at such times as may be prescribed by the By-Laws from time to time, or failing any By-Law in that respect, as determined by the Board of Directors from time to time.
- (b) The Board of Directors shall have the power, upon request from an Affiliated Body to consider and if appropriate reduce the Affiliation Fee payable by that Affiliated Body in the event that all of the insurance covered as part of the Affiliation Fee is already provided to the Affiliated Body by third parties other than the Company. In these circumstances the Affiliated Body must provide certificates of insurance and other documentation as required by the Board of Directors.

- (c) The Board of Directors may allow an early payment discount for Affiliation Fees. The discount shall be on such terms as determined by the Board of Directors.
- (d) The Board of Directors may allow for payment by instalments. The instalments shall be on such terms as determined by the Board of Directors.
- (e) Affiliated Bodies who have not paid the Affiliation Fee in full by the 31st of March in each year or Affiliated Bodies who are paying the Affiliation Fee by instalments have not paid an instalment on the due date shall cease to be an Affiliated Body and will have to re-apply to affiliate. An Affiliated Body who has to re-apply to Affiliate pursuant to this clause shall as a consequence of not having registered any registered players have a zero Affiliated Body Percentage in that year.
- (f) The Affiliation Fee payable by an Affiliated Body shall be based on that Affiliated Body being one entity operating not more than one tennis centre. For multiple entities or an entity operating multiple centres the fee will be increased by the appropriate multiplier.

6.5 Termination of Affiliation

- (a) In the event that an Affiliated Body:
 - (i) is guilty of dishonourable practices or conduct derogatory to the game of tennis or conduct which is not in the best interests of the Company or its Registered Players; or
 - (ii) fails to comply with this Constitution and the By-Laws,
 - (iii) defaults in payment to the Company of annual affiliation and other fees and other sums of money owing to the Company when due within 1 month from the date of receipt of a notice advising of the outstanding fees or sums of money;

then the Board of Directors may, in its absolute discretion, resolve to cancel the affiliation of such Affiliated Body, in which case that club, association or other body shall cease to be an Affiliated Body, but without prejudice to the rights of the Company under this Constitution or the By-Laws or arising by reason of the acts or omissions of that Affiliated Body.
- (b) Where the Board of Directors is to consider such resolution the Board of Directors shall act in accordance with the provision set out in the By-Laws.
- (c) An Affiliated Body whose affiliation with the Company has been cancelled or terminated for any reason shall, notwithstanding such cancellation or termination:

- (i) be liable to pay all sums of money due by it to the Company, in the event of the Company at its discretion requiring such payment; and
- (ii) not be entitled to receive any refund in respect of annual Affiliation Fee and other sums of money paid to the Company.

SECTION 7 – REGISTERED PLAYERS

7

- 7.1** A person shall become a Registered Player upon their information being registered by the Company directly or through an Affiliated Body. The Board of Directors shall make By-Laws for the process of becoming a Registered Player and the annual renewal of Registered Players status.

SECTION 8 – REGIONAL ASSEMBLIES

8

8.1 Regions

- (a) For the purpose of this Constitution, the State shall be divided into geographical areas (Regions) as determined from time to time by the Board. At the time of this Constitution the Regions are as follows:
 - (i) Far North Region
 - (ii) North Region
 - (iii) Central Region
 - (iv) West Region
 - (v) South Region
 - (vi) Sunshine Coast Region
 - (vii) Gold Coast Region
 - (viii) Metropolitan Region
- (b) The responsibility for each Region shall be undertaken by a committee of the Company, being a Regional Assembly for each Region.

8.2 Zones

- (a) The Board of Directors may, sub-divide regions into Zones as it sees fit from time to time.
- (b) Each Zone shall comply with and act in accordance with the provisions hereof mutatis mutandis as if they were a Regional Assembly and in all respects the term Zone shall be read to mean Region except in so far as it relates to the election of Regional Members and in so far as it relates to any aspect of Delegates to the Regional Assembly.

8.3 Role of Regional Assembly

The role of each Regional Assembly comprises of the following:

- (a) to elect Regional Members to represent the Region;
- (b) to deal with matters pertaining to the game of tennis in the Region and to promote and develop the game of tennis in that Region;
- (c) to encourage eligible individuals, clubs, associations and other bodies to become Affiliated Bodies with the Company;
- (d) to notify the Company of all Affiliated Bodies within the Region;

- (e) to liaise with neighbouring Regional Assemblies to ensure the smooth conduct of competitions between Affiliated Bodies in the Region with Affiliated Bodies in neighbouring Regions;
- (f) to organise intra and inter Regional tennis competitions;
- (g) to provide advice to the Company on a suggested calendar of tournaments to be held in the Region;
- (h) to make recommendations to the Company concerning applications for new tournaments and any other issues regarding the game of tennis within the Region;
- (i) to notify Affiliated Bodies located in the Region of general meetings of the Company and other relevant information from time to time, including calls for nominations;
- (j) to perform roles and duties pertaining to or having some connection with the game of tennis in the Region as determined by the Board of Directors from time to time.

8.4 Representation at Regional Assembly

- (a) Each Regional Assembly shall be constituted on an annual basis and shall comprise of Delegates elected or appointed annually by those Regional Affiliated Bodies which are located in the Region.
- (b) A Regional Affiliated Body shall be represented by a Delegate to the Regional Assembly.
- (c) The number of votes a Delegate from a Regional Affiliated Body is entitled to cast shall be determined by the number of courts under the control of the Regional Affiliated Body for which affiliation fees have been paid to the Company. If there is a dispute in this regard, the issue shall be resolved by the Company in its sole and absolute discretion.

