



**Redland Bay
Tennis Club** INC

**Redland Bay Tennis Club
Constitution 2022**

Associations Incorporation Act 1981 (*QLD*)

1. Interpretation

- 1.1. In these rules
 - 1.1.1. Act means the Associations Incorporation Act 1981.
 - 1.1.2. Tennis Qld means Royal Queensland Lawn Tennis Association Limited trading as Tennis Qld
 - 1.1.3. Tennis Australia means Tennis Australia Limited
- 1.2. A word or expression that is not defined in these model rules, but is defined in the Act has, if the context permits, the meaning given by the Act.

2. Name

- 2.1. The name of the incorporated association is Redland Bay Tennis Club INC.

3. Objectives

- 3.1. The objectives of the association are
 - 3.1.1. to provide for, and promote, the playing and general advancement of the game of tennis in the Redland Bay area.
 - 3.1.2. to encourage participation in the game of tennis, and particularly participation in the game of tennis in a sporting manner and in a spirit of friendship.
 - 3.1.3. to provide for the playing of other tennis related or athletic activities that the committee deems appropriate.
 - 3.1.4. to provide and maintain from the funds of the Association, facilities and amenities for members and their guests.
 - 3.1.5. to facilitate community engagement through tennis and promote inclusion to create a positive sense of community belonging;
 - 3.1.6. to build a strong relationship with Tennis Qld, including by affiliating with Tennis Qld.
 - 3.1.7. To work alongside the Club's Professional Coach to enhance tennis in the club and local community with coaching arrangements for all players, Club Championships and other tennis events.
 - 3.1.8. To acquire tennis courts for future expansion as required, purchase or lease any land or buildings that may be required for the purpose of any future or present objectives of the association. This may include any improvements, maintenance, building or ground improvements that enhance the association's position or objectives.

4. Powers

- 4.1. The Association may do all things necessary or convenient for carrying out its objectives and purposes, and in particular, may:
 - 4.1.1. acquire, hold, deal with, and dispose of any real or personal property;
 - 4.1.2. open and operate bank accounts;
 - 4.1.3. invest its money
 - 4.1.3.1. in any security in which trust monies may lawfully be invested; or
 - 4.1.3.2. in any other manner authorised by this Constitution;
 - 4.1.4. borrow money upon such terms and conditions as the Association thinks fit;
 - 4.1.5. give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
 - 4.1.6. appoint agents to transact any business of the Association on its behalf;
 - 4.1.7. enter into any other contract it considers necessary or desirable;
 - 4.1.8. act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene this Act or the Constitution of the Association;
 - 4.1.9. affiliate with Tennis Qld;
 - 4.1.10. appoint sub-committees with such powers as they deem appropriate for carrying out the objectives of the Association; and
 - 4.1.11. make By-Laws consistent with this Constitution and the Act for the general management of the Association and the conduct of its members, and to alter, amend or rescind such By-Laws as the committee deems appropriate from time to time.

5. Classes of members

- 5.1. Membership categories of the Association shall be determined by the committee from time to time.

6. Automatic membership

- 6.1. A person who, on the day the Association is incorporated, was a member of the unincorporated association and who, on or before a day fixed by the management committee, agrees in writing to become a member of the incorporated association, must be admitted by the management committee

- 6.2. To the equivalent class of membership of the association as the member held in the unincorporated association; or
- 6.3. if there is no equivalent class of membership as an ordinary member.

7. New membership

- 7.1. A person who wishes to become a member must apply for membership to the committee in writing:
 - 7.1.1. signed by that person;
 - 7.1.2. in such form as the committee from time to time directs; and
 - 7.1.3. accompanied by the membership fee.

8. Membership fees

- 8.1. The amount of the membership fee to be paid by each category of member shall be determined by the committee from time to time.
- 8.2. A member of the Association must pay to the Association the membership fee:
 - 8.2.1. except as provided by paragraph (b), before 1 March in each calendar year, or
 - 8.2.2. if the member becomes a member on or after 1 July in any calendar year - on becoming a member and before 1 January in each succeeding calendar year.

