

HILLS TENNIS ASSOCIATION INC.

CONSTITUTION

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1. Name:

- 1.1 The name of the Association is the Hills Tennis Association Incorporated.
- 1.2 The colours of the Association shall be Royal Blue and Gold.
- 1.3 The governing body of the Association shall be known as the Council.

2. Affiliation:

- 2.1 The Association may be a member of or be affiliated with:
 - Tennis SA, and
 - Any other body, which the Association at its Annual General meeting by resolution decides, is advisable or is necessary to achieve the objects of the Association.
- 2.2 As an affiliate of Tennis SA, the Hills Tennis Association adopts Tennis Australia's Member Protection "by-laws". The Association and member Clubs will adhere to the policies and procedures outlined in Tennis Australia's Member Protection By-Laws and will have the necessary policies and procedures in place to provide a Child Safe Environment for all junior participants competing within the Association and its member Clubs.

3. Objects:

The objects of the Association are:-

- 3.1 To promote and control the game of tennis played between affiliated member clubs of the Association.
- 3.2 To co-operate with other bodies for the purpose of furthering the interests of tennis and promoting good fellowship and sportsmanship.
- 3.3 To affiliate with such bodies or Associations as may be determined in accordance with Clause 2 hereof.
- 3.4 To arrange, manage and control inter-club matches, tournaments, inter-association matches, clinics and all matters relating thereto.
- 3.5 To acquire, own and deal with any real or personal property for the purpose of the Association.
- 3.6 To borrow, raise or lend money on security for the purpose of the Association.
- 3.7 To do all such other things as may be deemed necessary or conducive to attainment of the objects of the Association.

4. Council:

The Council shall consist of:-

- 4.1 Nominated and elected Adult members of all affiliated clubs (refer clause 14).
 - 4.1.1 The club is an affiliated club if such club participates in the Hills Tennis Association Inc. current summer tennis competition or in the immediate

preceding summer tennis season competition, and is a full financial member of the Association (refer clause 15).

4.1.2 Any new club admitted as per Clause 14.

4.2 Life Members elected in accordance with Clause 25.

5. Property of the Association:

5.1 The Association must apply all property and income of the Association towards the promotion of the objects or purposes of the Association. No part of that property or income to be paid or otherwise distributed, directly or indirectly, to members of the Association, except in good faith in the promotion of those objects or purposes.

6. Membership:

6.1 Membership shall be open to any affiliated club, non-affiliated club, organisation or person who wishes to further the interests of the Association.

6.2 Any non-affiliated club, organisation or person seeking membership shall make application to Council, and Council shall determine whether the application is successful or not.

6.3 Each non-affiliated club, organisation or person admitted to membership shall be:

6.3.1 Bound by the Constitution and By-laws of the Association.

6.3.2 Become liable for such fees and subscriptions as may be fixed by the Association.

6.3.3 Entitled to all advantages and privileges of membership and is entitled to hold any office but shall have no voting rights.

6.4 A member may at any reasonable time inspect the records and documents of the Association.

7. Officers:

The Officers of the Council shall consist of:-

7.1 President

7.2 Vice-President

7.3 Secretary

7.4 Treasurer

8. Elections:

8.1 The President and Vice-President shall be elected by ballot at either the Special or Annual General Meeting every other year and shall hold Office for a two (2) year period at the discretion of the Council until the next appropriate Special or Annual General Meeting, when they shall retire, but shall be eligible for re-election.

8.2 The Secretary and Treasurer shall be elected by ballot at either the Special or Annual General Meeting every other year and shall hold Office for a two (2) year period at the discretion of the Council until the next appropriate Special or Annual General Meeting, when they shall retire, but shall be eligible for re-election. These two positions shall be elected alternatively to the President and Vice-President.

8.3 The Patron and Auditor to be nominated by Management Committee for election at the Annual General Meeting every year.

8.4 The President shall be elected Chairperson of the Management Committee.

- 8.5 The President of the Association can be ex-officio members of any of the sub-committees of the Association but shall have no power to vote except as otherwise stated in this Constitution.
- 8.6 An office holder, other than Secretary, shall after commencement of office be entitled to represent their Club as a delegate at any properly constituted meeting of the Association.
- 8.7 Any vacancy which occurs in any position of the office bearers or committee shall be filled by the Management Committee and ratified by Council at its first meeting after such vacancy occurs.