Voting shall be:

No Tennis Courts – 1 vote
 1 to 4 Tennis Courts – 2 votes
 5 to 9 Tennis Courts – 3 votes
 10 or more Tennis Courts – 4 votes
 Non-financial Affiliate – 0 votes

- (d) A Non Financial Affiliate may appoint a Delegate to attend a meeting of the Regional Assembly, but that Delegate shall not be entitled to speak or to vote at the meeting.
- (e) Delegates on a Regional Assembly shall be Registered Players.
- (f) Delegates shall be elected or appointed by Affiliated Bodies in accordance with their constituent documents by 14 July in each year.

- (g) A Delegate may appoint a proxy to act on its behalf. The provisions of clause 13.10 shall apply to proxies at Regional Assemblies, provided that the proxy shall only be required to be produced prior to the commencement of the meeting.

8.5 Ceasing to be a Delegate

A Delegate shall cease to hold the position of Delegate if the person:

- (a) becomes of unsound mind or bankrupt or is convicted of a criminal offence;
- (b) resigns as Delegate by notice in writing to the Affiliated Body which elected or appointed the person as well as by notice in writing to the respective Regional Assembly, or refuses to act;
- (c) is absent without consent of the Regional Assembly from three consecutive meetings of the Regional Assembly;
- (d) ceases to be a Registered Player of the Affiliated Body which elected or appointed the person;
- (e) is removed from the position of Delegate by the Affiliated Body which elected or appointed the person;
- (f) retires as a Delegate at the expiration of that person's term;
- (g) was elected or appointed by an Affiliated Body which ceases to be an Affiliated Body; or

8.6 Proceedings of Regional Assemblies

The Board shall make By-Laws for the administration of Regional Assemblies.

8.7 Committees of Regional Assemblies

- (a) A Regional Assembly may delegate any of its powers to committees consisting of existing Delegates, other persons who are not Delegates (whether Registered Players or not) and others as it thinks fit and may at any time revoke that delegation.
- (b) The Board may from time to time make By-Laws as to the administration and operation of these committees.

8.8 Limitations on Regional Assemblies

Regional Assemblies shall not without the written consent of the Board of Directors:

- (a) incorporate;
- (b) enter into building, employment or other contracts;
- (c) enter into sponsorship agreements.

- (d) Open and operate a bank account.

SECTION 9 – GENERAL MEETINGS

9

9.1 Convening and Notice of General Meetings

- (a) The Company shall, in addition to any other meeting held by the Company, hold a general meeting, to be called the annual general meeting, in accordance with the provisions of the Corporations Law.
- (b) Meetings of Members, shall be convened and held in accordance with this Constitution, the By-Laws and the Corporations Law and Members may adopt standing orders in relation to its meetings and proceedings, provided the standing orders do not conflict with this Constitution and the By-Laws.
- (c) Any Director may, whenever that Director thinks fit, convene a general meeting of the Company.
- (d) The Board of Directors shall, on such requisition as is provided for by section 249 of the Corporations Law, convene a general meeting of the Company.

9.2 Notice of General Meeting

- (a) Subject to the provisions of the Corporations Law as to shorter notice, at least 14 days' notice, or in the case of a general meeting convened for the purpose of considering a special resolution, at least 21 days' notice shall be given in writing to each Member entitled to attend general meetings.
- (b) A notice convening a meeting of the Company shall specify the place, day and hour of the meeting and the general nature of the business to be dealt with at the meeting, provided that it is not necessary for a notice of an annual general meeting of the Company to state that the business to be transacted at that meeting includes the matters set out in clause 9.3.
- (c) Subject to Corporations Law, the Board of Directors may, by notice in writing to Members, postpone any meeting which has been convened to a date specified in such notice, or may cancel the holding of such a meeting.
- (d) The accidental omission to give notice of any general meeting to or the non-receipt of any such notice by any person entitled to be so notified, shall not invalidate the meeting or any resolution passed at that meeting.

9.3 Proceedings at Annual General Meetings

The business of an annual general meeting is to:

- (a) receive and consider the profit and loss account, the balance sheet and reports of the Board of Directors and the auditor of the Company;
- (b) receive and consider the annual report of the President;
- (c) appoint an auditor of the Company;
- (d) note the election or appointment of Members;
- (e) elect the President if there is a vacancy in that position;
- (f) elect Directors;
- (g) elect a Patron; and
- (h) transact any other business which under this Constitution, the By-Laws ought to be transacted at an annual general meeting.

9.4 Quorum at General Meetings

- (a) The number of Members whose presence is necessary to constitute a quorum at any general meeting of the Company is that number of Members who collectively hold not less than 333 votes. For the purpose of determining whether a quorum is present, a person attending as a proxy for a Member shall be deemed to be a Member.
- (b) No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business.
- (c) If a quorum is not present within 15 minutes after the time appointed for a meeting or such longer period as the chairperson of the meeting may allow, the meeting:
 - (i) if convened upon requisition of Members pursuant to section 249 of the Corporations Law, shall be dissolved;
 - (ii) in any other case, shall stand adjourned to the same day in the next week at the same time and place or to such other day, time and place as the Board of Directors determine.
- (d) If, at the adjourned meeting, a quorum is not present within 30 minutes after the time appointed for the adjourned meeting, the meeting shall be dissolved.

9.5 Running of Meetings

- (a) The chairperson's ruling on all matters relating to the order of business, procedure and conduct of a general meeting shall be final and no motion of dissent from the ruling of the chairperson shall be accepted.
- (b) Members in general meeting, Board of Directors or the President may invite guests with particular skills or expertise or for any other

reason to attend any general meeting and speak at that meeting, provided that any such persons shall not (unless that person is at the same time a Member) have the right to vote at general meetings or otherwise.