9. Admission and rejection of new members

- 9.1. The committee has the power to reject an application for membership.
- 9.2. An applicant whose application for membership of the Association is rejected under sub-clause (1) must, if he or she wishes to appeal against that decision, give notice to the secretary of his or her intention to do so within a period of 14 days from the date he or she is advised of the rejection.
- 9.3. When notice is given under sub-clause (2), the Association must refer the matter to Tennis Qld which must either
 - 9.3.1. confirm or set aside the decision of the committee to reject the application, after having afforded the applicant who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, Tennis Qld, or
 - 9.3.2. refer the matter to mediation. As soon as practicable after Tennis Qld makes that determination, the secretary must notify the applicant, in writing, whether Tennis Qld approved or rejected the application (whichever is applicable) or whether the matter will be referred to mediation.
- 9.4. On approval of the applicant's application for membership, the Treasurer must enter or cause to be entered the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the Association.

10. Resignation of membership

- 10.1. A member of the Association may resign from membership of the Association by giving to the secretary written notice.
- 10.2. If a member of the Association ceases to be a member under sub-clause (1), and in every other case where a member ceases to hold membership, the Treasurer must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

11. Expulsion or suspension of members

- 11.1. The committee may decide to suspend a member's membership or to expel a member from the Association if, in the opinion of the committee:
 - 11.1.1. The member's conduct is detrimental to the interests of the Association;
 - 11.1.2. has refused or neglected to comply with a provision or provisions of this Constitution,
 - 11.1.3. has acted in a manner unbecoming of a member or contrary to the objectives of the Association;
 - 11.1.4. has brought the Association, another member or the sport of tennis into disrepute;
 - 11.1.5. wilfully acted in a manner prejudicial to the interests of the Association;
 - 11.1.6. the member has breached a national policy referred to in clause 51; or
 - 11.1.7. the member has breached a By-Law of the Association.
- 11.2. The secretary must give the member written notice of the proposed suspension or expulsion at least 28 days before the committee meeting at which the proposal is to be considered by the committee.
- 11.3. The notice given to the member must state:
 - 11.3.1. when and where the committee meeting is to be held;
 - 11.3.2. the grounds on which the proposed suspension or expulsion is based; and
 - 11.3.3. that the member may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the proposed suspension or expulsion.
- 11.4. At the committee meeting, the committee must
 - 11.4.1. give the member a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the proposed suspension or expulsion; and
 - 11.4.2. give due consideration to any submissions so made; and
 - 11.4.3. decide:
 - 11.4.3.1. whether or not to suspend the member's membership and, if the decision is to suspend the membership, the period of suspension; or

- 11.4.3.2. whether or not to expel the member from the Association, and then give the member written notice of the committee's decision, and the reasons for the decision, within 7 days after the committee meeting at which the decision is made.
- 11.5. A decision of the committee to suspend the member's membership or expel the member from the Association takes effect 14 days after the day on which the decision to suspend or expel a member is communicated to him or her under sub-clause (4).
- 11.6. A member who is suspended or expelled under sub-clause (4) must, if he or she wishes to appeal against that suspension or expulsion, give notice to the secretary of his or her intention to do so within the period of 14 days referred to in sub-clause (5).
- 11.7. If notice is given under sub-clause (6):
 - 11.7.1. the matter will be referred to Tennis Qld, which, subject to the principles of natural justice, must either confirm or set aside the decision of the committee to suspend or expel the member, after having afforded the member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, Tennis Qld; or
 - 11.7.2. refer the matter to mediation.

12. Register of members

- 12.1. The Treasurer, or another person authorised by the committee, is responsible for maintaining a register of members and must record in that register any change in the membership of the Association.
- 12.2. The register of members must include:
 - 12.2.1. the member's name;
 - 12.2.2. a residential, postal or email address for the member;
 - 12.2.3. the class of membership (if applicable) to which each member belongs; and
 - 12.2.4. the date on which each member becomes a member.
- 12.3. The register of members must be kept at the Treasurer's place of residence, or at another place determined by the committee.
- 12.4. A member who wishes to inspect the register of members must contact the Treasurer to make the necessary arrangements.
- 12.5. If a member inspecting the register of members wishes to make a copy of, or take an extract from, the register the committee may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Association.
- 12.6. A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - 12.6.1. the purposes of sending the person a notice in respect of a meeting or other event relating to the Association or other material relating to the Association, or

- 12.6.2. any other purpose necessary to comply with a requirement of the Act or connected to this Constitution.