9. Roles of the Office Bearers:

- 9.1 The duties and responsibilities of the Office Bearers of the Association shall be recorded in the Policy Manual.

10. Roles of the Committees:

- 10.1 The duties and responsibilities of the Association Committees shall be recorded in the Policy Manual.

11. Management:

- 11.1 The Association shall be controlled by the Council (See Policy No. 1).
- 11.2 Subject always to the powers and authority of the Council the authorised activities of the Association shall be managed by the following sub-committees as appointed by the Council.
- 11.3 The Members of the Management Committee shall be elected at the Special or Annual General Meeting of the Association.

12. Attendance at Meetings:

- 12.1 It shall be obligatory for all clubs to be represented by at least one of their delegates at all meetings of Council.
- 12.2 It shall be obligatory for all officers to be present at all meetings of the Committee for which they are a member.
- 12.3 A quorum shall consist of 75% of member Clubs of the relevant Committee.
- 12.4 Should a quorum not be present within half an hour after the time fixed for the commencement of the meeting the Chairperson shall declare the meeting adjourned for any period he/she may think fit. Should a quorum not be present at such adjourned meeting those present may hold the meeting and transact the business as if a quorum were present except in respect of a Special General Meeting called in accordance with Rule 17.1.1 hereof, in which case the meeting shall lapse.
- 12.5 It shall be obligatory for all Clubs to be represented by a nominated delegate at all conferences of the Senior Activities and Junior Activities Committees.
- 12.6 Any Affiliated Club not represented at the Annual General Meeting and Special General Meeting shall be fined \$100, or such lesser amount as the Management Committee may from time to time determine, for each offence, with the Secretary to take action.
- 12.7 An unfinancial member club shall not vote at or be represented at any Association meeting while it remains in default.

13. Voting:

- 13.1 Voting at every meeting of the Association shall be by a simple majority of authorised members present, limited to a maximum of one (1) vote per club.
- 13.2 The Chairperson of each Committee shall have a casting vote only.

14. Admission of Clubs:

Membership of the Association shall be limited to clubs whose objects are devoted to the playing of tennis and which comply with any membership criteria set by the Association.

- 14.1 Any bona-fide Tennis Club, not being an affiliated Club in the immediate preceding summer tennis season, which proposes to become an affiliated Club of the Association, or any Club wishing to rejoin the Association, shall forward in writing to the Secretary, 30 days prior to A.G.M., an application to become an affiliated member of the Association.
- 14.2 The applications for affiliation to the Association shall be considered only at the A.G.M. of the Association or at a Special General Meeting called for the purpose of considering the application.
- 14.3 At the A.G.M. or Special General Meeting called for such purpose the application for affiliation shall be proposed, seconded and balloted for. To be accepted a two-thirds majority is required of the delegates present at the A.G.M. or Special General Meeting called for such purpose.
- 14.4 Any bona-fide Tennis Club applying for affiliation must have access to the appropriate number of courts available for match play to coincide with the number of teams to be fielded in the competition.
- 14.5 No application for affiliation shall be considered at any meeting of the Association until such time as the courts of the proposed Club are inspected by and found to be satisfactory by the Senior Activities or Junior Activities Committee.
- 14.6 The recommendation of the Senior Activities or Junior Activities Committee will be presented to the A.G.M. or Special General Meeting which may be called for that purpose.

15. Affiliation Fees:

- 15.1 Each member Club shall pay an annual affiliation fee and/or team registration fee, which shall be determined at the Annual General Meeting.
- 15.2 Affiliation fees and/or team registration fees are due and payable by the 30th of November each year.
- 15.3 Each club must submit the names and addresses, phone numbers (and for junior players dates of birth) of each player to be registered with Tennis SA. Any Club which desires to deal directly with Tennis SA regarding affiliation must provide the Association Treasurer with a list of players registered with Tennis SA before 30th of November.
- 15.4 Any affiliated Club which has not paid its affiliation fee and/or team registration fee shall not be entitled to be represented, nor to vote at any meeting of the Council or its committees, nor to take part in any Association fixture, nor be eligible to gain any premiership points.
- 15.5 An Unfinancial Club shall be declared financial immediately all outstanding accounts are paid.

