

TENNIS SA INC

CONSTITUTION

Adopted 18 May 2015

Incorporating all amendments made up to 5 March 2018

Daenke Lawyers

Suite 3, 72-78 Carrington Street
ADELAIDE SA 5000
Ph: 7477 8440
Fx: 8232 9759
jdaenke@daenkelawyers.com.au

INDEX

Para	Heading	Page No.
PART 1 – PRELIMINARY		1
1.	NAME OF ASSOCIATION	1
2.	DEFINITIONS AND INTERPRETATION	1
3.	OBJECTS	4
4.	POWERS OF THE ASSOCIATION	6
PART 2 – MEMBERSHIP		6
5.	MEMBERSHIP	6
6.	AFFILIATED ASSOCIATIONS	6
7.	AFFILIATED BODIES	6
8.	AFFILIATED CLUBS	7
9.	AFFILIATION APPLICATIONS	7
10.	OBLIGATIONS OF AFFILIATES	8
11.	RESIGNATION OF AFFILIATES	9
12.	SUSPENSION OR EXPULSION OF AFFILIATES	9
13.	HONORARY LIFE MEMBERSHIP AND OTHER AWARDS	10
14.	REGISTER OF AFFILIATES	10
PART 3 – THE COUNCIL		11
15.	THE COUNCIL	11
16.	THE ROLE OF THE COUNCIL	12
17.	GENERAL MEETINGS OF THE COUNCIL	12
18.	BUSINESS AT ANNUAL GENERAL MEETING AND ELECTION MEETING	13
19.	NOTICES OF MOTION	14
20.	PROCEEDINGS AT MEETINGS	14
21.	STRATEGIC FORUMS	15
PART 4 – MANAGEMENT		16

22.	POWERS OF THE BOARD OF DIRECTORS	16
23.	BOARD OF DIRECTORS	17
24.	APPOINTMENT OR ELECTION OF BOARD MEMBERS.....	17
25.	PERIOD OF OFFICE	18
25A	TRANSITIONAL PROVISIONS FOR INTRODUCTION OF BOARD TENURE	19
26.	REMOVAL OF OR VACANCY BY MEMBERS OF THE BOARD	19
27.	PROCEEDINGS OF THE BOARD	21
28.	PROVISION FOR ELECTRONIC MEETINGS OF THE BOARD.....	21
29.	DIRECTORS INTEREST	23
30.	ELECTION OF MEMBERS OF THE BOARD	24
31.	SUB-COMMITTEES	26
32.	CHIEF EXECUTIVE OFFICER	27
33.	SECRETARY AND PUBLIC OFFICER	27
34.	SEAL.....	28
	PART 5 – FINANCIAL PROVISIONS.....	28
35.	AFFILIATION FEES AND LEVIES	28
36.	FAILURE TO PAY AFFILIATION FEE OR LEVY	29
37.	RECORDS AND ACCOUNTS.....	29
38.	FINANCIAL YEAR.....	30
39.	BORROWING POWERS	30
40.	BANKING	30
41.	SURPLUSES OF THE ASSOCIATION	30
42.	ACQUISITION OF REAL PROPERTY	31
	PART 6 – DISCIPLINE AND APPEAL PROVISIONS.....	31
43.	DISCIPLINE	31
44.	TENNIS APPEAL COMMITTEE (APPEAL COMMITTEE).....	32
45.	SUSPENDED OR EXPELLED PERSONS	33
	PART 7 – MISCELLANEOUS PROVISIONS.....	34

46.	MINUTES	34
47.	COLOURS	34
48.	BOUNDARIES	34
49.	INDEMNITIES	35
50.	ALTERATIONS	35
51.	DISSOLUTION.....	35
52.	DISTRIBUTION OF PROPERTY ON WINDING UP.....	36
53.	STATUS AND COMPLIANCE OF AFFILIATES	36
54.	AUTHORITY TO TRADE.....	36
55.	TRANSITIONAL PROVISIONS	36
56.	NATIONAL SPORTING ORGANISATION BY-LAWS AND POLICIES	37

PART 1 – PRELIMINARY

1. NAME OF ASSOCIATION

The name of the Association is “TENNIS SA INC”.

2. DEFINITIONS AND INTERPRETATION

(1) DEFINITIONS

In this Constitution unless the contrary intention appears:

“Act” means the Associations Incorporation Act 1985 (SA).

“adult member” means a member of a tennis club who is at least 16 years of age.

“affiliate” means an affiliated association, affiliated club or affiliated body

“affiliated association” means any tennis association affiliated with the Association.

“affiliated club” means any tennis club affiliated with the Association but shall not include any club which is a member of an Affiliated Association.

“affiliated body” means any body affiliated with the Association not being an affiliated association or an affiliated club.

“Appeal Committee” means the Tennis Appeal Committee created by this Constitution.

“associated club” means any tennis club being a member of an affiliated association.

“Association” means “Tennis SA Inc”.

“Board” means the body consisting of the Directors.

“Chief Executive Officer” means the Chief Executive Officer for the time being of the Association.

“Constitution” means this Constitution of the Association.

“Council” means the Council of the Association.

“country affiliated association” means any affiliated association determined by the Board to be a country affiliated association.

“delegate” means the person(s) appointed by an affiliate from time to time to act for and on behalf of an affiliate and to represent it at a meeting of the Council and shall include an alternate delegate.

“Director” means a member of the Board and includes any person acting in that capacity from time to time appointed in accordance with this Constitution.

“Financial Year” means a period of 12 months commencing on 1 July and ending on 30 June each year.

“General Meeting” means the annual, or election or any special general meeting of the Association.

“Honorary Life Member” means an individual appointed as a Life Member of the Association under Clause 13 or a Life Member of the former South Australian Tennis Association Inc and the South Australian Hardcourt Tennis League Inc.

“Intellectual Property” means all rights subsisting in copyright, business names, names, trade marks (or signs), logos, designs, equipment including computer software, images (including photographs, videos or films) or service marks relating to the Association or any activity of or conducted, promoted or administered by the Association.

“member” when used in reference to the persons belonging to any affiliate means any person shown by the records of such affiliate as being a member.

“NSO” or “National Sporting Organisation” means the organisation responsible throughout Australia for the promotion and conduct of the sport of tennis with which the Association is affiliated or is a member and until changed by resolution of the Council will mean Tennis Australia Limited ACN 006 281 125.

“Objects” means the objects of the Association in clause 3.

“ordinary resolution” means:

- (a) at a meeting of members, a resolution passed at a General Meeting by a majority of members present, entitled to vote and voting; or

- (b) at a meeting of the Board or a committee of the Board, a resolution passed by a majority of those present, entitled to vote and voting.

“regulation” means any rule, regulation, by-law or policy made by the Board under Clause 22(g)

“Seal” means the common seal of the Association

“special resolution” means a resolution passed at a duly convened meeting of the Council of the Association if –

- (a) at least 21 days written notice specifying the intention to propose the resolution as a special resolution has been given to all persons entitled to notice of the meeting; and
- (b) it is passed by a majority of not less than three-quarters of the total number of persons who, being entitled to do so, vote personally or by proxy at the meeting.