13. Committee members

- 13.1. The committee members consist of
 - 13.1.1. the office holders of the Association; and
 - 13.1.2. up to three ordinary committee members.
- 13.2. The following are the office holders of the Association
 - 13.2.1. the president;
 - 13.2.2. the vice president;
 - 13.2.3. the secretary;
 - 13.2.4. the treasurer.
- 13.3. A person may be an office holder of the Association if the person is
 - 13.3.1. an individual who has reached 18 years of age; and
 - 13.3.2. a member of the Association.
- 13.4. A person may be a committee member of the Association if the person is an individual who has reached 18 years of age.
- 13.5. A person must not hold 2 or more of the offices mentioned in sub-clause (2) at the same time.

14. President

- 14.1. It is the duty of the president to consult with the secretary regarding the business to be conducted at each committee meeting and general meeting.
- 14.2. The president has the powers and duties relating to convening and presiding at committee meetings and presiding at general meetings provided for in this Constitution.

15. Secretary

- 15.1. The Secretary has the following duties
 - 15.1.1. dealing with the Association's correspondence;
 - 15.1.2. consulting with the president regarding the business to be conducted at each committee meeting and general meeting;
- 15.2. preparing the notices required for meetings and for the business to be conducted at meetings;
- 15.3. unless another member is authorised by the committee to do so, maintaining on behalf of the Association the register of members, and recording in the register any changes in the membership, as required under the Act;
- 15.4. maintaining on behalf of the Association an up-to-date copy of this Constitution;

- 15.5. unless another member is authorised by the committee to do so, maintaining on behalf of the Association a record of committee members and other persons authorised to act on behalf of the Association;
- 15.6. ensuring the safe custody of the books of the Association, other than the financial records, financial statements and financial reports, as applicable to the Association;
- 15.7. maintaining full and accurate minutes of committee meetings and general meetings;
- 15.8. carrying out any other duty given to the secretary under this Constitution or by the committee.

16. Treasurer

- 16.1. The treasurer has the following duties
 - 16.1.1. ensuring that any amounts payable to the Association are collected and issuing receipts for those amounts in the Association's name;
 - 16.1.2. ensuring that any amounts paid to the Association are credited to the appropriate account of the Association, as directed by the committee;
 - 16.1.3. ensuring that any payments to be made by the Association that have been authorised by the committee or at a general meeting are made on time;
 - 16.1.4. ensuring that the Association complies with the relevant requirements of Part 6 Division 2 of the Act;
 - 16.1.5. ensuring the safe custody of the Association's financial records, financial statements and financial reports, as applicable to the Association;
 - 16.1.6. providing any assistance required by an auditor conducting an audit of the Association's financial statements or financial report under Part 6 Division 2 of the Act;
 - 16.1.7. carrying out any other duty given to the treasurer under this Constitution or by the committee.
 - 16.1.8. Treasurer to keep accurate records of the Association's members, membership details.
 - 16.1.9. Carry out the banking reconciliation activities. Collect sales from the Clubhouse and deposit the funds into the Associate's bank account. Run a report and ensure all income reconciles..

17. How members become committee members

- 17.1. A person becomes a committee member if the person
 - 17.1.1. is elected to the committee at a general meeting; or
 - 17.1.2. is appointed to the committee by the committee to fill a casual vacancy under clause 24.

18. Nomination of committee members

- 18.1. At least 30 days before an annual general meeting, the secretary must send written notice to all the members
 - 18.1.1. calling for nominations for election to the committee; and
 - 18.1.2. stating the date by which nominations must be received by the secretary to comply with sub-clause (2).
- 18.2. A person who wishes to be considered for election to the committee at the annual general meeting must nominate for election by sending written notice of the nomination to the secretary at least 7 days before the annual general meeting.
- 18.3. The written notice must include a statement by another member in support of the nomination.
- 18.4. A member may nominate for one specified position of office holder of the Association or to be an ordinary committee member.
- 18.5. A member whose nomination does not comply with this clause is not eligible for election to the committee unless the member is nominated under clause 19.2 or 20.2.2.

