

TEA TREE GULLY
Tennis Club Incorporated

CONSTITUTION

4th Edition

November 2006

Constitution
Tea Tree Gully Tennis Club

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1. Name

The name of the Club shall be **Tea Tree Gully Tennis Club Incorporated** (hereafter called "**the Club**").

2. Colours

The colours of the Club shall be Black and Red.

3. Definitions

In rules unless the contrary appears;

- i. **AGM** means the annual general meeting of the Club held in accordance with rule 10.
- ii. **By-Laws** means the by-laws of the Club made in accordance with rule 12.
- iii. **Committee** or **GMC** means the General Management Committee of the Club established in accordance with rule 7.
- iv. **General Meeting** means a general meeting of members of the Club convened in accordance with these rules, and includes an AGM or a Special General Meeting.
- v. **Special Resolution** means a resolution passed at a duly convened meeting of the members of the Club by at least three quarters of the members present and entitled to vote at that meeting.
- vi. **The Act** means the Associations Incorporation Act, 1985 (SA) as amended from time to time.
- vii. **Member** means a financial member of the Tea Tree Gully Tennis Club Inc.

4. Objectives

- i. To promote and organize and foster the game of tennis as defined by the governing bodies for the game of tennis.
- ii. To provide both competitive and social activities for members and future members of the Club.
- iii. To provide a standard of facilities that meets the needs of the Club's current members and encourages new membership.
- iv. To promote and encourage a community spirit within the Club and its activities.

5. Powers

In addition to all of the powers conferred by section 25 of the Act, the Club has the power to:

- i. conduct the activities of the Club that are incidental or conducive to the objectives of the Club;
- ii. manage and control the finances of the Club;
- iii. invest moneys of the Club in secured funds;
- iv. control the membership of the Club and deal with issues that may or will bring the Club into disrepute;
- v. employ sub-contractors or staff as the Club best sees fit;
- vi. amalgamate, co-operate or affiliate with other Association, Club or Body or Society having objects wholly or in part similar to those of this Club;
- vii. purchase, sell, supply and deal in all kinds of apparatus and all kinds of provisions, liquid or solid required or used by members of the Club;
- viii. purchase, lease, hire, or by any other legal means acquire any real or personal property necessary or convenient for the purpose of the Club;
- ix. establish or dissolve sub-committees as the GMC sees fit from time to time; and
- x. review and consequently amend By-Laws that are incidental or conducive to the objectives of the Club.

6. Membership

i. