



# **Brisbane Night Tennis Association Inc.**

## **Constitution**

*ABN: 78 107 373 014*  
*Incorporation No.: IA14315*

Incorporated on 31 October 1994

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Amendments: Where an amendment has been made to this Constitution, there is a vertical line in the right-hand margin and the date of the amendment is listed.

# CONSTITUTION

## NAME

*amended 24/11/05*

1. The name of the incorporated association shall be the "Brisbane Night Tennis Association Inc." (hereinafter called "the Association").

## OBJECTS

*amended 24/11/05*

2. The objects for which the Association is established are:
  - (1) to promote, develop and organise the game of Tennis in the Metropolitan Region;
  - (2) to conduct Tennis competitions (in particular, Night Tennis Fixtures);
  - (3) to cooperate with other organisations with similar objectives in promoting and developing the game of Tennis; and
  - (4) to promote and develop the game of Tennis in Queensland by affiliating with Tennis Queensland or any other body of a similar nature formed for the purpose of promoting, developing and controlling the game of Tennis in Queensland.

## POWERS

3. The powers of the Association are:
  - (1) To take over the funds and other assets and the liabilities of the present unincorporated association known as the "Brisbane Night Tennis Association";
  - (2) To subscribe to, become a member of and cooperate with any other association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Association provided that the Association shall not subscribe to or support with its funds any club, association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association under or by virtue of Clause 28 (10);
  - (3) In furtherance of the objects of the Association to buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the Association or persons frequenting the Association's premises;
  - (4) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Association: Provided that in case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts;

- (5) To enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association; to obtain from any such Government or Authority any rights, privileges and concessions which the Association may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- (6) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Association;
- (7) To remunerate any person or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing and placing of any unsecured notes, debentures or other securities of the incorporated association, or in or about the incorporated association or promotion of the incorporated association or in the furtherance of its objects;
- (8) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Association's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof;
- (9) To invest and deal with the money of the Association not immediately required in such manner as may from time to time be thought fit;
- (10) To take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate;
- (11) In furtherance of the objects of the Association to lend and advance money or give credit to any person or body corporate; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate;
- (12) To borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any monies and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the incorporated association's property or assets present or future and to purchase, redeem or pay-off any such securities;
- (13) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- (14) In furtherance of the objects of the Association to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association;

- (15) To take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Association's property of whatsoever kind sold by the Association, or any money due to the Association from purchasers and others;
- (16) To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Associations but subject always to the proviso in Clause 3(4);
- (17) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the shape of donations, annual subscriptions or otherwise;
- (18) To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects;
- (19) In furtherance of the objects of the Association to amalgamate with any one or more incorporated associations having objects altogether or in part similar to those 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 that imposed upon the Association under or by virtue of Clause 28(10);
- (20) In furtherance of the objects of the Association to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which the Association is authorised to amalgamate;
- (21) In furtherance of the objects of the Association to transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the incorporated associations with which the Association is authorised to amalgamate;
- (22) To make donations for patriotic, charitable or community purposes;
- (23) To transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged;
- (24) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association;
- (25) The Association may take disciplinary action against any member or team for any breach of this Constitution or the By-Laws (including any Fixture Rules and Codes of Behaviour adopted by the Association) or for any behaviour to the prejudice of the image or integrity of the Association or the game of Tennis. This disciplinary action includes, but is not limited to, the power to award a point, game, set or match to an opposing player or team and to reduce the points won by a team in Fixtures; to reprimand individuals and teams; to impose suspensions and fines on individuals and teams; and to expel individuals and teams from the Association.