19. Election of office holders

- 19.1. At the annual general meeting, a separate election must be held for each position of office holder of the Association.
- 19.2. If there is no nomination for a position, the president may call for nominations from the ordinary members at the meeting.
- 19.3. If only one member has been nominated for a position, the president must declare the member elected to the position.
- 19.4. If more than one member has been nominated for a position, the ordinary members at the meeting must vote in accordance with procedures that have been determined by the committee to decide who is to be elected to the position.
- 19.5. Each ordinary member present at the meeting may vote for one member who has been nominated for the position.
- 19.6. A member who has been nominated for the position may vote for himself or herself.
- 19.7. On the member's election, the new president of the Association may take over as the chairperson of the meeting.

20. Election of ordinary committee members

- 20.1. If the number of persons nominating for the position of ordinary committee member is not greater than the number to be elected, the chairperson of the meeting:
 - 20.1.1. must declare each of those persons to be elected to the position; and
 - 20.1.2. may call for further nominations from the ordinary members at the meeting to fill any positions remaining unfilled after the elections under paragraph (a).

- 20.2. If:
 - 20.2.1. the number of persons nominating for the position of ordinary committee member is greater than the number to be elected; or
 - 20.2.2. the number of members nominating under sub-clause (1.2) is greater than the number of positions remaining unfilled,
- 20.3. The members at the meeting must vote in accordance with procedures that have been determined by the committee to decide the members who are to be elected to the position of ordinary committee member.
- 20.4. A person who has been nominated for the position of ordinary committee member may vote in accordance with that nomination only if the person is a member of the Association.

21. Term of office

- 21.1. The term of office of a committee member begins when the member:
 - 21.1.1. is elected at an annual general meeting or under sub-clause (22.3.2); or
 - 21.1.2. is appointed to fill a casual vacancy under clause 24.
- 21.2. Subject to clause 23, a committee member holds office until the positions on the committee are declared vacant at the next annual general meeting.
- 21.3. A committee member may be re-elected.

22. Resignation and removal from office

- 22.1. A committee member may resign from the committee by written notice given to the secretary or, if the resigning member is the secretary, given to the president.
- 22.2. The resignation takes effect
 - 22.2.1. when the notice is received by the secretary or president; or
 - 22.2.2. if a later time is stated in the notice, at the later time.
- 22.3. At a general meeting, the Association may by resolution
 - 22.3.1. remove a committee member from office; and
 - 22.3.2. elect a member who is eligible under clause 13 to fill the vacant position.
- 22.4. A committee member who is the subject of a proposed resolution under sub-clause (3.1) may make written representations (of a reasonable length) to the secretary or president and may ask that the representations be provided to the members.
- 22.5. The secretary or president may give a copy of the representations to each member or, if they are not so given, the committee member may require them to be read out at the general meeting at which the resolution is to be considered.
- 22.6. When a committee member resigns they must pass on all relevant club documentation and handover all contact details and information on any club project that they have been working on within the 3 weeks of leaving their position. All information on private computers must be deleted immediately and it is expected that a handover brief will be given to the new member that is the replacement or another committee member, this can be in writing or a verbal meeting .

23. When membership of committee ceases

- 23.1. A person ceases to be a committee member if the person:
 - 23.1.1. dies or, in the case of an office holder of the Association, ceases to be a member; or
 - 23.1.2. resigns from the committee or is removed from office under clause 22; or
 - 23.1.3. becomes ineligible to accept an appointment or act as a committee member under the Act;
 - 23.1.4. becomes permanently unable to act as a committee member because of a mental or physical disability; or

- 23.1.5. fails to attend 3 consecutive committee meetings, of which the person has been given notice, without having notified the committee that the person will be unable to attend.

24. Filling casual vacancies

- 24.1. The committee may appoint a person who is eligible under clause 13(3) or 13(4) to fill a position on the committee that
 - 24.1.1. has become vacant under clause 23; or
 - 24.1.2. was not filled by election at the most recent annual general meeting or under clause 22(3)(b).
- 24.2. If the position of secretary becomes vacant, the committee must appoint a member who is eligible under clause 13(3) to fill the position within 14 days after the vacancy arises.
- 24.3. Subject to the requirement for a quorum under clause 27(1), the committee may continue to act despite any vacancy in its membership.
- 24.4. If there are fewer committee members than required for a quorum under clause 27(1), the committee may act only for the purpose of
 - 24.4.1. appointing committee members under this clause; or
 - 24.4.2. convening a general meeting.

