



TENNIS TASMANIA INCORPORATED

CONSTITUTION

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1 NAME

The Association shall be called Tennis Tasmania Incorporated.

2 DEFINITIONS

2.1 The Association means Tennis Tasmania Incorporated.

2.2 The Board refers to that group as described in clause 12.

2.3 The Members refers to those described in clause 5.

2.4 The General Manager refers to that person described in clause 13.8

2.5 In these rules –

"Act" means the *Associations Incorporation Act 1964*; and amendments since,

"Auditor" means the person appointed as the auditor of the Association;

"Commissioner" has the meaning given to that term in section 2 of the Act;

"Committee" means a committee as defined by the Act;

"Country Area" means a geographical territory situated outside the boundaries of Launceston or Hobart, as determined by the Board;

"General meeting" includes –

- (a) The annual general meeting; and
- (b) Any special general meeting;

"Metropolitan Area" means a geographical territory situated within the boundaries of Launceston or Hobart, as determined by the Board;

"Regional Tennis Association" is an association representing either the 62, 63 or 64 telephone areas in Tasmania;

"Rules" means this Constitution of the Association;

"Tennis Australia" means Tennis Australia Limited.

3 INTERPRETATION

3.1 The interpretation of these Rules shall be at the determination of the Board and in accordance with the Act. In these Rules, unless the contrary intention appears:

- (a) a reference to:

- (i) any statute, ordinance, code or other law includes regulations and other statutory instruments under any of them and consolidations, amendments, re-enactments or a replacement of any of them by any government body;
- (ii) writing includes any mode of representing or reproducing words in a tangible or visible form, and includes facsimile transmission and email;
- (b) words importing:
 - (i) the singular include the plural and vice versa;
 - (ii) a gender includes the other gender; and
 - (iii) natural persons include partnerships, associations and corporations;
- (c) headings do not affect the construction of these Rules;
- (d) if a word or phrase is defined, cognate words and phrases have corresponding meanings; and
- (e) wherever "include" or any form of that word is used, it must be construed as if it were followed by "(without being limited to)".

4 OBJECTS

The objects of The Association shall be:

- 4.1 To foster, administer and develop the game of Tennis;
- 4.2 To sanction, control and promote the holding of appropriate Tennis events;
- 4.3 To affiliate with Tennis Australia Limited or any other body of similar nature formed for the purpose of promoting and controlling Tennis, and align with the objects of Tennis Australia;
- 4.4 To devote the profit and other income of The Association for the promotion and betterment of Tennis;
- 4.5 To do all such other acts, matters and things as are incidental and conducive to the above objects;
- 4.4 To provide support for the members of the Association to facilitate the promotion and development of Tennis in Tasmania; and
- 4.4 To represent the interests of Tennis in Tasmania as a member of Tennis Australia.

5 MEMBERSHIP

5.1 CLASSES OF MEMBERS

- i. Ordinary Member
- ii. Associate Member
- iii. Life Member

5.1.1 (a) Ordinary Members may only be Tennis Clubs based in Tasmania who have applied for and been granted Ordinary Membership by the Board and that meet the specification in these rules as a bone fide Tennis Club.

(b) An Ordinary Member may appoint the allowed number of its Club members to act and/or vote on its behalf by notifying the Board of the name of such Club Member and the duration of the appointment in writing.

5.1.2 An Associate Member may only be:

5.1.2.1 a bona fide organisation or Regional Tennis Association associated with the game of Tennis in Tasmania;

5.1.2.2 A corporate body, organisation or association whose objects or mission statement is aligned with the Objects of the Association; or

5.1.2.3 A corporate body, organisation or association which it is otherwise in the interests of tennis in Tasmania to be an Associate Member, who has applied for and been granted an Associate Membership to Tennis Tasmania by the Board, and that can provide an ACN or ABN.

5.1.2.4 Life Members are those individuals upon whom life membership of Tennis Tasmania has been bestowed upon them by the Board of Tennis Tasmania.