(2) **INTERPRETATION**

In this Constitution:

- (a) a reference to a function includes a reference to a power, authority and duty;
- (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty;
- (c) words importing the singular include the plural and vice versa;
- (d) words importing any gender include the other genders;
- (e) references to persons include corporations and bodies politic;
- (f) references to a person include the legal personal representatives, successors and permitted assigns of that person;
- (g) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-

enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction); and

- (h) unless a contrary intention appears, a requirement that something be in writing will be met if it is reproduced by electronic, photographic, lithographic or other means by which it can be readily read and reproduced.

(2) **RESOLUTIONS**

Where this Constitution requires or permits a decision to be made or a resolution to be passed by a meeting of the Council, the Board or a sub-committee, the decision may be made or the resolution may be passed by ordinary resolution unless this Constitution or the Act requires otherwise.

(3) **THE ACT**

Except where the contrary intention appears, in this Constitution, an expression that deals with a matter under the Act has the same meaning as that provision of the Act. Model rules under the Act are expressly displaced by this Constitution.

3. **OBJECTS**

The objects of the Association are:

- (a) To control, conduct, encourage, promote, advance and administer the game of tennis in South Australia, and provide direction, leadership and advice;
- (b) To promote and advance the operations and activities of the Association and tennis throughout South Australia, to increase community interest in tennis and retention of players, and to encourage diversity and inclusion to enable access and opportunities for all people to participate in tennis;
- (c) To encourage and assist the maintenance, development, and improvement of tennis courts and related facilities in South Australia;
- (d) To encourage and assist South Australian players to reach standards of excellence;
- (e) To conduct and delegate the conduct of, and regulate tennis tournaments, competitions and events, including international, interstate, local, senior and junior;

- (f) To review and/or determine any matters relating to tennis which may arise, or be referred to it, by any affiliate;
- (g) To act as arbiter (as required) on all matters pertaining to the conduct of tennis in South Australia, including disciplinary matters;
- (h) To affiliate with and provide representation on the National Sporting Organisation (or any other body having like or similar objects), and assist in implementing such policies as may be developed by the National Sporting Organisation;
- (i) To at all times promote mutual trust and confidence between the Association, its affiliates and the National Sporting Organisation in pursuit of these Objects;
- (j) To co-operate with other bodies for the purpose of furthering the interests of tennis;
- (k) To encourage and maintain affiliation with the Association and assist affiliates in their activities;
- (l) To represent the interests of its affiliates and of tennis generally in any appropriate forum in South Australia;
- (m) To promote and conduct forms of recreation and amusement other than tennis for the purposes of the Association and its affiliates;
- (n) To use and protect the Intellectual Property;
- (o) To pursue such commercial arrangements, including sponsorship and marketing opportunities as are appropriate to further the interests of tennis in South Australia;
- (p) To purchase, lease or otherwise acquire, layout, construct, furnish and maintain and to lease, sell, exchange or otherwise deal with grounds, tennis courts, buildings, equipment and accessories;
- (q) To invest its moneys:
 - (i) in any security in which trust moneys may, by act of Parliament, be invested; or
 - (ii) in any other manner authorised by this Constitution;

- (r) To do all such other acts, matters or things as are incidental or conducive to the above objects or any of them.

4. **POWERS OF THE ASSOCIATION**

Solely for furthering the Objects, the Association has all of the rights, powers and privileges conferred on it under section 25 of the Act.

PART 2 – MEMBERSHIP

5. **MEMBERSHIP**

The Association shall consist of:

- (a) affiliated associations;
- (b) affiliated bodies;
- (c) affiliated clubs;
- (d) Honorary Life Members.

6. **AFFILIATED ASSOCIATIONS**

- (1) Any association now or hereafter formed may apply to be an affiliated association.
- (2) The objects of the applicant association shall not be inconsistent with or prejudicial to the objects of the Association.
- (3) Upon affiliation being granted to any applicant association, all clubs which are members of that association shall be deemed associated clubs of the Association.

7. **AFFILIATED BODIES**

- (1) Any organisation now or hereafter formed which has an interest in tennis may apply to be an affiliated body.
- (2) The objects of the applicant body shall not be inconsistent with or prejudicial to the objects of the Association.

8. AFFILIATED CLUBS

- (1) Any tennis club now or hereafter formed which is a member of an association which is not an affiliated association and consists of not less than 15 adult members and which has at least 12 months secure tenure of at least two tennis courts may apply to be an affiliated club.
- (2) The objects of the applicant club shall not be inconsistent with or prejudicial to the objects of the Association.

9. AFFILIATION APPLICATIONS

- (1) Any organisation which desires to become an affiliate of the Association, as an affiliated association, affiliated body or affiliated club may make application in writing to the Association for affiliation specifying whether it seeks affiliation as an affiliated association, affiliated body or affiliated club.
- (2) The application for affiliation shall be accompanied by:
 - (a) a copy of the constitution or rules of the organisation;
 - (b) a list of the names and postal and electronic service addresses of the Officers of the organisation;
 - (c) an undertaking in writing from the organisation that while it remains affiliated to the Association it will be bound by the Constitution of the Association as amended from time to time;
 - (d) such other information as the Association may request.
- (3) In addition to the matters set forth in Clause 9 (2):
 - (a) an applicant to become an affiliated association shall provide a list of the clubs constituting the applicant association with information on the number of members of the association, the location of each club, the number of tennis courts controlled by each club;
 - (b) an applicant to become an affiliated body shall provide a statement of the number of members of the body and information about the activities of the body;

- (c) an applicant to become an affiliated club shall provide a statement of the number of members of the club;
- (4) To be, or remain, eligible for affiliation, an applicant or an affiliate must be incorporated or in the process of incorporation. This process must be complete within one year of applying for affiliation under this Constitution.
- (5) Failure to incorporate within the period stated in Clause 9(4) shall result in the expulsion of the unincorporated entity from affiliation. The expelled unincorporated entity shall not be entitled to re-apply for affiliation until it becomes incorporated.
- (6) The Association shall consider each application and may grant the application unconditionally or subject to such conditions it thinks fit or may without assigning any reason therefor refuse any application.
- (7) The application, once granted is valid until such time as the organisation:
 - (a) resigns in accordance with Clause 11;
 - (b) is suspended or expelled in accordance with Clause 9(5) or Clause 12;
 - (c) no longer satisfies the requirements of affiliation as from time to time determined by the Board.

10. **OBLIGATIONS OF AFFILIATES**

This Constitution is a contract between each affiliate and the Association. An affiliate shall:

- (a) save and except an affiliate which is excluded by a resolution of Council, be bound by and comply with this Constitution as amended from time to time and any regulations which may be made or passed by the Board or Council;
- (b) notify the Association within one month of any change in the rules or constitution of the affiliate or in the name or postal or electronic service addresses of the president or secretary of the affiliate providing details of the change;
- (c) pay by the due date, and in the case of affiliated associations assist the Association to enforce the payment by its associated clubs of, any affiliation fee or levy set by the Association;

- (d) notify the Association if it no longer satisfies the requirements of affiliation as from time to time determined by the Board
- (e) provide to the Association such information as the Association may request from time to time in relation to registered members of the affiliate including but not limited to the number of members paid up to a date nominated by the Association.