25. Validity of acts

- 25.1. The acts of a committee or subcommittee, or of a committee member or member of a subcommittee, are valid despite any defect that may afterwards be discovered in the election, appointment or qualification of a committee member or member of a subcommittee.

26. Meetings of management committee

- 26.1. Subject to this clause, the management committee may meet and conduct its proceedings as it considers appropriate.
- 26.2. The management committee must meet at least once every 3 months to exercise its functions.
- 26.3. The management committee must decide how a meeting is to be called.
- 26.4. Notice of a meeting is to be given to each committee member at least 7 days before the time of the meeting and the notice must state the date, time and place of the meeting and the general nature of the business to be conducted at the meeting.
- 26.5. The management committee may hold meetings, or permit a committee member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- 26.6. A committee member who participates in the meeting as mentioned in sub-clause (5) is taken to be present at the meeting.

- 26.7. A question arising at a committee meeting is to be decided by a majority vote of members of the committee present at the meeting and, if the votes are equal, the president has the deciding vote.
- 26.8. If a committee member has a material pecuniary interest or other interest, whether direct or indirect, in a matter being considered at a committee meeting, the committee member must-
 - 26.8.1. as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the committee; and
 - 26.8.2. not take part in any deliberations or decision of the committee with respect to that matter.
- 26.9. The president is to preside as chairperson at a management committee meeting.
- 26.10. If there is no president or if the president is not present within 10 minutes after the time fixed for a management committee meeting, the members may choose 1 of their number to preside as chairperson at the meeting.

27. Quorum for, and adjournment of, management committee meeting

- 27.1. At a management committee meeting, more than 50% of the members elected to the committee at any point in time form a quorum.
- 27.2. If there is no quorum within 30 minutes after the time fixed for a management committee meeting called on the request of members of the committee, the meeting lapses.
- 27.3. If there is no quorum within 30 minutes after the time fixed for a management committee meeting called other than on the request of the members of the committee:
 - 27.3.1. the meeting is to be adjourned for at least 1 day; and
 - 27.3.2. the members of the management committee who are present are to decide the day, time and place of the adjourned meeting.
- 27.4. If, at an adjourned meeting mentioned in sub-clause (3), there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

28. Special meeting of management committee

- 28.1. If the secretary receives a written request signed by at least two of the members of the management committee, the secretary must call a special meeting of the committee by giving each member of the committee notice of the meeting within 14 days after the secretary receives the request.
- 28.2. If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.
- 28.3. A request for a special meeting must state

- 28.3.1. why the special meeting is called; and
- 28.3.2. the business to be conducted at the meeting.
- 28.4. A notice of a special meeting must state
 - 28.4.1. the day, time and place of the meeting; and
 - 28.4.2. the business to be conducted at the meeting.
- 28.5. A special meeting of the management committee must be held within 14 days after notice of the meeting is given to the members of the management committee.

29. Minutes of management committee meetings

- 29.1. The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each management committee meeting are entered in a minute book.
- 29.2. To ensure the accuracy of the minutes, the minutes of each management committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next management committee meeting, verifying their accuracy.

30. Appointment of subcommittees and subsidiary offices

- 30.1. The management committee may appoint a subcommittee to help with the conduct of the Association's operations.
- 30.2. A member of the subcommittee who is not a member of the management committee is not entitled to vote at a management committee meeting.
- 30.3. A subcommittee may elect a chairperson of its meetings.
- 30.4. If a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose 1 of their number to be chairperson of the meeting.
- 30.5. A subcommittee may meet and adjourn as it considers appropriate.
- 30.6. A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.
- 30.7. A person may be appointed to a subsidiary office whether or not the person is a member.
- 30.8. Subject to any directions given by the committee
 - 30.8.1. a subcommittee may meet and conduct business as it considers appropriate; and
 - 30.8.2. the holder of a subsidiary office may carry out the functions given to the holder as the holder considers appropriate.