*amended 24/11/05*

**CLASSES OF MEMBERS***amended 24/11/05*

4. (1) The membership of the Association shall consist of the following classes of members:
  - (a) Ordinary Members
  - (b) Junior Members
  - (c) Social Members
  - (d) Honorary Life Members
- (2) The number of Ordinary, Junior and Social Members shall be unlimited. The number of Honorary Life Members shall be limited to twenty (20) persons living at any one time.
- (3) The Ordinary Members shall comprise of those players who are registered in a Fixture team during any season in the current calendar year and who are not minors.
- (4) The Junior Members shall comprise of those players who are minors and who are registered in a Fixture team during any season in the current calendar year.
- (5) The Social Members shall comprise of those players who join the Association in the current calendar year but are not registered in a Fixture team in any season during the year.
- (6) Honorary Life Membership may be conferred on a member who has rendered exceptional and honourable service to the Association over a substantial period of time. Honorary Life Membership shall only be conferred by special resolution at a general meeting upon the recommendation of the Management Committee and no more than one (1) Honorary Life Member may be elected in a calendar year.
- (7) Honorary Life Members shall be exempted from paying annual membership fees and Fixture fees and shall have all the rights of Ordinary Members and such other rights and benefits as the Management Committee may determine from time to time. Clause 32(4)(d) does not apply to Honorary Life Members unless they are playing Fixtures with the Association or are members of the Management Committee. Any reference in this Constitution to the rights of an Ordinary Member (such as the right to vote, nominate for elections, propose motions and nominations or count towards a quorum) is deemed to mean that such rights also apply to an Honorary Life Member.
- (8) Subject to Clause 24(11), Ordinary Members and Honorary Life Members shall have the right to attend, speak, vote, stand for election, move or second resolutions and nominations and count towards a quorum at general meetings of the Association.
- (9) Subject to Clause 24(11), Social Members and Junior Members shall have the right to attend and speak at general meeting of the Association but shall not be entitled to vote, stand for election or move or second resolutions and nominations.'

## **MEMBERSHIP**

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5. (1) Every person who at the date of incorporation of the Association was a member of the unincorporated association shall be admitted by the Management Committee to the same class of membership of the Association as that member held in the unincorporated association.
- (2) An application for Ordinary, Junior or Social Membership shall be made in writing and shall be in such form as the Management Committee from time to time prescribes. *amended 24/11/05*
- (3) An application by an Ordinary, Junior or Social Member in one year for his/her membership to be renewed in the following year shall be in writing and in such form as the Management Committee from time to time prescribes. *amended 24/11/05*
- (4) Nominations for Honorary Life Membership shall be in the form of a motion on notice at a meeting of the Management Committee. Such nominations must be accompanied by any supporting information required by the Management Committee from time to time. *amended 24/11/05*

## **FEES**

*amended 24/11/05*

6. (1) The annual membership fees for each class of membership shall be such sum as may be prescribed in the By-Laws or, failing any By-Law in that respect, as determined by the Ordinary Members at any general meeting.
- (2) Registration fees for fixtures and entry fees for any other competitions shall be such sum as may be prescribed by the Management Committee from time to time.
- (3) The membership, registration or entry fees for each class of membership, fixtures or other competitions, respectively, shall be payable at such time and in such manner as the Management Committee shall from time to time determine.'

## **ADMISSION AND REJECTION OF MEMBERS**

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7. (1) At the next meeting of the Management Committee after the receipt of any application and the fee applicable for membership, such application shall be considered by the Management Committee, who shall thereupon determine upon the admission or rejection of the applicant.
- (2) Any applicant who receives a majority of the votes of the members of the Management Committee present at the meeting at which such application is being considered shall be accepted as a member to the class of membership applied for.
- (3) In the case of rejection of an application for any class of membership the Honorary Secretary shall forthwith give the applicant notice in writing of such rejection.

## **DURATION AND TERMINATION OF MEMBERSHIP**

*amended 24/11/05*

8. (1) A person may lodge an application for Ordinary, Junior or Social

Membership, as specified in Clause 5(2), at any time; but irrespective of the date on which membership is approved, the membership period ends on 31 December in that year; except for the special case of Summer Fixtures continuing into the following year, in which case the membership period ends on the day on which the finals in that competition are completed.

- (2) The membership shall automatically lapse of any Ordinary, Junior or Social Member in one year who fails to lodge a renewal application, as specified in Clause 5(3), by the end of February in the following year.
- (3) Every person granted membership of the Association shall remain a member for the period as specified in this Section of the Constitution or until the person resigns or his/her membership is terminated.
- (4) A member may resign from the Association at any time by giving notice in writing to the Honorary Secretary. Such resignation shall take effect at the time such notice is received unless a later date is specified in the notice when it shall take effect on that later date.
- (5) If a member
  - (i) is convicted of an indictable offence; or
  - (ii) fails to comply with any provisions of this Constitution or the By-Laws; or
  - (iii) conducts himself/herself in a manner considered to be injurious or prejudicial to the character or interests of the Association; or
  - (iv) has membership fees, registration fees or other fees and moneys owing to the Association in arrears for a period of one (1) month or more,

the Management Committee shall consider whether the member's membership shall be terminated and may, in its absolute discretion, resolve by a simple majority of those present and voting to terminate the membership of that member (or, in the case of an Honorary Life Membership, to recommend the termination of membership).
- (6) Where the Management Committee is to consider a motion as referred to in Clause 8(5), the member shall be informed of what is alleged against him/her and shall be given at least two (2) weeks notice of the meeting at which such motion is to be considered.
- (7) At such meeting, before the motion is put to the vote, the member shall have had an opportunity of giving, orally or in writing, any explanation he/she thinks fit.
- (8) In the event that a member has payments to the Association in arrears for two (2) months or more, the Management Committee may, at its absolute discretion (and without the need to comply with Clauses 8(6) and 8(7), terminate the membership of such member.
- (9) Notwithstanding Clauses 8(5) and 8(8), any member who defaults in the payment of membership fees or registration fees or any other fees and moneys owing to the Association may be suspended immediately such fees fall due for payment.