5.2 Life Members shall be proposed by a Board Member or by any other Ordinary Member on such form as the Board from time to time prescribes.

5.3 Any application for membership (except Life Membership) shall be made in writing, signed by the applicant's representative and shall be in such form as the Board from time to time prescribes. The acceptance or otherwise of the application shall be decided at the next Board meeting and the applicant then notified accordingly.

6 MEMBERSHIP/AFFILIATION FEES

6.1 The affiliation and/or membership fees for each class of membership shall be such sum as shall from time to time be determined by the Board.

- 6.2 The affiliation and/or membership fees for each class of membership are payable annually. The Board may, from time to time, determine the dates and manner of payment of the applicable affiliation and/or membership fees. If any membership is not accepted by the Board the membership and/or affiliation fee will be returned.

7 ADMISSION AND REJECTION OF MEMBERS

- 7.1 At the next meeting of the Board after the receipt of any application and the fee applicable for any membership, such application shall be considered by the Board, who shall thereupon determine upon the admission or rejection of the applicant.
- 7.2 Upon the acceptance or rejection of an application for any class of membership Tennis Tasmania shall forthwith give the applicant notice in writing of such acceptance or rejection.

8 TERMINATION, SUSPENSION & CESSATION OF MEMBERSHIP

- 8.1 A Member may resign from the Association at any time by giving notice in writing to the Association. Such resignation shall take effect at the time such notice is received.
- 8.2 If a member fails to comply with any provisions of these Rules, the member concerned shall be given a full and fair opportunity of presenting their case and if the Board resolves to suspend or terminate their membership it shall instruct the General Manager to advise the member in writing accordingly.
- 8.3 If a member:
- 8.3.1 ceases to satisfy the requirements of membership;
 - 8.3.2 fails to pay the applicable membership and/or affiliation fee in accordance with clause 6;
 - 8.3.3 conducts themselves in a manner considered to be injurious or prejudicial to the objects, character or interests of the Association;
 - 8.3.4 is or becomes bankrupt or insolvent; or
 - 8.3.5 is, or has as its representative to the association, a person who has committed an indictable offence;

the member concerned shall cease to be a member of the Association, and the Board shall cause the member's name to be removed from the register of members.

9 APPEALS COMMITTEE

An appeals committee consisting of 3 non-board members appointed by the Board shall be set up when required.

- 9.1 Any person or body whose application for membership has been suspended or terminated in accordance with clause 8.3, may within one month of receiving written notification thereof lodge with Tennis Tasmania written notice of its intention to appeal against the decision of the Board enclosing the applicable fee as determined by the Board.
- 9.2 Upon receipt of a notification of intention to appeal against rejection, suspension or termination of membership and on receipt of the appropriate fee if applicable, the General Manager shall convene within three months of the date of the receipt of such notice, an Appeals Committee meeting to determine the appeal. At any such meeting the applicant shall be given the opportunity to fully present its case and the Board or those members thereof who rejected the application for membership or suspended or terminated the membership subsequently shall likewise have the opportunity of presenting their case. The appeal shall be determined by the vote of the Appeals Committee members present at such meeting and if the appeal is upheld any appeal fees will be refunded. The decision of the Appeals Committee will be final.

10 REGISTER OF MEMBERS

- 10.1 The Board shall cause a Register to be kept in which shall be entered:
 - 10.1.1 For individuals (if applicable) including Life Members, the name, date of birth and contact details as required by the Board; and
 - 10.1.2 For other members, including Ordinary Members and Associate Members, the names and commercial contact details as required by the Board of all Members admitted to membership of the Association and the dates of their admission.
- 10.2 All members must supply information to Tennis Tasmania that is requested by the Association in accordance with these Rules and which the Association considers appropriate for the proper administration of tennis.

11 VOTING AND VOTING RIGHTS

- 11.1 Notwithstanding anything contained within these Rules only Ordinary Members shall be entitled to vote in any election for the Board.