- (c) Subject to this Constitution and the By-Laws, the President shall have the power to exclude persons, other than Members, from any general meeting of the Company.

9.6 Chairperson

The President (as chairperson of the Board of Directors) shall preside as chairperson at every general meeting of the Company, but where the President is not present within 15 minutes after the time appointed for a meeting or is unwilling to act, the following shall preside as chairperson of the meeting, in the following order of entitlement a Director chosen by a majority of the Directors present; the only Director present; a Member chosen by a majority of the Members present.

9.7 Voting Rights at General Meetings

At a general meeting, every Regional Member present in person or by proxy shall, upon a show of hands and upon a poll, have the number of votes calculated by the formula set out in Schedule 2.

9.8 Voting at General Meetings

- (a) Every question submitted to a meeting shall be decided by a show of hands unless, before or upon the declaration of the result of the show of hands, a poll is demanded by:
 - (i) the chairperson;
 - (ii) any Member(s) present and having the right to vote at the meeting.
- (b) Unless a poll is so demanded, a declaration by the chairperson that the resolution has been carried or carried unanimously or without dissent or by a particular majority or lost and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the result of the resolution and it shall not be necessary to prove the number or proportion of votes cast in favour of or against the resolution.
- (c) Where a poll is duly demanded, it shall be taken in such manner and at such time and place and at once or after an interval or adjournment or otherwise as the chairperson directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- (d) A poll shall not be demanded on the election of a chairperson or on the adjournment of a meeting. A demand for a poll does not prevent the continuance of the meeting for the transaction of any business other than the question on which the poll has been demanded.

- (e) The demand for a poll may be withdrawn.
- (f) A Regional Member present in person or by proxy shall be entitled to vote on the election or appointment of President and Directors.
- (g) A Regional Member shall not be entitled to vote unless that Regional Member has paid all fees and other sums of money owing by that Region to the Company pursuant to this Constitution and the By-Laws on or before the due date for payment.
- (h) Objection shall not be raised to the right of a person to attend or vote at a meeting or adjourned meeting or to vote on a poll, except at that meeting or adjourned meeting or when that poll is taken, and every vote not disallowed at the meeting or adjourned meeting or when the poll is taken shall be deemed valid for all purposes.
- (i) In the case of a dispute as to the admission or rejection of a vote, the chairperson of the meeting shall decide the matter and the decision of the chairperson shall be final and conclusive.

9.9 Adjourning of General Meetings

- (a) The chairperson may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but the only business that may be transacted at an adjourned meeting is the business left unfinished at the meeting from which the adjournment took place.
- (b) Where a meeting is adjourned for more than 21 days, at least 3 business days' notice of the adjourned meeting shall be given.
- (c) It is not necessary to give any notice of any adjournment of or the business to be transacted at an adjourned meeting.

9.10 Proxies

- (a) A Member entitled to attend and vote at a meeting of the Company is entitled to appoint another person (being a Member) as a proxy to attend and vote instead of that Member at the meeting and a proxy has the same right as the Member to speak and vote at the meeting.
- (b) A Delegate entitled to attend and vote at a meeting of a Regional Assembly meeting is entitled to appoint another person (being a Delegate) as a proxy to attend and vote instead of that Delegate at the meeting and a proxy has the same right as the Delegate to speak and vote at the meeting.
- (c) An instrument appointing a proxy shall be in writing under the hand of the appointor or of an attorney of the appointor duly authorised in writing.
- (d) An instrument appointing a proxy shall be in a form approved by the Board of Directors.

- (e) An instrument appointing a proxy shall, unless the instrument expressly provides otherwise, be deemed to confer authority to agree to:
 - (i) a meeting being convened by shorter notice than is required by the Corporations Law or by this Constitution or the By-Laws; and
 - (ii) a resolution being proposed and passed as a special resolution at a meeting of which less than 21 days' notice has been given; and
 - (iii) demand or join in demanding a poll.
- (f) An instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and where the instrument of proxy so provides, the proxy is not entitled to vote on the resolution except as specified in the instrument.
- (g) Subject to the Corporations Law, an instrument appointing a proxy shall not be valid unless there is deposited or received (as the case may be) at the registered office of the Company not less than 48 hours before the time appointed for the meeting or adjourned meeting at which the person named in the proxy proposes to attend and vote:
 - (i) an instrument appointing a proxy and any power of attorney or other authority under which the instrument of proxy is executed (or a copy of the power or the authority notarially certified), together with such evidence of due stamping, execution and non-revocation of the instrument or power as the Board of Directors may require; or
 - (ii) a legible electronic transmission copy of the instrument of proxy where that instrument is signed under the hand of a Member, together with such evidence of due stamping, execution and non-revocation of that instrument as the Board of Directors may require.
- (h) A vote cast by a proxy is valid notwithstanding the previous revocation of the authority of the proxy by the death or unsoundness of mind of the proxy's principal or otherwise, unless an intimation in writing of the revocation has been received by the Company at its registered office before commencement of the meeting or adjourned meeting at which the instrument is to be used.

SECTION 10 – BOARD OF DIRECTORS

10

10.1 Composition of the Board of Directors

- (a) The Board of Directors shall consist of up to 9 Directors, comprising:
 - (i) President;
 - (ii) five Directors ("Elected Directors");
 - (iii) up to three Appointed Directors ("Appointed Director").
- (b) Each Elected Director shall be a Registered Player resident within the State who is at least 18 years of age and of good repute and character and who has met, when due, all fees and other sums of money (if any) owing by that person to the Company under this Constitution or the By-Laws.