- (10) Any member whose membership is terminated in accordance with Clauses 8(5) to 8(8) inclusive or who is suspended from competitions or activities shall be notified in writing forthwith by the Honorary Secretary of such termination or suspension.
- (11) A member whose membership has been terminated shall, notwithstanding such termination,
  - (i) be liable to pay all sums of money due by that person to the Association, in the event of the Management Committee at its discretion requiring such payment; and
  - (ii) not be entitled to receive any refund in respect of membership fees, registration fees and other sums of money paid to the Association, unless the Management Committee at its discretion decides otherwise.
- (12) Honorary Life Membership shall be conferred for the remaining lifetime of the person so honoured. Honorary Life Membership may only be terminated by special resolution at a general meeting on the recommendation of the Management Committee.

### **APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP**

9. (1) A person whose application for membership has been rejected or whose membership has been terminated may within one month of receiving written notification thereof, lodge with the Honorary Secretary written notice of his intention to appeal against the decision of the Management Committee.
- (2) Upon receipt of a notification of intention to appeal against rejection or termination of membership the Honorary Secretary shall convene, within three months of the date of receipt by him of such notice, a general meeting to determine the appeal. At any such meeting the applicant shall be given the opportunity to fully present his case and the Management Committee or those members thereof who rejected the application for membership or terminated the membership subsequently shall likewise have the opportunity of presenting its or their case. The appeal shall be determined by the vote of the Ordinary Members present at such meeting.
- (3) Where a person whose application is rejected, does not appeal against the decision of the Management Committee within the time prescribed by this Constitution or so appeals but the appeal is unsuccessful, the Honorary Secretary shall forthwith refund the amount of any fee paid.

### **REGISTER OF MEMBERS**

10. (1) The Management Committee shall cause a Register to be kept in which shall be entered the names and residential addresses of all persons admitted to membership of the Association and the dates of their admission.
- (2) Particulars shall also be entered into the Register of deaths, resignations, terminations and reinstatements of membership and any further particulars as the Management Committee or the Ordinary Members at any general meeting may require from time to time.

*amended 24/11/05*

- (3) The Register shall be open for inspection at all reasonable times by any member who previously applies to the Honorary Secretary for such inspection.

## **MEMBERSHIP OF MANAGEMENT COMMITTEE**

11. (1) The Management Committee shall consist of a President, two (2) Vice-Presidents, Honorary Secretary, Honorary Treasurer and up to nine (9) other members, all of whom must be Ordinary Members of the Association.  
*amended 24/11/05*
- (2) At the annual general meeting of the Association, all the members of the Management Committee for the time being shall retire from office but shall act until the conclusion of the meeting. All retiring members of the Management Committee shall be eligible upon nomination for re-election.  
*amended 24/11/05*
- (3) The election of officers and other members of the Management Committee shall take place in the following manner:-
- (a) Any two Ordinary Members of the Association shall be at liberty to nominate any other Ordinary Member to serve as an office-bearer or other member of the Management Committee provided that all such members' membership subscriptions or other fees owing to the Association are not in arrears at the date on which the nomination is lodged;  
*amended 24/11/05*
- (b) The nomination, which shall be in writing and signed by the member and his proposer and seconder, shall be lodged with the Honorary Secretary at least fourteen days before the annual general meeting at which the election is to take place;
- (c) A list of the candidates' names in alphabetical order, with the proposers' and seconds' names, shall be posted in a conspicuous place in the office or usual place of meeting of the Association for at least seven days immediately preceding the annual general meeting;
- (d) Balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order, and each Ordinary Member present at the annual general meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies;
- (e) For any election, where only the required number of nominations, or fewer, have been received, that nominee or those nominees (as the case may be) shall be deemed to be elected. Where an insufficient number of candidates has been nominated, nominations may be taken from the floor of the meeting to fill the remaining positions;
- (f) A member of the Management Committee shall hold office from the conclusion of the annual general meeting at which he/she was elected until the conclusion of the next annual general meeting in accordance with Clause 11(2);  
*amended 24/11/05*
12. Any member of the Management Committee may resign from membership of the Management Committee at any time by giving notice in writing to the Honorary Secretary but such resignation shall take effect at the time such notice is received

by the Honorary Secretary unless a later date is specified in the notice when it shall take effect on that later date or such member may be removed from office at a general meeting of the Association where that member shall be given the opportunity to fully present his case. The question of removal shall be determined by the vote of the Ordinary Members present at such a general meeting.