11. **RESIGNATION OF AFFILIATES**

- (1) Any affiliate may resign its affiliation by giving written notice thereof to the Association and any affiliate so resigning shall be liable for any outstanding affiliation fees, levies or other monies which may be recovered as a debt due to the Association.
- (2) Any affiliate who has not paid any part of affiliation fees to the Association current as at 31 December shall, as of 1 February following, be deemed to have resigned from the Association.
- (3) An affiliate whose affiliation has been discontinued under Clauses 9(5), 11(1), 11(2) or 12:
 - (a) must seek renewal or re-apply for affiliation in accordance with this Constitution; and
 - (b) may be re-admitted at the discretion of the Board.
- (4) An affiliate which ceases to be an affiliate, for whatever reason, shall forfeit all rights in and claims upon the Association and its property and shall not use any property of the Association including Intellectual Property. Any Association documents, records or other property in the possession, custody or control of that affiliate shall be returned to the Association immediately. Where an affiliate ceases to be an affiliate it shall also forfeit all representation rights at General Meetings.

12. **SUSPENSION OR EXPULSION OF AFFILIATES**

Any affiliate which:

- (a) acts against the interests of the Association;

- (b) commits an act or makes an omission in intentional disregard of a written directive of the Association; or
- (c) is guilty of other prejudicial conduct to the Association or to tennis in South Australia

may by special resolution of the Council be reprimanded by, suspended or expelled from the Association or have such other penalty whether monetary or otherwise inflicted upon it.

13. HONORARY LIFE MEMBERSHIP AND OTHER AWARDS

- (1) The Council may, on the recommendation of the Board, elect as an Honorary Life Member of the Association any person who, in a voluntary capacity over a period of at least 10 years has rendered an exceptional contribution by way of leadership, management or facilitation of beneficial changes:
 - (a) to the Association (or either of the former South Australian Tennis Association Inc and the South Australian Hardcourt Tennis League Inc); or
 - (b) to tennis in South Australia or Australia,
 - (c) and that person shall thereafter be entitled to admission free of charge to all fixtures conducted by the Association.
- (2) Not more than two persons may be elected as an Honorary Life Member each year.
- (3) Honorary Life Members shall receive notice of General Meetings of the Council under Clause 17(5) and are entitled to attend and speak but will not be entitled to vote at such meetings.
- (4) The Council may, on the recommendation of the Board, confer on any person or organisation who has rendered service to the Association or to tennis in South Australia or in Australia in recognition of such service an award or order or such benefits as the Council thinks fit.

14. REGISTER OF AFFILIATES

The Association shall keep a register of all affiliates showing the full name and address of the affiliate and the name and address of the president, secretary and delegates of the affiliate.

PART 3 – THE COUNCIL

15. THE COUNCIL

- (1) The Council of the Association shall consist of:
 - (a) The President, and
 - (b) One delegate of each affiliate.
- (2) Each affiliate shall be entitled to appoint as a delegate and alternate delegate any adult members of the affiliate or where there is no adult member willing or able to be appointed, then, with the approval of the Board, any other person.
- (3) At any general meeting any delegate shall be entitled to attend and speak on any matter of business.
- (4) At any general meeting the delegate for an affiliate other than an affiliated club shall be entitled to vote.

[As to voting rights see Clause 20].

- (5) Any delegate who has a pecuniary interest in any resolution proposed at a meeting of the Council shall disclose that interest to the Council and shall not take part in discussion or vote with respect to that resolution.
- (6) Each affiliate shall by notice in writing to the Association to be received prior to the commencement of any general meeting nominate its delegate and an alternate delegate or any other person appointed in accordance with Clause 15 (2) who may continue to act at any further general meeting held until further notice of nomination is given in writing to the Association by the affiliate.
- (7) An alternate delegate or other person so appointed shall be entitled to attend and vote (if otherwise entitled) at any general meeting where the delegate nominated by the affiliate is not present. A person appointed in accordance with Clause 15(2) can vote on behalf of no more than three affiliates.

16. **THE ROLE OF THE COUNCIL**

The role of the Council shall be to enable the affiliates to oversee the work of the Board and to ensure that the Board is governing consistent with the objects of the Association and to determine by resolution the National Sporting Organisation of which the Association will become a member or affiliate.

17. **GENERAL MEETINGS OF THE COUNCIL**

- (1) The Board shall in accordance with the Act and this Constitution call each year on dates to be determined by the Board:
 - (a) an Annual General Meeting of the Association to be held within five (5) months of the end of the financial year of the Association; and
 - (b) an Election Meeting to be held in May,
 - (c) and the Board may call a special general meeting of Council at any other time.
- (2) Upon a requisition in writing by at least three affiliated associations or affiliated bodies, the Board shall within one month of the receipt of the requisition, convene a special general meeting of the Council for the purpose specified in the requisition
- (3) Every requisition for a special general meeting shall be signed by an authorised officer of the affiliate making the same and shall state the purpose of the meeting.
- (4) If a special general meeting is not convened within one month as required by subrule (2) the requisitionists may convene a special general meeting. Such a meeting shall be convened in the same manner as a meeting convened by the Board and for this purpose the Board shall ensure that the requisitionists are supplied free of charge with particulars of the persons or organisations including postal and electronic service addresses entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the Association.
- (5) Subject to subrule (6) at least 14 days' notice of any general meeting shall be given to each affiliate and to members of the Board and Honorary Life Members. The notice shall

set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.

- (6) Notice of a meeting at which a special resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.
- (7) A notice in writing may be given by the Association to any affiliate by serving the secretary of that organisation with the notice personally, or by sending it by post to the postal address or by transmitting an electronic copy to the electronic service address of the secretary or other authorised officer appearing in the register kept by the Association.
- (8) Where a notice is sent by post, the notice shall be deemed to be served on the second working day after it is posted if it is properly addressed and posted to the addressee by ordinary prepaid mail.
- (9) Where a notice is transmitted electronically, the notice shall be deemed to be served 24 hours after it is transmitted if it is sent to the electronic service address of the secretary or other authorised officer appearing in the register of the Association and no “mail undelivered” response is received within 24 hours.

18. **BUSINESS AT ANNUAL GENERAL MEETING AND ELECTION MEETING**

- (1) The following shall be the business of the Annual General Meeting:
 - (a) Confirmation of Minutes of the immediately preceding Annual General Meeting and any General Meetings held since that Meeting;
 - (b) Election of Patron/s and/or Vice Patrons/s.
 - (c) Consideration and (if appropriate), adoption of the accounts, balance sheets and annual reports of the Board and the auditor;
 - (d) Appointment of Auditor;
 - (e) Any other business of which notice has been given.
- (2) The following shall be the business of the Election Meeting:
 - (a) Election of Directors (where applicable);

- (b) Any other business of which notice has been given or which may be dealt with at a general meeting of Council.