31. Resolutions of management committee without meeting

- 31.1. A written resolution signed/emailed by each member of the management committee is as valid and effective as if it had been passed at a committee meeting that was properly called and held.
- 31.2. A resolution mentioned in sub-clause (1) may consist of several documents in like form, each signed by 1 or more members of the committee.

32. First annual general meeting

- 32.1. The first annual general meeting must be held within 6 months after the end date of the association's first reportable financial year.

33. Subsequent annual general meetings

- 33.1. Each subsequent annual general meeting must be held
 - 33.1.1. at least once each year; and
 - 33.1.2. within 6 months after the end date of the association's reportable financial year.

34. Business to be conducted at annual general meeting

- 34.1. This rule applies only if the association is
- 34.2. a level 1 incorporated association; The following business must be conducted at each annual general meeting of the association
 - 34.2.1. receiving the association's financial statement, and audit report, for the last reportable financial year;
 - 34.2.2. presenting the financial statement and audit report to the meeting for adoption;
 - 34.2.3. electing members of the management committee;
 - 34.2.4. for a level 1 incorporated association appointing an auditor or an accountant for the present financial year;

35. Notice of general meeting

- 35.1. The secretary may call a general meeting of the association.
- 35.2. The secretary must give at least 21 days' notice of the meeting to each member of the association.
- 35.3. If the secretary is unable or unwilling to call the meeting, the president must call the meeting.

- 35.4. The notice must
 - 35.4.1. specify the date, time and place of the meeting; and
 - 35.4.2. indicate the general nature of each item of business to be considered at the meeting; and
 - 35.4.3. if the meeting is the annual general meeting, include the names of the members who have nominated for election to the committee under this Constitution; and
 - 35.4.4. if a special resolution is proposed:
 - 35.4.4.1. set out the wording of the proposed resolution; and
 - 35.4.4.2. state that the resolution is intended to be proposed as a special resolution; and
 - 35.4.4.3. set out that the member is entitled to vote by proxy and attach a copy of the approved proxy form (if any).

36. Quorum for, and adjournment of, general meeting

- 36.1. The president or, in the president's absence, the vice president must preside as chairperson of each general meeting.
- 36.2. No item of business is to be transacted at a general meeting unless a quorum of members entitled under this Constitution to vote is present during the time the meeting is considering that item.
- 36.3. At least 10% of the total number of members present (being members entitled under this Constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- 36.4. If there is no quorum within 30 minutes after the time fixed for a general meeting called on the request of members of the management committee or the association, the meeting lapses.
- 36.5. If there is no quorum within 30 minutes after the time fixed for a general meeting called other than on the request of members of the management committee or the association
 - 36.5.1. The meeting is to be adjourned for at least 7 days; and
 - 36.5.2. The management committee is to decide the day, time and place of the adjourned meeting.
- 36.6. The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- 36.7. If a meeting is adjourned under sub-clause (6), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.

- 36.8. The secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.
- 36.9. If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

37. Voting at general meeting

- 37.1. On any question arising at a general meeting
 - 37.1.1. Subject to sub-clause (3), each member eligible to vote has one vote; and
 - 37.1.2. Members eligible to vote may vote personally or by proxy.
- 37.2. Except in the case of a special resolution, a motion is carried if a majority of the members eligible to vote that are present at a general meeting vote in favour of the motion.
- 37.3. If votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
- 37.4. If the question is whether or not to confirm the minutes of a previous general meeting, only members who were present at that meeting may vote.
- 37.5. For a person to be eligible to vote at a general meeting as a member, the member
 - 37.5.1. must have been a member at the time notice of the meeting was given under clause 37;
 - 37.5.2. must have paid any fee or other money payable to the Association by the member; and
 - 37.5.3. must be over 16 years of age.
- 37.6. The method of voting is to be decided by the management committee.
- 37.7. However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
- 37.8. If a secret ballot is held, the chairperson must appoint 2 members to conduct the secret ballot in the way the chairperson decides.
- 37.9. The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.