10.2 Directors not to hold other positions

A Director shall not be a Regional Assembly Chairperson or a Regional Member. If a person is a Regional Assembly Chairperson or Regional Member at the time they are elected or appointed as a director of the Company, that person must within 21 days of election or appointment resign their position as a Regional Assembly Chairperson or Regional Member.

10.3 Rights of Non Member Directors

Any Director who is not a Member shall be entitled to attend and speak at general meetings of the Company, but shall not have the right to vote at general meetings of the Company.

10.4 Election of the President and Five Directors

- (a) The President and Elected Directors shall be elected by the existing Members at an annual general meeting at which a vacancy in relation to those offices arises, and may be elected at a general meeting of the Company.
- (b) The Chief Executive Officer shall, by written notice to all Members, Regional Assemblies, Affiliated Bodies, call for nominations for the positions of the President and Elected Directors not less than 14 days before the despatch of the notice of the annual general meeting or general meeting at which a vacancy in relation to those positions arises, and in that notice, the Chief Executive Officer shall specify the date upon which nominations for those positions must be received, which deadline shall be 2 business days prior to the despatch of the notice of the annual general meeting or the general meeting at which the resolution to consider the election of the President and Elected Directors is to be considered.

- (c) A person is eligible to be elected as the President or a Director provided a nomination form signed by the nominee has been received by communication service at the State Office of the Company at least 2 business days prior to the despatch of the notice for the general meeting of the Company at which a resolution to consider the election of the President and those Directors is to be considered, signed by the nominee.
- (d) The nomination form shall contain such information including a curriculum vitae of the nominee and be in such form as is approved by the Board of Directors from time to time.
- (e) Notice of each candidature for election as President and Elected Directors together with the information included in the nomination form shall be included with the notice of the general meeting of the Company at which the election of the President and Elected Directors is to be considered.
- (f) The Company shall, at each annual general meeting at which a vacancy in relation to the Directors arises, fill the vacancies by electing a person eligible to be elected to those offices by way of an ordinary resolution.
- (g) Voting by Members for election of the President and Elected Directors shall be taken by way of secret ballot in accordance with the procedure for such a ballot as set out in the By-Laws or, failing any By-Law in that respect, as determined by the chairperson of the general meeting acting reasonably and bona fide and the nominee or nominees for the position of those Directors who receive the greatest number of votes in descending numerical order until all positions are filled.
- (h) Where only the required number of nominations for the positions of the President and Elected Directors are received that nominee or those nominees (as the case may be) shall be deemed to be elected and appointed.
- (i) Should the required number of nominations not be received within the requisite time prior to the despatch of the notice of the general meeting at which an election is to take place nominations may be received from the floor of the general meeting.
- (j) The Chief Executive Officer shall be the returning officer for the purpose of conducting any election which may be necessary to elect the President and Elected Directors and the chairperson at which the election takes place shall appoint 2 scrutineers to assist the returning officer in the conduct of the secret ballot. The Chief Executive Officer shall furnish a certificate to the chairperson as to the result of the voting and such certificate shall be final and binding.
- (k) The result of the election of the President and Elected Directors shall be declared by the chairperson at the general meeting of the Company at which the election was held.

- (l) A Director other than Appointed Director shall, unless that Director shall earlier cease to be a Director, hold office as a Director from the conclusion of the annual general meeting at which that Director was elected until that Director retires as a Director at an annual general meeting, but that Director may act until the conclusion of the annual general meeting at which that Director retires.

10.5 Casual Vacancy of Director

- (a) In the event of a casual vacancy arising in the office of President an election shall be held to elect an eligible person as President to fill the casual vacancy. This election shall be held as determined by the Board of Directors but not later than the next Annual General Meeting (provided that there is sufficient time to issue the necessary notices). The person elected to fill the position of President shall hold that position for the balance of the term in office of the person who created the casual vacancy.
- (b) In the event of a casual vacancy arising in the office of an Elected Director an election shall be held to elect an eligible person as Elected Director to fill the casual vacancy. This election shall be held at the next Annual General Meeting (provided that there is sufficient time to issue the necessary notices). The person elected to fill the position of Elected Director shall hold that position for the balance of the term in office of the person who created the casual vacancy.
- (c) If an appointed Director does not complete his Term of three years this does not create a casual vacancy.
- (d) The Board may appoint an interim President to act as Chairman until such time as an election can be held to fill the casual vacancy.

10.6 Removal of Director

- (a) The Company may remove any Director from office by ordinary resolution and elect another person who is eligible to be elected as such a Director to fill the casual vacancy arising from any such removal.
- (b) The person appointed to fill that vacancy shall hold office as Director pursuant to the previous clause only for the period in which the predecessor would have held that office had the vacancy not occurred.

10.7 Appointed Directors

- (a) Board of Directors may appoint up to three Appointed Directors These Directors shall hold office for three years from the date of appointment.
- (b) A Director appointed by the Board of Directors shall be subject to all other provisions with respect to maximum terms as set out in clause 10.9.

10.8 Term of Directors

- (a) The Term of an Appointed Director is three (3) years from the date of the meeting of the Board of Directors at which the Appointed Director was appointed.
- (b) The Term of Elected Directors is three (3) years from the date of the Annual General Meeting of which they are elected. The Term ends at the end of the Annual General Meeting at the end of the three year Term.