19. **NOTICES OF MOTION**

Affiliates entitled to vote may submit notices of motion for inclusion as special business at a General Meeting. All notices of motion must be submitted in writing to the Chief Executive Officer not less than thirty-five (35) days (excluding receiving date and meeting date) prior to the General Meeting.

20. **PROCEEDINGS AT MEETINGS**

- (1) A quorum at any General Meeting shall be deemed to have been achieved if there is present the lesser of:
 - (a) one quarter of the number of delegates entitled to be present who are present in person; or
 - (b) delegates present in person holding at least 40% of votes entitled to be exercised at the meeting.
- (2) If within thirty minutes after the time appointed for the meeting a quorum of delegates is not present, a meeting convened upon the requisition of affiliates shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the delegates present shall form a quorum.
- (3) The President, or if absent or unwilling to act, then the Deputy President, or if both are absent or unwilling to act, a Board member if present or otherwise one of the delegates chosen by the delegates present shall preside as chairperson at a general meeting of the Association.
- (4) The chairperson may with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

- (5) At any general meeting, a resolution put to a vote shall be decided on a show of hands, and a declaration by the chairperson of the meeting that a resolution has been carried or lost, shall unless a poll is demanded prior to or immediately after a resolution be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, the resolution.
- (6) If a poll is demanded by the chairperson of the meeting or by three or more delegates present it shall be taken in such manner as the chairperson directs. The result of such poll shall be the resolution of the meeting, except that in the case of a special resolution a majority of not less than three quarters of the delegates who being entitled to do so vote at the meeting is required.
- (7) A poll demanded on the election of a chairperson of a meeting or on any question of an adjournment, shall be taken at the meeting and without adjournment.
- (8) On a vote by show of hands each delegate present other than for an affiliated club has one vote and on a poll each delegate entitled to vote shall be entitled to one vote for each 150 (or part of 150) members of the affiliate in respect of whom the affiliate had paid affiliation fees to the Association current as at 31 December immediately prior to the general meeting (including the Election Meeting) at which the poll is held.
- (9) In the event of an equality of votes whether by show of hands or by poll the chairperson shall be entitled to a casting vote.
- (10) A member of the Board shall be entitled to attend and speak at any General Meeting but shall not be a delegate.
- (11) Subject to the provisions above, proceedings at the meeting of Council shall be conducted with formality as determined by the chairperson.

21. **STRATEGIC FORUMS**

- (1) The Association shall take into account the views and concerns of its affiliates in administering the Association. In so doing it may hold a strategic forum each year whose intention would be to:

- (a) inform the Board of significant issues of affiliates;
 - (b) assist the Board to design or review the Association's strategic plan and direction;
 - (c) discuss statewide tennis issues;
 - (d) provide feedback to the Board on the activities of the Association and the affiliates.
- (2) The following persons may attend:
- (a) up to three representatives from each affiliate;
 - (b) one representative from each associated club;
 - (c) the Directors;
 - (d) the Honorary Life Members;
 - (e) employees of the Association; and
 - (f) such other persons the Board considers should be invited.

PART 4 – MANAGEMENT

22. POWERS OF THE BOARD OF DIRECTORS

- (1) The Board shall be responsible for the overall strategy and policy direction of the Association and shall have the general conduct and management of the business, property and assets of the Association and may exercise all powers of the Association as are not required by the Act or this Constitution to be exercised by the Association in general meeting or by the Council.
- (2) Without limiting the generality of Clause 22 (1) the Board may:
- (a) recommend to Council affiliation fees and any levies or calls to be paid by any affiliate and recommend the date and manner of payment of such fees, levies or calls;
 - (b) engage or dismiss staff on such terms and conditions as the Board thinks fit;

- (c) determine the conditions for management use and admission of and to any ground, court or premises for the time being belonging to or leased by or to or under the control of the Association;
 - (d) organize, hold, control or make rules in respect of tournaments competitions or matches whether by the Association or any affiliate;
 - (e) determine any fee which is to be payable and the conditions of payment by any affiliate for the right to conduct any tournament, competition or match;
 - (f) determine the method and form of application for affiliation;
 - (g) make regulations for the purpose of the good governance and administration of the Association, such regulations can be amended, changed or added to on the determination of the Board.
 - (h) generally exercise all other powers which may be exercised by the Association whether pursuant to this Constitution or pursuant to the Act.
- (3) The Board may, at its discretion, refer any matter which is not covered by Clauses 22 (1) and 22 (2) to a meeting of the Council for advice or determination. In so doing the Board may make a recommendation to Council.

23. **BOARD OF DIRECTORS**

There shall be a Board of Directors of the Association which shall consist of the President and 9 other Directors each of whom may have such duties as may be delegated by the Board from time to time.

24. **APPOINTMENT OR ELECTION OF BOARD MEMBERS**

- (1) The members of the Board shall be appointed as follows:
 - (a) the President shall be elected by the Council;
 - (b) 5 Directors shall be elected by the Council;
 - (c) a Country Tennis Director shall be elected by the country affiliated associations in the manner set forth in this Constitution;

- (d) three Directors appointed by the Board as soon as reasonably practicable after 1 July having regard to their expertise and experience.
- (2) The elected Directors shall be elected under Clause 30
- (3) The appointed Directors shall be appointed under Clause 24(1)(d)

25. PERIOD OF OFFICE

- (1) Subject to this Clause 25 and provisions in this Constitution relating to earlier retirement or removal of Directors, the term of office of the Directors will be as follows:
 - (a) In respect of each elected Director the term of office will commence on 1 July immediately following the election of the Director and conclude on 30 June second occurring after the commencement of that Director's term of office;
 - (b) In respect of each appointed Director the term of office will commence on the date of appointment of the Director by the Board and conclude on 30 June second occurring after the commencement of that Director's term of office.
- (2) Subject to Clauses 25(3) and 25(4), the maximum term of office for a Director (elected or appointed) is 10 years (consecutive or non-consecutive). A person is not eligible for election or appointment as a Director, and must not be nominated by an affiliate for election or proposed by the Board for appointment, if the person has served as a Director for more than 8 years (and would, if appointed or elected for a further 2 year term, exceed the 10 year maximum term).
- (3) A person may complete up to a maximum of 6 years as President in addition to the maximum term as a Director set out in Clause 25(2).
- (4) The Board may, having regard to Board continuity and otherwise in its discretion, in respect of any appointed Director having served his or her maximum term, extend the term of that appointed Director for a maximum period of 12 months to conclude on 30 June first occurring after the commencement of the extended term.