- 11.2 Notwithstanding anything contained within these Rules only Ordinary Members shall be entitled to vote on matters pertaining to changes to these Rules or any other matter at any general meeting.
- 11.3 No member is allowed to vote on any matter or nominate or be nominated for any position if they owe monies to the association (including any portion of the member's membership and/or affiliation fees which are due and payable at that time) for more than one month or have been suspended. It is not until all owed monies are repaid or suspension has been revoked that voting will be allowed.
- 11.4 Except where otherwise mentioned all matters arising shall be determined by a simple majority of votes cast for and against. In the event of a tied vote on a motion at a Board meeting, special general meeting or at the annual general meeting the motion will be lost.

12 MEMBERSHIP OF THE BOARD

- 12.1 The Board of the Association shall consist of –
 - 12.1.1 Six Persons elected by the Ordinary Members and known as Elected Board Members; and
 - 12.1.2 Up to three other Board Members appointed by the Board when required for a specific period of time to be known as Appointed Board Members.
- 12.2 A person who has been the Chief Executive Officer or General Manager of the Association at any time within the 3 years prior to the date of the proposed election or appointment is not eligible for nomination of election or appointment as a Board Member.
- 12.3 A person who has been employed as a staff member or engaged as a contractor by the Association at any time within 1 year prior to the date of the proposed election or appointment is not eligible for nomination of election or appointment as a Board Member.
- 12.4 A Nominations Committee shall be formed as follows:
 - 12.4.1 The role of the Nominations Committee shall include the task of identifying candidates to fill Board Member vacancies (including casual vacancies) and assess all nominees for Board Member vacancies. The Nominations Committee has the power to determine that a nomination is unsuitable for further consideration by the Association, the Board or the Members (as applicable) but only if the Nomination Committee's decision is unanimous.
 - 12.4.2 The Nominations Committee shall comprise three persons including

one independent. All committee members are appointed by the Board. The complete and specific duties, functions and rules of the Nominations Committee are defined in the Nominations Committee Charter.

12.4.3 The Nominations Committee must utilise a skills and competencies matrix as part of its assessment of nominees for Board Member vacancies.

12.4.4 When assessing nominees for Board Member vacancies, the Nominations Committee must use reasonable endeavours to ensure no one gender constitutes more than 60% of the total number of Board Members.

12.5 The Board shall, from time to time, determine the process for election of Elected Board Members and such process must take place in the following manner:

12.5.1 Any Person shall be at liberty to nominate any Person to serve as an Elected Board Member. For the avoidance of doubt, a Person may nominate themselves to serve as an Elected Board Member. Any retiring Elected Board Member seeking re-election must also nominate.

12.5.2 The nomination, which shall be in writing in a form prescribed by the Board from time to time, and signed by the nominated Person and their proposer (if the nominated Person has not nominated themselves), shall be submitted to the Association no later than 30th June. All nominations must be considered by the Nominations Committee in accordance with clause 12.4.

12.5.3 Balloting lists shall be prepared (if necessary) containing the names of the candidates in random drawn order, and each Ordinary Member shall be entitled to vote for any number of such candidates not exceeding the number of vacancies.

12.5.4 Ordinary Members are entitled to cast a number of votes in accordance with clause 21.14.

12.5.5 An Ordinary Member wishing to exercise their entitlement under sub-clause 12.5.4 shall submit a completed voting ballot to the Public Officer, which must be received at least 28 days prior to the date set for the next annual general meeting in order for a voting ballot to be valid.

12.5.6 Two Elected Board Members shall retire annually.

12.5.7 In the event of only two or less nominations for the vacant Elected Board Member positions, an election will not be held and the individuals nominated will be automatically elected to the Board.

12.5.8 Should insufficient number of candidates for Elected Board Member

be available the Board shall have the right to fill the vacancy as a casual vacancy.

12.5.9 If there is a deadlock for the last of the remaining Board Member positions, the Board may determine how to resolve the deadlock.

12.5.10 Voting in accordance with this clause 12.5 may take place using any technology that gives Ordinary Members reasonable opportunity to vote.