10.9 Rotation and Maximum Terms of Directors

- (a) A retiring Director may act until the conclusion of the annual general meeting at which that Director retires and is eligible for re-election, but so that the term of any Director shall not exceed:
 - (i) 6 consecutive years as a Director; or
 - (ii) 6 consecutive years as a Director followed by 3 consecutive years as a President.
 - (iii) 3 consecutive years as a Director followed by 6 consecutive years as President.
- (b) Any period served by a Director or President in filling a casual vacancy shall not be considered in determining the maximum term in office as set out in clause 10.9(a).
- (c) For the purposes of this clause 10.9, when calculating the maximum term in office of an Appointed Director the period of time shall be measured from the date of appointment as an Appointed Director pursuant to clause 10.7.
- (d) In the event that a Director serves as both an Elected Director and Appointed Director, for the purpose of this clause 10.9 when calculating the maximum term in office, the period shall be calculated on the basis that the period from the date of appointment to the next Annual General Meeting shall be deemed to constitute one year.
- (e) A Director who has reached their Maximum Term must spend at least one (1) year not as a Director before they are eligible either for election or appointment.

10.10 Vacation of Office

- (a) In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Corporations Law, the office of a Director becomes vacant if the Director:
 - (i) becomes of unsound mind or bankrupt or is convicted of a criminal offence;

- (ii) resigns as a Director by notice in writing to the Company or refuses to act;
- (iii) is absent without the consent of the Board of Directors from 3 consecutive meetings of the Board of Directors;
- (iv) retires as a Director at the expiration of that person's term as a Director;
- (v) is removed from office as a Director
- (vi) being a Director who is a Delegate, ceases to be a Delegate, provided that where a Delegate retires, and is not re-elected or re-appointed as a Delegate for a further annual period in the year of such retirement, or is re-elected or re-appointed as a Delegate for a further annual period in the year of such retirement, then that Delegate will continue in office as a Director until the end of the annual general meeting in that year;
- (vii) defaults in the payment of fees or other sums of moneys owing by the Director (in whatever capacity) to the Company where such default continues for a period of 1 month after the due date;
- (viii) is in breach of the provisions of clause 10.2.

10.11 Conflict of Interest

- (a) Subject to the Corporations Law and this Constitution, a Director may, notwithstanding the office as Director and the fiduciary relationship thereby established:
 - (i) hold any other office (except that of auditor of the Company) in the Company or in any body corporate in which the Company is a member or otherwise interested;
 - (ii) enter into a contract or arrangement with the Company as vendor, purchaser, underwriter or otherwise;
 - (iii) sign or countersign a contract or other document to which the seal is affixed and in which the Director has, whether directly or indirectly, an interest; and
 - (iv) be counted in the number present for a quorum, notwithstanding the Director's interest in any matters arising at the meeting.
- (b) A Director who is in any way, directly or indirectly, interested in a contract or arrangement or proposed contract or arrangement with the Company or who holds any office or possesses any property whereby, directly or indirectly, duties or interests might be created in conflict with the duties or interests as Director, shall declare the nature of the interest of that Director or the nature, character and

extent of the conflict (as the case may be) in accordance with the Corporations Law and the Director shall be excluded from any discussion, debate or voting on the issue.

10.12 Powers of Directors

- (a) Subject to the Corporations Law and this Constitution, the management of the business of the Company is vested in the Board of Directors and they may exercise all such powers of the Company and do all such acts and things as the Company is by this Constitution or otherwise authorised to exercise and do.
- (b) The Board of Directors may exercise all powers of the Company but subject to the limitations set out in clause (c). The Board of Directors shall have the power to determine any fees and sums of money payable to the Company. The Board of Directors is responsible for the budgeting process.
- (c) The Board of Directors shall not be entitled to exercise the following powers or to do all or any of the following acts, matters or things, which acts, matters, things or powers shall be done or exercisable only by a general meeting of the Company:-
 - (i) disposal of the main undertaking of the Company;
 - (ii) disposal of any major assets of the Company, being those assets having a value of at least 5% of the total gross assets of the Company from time to time excluding the sale of assets where the proceeds of those assets are to be reinvested as part of the Board approved Investment Strategy;
 - (iii) exercise of the powers of the Company to borrow and lend money provided that the Board of Directors may exercise such powers in the following circumstances:-
 - (iv) where the sums of money involved in each circumstance do not exceed \$250,000 or such other amount as determined by the Members from time to time by ordinary resolution;

10.13 Proceedings of Directors Meetings

- (a) The Board of Directors may meet together for the despatch of business, convene, adjourn and otherwise regulate its meetings and proceedings as it thinks fit and for such purpose, may adopt standing orders, provided the standing orders do not conflict with this Constitution and the By-Laws. The Board of Directors shall meet whenever it is necessary for the despatch of business and shall, in any event, meet at least six times in each Financial Year.
- (b) Without limiting the generality of this clause, the Board of Directors may, if they think fit, confer by radio, telephone, closed circuit television or other electronic means of audio or audio-visual communication and a resolution passed at such conference shall,

notwithstanding the Directors are not present together in one place at the time of the conference, be deemed to have been passed at a meeting of the Board of Directors held on the day on which and at the time at which the conference was held. The provisions of this Constitution relating to proceedings of the Board of Directors shall apply, so far as they are capable of application, to conferences held by these means.