25A. TRANSITIONAL PROVISIONS FOR INTRODUCTION OF BOARD TENURE

- (1) This Clause 25A applies only to the persons who are Directors as at the date this Clause 25A is adopted. This Clause 25A overrides, and applies notwithstanding, any other clause of this Constitution.
- (2) Other than the President as at the date this Clause 25A is adopted (to which Clause 25A(3) applies), at each Election Meeting other than the 2018 Election Meeting, the longest serving of all elected Directors due for re-election at that Election Meeting is not eligible to be nominated (and no affiliate may nominate such Director) for re-election as a Director.
- (3) Clause 25(3) applies to the President as at the date this Clause 25A is adopted as if that President's period of service as President commenced on the last date the President was re-elected prior to the date this Clause 25A was adopted.
- (4) Clause 25(2) applies to each appointed Director as at the date this Clause 25A is adopted as if the Director's period of service as a Director commenced on the last date the Director was re-appointed prior to the date this Clause 25A was adopted.

26. REMOVAL OF OR VACANCY BY MEMBERS OF THE BOARD

- (1) The Council in general meeting may, by ordinary resolution remove any Director from office notwithstanding that the Council did not appoint such Director.
- (2) In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Act, the office of a Director becomes vacant if the Director:
 - (a) becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
 - (b) becomes permanently incapacitated by reason of ill health or of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - (c) resigns his or her office by notice in writing to the Board;
 - (d) dies;

- (e) is absent without leave for more than three consecutive Board meetings;
 - (f) holds any office of employment with the Association;
 - (g) is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of his or her interest;
 - (h) in the opinion of the Council (but subject always to this Constitution):
 - (i) has acted in a manner unbecoming or prejudicial to the Objects and interests of the Association; or
 - (ii) has brought the Association into disrepute;
 - (i) would otherwise be prohibited from being a Director of a corporation under the Corporations Act 2001 (Cth).
- (3) If a casual vacancy occurs in respect of a Director, then the Board may appoint another person to fill that casual vacancy and the person appointed shall continue as a member of the Board until the expiration of the current term (under Clause 25(1)) of the person whose position he or she has filled.
- (4) If the Board grants leave to any Director from attending Board meetings for a period of not less than three calendar months, the Board may appoint a person as a member of the Board during the period for which the first mentioned Director has been granted leave.
- (5) If the Board grants leave to the President from attending Board meetings or otherwise performing duties for a period of not less than three (3) calendar months, the Board may appoint a person, who is a Director, including a person appointed pursuant to Clause 26 (4), as Acting President during the period for which the President has been granted leave and during that period the person appointed under this sub-clause may exercise all powers of the President.
- (6) In the event of a casual vacancy or vacancies in the office of a Director or Directors, the remaining Directors may act but, if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of the Board, they may act only for the purpose of increasing the number of Directors to a number sufficient to constitute such a quorum.

27. **PROCEEDINGS OF THE BOARD**

- (1) The Board shall meet together for the dispatch of business at least monthly except for the month of January when they shall not meet together unless it has been determined otherwise at a previous Board meeting.
- (2) Other than an emergency special meeting called by the President, 7 days' notice in writing of any Board meeting shall be given which notice shall so far as is possible specify the agenda.
- (3) A special meeting of the Board may be called at any time by the President and shall be called within 7 days of receipt of a requisition in writing signed by three members of the Board specifying the nature of the business.
- (4) A quorum for a meeting of the Board shall be five Directors
- (5) Questions arising at any meeting shall be decided by a majority of votes (each Director having one vote) and in the event of equality of votes the chairperson shall have a casting vote in addition to a deliberative vote. If the chairperson does not exercise a casting vote, the motion will be lost.
- (6) The Board shall after 1st July each year appoint one of its members to be Deputy President to hold that office while a member of the Board until 30th June next.
- (7) The President, or if absent or unwilling to act, then the Deputy President, or if both are absent or unwilling to act, one of the Directors chosen by Directors present shall preside as chairperson of a meeting of the Board.
- (8) No member of the Board may appoint a proxy to that position except that the Country Tennis Director may be represented by a deputy.

28. **PROVISION FOR ELECTRONIC MEETINGS OF THE BOARD**

- (1) A resolution circulated in writing, signed or assented to by email, facsimile, or other form of visible or other electronic communication by all the Directors for the time being present in Australia shall be as valid and effectual as if it had been passed at a meeting of Directors duly convened and held, provided that:

- (a) such resolution is circulated by the President, or in the absence of the President, by his or her deputy;
 - (b) the number of Directors responding to the resolution is equal to or greater than five Directors;
 - (c) responses to the resolution are visible to all Directors;
 - (d) the resolution is minuted at the next meeting of the Board.
- (2) Without limiting the power of the Board to regulate its meetings as it thinks fit, a meeting of the Board may be held where one or more of the Directors is not physically present at the meeting, provided that:
- (a) all persons participating in the meeting are able to communicate with each other effectively simultaneously and instantaneously whether by means of telephone or other form of communication;
 - (b) notice of the meeting is given to all the Directors entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Board or this Constitution and such notice specifies that Directors are not required to be present in person;
 - (c) if a failure in communications prevents Clause 28(2) (a) from being satisfied by that number of Directors which constitutes a quorum, and none of such Directors are present at the place where the meeting is deemed by virtue of the further provisions of this Rule to be held, then the meeting shall be suspended until Clause 28(2) (a) is satisfied again. If such condition is not satisfied within fifteen minutes from the interruption the meeting shall be deemed to have terminated or adjourned; and
 - (d) any meeting held where one or more of the Directors is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Director is there present and if no Director is there present the meeting shall be deemed to be held at the place where the chairperson of the meeting is located.

29. **DIRECTORS INTEREST**

- (1) A Director is disqualified by holding any place of profit or position of employment in the Association or in any company or incorporated association in which the Association is a shareholder or otherwise interested or from contracting with the Association either as vendor, purchaser or otherwise except with express resolution of approval of the Board. Any such contract or any contract or arrangement entered into by or on behalf of the Association in which any Director is in any way interested will be void unless approved by the Board.
- (2) A Director shall declare his or her interest in any:
 - (a) contractual matter;
 - (b) selection matter;
 - (c) disciplinary matter; or
 - (d) financial matter;
- (3) in which a conflict of interest arises or may arise, and shall, unless otherwise determined by the Board, absent himself or herself from discussions of such matter and shall not be entitled to vote in respect of such matter. If the Director votes the vote shall not be counted. In the event of any uncertainty as to whether it is necessary for a Director to absent himself or herself from discussions and refrain from voting, the issue should be immediately determined by vote of the Board, or if this is not possible, the matter shall be adjourned or deferred.
- (4) The nature of the interest of such Director must be declared by the Director at the meeting of the Board at which the relevant matter is first taken into consideration if the interest then exists, or in any other case at the first meeting of the Board after the acquisition of the interest. If a Director becomes interested in a matter after it is made or entered into, the declaration of the interest must be made at the first meeting of the Board held after the Director becomes so interested.
- (5) All disclosed interests must also be disclosed to each Annual General Meeting in accordance with the Act.