12.6 Term of Office

12.6.1 Each Elected Board Member elected by the Ordinary Members in accordance with these Rules will hold office for a term of 3 years ending at the end of the annual general meeting in the third year.

12.6.2 Each Appointed Board Member appointed by the Board in accordance with these Rules, will hold office for a term determined by the Board Members at the date of their appointment, up to a maximum of 3 years.

12.6.3 The Board Member appointed to the position of President will hold that office for a term of 3 years ending at the first Board meeting following the third annual general meeting, unless the Board Member serves their maximum term prior to this time, at which point the Board Member will cease to hold the office of President.

12.6.4 The Board Member appointed to the position of Vice President will hold that office for a term of 3 years ending at the first Board meeting following the third annual general meeting, unless the Board Member serves their maximum term prior to this time, at which point the Board Member will cease to hold the office of President.

12.6.5 The maximum term in office for a Board Member will be 9 continuous years.

12.6.6 If an Appointed Board Member has already held office for a term of 6 years, Ordinary Members must pass a resolution approving the reappointment of that Board Member before the Board confirms the reappointment.

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

12.6.8 If a Board Member has served 8 or more consecutive years and subsequently retires, resigns or is removed before the expiry of their then current term, they will be deemed to have served their maximum term for the purpose of this clause 12.5.

13 OFFICE BEARERS AND OTHER OFFICIAL POSITIONS

13.1 The Office Bearers shall consist of the President and Vice-President. Any Board

Member can be President or Vice-President.

- 13.2 At the end of the annual general meeting of the Association in the year in which the term of one or more of the Office Bearers is expiring, the Office Bearers shall retire from office, but shall be immediately eligible upon nomination for re-election at the first Board meeting which shall occur immediately after the annual general meeting.
- 13.3 Nominations for President and Vice-President shall be presented to the first Board meeting after the annual general meeting and all positions shall be elected by the Board at this Board meeting. The persons elected as President, and Vice President will hold that office for the remainder of their tenure as a Board Member (which may be up to a maximum of three years). The President and Vice President shall act as the Tennis Australia Delegates during their tenure.
- 13.4 If either the President or Vice-President ceases to be a Board Member, they will immediately cease to hold office as President or Vice-President (as the case may be).
- 13.5 The Board may remove the President or Vice-President from the role of President or Vice-president (as the case may be) before the expiry of their term, however they may remain as a Board Member (subject to the other provisions of these Rules).
- 13.6 If the President resigns as President, they may remain as a Board Member (subject to the other provisions of these Rules).
- 13.7 If the Vice-President resigns as Vice-President, they may remain as a Board Member (subject to the other provisions of these Rules).
- 13.8 The General Manager shall manage the day to day running of the Association and shall be appointed by the Board.
- 13.9 Executive - The President may convene meetings of an Executive where necessary between Board meetings made up of the President, the Vice President and the General Manager. In matters pertaining to a specific matter, the Board Member responsible for the portfolio for which the matter relates should be invited to assist in the decision process.
- 13.10 All Executive meetings and decisions made there-at, must be ratified at the next Board meeting.

14 RESIGNATION OR REMOVAL FROM OFFICE OF MEMBER OF THE BOARD

- 14.1 Any Board Member may resign from membership of the Board at any time by giving notice in writing to the General Manager, but such resignation shall take

effect at the time such notice is received by the General Manager, unless a later date is specified in the notice when it shall take effect on that later date.

14.2 Any Board Member may be removed from office with a motion carried by a majority of the Board if the Board Member:

14.2.1 has failed to attend three consecutive meetings for which no leave of absence has been granted;

14.2.2 becomes physically or mentally incapable of performing the Board Member's duties (in the opinion of all other Board Members);

14.2.3 is unable to obtain within three months of election or appointment, or ceases to hold a current working with children check (or equivalent);

14.2.4 has engaged in serious misconduct; or

14.3 Any Board Member will automatically be removed from office if the Board Member:

14.3.1 becomes bankrupt or makes any arrangement or composition with their creditors generally;

14.3.2 is prohibited from being a Board Member by reason of any order made under the Act; or

14.3.3 is convicted of an indictable offence.