### **VACANCIES ON MANAGEMENT COMMITTEE**

13. (1) The Management Committee shall have power at any time to appoint any Ordinary Member of the Association to fill any casual vacancy on the Management Committee until the next annual general meeting.

*amended 24/11/05*

- (2) The continuing members of the Management Committee may act notwithstanding any casual vacancy in the Management Committee, but if and so long as their number is reduced below the number fixed by or pursuant to this Constitution as the necessary quorum of the Management Committee, the continuing member or members may act for the purpose of increasing the number of members of the Management Committee to that number or of summoning a general meeting of the Association, but for no other purpose.

### **FUNCTIONS OF THE MANAGEMENT COMMITTEE**

14. (1) Except as otherwise provided by this Constitution and subject to resolutions of the Ordinary Members of the Association carried at any general meeting the Management Committee:-

*amended 24/11/05*

- (a) shall have the general control and management of the administration of the affairs, property and funds of the Association; and
- (b) shall have authority to interpret the meaning of this Constitution and any matter relating to the Association on which this Constitution is silent.
- (2) The Management Committee may exercise all the powers of the Association:-
- (a) to borrow or raise or secure the payment of money in such manner as the Ordinary 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;
- (b) to borrow money from members at a rate of interest not exceeding interest at the rate for the time being charged by bankers in Brisbane for overdrawn accounts on money lent, whether the term of the loan be short or long, 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

- (c) to invest in such manner as the Ordinary Members of the Association may from time to time determine.
- (3) The Management Committee shall appoint a secretary in accordance with Sections 65 to 69 of the Associations Incorporation Act who need not be the Honorary Secretary or a member of the Management Committee or the Association. *amended 24/11/05*

## **MEETINGS OF MANAGEMENT COMMITTEE**

15. (1) The Management Committee shall meet at least once every four (4) calendar months to exercise its functions. *amended 24/11/05*
- (2) A special meeting of the Management Committee shall be convened by the Honorary Secretary on the requisition in writing signed by not less than one-third of the members of the Management Committee, which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat. *amended 24/11/05*
- (3) At every meeting of the Management Committee a simple majority of a number equal to the number of members elected and/or appointed to the Management Committee as at the close of the last general meeting of the members, shall constitute a quorum.
- (4) Subject as previously provided in this Constitution, meetings of the Management Committee shall be conducted in accordance with such rules as may be prescribed in the By-Laws or, failing any By-Laws in that respect, as it thinks fit. Unless otherwise provided in this Constitution, all questions arising at any meeting of the Management Committee shall be decided by a simple majority of votes cast and, in the case of an equality of votes, the chairman shall have the option of a second or casting vote. *amended 24/11/05*
- (5) A member of the Management Committee shall not vote in respect of any contract or proposed contract with the Association in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted.
- (6) Not less than fourteen days notice shall be given by the Honorary Secretary to members of the Management Committee of any special meeting of the Management Committee. Such notice shall clearly state the nature of the business to be discussed thereat. *amended 24/11/05*
- (7) The President shall preside as Chairman at every meeting of the Management Committee, or if there is no President, or if at any meeting he is not present within ten minutes after the time appointed for holding the meeting, the first vice-President shall be Chairman or if the first Vice-President is not present at the meeting then the second Vice-President shall be Chairman or if the second Vice-President is not present at the meeting then the members may choose one of their number to be Chairman of the meeting.
- (8) If within half an hour from the time appointed for the commencement of a Management Committee meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee,

shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place as the Management Committee 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.

16. (1) The Management Committee may delegate any of its powers to a sub-committee consisting of such members of the Association as the Management Committee thinks fit. Any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Management Committee.
- (2) A sub-committee may elect a Chairman of its meetings. If no such Chairman is elected, or if at any meeting the Chairman is not present within ten minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Chairman of the meeting.
- (3) A sub-committee may meet and adjourn as it thinks proper. Questions arising at any 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. All acts done by any meeting of the Management Committee or of a sub-committee or by any person acting as a member of the Management Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Management Committee or person acting as aforesaid, or that the members of the Management Committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Management Committee.
18. A resolution in writing signed by all the members of the Management Committee for the time being entitled to receive notice of a meeting of the Management Committee shall be as valid and effectual as if it had been passed at a meeting of the Management Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Management Committee.