- 15.6 All affiliated clubs shall be liable for the debts and liabilities of the Association. At the discretion of the Council, member Clubs may be called upon at any time to contribute proportionately to meet any deficiency, which cannot be met from Association funds.

16. Disciplinary Provisions of Membership:

Any member club or any person who is a member of a member club who fails to abide by any decision of the Association may be suspended or fined.

The Disputes Committee may also order that member club or person to perform or refrain from performing certain actions or impose such other penalty as the Disputes Committee considers appropriate.

- 16.1 The Disputes Committee shall have the following powers in respect to discipline:-

16.1.1 May itself initiate any charge or action against any member club of its members without there having been any prior complaint or protest to the committee.

16.1.2 Any penalties imposed by the Disputes Committee shall be determined in accordance with the by-laws (if any) or otherwise as the Committee considers appropriate.

- 16.2 In respect of any unfinancial member club or person who is a member of a member club, the Management Committee shall:-

16.2.1 Prevent any or all teams fielded by that member club from playing in the Association competition.

16.2.2 Fine the member club.

16.2.3 Suspend the member club or person who is a member of a member club until they pay the amount due to the Association.

16.2.4 Inform Tennis SA to place such member club or player on their "BLACKLIST" of unfinancial clubs and players.

- 16.3 Any club, organisation or person who is expelled, suspended or has their membership terminated, shall have the right to appeal against their suspension or expulsion by presenting their case to a Special General Meeting called for such purpose, and the decision of the Special General Meeting shall be final.

17. General Meetings:

Each member club must be represented at Council meetings by at least one, but no more than two delegates. Where a junior and/or senior competition is conducted by a member club, a delegate for each competition is required to attend.

Each Club delegate entitled to vote shall be at least 18 years of age.

Any member club not represented at an Association meeting, in accordance with the Constitution, shall be fined by the management Committee, which shall determine the amount of the fine, and shall not vote at any subsequent meeting until the fine is paid.

- 17.1 Council Meetings

17.1.1 Meetings of Council shall be held twice yearly comprising Annual General Meeting and Special General Meeting.

17.2 Annual General Meeting

17.2.1 The Annual General Meeting of the Association must be held prior to 30 April each year.

17.2.2 The Secretary shall give at least fourteen (14) days notice of the date of the Annual General Meeting, to clubs, organisations or members. The notice is to include agenda and any submissions received relating to agenda items.

17.2.3 All affiliated clubs, organisations or members shall be permitted to send two delegates with the power to vote, but only one vote per club is registered.

17.2.4 The quorum at the Annual General Meeting shall be a minimum of 75% of members. If, at the end of 30 minutes after the time appointed in the notice for the opening of the Meeting, there is no quorum the meeting shall be adjourned for one week. If at such meeting there is no quorum those members present shall be competent to discharge the business of the meeting.

17.2.5 The agenda for an Annual General Meeting shall be:

- Opening of Meeting
- Apologies
- Confirmation of Minutes of previous A.G.M.
- Presentation of President's Report
- Presentation of Treasurer's Report
- Election of New office bearers
- Vote of thanks to outgoing office bearers
- Elect an Auditor and Patron,
- Determination of Affiliation Fees
- Changes to Constitution and By-laws
- Urgent General Business
- Closure

17.3 Special General Meeting

17.3.1 A Special General Meeting of the Association shall be convened at any time upon the direction of the Management Committee or within 28 days of the receipt of a requisition in writing signed by the President or Secretary of at least three financial clubs of the Association which requisition shall state the purpose of the proposed Special General Meeting.

17.3.2 A Special General Meeting for the election of officers shall be held in February of each year. Term of office shall commence on the 1st of May of that year.

17.3.3 All affiliated clubs, organisations or members shall be permitted to send two delegates with the power to vote, but only one vote per club is registered.