15 VACANCIES ON THE BOARD

15.1 In the event of a vacancy on the Board or for an Office Holder position, the Board shall have the right to fill the vacancy for that position for the balance of the term.

15.2 The continuing Board Members may act notwithstanding any casual vacancy of the Board, but if and so long as, their number is reduced below the number fixed by or pursuant to these Rules as the necessary quorum of the Board, the continuing members may act for the purpose of increasing the number of members of the Board to that number or of summoning a general meeting of the association, but for no other purpose.

16 POWERS OF THE BOARD

The Board shall have the powers to:-

- 16.1 Control and manage the property and assets of The Association;
- 16.2 Control and manage the business and affairs of the Association;
- 16.3 Exercise all the powers and perform all the functions of the Association, other than those powers and functions that are required by these Rules to be exercised by general meetings of members of the Association;
- 16.4 Raise membership and/or affiliation fees, fines, and levies, invest monies on behalf of the Association, purchase, take on lease or otherwise acquire real or personal property, and borrow or raise upon loan, sums of money;
- 16.5 Appoint sub-committees and delegate such powers as it may deem necessary;
- 16.6 Disqualify, suspend or otherwise discipline any player for any breach of rules whilst playing in a sanctioned event;
- 16.7 To do anything that appears to the Board to be essential for the proper management of the business and affairs of the Association.

17 DELEGATION OF POWERS OF THE BOARD

- 17.1 The Board may delegate any of its powers to a subcommittee consisting of such persons as the Board thinks fit. A person need not be a member of the Association to be appointed to a subcommittee.
- 17.2 Any subcommittee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board.
- 17.3 A subcommittee may elect a chairperson of its meetings.
- 17.4 If no such chairperson is elected, or if at any meeting the chairperson is not present within 10 minutes after the time appointed for holding the meeting, the members present may choose 1 of their number to be chairperson of the meeting.

- 17.5 A subcommittee may meet and adjourn as it thinks proper.
- 17.6 Questions arising at any sub-committee meeting shall be determined by a majority of votes of the members present and, in the case of an equality of votes, the question shall be deemed to be decided in the negative.
- 17.7 The Board may overrule any decision of one of its committees.
- 17.8 The Board may appoint an Audit and Risk Committee to oversee and check the finances of, and risks to, the association and its objects.

18 FUNCTIONS OF THE BOARD

Except as otherwise provided by these Rules and subject to resolutions of the Ordinary Members of the association carried at any general meeting, the Board:

- 18.1 Shall oversee the general control and management of the administration of the affairs, property and funds of the Association;
- 18.2 Shall have authority to resolve any matter relating to the association on which these Rules are silent;
- 18.3 May exercise all the powers of the Association;
- 18.4 Can borrow or raise or secure the payment of money in such manner as the members of the Association may think fit and secure the same or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Association's property, both present and future, and to purchase, redeem or pay off any such securities;
- 18.5 Can borrow amounts from members and to pay interest on the amounts borrowed and to mortgage or charge its property or any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association, and to provide and pay off any such securities; and
- 18.6 Can invest in such manner as the Board members of the association may from time to time determine.
- 18.7 For sub-section 18.5 the rate of interest must not be more than the rate for the time being charged for overdrawn accounts for money lent (whatever the term of the loan) by:
 - 18.7.1 The financial institution for the Association; or

- 18.7.2 If there is more than 1 financial institution for the Association - the financial institution nominated by the Association.