## **ANNUAL GENERAL OR GENERAL MEETINGS**

19. The first general meeting shall be held at such time, not being less than one month nor more than three months after the incorporation of the Association, and at such place as the Management Committee may determine.
20. (1) The annual general meeting shall be held within six months of the close of the financial year. *amended 24/11/05*
- (2) The business to be transacted at every annual general meeting shall be:-
  - (a) the receiving of the Management Committee'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;
  - (b) the receiving of the auditor's report upon the books and accounts for the preceding financial year;

- (c) the election of members of the Management Committee; and
- (d) the appointment of an auditor.
21. The Honorary Secretary shall convene a special general meeting:- *amended 24/11/05*
- (1) when directed to do so by the Management Committee; or
  - (2) on the requisition in writing signed by not less than one-third of the members presently on the Management Committee or not less than the number of Ordinary Members of the Association which equals double the number of members presently on the Management Committee plus one. Such requisition shall clearly state the reasons why such special general meeting is being convened and the nature of the business to be transacted thereat; or
  - (3) on being given a notice in writing of an intention to appeal against the decision of the Management Committee to reject an application for membership or to terminate the membership of any person.
22. (1) At any general meeting the number of Ordinary Members required to constitute a quorum shall be equal to the number of members presently on the Management Committee plus one. *amended 24/11/05*
- (2) No business shall be transacted any general meeting unless a quorum of Ordinary Members is present at the time when the meeting proceeds to business. *amended 24/11/05*
- (3) If within half an hour from the time appointed for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee 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 at such other time and place as the Management Committee 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 Ordinary Members present shall be a quorum. *amended 24/11/05*
- (4) The Chairman 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.
23. (1) The Honorary Secretary shall convene all general meetings of the Association by giving not less than 14 days notice of any such meeting to the members of the Association. *amended 24/11/05*
- (2) The notice convening a general meeting shall clearly state the nature of the business to be discussed thereat. *amended 24/11/05*

- (3) In the case of the annual general meeting, the Honorary Secretary shall give the members of the Association not less than twenty-eight (28) days notice of the date of the annual general meeting and not less than seven (7) days notice of the closing date for the receipt of nominations for the elections and business, including motions on notice, for inclusion in the notice convening the meeting. *amended 24/11/05*
- (4) In the case of a special resolution to be considered at the annual general meeting, the special resolution, which shall be in writing and signed by an Ordinary Member, shall be lodged (whether by hand, post or legible facsimile transmission) with the Honorary Secretary or at the registered office of the Association at least twenty-one (21) days before the annual general meeting. *amended 24/11/05*
- (5) The manner by which the notices specified in Clauses 23(1) and 23(3) shall be given shall be determined by the Management Committee but shall include the posting of a notice in a conspicuous place in the usual place of meeting of the Association and written notification to the captains of all teams registered in the current Fixture season. *amended 24/11/05*
- (6) All notices to the persons listed in Clause 23(5) shall be deemed to have been duly served if sent to the most recent address supplied to the Association; but any such person who has not supplied an address to the Association shall not be entitled to receive any notices. *amended 24/11/05*
- (7) The accidental omission to give notice of any general meeting to or the non-receipt of any such notice by any person entitled to be so notified, shall not invalidate the meeting or any resolutions passed at that meeting. *amended 24/11/05*

24. Unless otherwise provided by this Constitution, at every general meeting:-

- (1) the President shall preside as chairman, or if there is no President, or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the first Vice-President shall be the Chairman or if the first Vice-President is not present or is unwilling to act then the second Vice-President shall be Chairman or if the second Vice-President is not present at the meeting then the Ordinary Members present shall elect one of their number to be Chairman of the meeting; *amended 24/11/05*
- (2) the Chairman shall maintain order and conduct the meeting in a proper and orderly manner;
- (3) every question, matter or motion shall be decided by a simple majority of the votes cast by the Ordinary Members present in person; *amended 24/11/05*
- (4) every Ordinary Member present shall be entitled to one vote and in the case of an equality of votes the Chairman shall have a second or casting vote: Provided that no member shall be entitled to vote at any general meeting if his registration fee is in arrears at the date of the meeting; *amended 24/11/05*
- (5) voting shall be by show of hands or a division of members, unless not less than one-fifth of the Ordinary Members present demand a ballot, in which event there shall be a secret ballot. The Chairman shall appoint two members to conduct the