- (c) A Director may, and the Chief Executive Officer shall upon the request of a Director, convene a meeting of the Board of Directors.
- (d) At least 5 days notice of meetings of the Board of Directors shall be given to each Director by delivering or posting the notice or by sending the notice by communication service to the last address or communication service number (as the case may be) within Australia provided by the Director.
- (e) If any of the Directors consider that a meeting of the Board of Directors is required upon short notice for consideration of urgent business, notice of such meeting (being less than 5 days) and of the general nature of the business for discussion at the meeting may be given by telephone to each Director at the last telephone number within Australia provided by the Director.
- (f) Where, at a meeting of the Board of Directors, additions or amendments to or the formulation or rescission of the By-Laws is to be considered, at least 5 days written notice of the specific proposed additions or amendments to or the formulation or rescission of the By-Laws must be given to all Directors within Australia.
- (g) A quorum at a meeting of the Board of Directors shall be 4 Directors. No business shall be transacted at a meeting of the Board of Directors unless a quorum is present at the time when the meeting proceeds to business.
- (h) The chairperson of the Board of Directors shall be the President.
- (i) The chairperson of the Board of Directors shall preside at meetings of the Board of Directors, but if at any meeting of the Board of Directors, no chairperson is in office or the chairperson is not present within 15 minutes after the time appointed for the meeting or is unwilling to act, the Directors present shall choose one of their number to be chairperson of that meeting.
- (j) Questions arising at a meeting of the Board of Directors shall, except where otherwise provided in this Constitution or in the By-Laws, be decided by a majority of votes of the Directors present in person or by proxy and any such decision shall, for all purposes, be deemed to be a decision of the Board of Directors.
- (k) In the case of an equality of votes, the chairperson of the meeting has a casting vote in addition to a deliberative vote (if any), except in the case of the election or appointment by the Board of Directors of

Appointed Directors, in which case the chairperson shall not have a casting vote.

- (l) Each Director present in person or by proxy shall have one vote.
- (m) Any Director may grant a proxy to any other Director to vote in accordance with the authority contained in the written proxy provided that proxy is produced to the meeting prior to any vote. A Director shall have an additional vote for each proxy held.
- (n) Subject to the Corporations Law, a resolution in writing signed by all the Directors or all the members of a committee of the Directors for the time being present within Australia shall be as valid and effectual for all purposes as if it had been passed at a meeting of the Board of Directors or committee duly called and constituted, and may consist of several documents in like form, each signed by one or more of the Directors or the members of a committee (as the case may be) and where the document is so signed, the document shall be deemed to constitute a minute of that meeting.
- (o) The meeting referred to in the previous clause shall be deemed to be held on the day on which the document was signed and at the time at which the document was last signed or if the Directors or the members of a committee signed the document on different days, on the day on which, and at the time at which, the document was last signed by a Director or a member of a committee (as the case may be).
- (p) An electronically transmitted legible copy of a document, the original of which in the opinion of the Chief Executive Officer has been apparently signed by a Director or a member of a committee, shall be deemed to be a document signed by such Director or member.
- (q) All acts of the Directors, a committee or sub-committee of the Directors or a member of a committee or sub-committee or a person acting as a Director or committee or sub-committee or member of a committee or sub-committee, are valid notwithstanding that it is afterwards discovered that there was some defect in the appointment, election or qualification of them or any of them or that they or any of them were disqualified or had vacated office.
- (r) In the event of a vacancy in the office of a Director, the remaining Director or Directors may act, but if the number of remaining Director or Directors is not sufficient to constitute a quorum at a meeting of the Board of Directors, the remaining Director or Directors may act only for the purpose of increasing the number of Directors to a quorum or of convening a general meeting of the Company but not for any other purpose.
- (s) The Chief Executive Officer shall provide to each Director a copy of this Constitution and the By-Laws and of any amendments made to those documents provided that upon a Director ceasing to be a Director, that Director shall forthwith return all copies of those

documents (as amended) which are in the possession of that Director.

10.14 Committees

- (a) All Committees formed by the Board of Directors or the Members at general meetings shall be committees of the Board of Directors and subject to control of the Board of Directors and shall report to the Board of Directors.
- (b) The Board of Directors may delegate any of its powers to committees or sub-committees consisting of existing Directors, other persons who are not Directors (whether Members or not) and others as it thinks fit and may at any time revoke that delegation.
- (c) A committee or sub-committee to which any powers have been delegated by the Board of Directors shall exercise the powers delegated in accordance with any directions of the Board of Directors and subject to that, the meetings and proceedings of a committee or sub-committee consisting of at least one Director shall be governed by the provisions of this Constitution as to meetings and proceedings of the Board of Directors, so far as they are capable of application, to meetings and proceedings of a committee or sub-committee.
- (d) The President shall be ex-officio member of all committees or sub-committees appointed by the Board of Directors.
- (e) Minutes of all committee and sub committee meetings must be taken. Committee activity reports should be forwarded to the Chief Executive Officer at least ten days prior to a Board meeting.
- (f) In the case of equality of votes at a meeting of a committee or sub-committee of the Board of Directors, the chairperson of that committee or sub-committee shall not have a casting vote and the resolution or question shall be deemed to have been lost.
- (g) There shall be a right of appeal to the Board of Directors against any decision of a committee or sub-committee appointed by the Board of Directors.

10.15 Appointments to Tennis Australia

- (a) The Board of Directors shall be responsible to nominate any delegates or nominees to committees or Directors of Tennis Australia.
- (b) The President, if willing and able to stand, will automatically be one of the delegates to Tennis Australia Limited.

SECTION 11 - PATRON

11

- 11.1** There shall be one Patron of the Company.
- 11.2** The Patron shall be a natural person resident within the State who is at least 18 years of age and in good character and repute, but need not be a Registered Player.
- 11.3** The Patron shall be elected by the Members at the annual general meeting in each year.

SECTION 12 – CHIEF EXECUTIVE OFFICER

12

- 12.1** The Board of Directors may from time to time appoint a Chief Executive Officer of the Company as the Board of Directors may determine from time to time.