17.4 All other committees shall meet and conduct business in accordance with their respective policies as amended from time to time.

18. Alteration to Constitution:

18.1 The Constitution may be amended, rescinded or varied by a vote of two-thirds majority of those present and entitled to vote at the Annual General Meeting or at a Special General Meeting called for that purpose.

18.2 All proposed amendments, rescission or variation of the Constitution shall be by way of notice of motion and such notice of motion shall be submitted to the Secretary in writing and included in the Agenda.

18.3 Once a notice of motion for the amendment, recision or variation of the constitution has been submitted to the Secretary in accordance with paragraph 18.1 hereof, all financial clubs, organisations or members must be given notice in writing of any such motion at least 14 days prior to the Annual General Meeting or Special General Meeting of the Association called for such purpose.

18.4 All alterations to be lodged at the Office of Consumer and Business Affairs.

19. Auditor:

19.1 The Council, at the Annual General Meeting each year shall appoint an Auditor for the ensuing year. The Secretary, Treasurer nor any other member of the Management Committee shall be eligible to accept the appointment of Auditor.

19.2 The Auditor shall within 3 months of the Annual General Meeting audit all books, receipts and vouchers and clarify that the Annual Financial Statements are in accordance with same. He/she is to report on the accuracy of statement.

20. Patron:

20.1 The Association may, at its discretion, elect a patron/s or vice patron/s of the Association for such period as may be deemed necessary. Such patron/s or vice patron/s shall not be eligible to vote unless they are current members of the Association under another category of membership.

21. Gratuities:

21.1 Gratuities shall be payable to such officers as the Management Committee deems necessary. The total amount to be paid in gratuities is to be decided at the annual general meeting for the coming season.

21.2 Gratuities shall be paid in the financial year to which they apply.

22. Bank Account:

22.1 The funds of the Association shall be under the control of the Management Committee and unless otherwise determined by that Committee shall be banked in an account in the name of the Association at such bank as may be from time to time expedient, to be operated on by any two of three members of the Management Committee or other Officers of the Association.

22.2 No expenditure or liability shall be incurred on behalf of the Association without approval of the Management Committee.

23. Investments:

23.1 Surplus funds of the Association not immediately required for use may be invested at any time in the name of the Association in such investments as the Management Committee may decide.

24. Borrowing and Mortgaging of Association Property:

24.1 The Management Committee may at any time and from time to time, authorise the borrowing by the Association of such sum or sums for the purposes of the Association and the furtherance of its objects, as the Management Committee sees fit and without limitations as to amount.

24.2 Any such borrowing may be on such terms generally and at such rate or rates of interest as the Management Committee shall in each case think reasonable, and may be from

such person, member Clubs, government, local government or statutory departments, bodies or authorities as shall seem expedient.

- 24.3 The Association may secure to the lenders the repayment of such monies and interest in such manner as the Management Committee shall see fit, and in particular by mortgage, charge or debentures over the real or personal property (both present and future) of the Association.

25. Life Members:

- 25.1 Any person who has rendered distinguished service for over a period of at least ten years (whether as an official, employee, or representative to the Association may be elected a Honorary Life Member at the Annual General Meeting provided that the nomination from a member Club is forwarded to the Secretary of the Hills Tennis Association Inc. at least 30 days prior to the Annual General Meeting and further provided that the nomination be recommended by the Management Committee.
- 25.2 If the nomination is recommended by the Management Committee then the election at the Annual General Meeting shall be by a two-thirds majority of those present and entitled to vote. If the nomination is not recommended by the Committee, the nominee's name shall not be disclosed in any minutes.
- 25.3 Not more than two (2) honorary life members shall be appointed in any one year.
- 25.4 Life Members may attend any Annual General Meeting or Special General Meeting but shall not have voting powers at such meeting, unless they are a Club Delegate.