- secret ballot in such manner as he shall determine and the result of the ballot as declared by the Chairman shall be deemed to be the resolution of the meeting at which the ballot was demanded; *amended 24/11/05*
- (6) however, no member shall be entitled to vote by proxy; *amended 24/11/05*
- (7) a Patron and up to two (2) Vice-Patrons may be elected at the annual general meeting; *amended 24/11/05*
- (8) nominations for the positions of Patron and Vice-Patron shall be taken from the floor of the meeting and must be proposed and seconded by two (2) Ordinary Members; *amended 24/11/05*
- (9) the Patron and Vice-patrons shall be entitled to attend and speak at general meetings but shall have no right to vote or move or second resolutions and nominations unless also an Ordinary Member. The method of election, term of office, resignation or removal from office shall be as for members of the Management Committee; and *amended 24/11/05*
- (10) the Honorary Secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Management Committee meeting and general meeting to be entered in a book to be open for inspection at all reasonable times by any financial member who previously applies to the Honorary Secretary for that inspection. For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every Management Committee meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding Management Committee meeting verifying their accuracy. Similarly, the minutes of every general meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding general meeting: Provided that the minutes of any annual general meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding general meeting or annual general meeting. *amended 24/11/05*
- (11) Only (i) Ordinary, Junior and Social Members who have no membership, registration or other fees owing to the Association at the date of the meeting and (ii) Honorary Life Members, the Patron, the Vice-Patrons and the Auditor are entitled by right to attend general meetings of the Association. Any other person wishing to attend a general meeting must seek the leave of the Ordinary Members present to attend the meeting and the Ordinary Members present shall have the power to exclude such person from the meeting. *amended 24/11/05*

## **BY-LAWS**

*amended 24/11/05*

25. (1) The Management Committee shall be deemed to have the full power to make By-Laws for the internal management of the Association and all By-Laws so made and for the time being in force shall be binding on members as if they formed part of this Constitution and shall have full effect accordingly.
- (2) Subject to Clause 25(3), the Management Committee may from time to time make, amend or repeal By-Laws by way of a majority of three-quarters of those present and entitled to vote at a meeting of the Management

Committee; provided that no change to any By-laws governing the conduct of Fixtures shall take effect during a Fixture season unless there is unanimous agreement by those present and entitled to vote.

- (3) Notice of any motion to make, amend or repeal By-laws must be circulated to all members of the Management Committee at least seven (7) days before the meeting at which the motion is to be considered.
- (4) The By-laws may also be added to, amended or repealed by a special resolution carried at any general meeting.
- (5) Notwithstanding Clause 25(1), the By-Laws shall not conflict with the Associations Incorporation Act or this Constitution and, where there is a conflict or inconsistency, the Associations Incorporation Act or the Constitution (as the case may be) shall prevail over the By-Laws.

### **ALTERATION OF CONSTITUTION**

26. Subject to the provisions of the *Associations Incorporation Act 1981*, this Constitution may be amended, rescinded or added to from time to time by a special resolution carried at any general meeting: Provided that no such amendment, rescission or addition shall be valid unless the same shall have been previously submitted to and approved by the chief executive. *amended 24/11/05*

### **COMMON SEAL**

27. The Management Committee shall provide for a Common Seal and for its safe custody. The Common Seal shall only be used by the authority of the Management Committee and every instrument to which the seal is affixed shall be signed by a member of the Management Committee and shall be countersigned by the Honorary Secretary or by a second member of the Management Committee or by some other person appointed by the Management Committee for the purpose. *amended 24/11/05*

### **FUNDS AND ACCOUNTS**

28. (1) The funds of the Association shall be banked in the name of the Association in such bank as the Management Committee may from time to time direct.
- (2) Proper books and accounts shall be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of the Association and the particulars usually shown in books of a like nature.
- (3) All monies shall be banked as soon as practicable after receipt thereof.
- (4) All amounts of twenty dollars or over shall be paid by cheque signed by any two of the President, Honorary Secretary, Honorary Treasurer or other members authorised from time to time by the Management Committee. *amended 24/11/05*
- (5) Cheques shall be crossed "not negotiable" except those in payment of wages, allowances or petty cash recoupments which may be open.
- (6) The Management Committee shall determine the amount of petty cash which shall be kept on the imprest system.

- (7) All expenditure shall be approved or ratified at a Management Committee meeting.
- (8) As soon as practicable after the end of each financial year the Honorary Treasurer shall cause to be prepared a statement containing particulars of:-
- (a) the income and expenditure for the financial year just ended; and
  - (b) the assets and liabilities and of all mortgages, charges and securities affecting the property of the Association at the close of that year.
- (9) All such statements shall be examined by the auditor who shall present his report upon such audit to the Honorary Secretary prior to the holding of the annual general meeting next following the financial year in respect of which such audit was made. *amended 24/11/05*
- (10) 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 monies advanced by him to the Association or otherwise owing by the Association to him or of remuneration to any officers or servants of the Association or 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.
- (11) An officer of the Association may be granted an honorarium with the approval of the Ordinary Members at an Annual General Meeting. *amended 24/11/05*

## **DOCUMENTS**

29. The Management Committee shall provide for the safe custody of books, documents, instruments of title and securities of the Association.