SECTION 13 - EXPENSES**13**

13.1 No payment shall be made to any Director other than the payment:

- (a) of out of pocket expenses incurred by the Director in the performance of any duty as a Director where the amount payable does not exceed an amount previously approved by the Directors; or
- (b) for any service rendered to the Company by the Director in a professional or technical capacity, other than in the capacity as Director, where the provision of the service has the prior approval of the Directors and where the amount payable is approved by the Directors and is not more than an amount which commercially would be reasonable for the service.

SECTION 14 - SEAL

14

14.1 Safe Custody of Seal

The Company shall have a common seal and the Board of Directors shall provide for the safe custody of the seal in such manner as it thinks fit.

14.2 Use of Seal

- (a) The seal shall be used only by the authority of the Board of Directors and every document to which the seal is affixed shall be signed by a Director and countersigned by the Secretary or a second Director or by some other person appointed generally or in a particular case by the Board of Directors for that purpose.
- (b) The Board of Directors may determine, generally or in a particular case, that the seal and the signatures of the Director, Secretary or other person appointed by the Board of Directors for the purpose of signing documents to which the seal is affixed.

14.3 Cheques and Negotiable Instruments

All cheques, bills of exchange, promissory notes, bankers drafts and other negotiable instruments and all receipts for money paid to the Company, shall be signed, accepted, drawn, made, endorsed or otherwise executed for and on behalf of the Company by such persons (whether Directors or officers of the Company or not) in such manner as the Board of Directors shall from time to time determine.

SECTION 15 - AUDITORS

15

15.1 Appointment of Auditors

Auditors shall be appointed and their duties regulated in accordance with the Corporations Law.

15.2 Independence of Auditors

No Delegate, Member or Director shall be capable of acting as an auditor of the Company.

15.3 Right of Access

The auditor of the Company shall have the right of access at all times to the books, accounts and vouchers of the Company and shall be entitled to require from the Directors, Members and other officers of the Company, such information and explanation as may be necessary for the performance of the duties of the auditor.

SECTION 16 – ACCOUNTS, MINUTES AND DOCUMENTS

16

16.1 Requirements as to Accounts and Audits

- (a) The Board of Directors shall ensure that the requirements of the Corporations Law as to accounts and audit are complied with by the Company.
- (b) A record of all monies received and expended by the Company and other relevant financial records and accounts as are necessary shall be kept to enable the financial position of the Company to be ascertained from time to time.

16.2 Auditor Attendance at General Meetings

The auditor of the Company or the agent of the auditor authorised by the auditor in writing for the purpose, is entitled to attend general meetings, to receive all notices of and other communications relating to general meetings which a Member is entitled to receive and to be heard at any general meeting which the auditor or agent attends on any part of the business of the meeting which concerns the auditor in that capacity, but the auditor does not have the right to vote at general meetings.

16.3 Inspection of Company Records

- (a) Subject to the provisions of the Corporations Law and this Constitution, the Board of Directors shall determine whether and to what extent and at what times and places and under what conditions the accounting records and other documents of the Company or any of them will be open to inspection by the Members and other persons.
- (b) A Member or other person (not being a Director):
 - (i) has no right to inspect any documents of the Company, except as conferred by the Corporations Law or any other statute or except as authorised by the Board of Directors; and
 - (ii) is not entitled to require or receive any information concerning the business, trading or customers of the Company.

16.4 Minutes

- (a) The Board of Directors shall, in accordance with the Corporations Law, cause minutes of all proceedings of general meetings and of meetings of the Board of Directors to be entered, within two months after the relevant meeting is held, in books kept for that purpose and signed by the chairperson.

16.5 Documentation to Members

- (a) The Chief Executive Officer will on request provide to each Member a copy of the Constitution and the By-Laws and any amendments made to those documents.

SECTION 17 - NOTICES

17

17.1 Notice of Meeting

- (a) Notice may be given by the Company either personally or by sending it by post to the recipient at his usual address or email at a number or address supplied by him/her to the Company.
- (b) Where a notice is by post, service of the notice shall be deemed to be effected by properly addressing, stamping and posting a letter containing the notice and to have been effected in the case of a notice of a meeting two days after the date of its posting.
- (c) The non-receipt of notice of a meeting by any of the persons entitled to receive notice of the meeting as set out in clause 17.2 shall not invalidate the proceedings at any meeting.

17.2 Notice of General Meeting of the Company

- (a) Notice of every general meeting shall be given to:
 - (i) every Member;
 - (ii) the auditor for the time being of the Company;
 - (iii) Directors;
 - (iv) the secretary of each Regional Assembly.
- (b) No other person is entitled to receive notices of general meetings.
- (c) A Member who has no registered address in Australia or who has not supplied to the Company any address or email address within Australia for the giving of notices to the Member shall not be entitled to receive any notices from the Company.

SECTION 18 – BY-LAWS

18

18.1 Subject Matter of By-Laws

- (a) By-Laws may be created or amended hereinafter provided in relation to:
 - (i) the constitution and mode of governance of the Company;
 - (ii) the establishment, constitution, duties, powers, Membership and mode of governance of separate bodies or categories of Members;
 - (iii) the nomination, election, admission, appointment and or reclassification of Members;
 - (iv) the nomination, election, appointment, powers, duties and privileges of Registered Players, Delegates, Directors, Members, Chief Executive Officers and all other officers;
 - (v) the establishment, election, appointment, constitution, duties, powers, privileges, Membership and mode of governance of Regional Assemblies, the Board of Directors and the general meeting and committees or sub-committees of any of them and all meetings of Regional Assemblies, the Board of Directors, the Members and committees or sub-committees of any of them and other governing and administrative bodies of the Company or its Members;
 - (vi) all matters relating to the game of tennis;
 - (vii) all matters which by this Constitution may be or are required to be dealt within or by the By-Laws; or
 - (viii) any other matters whatsoever relating to the affairs of the Company or any other matters for the purpose of or incidental to carrying out or promoting the objects of the Company,
- (b) The By-Laws shall not conflict with the Corporations Law, this Constitution and where there is any conflict or inconsistency between the Constitution and the By-Laws the Constitution shall prevail over the By-Laws to the extent of the inconsistency.