26. Dissolution:

- 26.1 If, at any Council Meeting, a special resolution for the dissolution of the Association shall be passed by a majority of the members present and entitled to vote, and if such special resolution shall, at a Special General Meeting held not less than one month thereafter at which not less than three-quarters of the Affiliated Clubs are present, be confirmed by special resolution passed by a majority of three-quarters of the members present and entitled to vote thereon, the Management Committee shall thereupon or at such future date as shall be specified in such special resolution, proceed to realise the property of the Association and after discharge of all liabilities, shall divide the remaining assets equally amongst all of the financial affiliated Clubs of the Association, or if the special resolution states to:-
- a. Some other Association or Institution having objects wholly or in part similar to the objects of the Association; or
 - b. To a Charitable organisation authorised under the Collection for Charitable Purposes Act 1939-1947 or as revised.

27. Common Seal:

- 27.1 The Association shall have a common seal which shall be in the custody of the Secretary. The common seal shall only be affixed to any deed instrument or document by the direction of the Management Committee and the affixing of the common seal shall be countersigned by the Secretary and the President or the Vice-President and the Secretary shall keep a record to which the same shall have been affixed.

28. Public Officer:

- 28.1 The Public Officer shall be the person nominated by the Association to receive documents and notices served on the Association as required by the Associations Incorporation Act. The office of Public Officer may be combined with the office of Association Secretary if the Association so decides. Upon the office of Public Officer at

any time becoming vacant the Management Committee shall forthwith appoint a new Public Officer.

29. Appeals Against The Committee Decisions On Disciplinary Matters:

Any member club or any member of any member club who is aggrieved by any decision of the Committee relating to any disciplinary matter (but not in respect of any decision of the Committee relating to any financial or administrative matter) may appeal in writing to the Association to have that decision reviewed. In the event of notice of any such appeal being received by the Secretary:-

29.1 The Secretary shall place the notice of appeal on the agenda for the next Association meeting, or if no Association meeting shall be held within a reasonable period, the Secretary shall convene a special meeting of the Association to consider that appeal.

29.2 The Association meeting shall consider the appeal and may then:-

29.2.1 Dismiss the appeal;

29.2.2 Amend or revoke the Committee's decision; or

29.2.3 Require the Committee to reconsider the subject matter of its decision.

The decision of the Association on any such appeal shall be final and binding.

30. Hearing Procedure:

30.1 The Association shall have power to summon any persons, who are members of any member club or who are otherwise connected with the Association, to give evidence in respect of any matter being heard.

30.2 The procedure to be followed at any hearing conducted by the Association shall be as follows:-

30.2.1 Any member club or other person charged with any contravention of this Constitution, any by-laws or any other relevant rule, or against whom a complaint is made or who is involved in a dispute or interpretation matter, shall be given at least seven (7) days written notice of the date of the hearing.

30.2.2 That member club or person shall be entitled to attend the hearing at which the charge or complaint is heard and must be given an adequate opportunity to answer the charge or complaint or to put their case and any other relevant information before the hearing.

30.2.3 Any member club or person appearing before a hearing may be represented or assisted by an adviser who may be a friend or a member or official of a member club. No member club or person shall be represented or assisted by a legal practitioner at any hearing.

30.2.4 The Association must give full consideration to any matters put to the hearing by the member club or person before making any decision.

30.2.5 The member club or person shall be notified in writing of any decision made as a result of the hearing.

30.3 The Disputes Committee shall not be required to give the seven days written notice before hearing any charge of a breach of the rules by any player in an Association match. Instead the Chairman shall advise the charged player of the date and time set

for the hearing of the charge (which shall be as soon as practicable after the relevant match) and the player must attend that hearing to answer the charge.

- 30.4 The rules of evidence shall not apply at any hearing conducted by the Association, Disputes Committee.

31. Expulsion:

Any member club may be expelled from membership of the Association if it breaches any provisions of this Constitution or by-laws. The expulsion can only be made by a special meeting of the Association called specifically for the purpose. The motion for expulsion may only be initiated by one or more Committee members and written notice of that motion must be handed to the Secretary, who shall then convene a general meeting of the Association, and advise the particular member club of the motion. Any motion for expulsion shall be carried only if approved by a majority of two thirds of the member clubs present and entitled to vote. The member club, which it is proposed to expel, must be given the right to state its case at that meeting prior to any vote being taken.