- (6) A general notice that a Director is a member of any specified firm or company and is to be regarded as interested in all transactions with that firm or company is sufficient declaration under Clause 29 (3) as regards such Director and the said transactions. After such general notice, it is not necessary for such Director to give a special notice relating to any particular transaction with that firm or company.
- (7) Any declaration made, any disclosure or any general notice given by a Director in accordance with Clauses 29 (2), 29(3) and/or 29(4) must be recorded in the minutes of the relevant meeting.

30. **ELECTION OF MEMBERS OF THE BOARD**

- (1) The election for President and Directors elected by Council shall be at the Election Meeting.
- (2) Nominations for the positions of President, Director and Country Tennis Director shall be in writing, proposed and seconded by an affiliate entitled to vote in that election and signed by the nominee and shall be lodged with the Chief Executive Officer not later than one month prior to the Election Meeting in the year of election.
- (2A) This Clause 30(2A) will remain in effect for a period of 4 years only from 1 July 2018 to 30 June 2022. On 30 June 2022, this Clause will automatically cease to have effect. The elected Director position that may be filled for the first time at the 2018 Election Meeting by virtue of an increase in the total number of elected Directors under Clause 24(1)(b) is only available to be filled by a female at the 2018 and 2020 Election Meetings. Affiliates entitled to vote in the 2018 and 2020 elections may only nominate females for that Director position and if no females are nominated, the provisions of Clauses 30(4)(b), (c) and (d) shall apply.
- (2B) This Clause 30(2B) will remain in effect for a period of 2 years only from 1 July 2019 to 30 June 2021. On 30 June 2021, this Clause will automatically cease to have effect. The vacancy created at the 2019 Election Meeting by virtue of Clause 25A(2) is only available to be filled by a female. Affiliates entitled to vote in the 2019 election may

- only nominate females for that Director position and if no females are nominated the provisions of Clauses 30(4)(b), (c) and (d) shall apply.
- (3) Forthwith upon closure of the nominations (if there shall be more than one for any position) the Chief Executive Officer shall notify in writing all affiliates entitled to vote in that election of the nominees for that position.
 - (4) If upon the closure of nominations, there shall be insufficient nominations to fill the number of positions vacant, then:
 - (a) any person properly nominated shall, at the Election Meeting, be declared to be elected;
 - (b) the Chief Executive Officer shall notify all affiliates of the fact that there have been insufficient nominations and call for any further nominations, which nominations may be made in writing, proposed and seconded by an affiliate and shall be lodged with the Chief Executive Officer not later than seven (7) days prior to the Election Meeting;
 - (c) any election then held at the Election Meeting shall be for the position or positions remaining after the person referred to in (a) has been declared elected and shall only be among the further nominee or nominees;
 - (d) if there are no further nominee or nominees, the Board, with due consideration to the interests of affiliates, may appoint a person or persons as a member of the Board for the period for which a person would have been elected at that Election Meeting and that person shall hold office subject to Clause 25.
 - (5) Immediately prior to the Election Meeting in any year in which an election for Country Tennis Director is to be held there shall be a meeting of the delegates of country affiliated associations held for the purpose of electing the Country Tennis Director to the Board which meeting shall be chaired by the President or his or her nominee. Notwithstanding the provisions of Clause 20, if a quorum is not present within 15 minutes of the time appointed for the meeting then where a delegate nominated by an affiliate is not present then any person appointed in accordance with Clauses 15(2) and 15(7) and who is present

shall be deemed to be a delegate for the purposes of Clause 20(1). Provided further that if a quorum cannot be attained, the meeting shall stand adjourned until immediately prior to the next General Meeting of the Association.

- (6) The elections referred to in Clauses 30 (1), 30 (4) and 30 (5) shall be by ballot with the delegate of each affiliate entitled to vote being entitled to cast the number of votes which the delegate could cast in the event of a poll under Clause 20(8) and the person polling the highest number of votes is to be declared elected. In the event of an equality of votes between two or more nominees the election shall be decided by the drawing of a lot by the chairperson.

31. **SUB-COMMITTEES**

- (1) The Council or the Board may:
 - (a) appoint sub-committees comprising such persons as the appointing authority thinks proper whether members of the Council or the Board or not (but having regard where appropriate to the need for representation of affiliated associations on the sub-committee) and set procedures for such sub-committees including a quorum as the appointing authority thinks necessary;
 - (b) delegate to any sub-committee or person any powers of the appointing authority except the power of delegation and except that the Council cannot delegate any power given specifically to the Board;
 - (c) grant to any sub-committee a power of discipline and penalty of any member or person participating in or involved in an activity organized by the sub-committee.
- (2) Where any sub-committee in the nature of a permanent sub-committee is appointed by the Council or the Board then if possible there shall be a Board member on each permanent sub-committee and the Council or the Board shall appoint the Chair of that sub-committee;
- (3) The Chief Executive Officer may attend any meeting of any sub-committee but shall not be entitled to vote.

- (4) All sub-committees shall, unless specifically directed otherwise by the appointing authority, report on their activities to the Chief Executive Officer who shall in turn report to the appointing authority.

32. **CHIEF EXECUTIVE OFFICER**

- (1) The Board may appoint a Chief Executive Officer of the Association upon such terms and conditions and at such remuneration as the Board thinks fit and the Chief Executive Officer shall, subject to the conditions of any contract of service, hold office during the pleasure of the Board.
- (2) The Chief Executive Officer shall;
 - (a) as far as practicable attend all meetings of the Board and all General Meetings but shall not be entitled to vote.
 - (b) prepare the agenda for all Board and General Meetings
 - (c) record and prepare minutes of the proceedings of all Board and General Meetings
 - (d) regularly report on the activities of, and issues relating to, the Association.
- (3) The Chief Executive Officer is, subject to direction from the Board, responsible for the day to day management and administration of the Association.
- (4) The Chief Executive Officer may in consultation with the Board, as appropriate, employ such personnel as are deemed necessary or appropriate from time to time and such appointments shall be for such period and on such conditions as the Chief Executive Officer determines.

33. **SECRETARY AND PUBLIC OFFICER**

The Chief Executive Officer shall act as and carry out the duties of Secretary and Public Officer of the Association and shall administer and manage the Association in accordance with the Act and this Constitution.

34. **SEAL**

The Association shall have a Seal upon which its corporate name shall appear in legible characters. The Seal shall not be used without the express authorisation of the Board, and every use of the Seal shall be recorded in the minute books of the Association. The affixing of the Seal must be witnessed by two Directors.

PART 5 – FINANCIAL PROVISIONS

35. **AFFILIATION FEES AND LEVIES**

- (1) The Council may annually set an affiliation fee to be paid by affiliates and may specify the due date for payment.
- (2) The Council may, from time to time, for specific purposes or for the general purposes of the Association fix a levy to be paid by affiliates and may specify the due date for payment.
- (3) The Council may base the payment of any affiliation fee or levy on such criteria as the Council thinks fit (which may vary depending upon whether the affiliate is an association, a body or a club) including but not limited to:
 - (a) the number of members in each association, body or club; or
 - (b) the number of courts controlled by each association body or club;
 - (c) and may fix a specified fee for each organisation.
- (4) The Council may determine that the Association may seek any affiliation fee or levy direct from associated clubs as appropriate.
- (5) Whenever the Council authorizes the Association to seek payment of an affiliation fee or levy, which would otherwise be payable by an affiliated association, direct from associated clubs, any overdue payment will be regarded as a debt of the affiliated association.