18.2 Power to Make By-Laws

Subject to clause 18.1 and 10.12 the Board of Directors shall be deemed to have full power to make By-Laws on all or any of the matters referred to in this clause.

18.3 Amendment of By-Laws

By-Laws made by the Board of Directors may from time to time be made, added to, amended or repealed by the Board of Directors by way of a majority of three quarters of those present in person or by proxy and voting and all By-Laws so made and for the time being in force shall be binding on Members, Affiliated Bodies and Registered Players as if they formed part of this Constitution and shall have full effect accordingly.

SECTION 19 – INDEMNITY AND INSURANCE

19

19.1 The Company shall indemnify to the full extent permitted by law all Directors and Officers from or against all actions, suits, claims and demands including costs for any acts or omissions done or performed in good faith in the performance of his/her duties but excluding any liability that, by law, would otherwise attach to such an officer in respect of any criminal act, negligence, default, breach of duty or breach of trust of which such an officer or auditor may be guilty in relation to the Company.

19.2 The Directors may, to the fullest extent permitted by law:

- (a) Purchase and maintain insurance; or
- (b) Pay or agree to pay a premium for insurance for any persons to whom this rule applies against all liability incurred by the person as a Director or as an Officer of the Company or of a related body corporate including but not limited to a liability for negligence and/or for reasonable costs and expenses incurred in defending claims or proceedings, whether civil or criminal whatever their outcome.

19.3 Indemnity to Continue

The indemnity granted by the Company contained in clause 19.1 shall continue in full force and effect notwithstanding the deletion or modification of that clause, in respect of acts and omissions occurring prior to the date of the deletion or modification.

SECTION 20 – WINDING UP

20

- 20.1** If the Company is wound up each Member; and each person who ceased to be a Member in the preceding year undertakes to contribute to the property of the Company for the payment of the debts and liabilities of the Company and payment of the costs, charges and expenses of winding up; and adjustment of the rights of the contributories amongst themselves, such amount as may be required but not exceeding \$10.00.
- 20.2** If any surplus remains following the winding up of the Company, the surplus will not be paid to or distributed amongst Members, but will be given or transferred to another institution or corporation which has:
- (a) objects which are similar to the objects of the Company as set out in clause 3.1;
 - (b) a constitution which requires its income and property to be applied in promoting its objects; and
 - (c) a constitution which prohibits it from paying or distributing its income and property amongst its Members to an extent at least as great as imposed on the Company by clause 3.3(b).

The identity of the corporation or institution is to be determined by the Members at or before the time of dissolution and failing such determination being made, by application to the Supreme Court for determination.

SECTION 21 – AMENDMENTS TO CONSTITUTION

21

The Members may by Special Resolution and subject to the Corporations Law amend any of the provisions of the Constitution.

SECTION 22 – TRANSITIONAL PROVISIONS

22

- 22.1** Any Appointed Director who is in office at the date of this change to the Constitution as an Appointed Director, may, notwithstanding the provisions of this Constitution as to maximum Term, serve until the last Board meeting of 2017 as an Appointed Director.
- 22.2** It is intended that for effective rotation of Board Members that one (1) position as an Appointed Director would become vacant each year. To facilitate this arrangement, the Board may, after the date of this amendment, appoint an Appointed Director for an Initial Term of two (2) years and that person so appointed shall have a Maximum Term as a Director of five (5) years.
- 22.3** Any Director, who at the date of this change of the Constitution, holds a position of Regional Assembly Chairperson or Regional Member must resign from that position no later than one (1) week prior to that regions Regional Assembly AGM in 2016.

SECTION 23 – NATIONAL BY-LAWS AND NATIONAL POLICIES

- 23** By virtue of its membership with Tennis Australia, the Company agrees to adopt and abide by National By-Laws and National Policies of Tennis Australia, as implemented and amended from time to time, including but not limited to, the Member Protection Policy, the Tennis Anti-Doping Policy, the Tennis Uniform Anti-Corruption Program, the Disciplinary Policy, and the Code of Behaviour Tournaments and Weekly Competitions. The Company, its officers, its Members, Affiliated Bodies and Registered Players are all bound by each of these National By-Laws and National Policies. Each Member of the Company and each Affiliated Body agrees that its members are also bound by each of these National by-laws and National Policies.

SCHEDULE 1

Subject to Clause 5.7 the initial Number of Regional Members

Far North	1
North	2
Central	2
West	1
Sunshine Coast	2
Gold Coast	2
South	1
Metro	4

SCHEDULE 2

$$\text{Number of votes for a Region} = \frac{\text{Population in Region}}{\text{Population in Queensland}} \times 1000$$

Provided that if the number of votes is greater than 400 the maximum number of votes for any Region is 400. In those circumstances the surplus votes shall be redistributed amongst other Regions as follows:

$$\text{Each Regions} = \text{number of votes to} \times \frac{\text{Population in the Region}}{\text{total Population in Queensland of all Regions with less than 400 votes}}$$

additional votes be redistributed

The total votes for a Regional shall be by adding the 2 formulae together. The number of votes to be cast by a Regional Member shall be the number of votes of a Region divided by the number of Regional Members.

Numbers shall be rounded so there are no more than 1000 votes in total.