38. Special general meeting

- 38.1. The committee may convene a special general meeting.
- 38.2. The committee must convene a special general meeting if at least 10% of the members require a special general meeting to be convened.
- 38.3. The members requiring a special general meeting to be convened must
 - 38.3.1. make the requirement by written notice given to the secretary;
 - 38.3.2. state in the notice the business to be considered at the meeting; and
 - 38.3.3. each sign the notice.

- 38.4. The special general meeting must be convened within 28 days after notice is given under sub-clause (3.1).
- 38.5. If the committee does not convene a special general meeting within that 28 day period, the members making the requirement (or any of them) may convene the special general meeting.
- 38.6. A special general meeting convened by members under sub-clause (5)
 - 38.6.1. must be held within 3 months after the date the original requirement was made; and
 - 38.6.2. may only consider the business stated in the notice by which the requirement was made.
- 38.7. The Association must reimburse any reasonable expenses incurred by the members convening a special general meeting under sub-clause (5).

39. Proxies

- 39.1. An instrument appointing a proxy must be in writing and be in the form approved by the committee from time to time.
- 39.2. The instrument appointing a proxy must be signed by the appointor.
- 39.3. Each instrument appointing a proxy must be given to the secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
- 39.4. Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.

40. Minutes of general meetings

- 40.1. The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are entered in a minute book.
- 40.2. To ensure the accuracy of the minutes
 - 40.2.1. the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and
 - 40.2.2. the minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the association that is a general meeting or annual general meeting, verifying their accuracy.
- 40.3. If asked by a member of the association, the secretary must, within 28 days after the request is made
 - 40.3.1. make the minute book for a particular general meeting available for inspection by the member at a mutually agreed time and place; and
 - 40.3.2. give the member copies of the minutes of the meeting.

- 40.4. The association may require the member to pay the reasonable costs of providing copies of the minutes.

41. By-laws

- 41.1. The management committee may make, amend or repeal by-laws, not inconsistent with this Constitution, for the proper management and administration of the association.
- 41.2. A by-law may be set aside by a vote of members at a general meeting of the association.

42. Alteration of this Constitution

- 42.1. Subject to the Act, this Constitution may be amended, repealed or added to only by a special resolution carried at a general meeting.
- 42.2. However an amendment, repeal or addition is valid only if it is registered by the chief executive.

43. Common seal

- 43.1. The management committee must ensure the association has a common seal.
- 43.2. The common seal must be
- 43.2.1. kept securely by the management committee; and
 - 43.2.2. used only under the authority of the management committee.
- 43.3. Each instrument to which the seal is attached must be signed by a member of the management committee and countersigned by
- 43.3.1. the secretary;
 - 43.3.2. another member of the management committee; or
 - 43.3.3. someone authorised by the management committee.

44. Funds and accounts

- 44.1. The funds of the association must be kept in an account in the name of the association in a financial institution decided by the management committee.
- 44.2. Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the association.
- 44.3. All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- 44.4. A payment made by cheque or internet banking must be signed by any 2 of the following
- 44.4.1. the President;
 - 44.4.2. the Vice President

- 44.4.3. the Secretary;
- 44.4.4. the Treasurer;
- 44.4.5. any 1 of 3 other members of the association who have been authorised by the management committee to sign cheques issued by the association.

45. General financial matters

- 45.1. On behalf of the management committee, the treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.
- 45.2. The income and property of the association must be used solely in promoting the association's objectives and exercising the association's powers.

46. Documents

- 46.1. The management committee must ensure the safe custody of books, documents, instruments of title and securities of the association.

47. Financial year

- 47.1. The end date of the association's financial year is 30th September in each year.

48. Distribution of surplus assets to another entity

- 48.1. This rule applies if the association
 - 48.1.1. is wound-up under part 10 of the Act; and
 - 48.1.2. has surplus assets.
- 48.2. The surplus assets must not be distributed among the members of the association.
- 48.3. The surplus assets must be given to another entity
- 48.4. having objectives similar to the association's objects; and
- 48.5. the rules of which prohibit the distribution of the entity's income and assets to its members.
- 48.6. In this rule *surplus assets* see section 92(3) of the Act.

49. National Policies

- 49.1. The Association agrees to adopt and abide by the 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 agrees that it, its members and its officers will be bound by each of these policies.