36. FAILURE TO PAY AFFILIATION FEE OR LEVY

- (1) Any affiliate which fails to pay any affiliation fee or levy to the Association by the due date shall not, whilst the affiliation fee or levy or any interest thereon remains unpaid, be entitled to have any delegate attend or vote at any meeting of the Council.
- (2) Whilst any affiliation fee or levy or any interest thereon remains unpaid after the due date by any affiliate, no member of that affiliated association (or any associated club) shall be eligible to participate in any tournament or fixture conducted by or with the approval of the Association.
- (3) The Board may determine a rate of interest which is payable on any fee or levy not paid by the due date.
- (4) Any affiliate which fails to pay the whole of any affiliation fee or levy by the due date shall pay interest at the rate determined by the Board upon the amount unpaid from the due date until the date for payment.
- (5) The Board may expel from the Association any affiliate which fails to pay the whole of any affiliation fee or levy or interest thereon within six months of the due date.

37. RECORDS AND ACCOUNTS

- (1) The Association shall maintain proper records and minutes concerning all transactions, business, meetings and dealings of the Association and the Board and shall produce these as appropriate at each Board, Council or General Meeting. Proper accounting and other records shall be kept in accordance with the Act. The Association shall retain such records for seven years after the completion of the transactions or operations to which they relate.
- (2) The Association shall keep and maintain or outsource to Tennis Australia or any other organisation the keeping and maintenance of such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association and shall cause those accounts to be audited each year.

(3) The Board shall submit to the Annual General Meeting the statements of account of the Association in accordance with this Constitution and the Act.

(4) The Chief Executive Officer shall cause to be sent by post or electronic means (whether that be actual documents or link to a website where the documents are available) to all persons entitled to receive notice of Annual General Meetings in accordance with this Constitution, a copy of the statements of account, the Board's report, the Auditor's report and every other document required under the Act (if any).

38. **FINANCIAL YEAR**

The financial year of the Association shall end on 30 June in each year.

39. **BORROWING POWERS**

The Association may borrow money from banks or other financial institutions, Tennis Australia or Local Government organisations upon such terms and conditions as the Board sees fit and may secure the repayment thereof by charging the property of the Association but shall not borrow for the purpose of acquisition or improvement or extension of any real estate without the approval referred to in Clause 42.

40. **BANKING**

All monies received for and on behalf of the Association shall be paid to the credit of the Association in such bank or banks as the Board shall from time to time direct and all monies paid by or on behalf of the Association shall be paid by cheque drawn against the funds of the Association in such bank or banks and signed by such two persons as the Board may from time to time authorise in that behalf.

41. **SURPLUSES OF THE ASSOCIATION**

The surpluses or other revenue of the Association shall be applied exclusively in the promotion of its objects and no portion of the revenue or property of the Association shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any affiliate.

42. **ACQUISITION OF REAL PROPERTY**

- (1) The Association shall not purchase, lease or otherwise acquire any real estate or any interest therein unless and until the proposition for such purchase, lease or acquisition shall be approved by a special resolution of the Council.
- (2) In the event of the Association at any time, with such approval as aforesaid, purchasing, leasing or otherwise acquiring any land or any interest therein, the Association shall not at any time thereafter expend any sum of money exceeding \$125,000 (as adjusted for the change in the All Groups Consumer Price Index, such change commencing from 30th June 2014) in the improvement or extension of the land and premises thereon unless and until the proposition for such improvement or extension shall be approved by a resolution of the Council.

PART 6 – DISCIPLINE AND APPEAL PROVISIONS

43. **DISCIPLINE**

- (1) This Part 6 only applies to the extent that a dispute resolution or disciplinary process in the National Sporting Organisation's by-laws and policies (as referred to in Clause 56) does not apply.
- (2) Where any sub-committee appointed by the Board is given powers of discipline and punishment then that sub-committee may:
 - (a) reprimand;
 - (b) fine or impose other monetary penalty upon;
 - (c) expel or suspend for such period as the sub-committee thinks fit from such activities, events, tournaments or competitions conducted by, or approved by, the Association as the subcommittee thinks fit;
- (3) any member of an affiliate who in the course of an activity, event, tournament or competition conducted by that sub-committee as approved by the Association does any act matter or thing which is unbecoming of a tennis player or detrimental to the interests of the Association or the game of tennis or contrary to any direction given by the sub-

committee or the Association or commits any breach of any rule of tennis or policy of the Association or sub-committee.

- (4) Before any punishment is imposed the sub-committee shall at least 7 days before the hearing give the member charged notice of the matters alleged in the charge and the time, date and place for the hearing of the charge.

44. **TENNIS APPEAL COMMITTEE (APPEAL COMMITTEE)**

- (1) There shall be a panel called the Tennis Appeal Committee the members of which panel may be appointed by the Board from time to time and for such period as the Board shall at the time of appointment determine.
- (2) Three members of the Appeal Committee shall constitute a quorum at any hearing.
- (3) Any affiliate, associated club or any member of any of the above organisations who is affected by any decision of:
 - (a) any affiliate;
 - (b) any associated club; or
 - (c) any sub-committee appointed by the Board (other than any State selection committee or other sub-committee which shall either at the time of its creation or subsequently be excluded from this clause)

may within seven days of receipt of notification of the decision lodge with the Chief Executive Officer an appeal against the decision.

- (4) The appeal shall by notice in writing specify the decision appealed against, the grounds of appeal and the relief claimed.
- (5) The President or if absent from Adelaide the Deputy President shall convene a quorum of the Appeal Committee to hear and determine the appeal as soon as reasonably practicable and appoint a chairman of the hearing.
- (6) The Chief Executive Officer shall notify in writing the person lodging the appeal, the organization whose decision is the subject of the appeal and any person who in the opinion of the Chief Executive Officer may reasonably be affected by the appeal, the

date, time and place of the hearing of the appeal and provide a copy of the notice of appeal to persons notified other than the person lodging the appeal.

- (7) At the hearing of any appeal the Appeal Committee may inform itself of any facts in such manner as it thinks fit and shall not be bound to re-hear any evidence taken by the organisation whose decision is the subject of appeal.
- (8) At the hearing of an appeal the person lodging the appeal, the organisation whose decision is subject to the appeal and any person who may reasonably be affected by the appeal may attend personally or by duly appointed representative and make submissions or present written submissions.
- (9) The Appeal Committee may, on the hearing of the appeal, exercise one or more of the following powers:
 - (a) issue any directions as to the hearing including directions as to persons to be notified of the appeal;
 - (b) affirm, vary or quash the decision appealed against and substitute any decision that it considers appropriate;
 - (c) remit the matter to the organisation against whose decision the appeal was lodged for further consideration in accordance with any direction of the Committee; or
 - (d) adjourn the hearing or make such order as the case may require.
- (10) The decision of the Appeal Committee shall be final and there shall be no further appeal from that decision.