## **FINANCIAL YEAR**

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

## **DISTRIBUTION OF SURPLUS ASSETS**

*amended 24/11/05*

31. 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 Clause 28(10), such institution or institutions to be determined by the Ordinary Members of the Association.

**AFFILIATION***amended 24/11/05*

32. (1) The Association may affiliate with other bodies formed for the purpose of promoting and developing the game of Tennis.
- (2) The decision to affiliate with a body or to terminate such an affiliation shall be made by the Management Committee by way of a motion on notice passed by a majority of not less than three-quarters of the votes cast by the people present who are eligible to vote; provided that notice of the motion has been circulated to all members of the Management Committee at least seven (7) days before the meeting at which the motion is to be considered.
- (3) If the Association is affiliated with another body:
- (a) The Management Committee shall elect annually a certain number of its members, as prescribed in such body's rules and at such time as prescribed therein, to act as its Delegates to any administrative, legislative or advisory council or committee of that body, as the case may be.
  - (b) A Delegate elected in accordance with Clause 32(3)(a) shall (unless that Delegate shall earlier cease to be a Delegate in accordance with the body's rules) hold that position from the date of such election until immediately prior to the election in the next year, at which time that Delegate shall automatically retire from that position.
  - (c) The Management Committee may resolve by a simple majority to remove any such Delegates provided that at least seven (7) days before the meeting at which the resolution is to be considered, all members of the Management Committee have had notice of the intended resolution and the Delegate shall, at such meeting, have had the opportunity of giving an explanation orally or in writing.
  - (d) In the event of a vacancy arising in the position of a Delegate, the Management Committee shall elect another Delegate in the place of the former Delegate and such person shall hold the position of Delegate only for the period in which the predecessor of such person would have held the position had the vacancy not occurred.
  - (e) Where the body's rules include the requirement for the Association to recognise disciplinary decisions and penalties imposed by that body against an individual, such penalties imposed on an individual who is a member of the Association shall automatically be imposed on such member without the need to comply with any of the disciplinary hearing procedures laid down in this Constitution or the By-Laws.
- (4) If the Association is affiliated with Tennis Queensland:
- (a) The appropriate office-bearers shall sign such application forms each year as may be required under the Tennis Queensland Constitution and By-Laws on behalf of the Association and the Association shall pay annual affiliation fees and other fees, which shall be of such amount and payable at such times as may be prescribed in the By-Laws of Tennis Queensland.

- (b) The Association, and its members, so far as the same are applicable, be bound by and comply with the Constitution and By-Laws of Tennis Queensland.
  - (c) Members of the Association shall be Registered Persons of the Company, Tennis Queensland, but shall not be Company Members, and consequently, shall not be conferred or imposed with the rights and obligations of Company Membership.
  - (d) Members of the Association shall pay to the Association Registered Person Fees, unless exempted by Clause 4(7), which shall be of such an amount and payable at such times as may be prescribed in the By-Laws of Tennis Queensland.
33. (1) The general rules of play used for all Tennis competitions (including Fixtures and tournaments) conducted by the Association shall be the Rules of Tennis approved by the ITF and adopted by Tennis Australia except where specifically altered by the procedures laid down in Clause 33(2) for a particular competition.
- (2) Competitions of the Association shall be conducted according to such rules as may be prescribed in the By-Laws or, failing any By-Law in that respect, as determined by the Management Committee from time to time.
- (3) For competitions conducted by the Association, the Management Committee shall have the sole discretion:
- (a) to decide which competitions (including Fixtures and tournaments) the Association shall conduct;
  - (b) to decide the dates for such competitions and the closing dates for nominations;
  - (c) to decide which applicants shall be accepted for a particular competition;
  - (d) to divide individuals and teams into grades, levels or sections based on standard or any other criteria it deems appropriate; and
  - (e) to decide on the general requirements for courts and associated amenities and to decide which courts may be used for a particular competition.
- (4) The Association may conduct competitions in conjunction with or for other bodies.