19 MEETINGS OF THE BOARD

- 19.1 The Board shall meet at least once every 3 calendar months and at least six times a year to exercise its functions.
- 19.2 The Board must decide how a meeting is to be called.
- 19.3 Without limiting the power of the Board to regulate their meetings as they think fit, a Board meeting may be held where 1 or more of the Board Members is not physically present at the Board meeting, provided that:
- 19.3.1 all Board Members consent to the calling and the holding of the meeting by means of telephone or other form of communication;
 - 19.3.2 all Board Members participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously by means of the agreed form of communication;
 - 19.3.3 notice of the meeting is given to all the Board Members entitled to notice in accordance with the usual procedures agreed on or laid down from time to time by the Board Members;
 - 19.3.4 in the event that a failure in communications prevents clause 19.3.2 from being satisfied by that number of Board Members which constitutes a quorum, then the meeting will be suspended until clause 19.3.2 is satisfied again. If clause 19.3.2 is not satisfied within 15 minutes from the time the meeting was interrupted, the meeting will be deemed to have terminated; and
 - 19.3.5 any meeting held where 1 or more of the Board Members is not physically present will be deemed to be held at the location specified in the notice of meeting provided a Board Member is present at that location. If no Board Member is present at the location specified, the meeting will be deemed to be held at the location where the chairperson of the meeting is located.
- 19.4 Notice of a meeting is to be given in the way decided by the Board.
- 19.5 A special meeting of the Board shall be convened by the General Manager on the requisition in writing signed by not less than one-third of the Board Members, which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat.
- 19.6 At every meeting of the Board a simple majority of the number of current Board members, shall constitute a quorum.
- 19.7 Subject as previously provided in this section, the Board may meet together and

regulate its proceedings as it thinks fit.

- 19.8 The President shall preside as chairperson at every meeting of the Board, or if there is no President, or if at any meeting the President is not present within 10 minutes after the time appointed for holding the meeting, the Vice President shall be chairperson or if the Vice President is not present at the meeting then the Board members may choose 1 of their number to be chairperson of the meeting.
- 19.9 If within half an hour from the time appointed for the commencement of a Board meeting a quorum is not present it shall stand adjourned to such other day and at such other time and place as the Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.
- 19.10 If three of the Board Members present at a Board meeting request a secret ballot on any particular motion, then the chairperson shall direct a secret ballot to occur.

20 ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS

- 20.1 All acts done by any meeting of the Board or of a subcommittee or by any person acting as a Board Member shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Board Member or person acting as aforesaid, or that the Board Members or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Board Member.

21 GENERAL MEETINGS

- 21.1 Unless otherwise determined by the Board, the annual general meeting shall be held not later than September 30th in each year.
- 21.2 Notice of the annual general meeting shall be circulated to the Ordinary Members 42 days prior to the date of the proposed meeting.
- 21.3 The business to be transacted at every annual general meeting shall be:
- 21.3.1 To confirm minutes of the last preceding annual general meeting and any general meetings held since then;
 - 21.3.2 The receiving of the President's Report for the preceding financial year;
 - 21.3.3 The receiving of the General Manager's report and the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the Association for the preceding financial year;

- 21.3.4 The receiving of the Auditor's Report upon the books and accounts for the preceding financial year;
 - 21.3.5 Any other resolution for which 28 days notice has been given.
 - 21.3.6 No other matters may be discussed without this 28 day notice except as in clauses 21.3.1, 21.3.2 and 21.3.3.
- 21.4 The Annual General Meeting of the Association shall appoint an Auditor who is not a member of the Board to audit accounts for the ensuing year and report thereon.
- 21.5 The General Manager shall convene a special general meeting -
- 21.5.1 When directed to do so by the Board;
 - 21.5.2 On the requisition in writing signed by not less than three of the Board Members; or
 - 21.5.3 On the requisition in writing signed by not less than one third of the Ordinary Members of the Association.
 - 21.5.4 Notice of such meetings shall be circulated to the members 42 days prior to the date of the proposed meeting and shall contain all matters to be discussed – no other matters may be discussed at these meetings without 28 days notice.
- 21.6 At any general meeting a quorum shall consist of a total of at least 5 Ordinary Members.
- 21.7 No business shall be transacted at any general meeting unless a quorum of Ordinary Members is present at the time when the meeting proceeds to business. Ordinary Members are allowed one voting representative only unless otherwise stated in these Rules.
- 21.8 If within half an hour from the time appointed for the commencement of any general meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Board or the Association, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and such other time and place as the Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
- 21.9 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. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