32. Conflict of Interest:

Any members of the committee who have a financial interest in any contract or arrangement made, or proposed to be made, with the Association shall disclose their interest to the meeting of the committee at which that contract or arrangement is first taken into consideration if their interest then exists, or in any other case at the first meeting of the committee after the acquisition of their interest. If they become interested in a contract or arrangement after it is made or entered into, they shall disclose their interest at the first meeting held after they become so interested. No members of the committee shall vote as members of the committee in respect of any contract or arrangement in which they are so interested as aforesaid. If members do so vote then their votes shall be disregarded. All declarations of interest under this clause shall be recorded in the minutes.

Explanation. Office bearers who have any direct or indirect interest in any contract or proposed contract with their organisation should declare their interest to the committee and should, unless the rules provide otherwise, leave the room when the matter is under discussion or being voted upon. Both their declaration of interest and the fact that they were not present during consideration of the matter should be recorded in the minutes.

Such a procedure will facilitate frank discussion, minimise embarrassment, reduce intimidation, deny the interested party an excessive debating advantage and enable justice to be done and be seen to be done.

This 'leave the room' rule would be impracticable though in situations where only minor conflict occurs e.g. where subscription or nomination fees for all members are being set. Such should be recognised in the rules.

33. Liability of Members:

No member shall be required to contribute towards the payment of any liabilities of the Association (whether on dissolution or otherwise), beyond meeting their obligations to pay the subscription laid down by this constitution and any other personal liabilities to the Association arising in the normal way.

Explanation. Voluntary organisations and non-profit bodies who incorporate normally do so to limit liability by guarantee. This expression 'limited by guarantee' should be inserted into the constitution, requiring each member, and for each ex-member for up to 12 months after ceasing to be a member, to contribute a certain maximum sum should funds ever be needed in the event of a winding up. The guaranteed amount is normally only a nominal amount, such as \$1. This would also apply where the association was sued for liability either directly or passed on by a claim against a member club. It is therefore vital that the association continue with its aim to

provide an extension of its liability cover to every member club, covering all possible aspects of liability.

34. Miscellaneous:

If there shall be any inconsistency or contradiction between the provisions of this Constitution and any by-laws, the provisions of this Constitution shall prevail and the inconsistent or contradictory by-law shall be deemed null and void.

34.1. All notices required to be given under this Constitution shall be made in writing and forwarded to the Association, Committee or the relevant member club or person by pre-paid post addressed to their last known address. The notice shall be deemed to be served on the recipient two (2) clear business days after posting. Failure to receive such notice shall not invalidate any meeting or other matter which is the subject of that notice.

34.2. If a matter arises which is not provided for in this Constitution then any appropriate rule of any other organisation, which has relevance to the matter, shall apply as if that rule were part of this Constitution? If there is no rule having application, then the matter shall be determined by the Association at a special meeting called for the purpose and its decision shall be final.

34.3 All present member clubs of the Association, and any applicant clubs accepted for membership of the Association shall be deemed to have accepted the provisions of this Constitution and shall be bound by them at all times.

35. Interpretation:

In this Constitution the following words shall (unless the context implies differently) mean:-

"The Association" means the Hills Tennis Association Inc;

"The Council" shall be the governing body of the Association;

"Player" or **"Players"** shall mean persons who play tennis for any member club of the Association;

"Committee" means the Management Committee of the Association and includes the members of the Management Committee;

"Committee member" means any member of the Committee and shall include all Association Officials when acting in their capacity as members of the Committee.

"Association Officials" means the President, Vice President, Secretary, Recording Secretary, Treasurer and of the Association;

"Association meeting" shall include any annual general and special meeting of the Association and any other meeting of the member clubs of the Association;

"Month" means a calendar month;

"By-laws" means the by-laws made by the Committee and ratified by the Association as provided for in this Constitution;

"Member club" means any club or other group of tennis players (whether an incorporated association or not) which has been admitted as a member of the Association;

"Adult member" means an authorised member of a Club who is at least 18 years of age;

"Rules of Match and Play" are not construed as By-Laws of the Association;

"Club Delegate" shall be a member of a member club who is duly authorised to represent and vote on behalf of the club at which they are an adult member.