## **INDEMNITY**

*amended 24/11/05*

34. (1) The Association shall indemnify every officer of the Association out of the assets of the Association to the relevant extent against any claim or action for loss, damages or costs made against them arising out of or in connection with the officer's conduct of the business of the Association or in or arising out of the discharge of the duties of the officer unless the liability was incurred by the officer through their own dishonesty, negligence, lack of good faith or breach of duty.
- (2) In addition to the circumstances defined in Clause 34(1), an officer of the Association may be indemnified to the relevant extent out of the assets of

the Association against any liability incurred by the officer in or arising out of the conduct of the business of the Association or in or arising out of the discharge of the duties of the officer where the Management Committee consider it appropriate to do so.

- (3) Where the Management Committee consider it appropriate, the Association may pay amounts by way of premium in respect of any contract effecting insurance on behalf of or in respect of an officer of the Association against liability incurred by the officer in or arising out of conduct of the business of the Association or in or arising out of the duties of the officer.
- (4) In this Section 38:
- (a) “duties of the officer” includes duties arising by reason of the appointment, nomination or secondment in any capacity of an officer of the Association to any other organisation;
- (b) “to the relevant extent” means:
- (i) to the extent the Association is not precluded by law from doing so;
- (ii) to the extent and for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including, in particular, an insurer under any insurance policy); and
- (iii) where the liability is incurred in or arising out of the conduct of the business of another organisation or in the discharge of the duties of the officer in relation to another organisation, to the extent and for the amount that the officer is not entitled to be indemnified out of the assets of that organisation.
- (c) “liability” means all costs, charges, losses, damages, expenses, penalties and liabilities of any kind including, in particular, legal costs incurred in defending any proceedings (whether criminal, civil, administrative or judicial) or appearing before any court, tribunal, government authority or otherwise.’

## DEFINITIONS

amended 24/11/05

35. (1) In this Constitution and By-Laws, unless the contrary intention appears:
- “**Associations Incorporation Act**” means the Associations Incorporation Act 1981 of Queensland and any legislation enacted by the State of Queensland to amend, or in substitution of, the Associations Incorporation Act.
- “**business day**” means a day (commencing at 8:30 a.m. and concluding at 5:00 p.m. on that day) on which trading banks are open for business in Brisbane.
- “**calendar year**” means the period from 1 January to 31 December in the one year.
- “**chief executive**” means the senior officer, by whatever title of office the senior officer is known, of the department of government of Queensland within which the Associations Incorporation Act is administered and

includes any officer temporarily discharging the responsibilities of the chief executive.

“**fixtures**” means a teams competition played at a regular time over many weeks.

“**honorarium**” means a nominal payment made in gratitude for services rendered where propriety and custom forbid a normal fee being paid.

“**ITF**” means the ITF Limited (trading as the International Tennis Federation).

“**Metropolitan Region**” means the City of Brisbane and the neighbouring local government areas (Ipswich, Redland, Logan, Pine Rivers and Redcliffe).

“**minor**” means a person who is under 18 years of age (or as otherwise defined in legislation enacted by the State of Queensland as being a child).

“**officer**” means a member of the Management Committee, a member of a sub-committee, a tribunal or an appointee of the Management Committee or an employee.

“**secretary**” means the person appointed by the Management Committee, in pursuance of Sections 65 to 69 of the Associations Incorporation Act, who has statutory reporting responsibilities to the chief executive.

“**simple majority**” means a majority of the votes cast by the people present in person who are eligible to vote.

“**special resolution**” means a motion passed by a majority of not less than three-quarters of the Ordinary & Honorary Life Members, as may be present in person at any general meeting, of which notice specifying the intention to propose the motion as a special resolution has been given in accordance with this Constitution.

“**Tennis**” means the game described in the ITF Rules of Tennis.

“**Tennis Australia**” means the Lawn Tennis Association of Australia Limited (trading as Tennis Australia).

“**Tennis Queensland**” means the Royal Queensland Lawn Tennis Association Ltd (trading as Tennis Queensland).

“**tournaments**” means a competition for individuals or pairs played to completion over a day or a few days.

“**written notification**” or “**notified in writing**” means notification by hand, post, facsimile transmission or electronic means (e-mail) as allowed under the Associations Incorporation Act.

- (2) Where, for any purpose, this Constitution or the By-Laws prescribe, allow or provide for a period or time before or after a particular day, act or event, the period shall be calculated without counting that day or the day of that act or event (as the case may be).
- (3) Where the last day of any period prescribed, allowed or provided for by this Constitution or the By-Laws for the doing of anything (including lodging a notice or nomination) falls on a day that is not a business day in Brisbane,

the thing may be done on the first day following which is a business day in Brisbane.

- (4) Where the Constitution or By-Laws prescribe that the doing of anything (including lodging a notice or nomination) must be done on a certain day, the thing must be done by 5:00 p.m. on that day.