- 21.10 Resolutions at any general meeting must be passed by a simple majority including proxies except for a change to these Rules then by not less than three-quarters of the votes submitted.
- 21.11 The manner by which any notice of a general meeting shall be given to members shall be determined by the Board and be in accordance with these Rules.
- 21.12 Only Ordinary Members who are fully paid up at the time the notice of meeting is circulated shall be entitled to vote at any general meeting.
- 21.13 A secret ballot shall occur if at least one fifth of the Ordinary Members present demand it. The chairperson shall appoint two Ordinary Members delegates to conduct the secret ballot in such manner as they shall determine and the result of the ballot as declared by the chairperson shall be deemed to be the resolution of the meeting of which the ballot was demanded;
- 21.14 Ordinary Members are entitled to cast a number of votes which are calculated based on the number of tennis courts in respect of which the relevant Ordinary Member has paid the annual membership and/or affiliation fee to the Association for the financial year preceding the date of the general meeting:
- 21.14.1 0 – 3 tennis courts: 1 vote (“Community”);
- 21.14.2 4 – 7 tennis courts:
- 21.14.2.1 For Ordinary Members located in a Country Area: 2 votes (“Country Small”);
- 21.14.2.2 For Ordinary Members located in a Metropolitan Area: 4 votes (“Metropolitan Small”);
- 21.14.3 8 or more tennis courts:
- 21.14.3.1 For Ordinary Members located in a Country Area: 3 votes (“Country Large”); and
- 21.14.3.2 For Ordinary Members located in a Metropolitan Area: 5 votes (“Metropolitan Large”).

21A EXEMPTIONS UNDER THE ACT FOR AN AUDITOR

- 21A.1 For any financial year that the Association is exempt from the requirement to be audited by virtue of section 24(1B) or 24(1C) of the Act:
- 21A.1.1 the Auditor is not required to be appointed for that financial year under clause 21.4 unless the Association elects to have the financial

affairs of the Association for that financial year audited in accordance with the Act and these Rules; and

21A.1.2 if the Auditor is not appointed for that financial year by virtue of clause 21A.1.1:

- (i) clauses 21.3.4 and 24.3 do not apply in respect of the Association for that financial year;
- (ii) instead of auditing its accounts, the Association must lodge an annual return with the Commissioner in accordance with section 24B(1A) of the Act for that financial year; and
- (iii) clause 25.2, to the extent that it relates to the keeping of financial records for submission to the Auditor, does not apply for that financial year.

21B MEETINGS WITH TECHNOLOGY

21B.1 The Association may hold a member meeting at 2 or more venues using any technology that gives members a reasonable opportunity to participate.

21B.2 Any members meeting held where 1 or more of the members is not physically present will be deemed to be held at the location specified in the notice of meeting.

21B.3 Voting (including a vote on a show of hands or on a poll) may take place using any technology that gives Ordinary Members reasonable opportunity to vote. For the avoidance of doubt, this also applies to voting for Board Members in accordance with clause 12.5.

22 PROXY VOTES

22.1 A proxy vote shall only be permitted in the case of a pre-circularised motion that has been notified to the Association or Board in the appropriate manner. The proxy vote must be under the hand of the absent member or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.

22.2 The proxy instrument shall be in a form determined by the Board but shall allow for a vote for or against each resolution or for abstention or shall allow the President, or a particular person present and nominated in the proxy instrument, to vote as they wish for that resolution using that proxy. A vote in a proxy instrument of an Ordinary Member shall be taken as the required number of votes allowed under these Rules by that Ordinary Member.

22.3 The instrument appointing a proxy shall be deposited with the General

Manager prior to the commencement of any general meeting or adjourned general meeting at which the person named in the instrument proposes to vote.

- 22.4 A proxy vote shall be allowed for Board meetings on resolutions where at least 7 days notice has been given or where an election or appointment is to occur. In these cases the proxy can only be held by a Board Member.