45. **SUSPENDED OR EXPELLED PERSONS**

- (1) No person who is suspended or expelled shall be eligible to participate in any activity, event, tournament or competition to which the suspension or expulsion applies.
- (2) No affiliate (or associated club) shall knowingly permit any person who is suspended or expelled to participate in any activity, event, tournament or competition to which the suspension or expulsion applies.

- (3) Any affiliate (or associated club) may notify the Association of any penalty imposed on any member and the Association may notify any affiliate (or associated club) of any penalty imposed on any person whether by the Association (or any sub-committee) or by any other affiliate or associated club.

PART 7 – MISCELLANEOUS PROVISIONS

46. MINUTES

- (1) Proper minutes of all proceedings of meetings of the Association and of meetings of the Board, shall be entered within one month after the relevant meeting in minute books kept for the purpose.
- (2) The minutes kept pursuant to this section shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting.
- (3) Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

47. COLOURS

The colours of the Association shall be navy-blue, red and gold.

48. BOUNDARIES

- (1) The Council may from time to time determine or vary the boundaries of an affiliated association. The boundaries will define the geographical and organizational link between each club and each affiliated association. In so doing the Council may determine that an affiliated association has no boundaries applicable to it.
- (2) An associated club may only change its affiliated association with the approval of both affiliated associations involved, or if either affiliated association does not approve, with the approval of Council.

- (3) Each of the associated clubs of an affiliated association can enter teams in the competitions of another affiliated association only with the approval of the affiliated association of which it is an associated club.
- (4) If an associated club changes its affiliated association pursuant to 48(2), the club shall not be an associated club of the new affiliated association until all fees due by it to its previous affiliated association have been paid.

49. **INDEMNITIES**

- (1) Every Director and employee of the Association shall be indemnified out of the property and assets of the Association against any liability incurred by them in their capacity as Director or employee in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application in relation to any such proceedings in which relief is granted by the Court.
- (2) The Association shall indemnify its Directors and employees against all damages and losses (including legal costs) for which any such Director or employee may be, or become, liable to any third party in consequence of any act or omission except wilful misconduct:
 - (a) in the case of a Director, performed or made whilst acting on behalf of and with the authority, express or implied of the Association; and
 - (b) in the case of an employee, performed or made in the course of, and within the scope of their employment by the Association

50. **ALTERATIONS**

This Constitution may be varied by a special resolution of the Council.

51. **DISSOLUTION**

Subject to this Constitution the Association may be wound up in accordance with the Act.

- (1) The liability of the affiliates of the Association is limited.
- (2) Every affiliate undertakes to contribute to the assets of the Association if it is wound up while an affiliate, or within one year after ceasing to be an affiliate, for payment of the

debts and liabilities of the Association contracted before the time at which it ceases to be an affiliate and the costs, charges and expenses of winding up the Association, such an amount not exceeding one dollar (\$1.00).

52. DISTRIBUTION OF PROPERTY ON WINDING UP

If upon winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any assets or property, the same shall not be paid to or distributed amongst the affiliates but shall be given or transferred to another organisation or organisations having objects similar to the Objects and which prohibits the distribution of its or their revenue and property among its or their affiliates to an extent at least as great as is imposed on the Association by this Constitution. Such organisation or organisations to be determined by the affiliates in General Meeting at or before the time of dissolution, and in default thereof by such judge of the Supreme Court of South Australia or other Court as may have or acquire jurisdiction in the matter.

53. STATUS AND COMPLIANCE OF AFFILIATES

Affiliates acknowledge and agree that they shall:

- (a) be or remain incorporated in South Australia;
- (b) have regard to the Objects in any matter of the affiliates pertaining to tennis

54. AUTHORITY TO TRADE

The Association is authorised

- (1) to trade in accordance with the Act;
- (2) to make application for, and hold, a liquor licence.

55. TRANSITIONAL PROVISIONS

- (1) Any affiliated association, affiliated body or affiliated club that is a member of the Association on which this Constitution is adopted will automatically continue as an affiliated association, affiliated body or affiliated club of the Association and shall then be subject to the provisions of this Constitution.

- (2) Any Honorary Life Member of the Association on the day on which this Constitution is adopted will continue as an Honorary Life Member of the Association.
- (3) The Directors holding office at the date of adoption of this Constitution will continue in office and for the purpose of determining when the term ends for each Director in office on the day on which this Constitution is adopted, time served in the Director's current term will be counted as if this Constitution had been in place at the commencement of that term.
- (4) All rules, regulations, by-laws and policies of the Association in force at the date of the adoption of this Constitution are to be deemed to be regulations and continue to apply unless they are inconsistent with, or have been replaced by this Constitution.

56. **NATIONAL SPORTING ORGANISATION BY-LAWS AND POLICIES**

By virtue of its membership with the National Sporting Organisation, the Association agrees to adopt and abide by national by-laws and policies of the National Sporting Organisation as implemented and amended by the National Sporting Organisation from time to time (including 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), unless the Board determines that a particular by-law or policy (or part of a by-law or policy) will not be adopted by the Association. The Association, affiliates, associated clubs and their officers will abide by each of these by-laws and policies. Each affiliate and each associated club agrees that all of its members will also abide by each of these by-laws and policies.

HISTORY OF CONSTITUTIONAL AMENDMENT

New Constitution adopted on 18 May 2015

- 3(b) *Amended Special General Meeting on 5 March 2018*
- 3(h) *Amended Annual General Meeting on 17 October 2016*
- 4 *Amended Annual General Meeting on 17 October 2016*
- 23 *Amended Special General Meeting on 5 March 2018*
- 24(1)(b) *Amended Special General Meeting on 5 March 2018*
- 24(1)(c) *Amended Special General Meeting on 5 March 2018*
- 25(1) *Amended Special General Meeting on 5 March 2018*
- 25(2) *Deleted and replaced Special General Meeting on 5 March 2018*
- 25(3) *Inserted Special General Meeting on 5 March 2018*
- 25(4) *Inserted Special General Meeting on 5 March 2018*
- 25A(1) *Inserted Special General Meeting on 5 March 2018*
- 25A(2) *Inserted Special General Meeting on 5 March 2018*
- 25A(3) *Inserted Special General Meeting on 5 March 2018*
- 25A(4) *Inserted Special General Meeting on 5 March 2018*
- 26(3) *Amended Special General Meeting on 5 March 2018*
- 30(2A) *Inserted Special General Meeting on 5 March 2018*
- 30(2B) *Inserted Special General Meeting on 5 March 2018*
- 30(4)(a) *Amended Special General Meeting on 5 March 2018*
- 30(4)(b) *Amended Special General Meeting on 5 March 2018*
- 30(4)(d) *Amended Special General Meeting on 5 March 2018*
- 30(5) *Amended Special General Meeting on 5 March 2018*
- 43 *Amended Annual General Meeting on 17 October 2016*
- 56 *Inserted Annual General Meeting on 17 October 2016*