23 CONFLICT OF INTEREST AND PECUNIARY INTEREST

- 23.1 A member at any Board or general meeting must acknowledge any conflict of interest prior to the discussion of an item. Members, subject to a majority decision, may still be eligible to be present during discussion or to vote.
- 23.2 Where a member has a material personal interest in a matter (pecuniary interest) they must notify this interest before discussion of the matter and withdraw from the meeting. They are not eligible to vote on the matter.

24 FUNDS AND ACCOUNTS

- 24.1 The financial affairs of the Association shall be carried out in a proper manner using recognised accounting methods.
- 24.2 The income and property of the Association whencesoever derived shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Association provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of moneys advanced by them to the Association or otherwise owing by the Association to them or of remuneration to any officers or servants of the Association to any member of the Association or other person in return for any services actually rendered to the Association provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out of pocket expenses,

money lent, reasonable and proper charges for goods hired by the Association or reasonable and proper rent for premises demised or let to the Association.

24.3 The financial affairs of the Association shall be examined by the Auditor who shall present their report upon such audit to the General Manager prior to holding of the annual general meeting next following the financial year in respect of which such audit was made.

24.4 The financial year of the Association shall close on 30th June in each year.

25 RECORDS

25.1 Minutes of all meetings are to be entered by the General Manager in a manner as determined by the Board in accordance with the Act.

25.2 Proper records of the financial affairs of the Association shall be kept by the General Manager who shall furnish interim financial statements to the meetings of the Board and Executive and who shall prepare statements of income and expenditure and balance sheets for the financial year for submission to the Auditors and the annual general meeting.

26 COMMON SEAL

26.1 The Association shall have a Common Seal, which shall be in the custody of the General Manager. The seal shall only be affixed to any deed, instrument or document by persons so authorised by the Board and in accordance with its direction and as required.

27 INDEMNITIES

27.1 All Board Members shall be indemnified by the Association from and against all actions, suits, claims, demands, costs, damages and expenses which any such member may incur or suffer in relation to the execution of their office.

28 NOTICES

28.1 A notice may be served by or on behalf of the Association on any member by any means as determined by the Board.

29 ALTERATION OF RULES

29.1 Subject to the provisions of the Act, these Rules may be altered from time to time by a special resolution carried at an annual or special general meeting provided that no such amendment, rescission or addition shall be valid unless notice in writing of any proposed amendment has been submitted to the General Manager of the Association more than 28 days prior to the date of the meeting.

- 29.2 A copy of each proposed amendment so received must be circulated to all Ordinary Members at least 28 days prior to the general meeting.
- 29.3 Proposed amendments must be specific. They must specify the words to be deleted and the words, (if any) to be added, and the section must be quoted in full as it would appear if amended.
- 29.4 If these Rules are altered in accordance with this clause 29, the Public Officer shall, within one month of the special resolution being carried, lodge with the Commissioner a notice of the alteration in the prescribed form. .

30 DISSOLUTION OF THE ASSOCIATION

- 30.1 The Association shall be deemed to have been dissolved if and when a special general meeting has been held to discuss the proposition, and three-quarters of the Ordinary Members present at the meeting, and entitled to vote, shall have voted in favour of such dissolution, and have further resolved that any surplus of monies after payment of expenses shall be paid to Tennis Australia.
- 30.2 If the Association shall be wound up in accordance with the provisions of the Associations Incorporation Act 1981, and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of the Act, such institution or institutions to be determined by the members of the Association.

31 BY-LAWS

- 31.1 The Board may from time to time make, amend or repeal by-laws of the association, and any by-law may be set aside by a Board meeting.
- 31.2 By-Laws may be amended, repealed, introduced or deleted from time to time and such matters shall be decided by a majority of votes of the members present who are eligible to vote.
- 31.3 Any by-laws made by the Board must be consistent with these Rules and the Act.

32 PUBLIC OFFICER

- 32.1 The Public Officer of the Association shall be the General Manager.

33 NATIONAL BY-LAWS AND POLICIES

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

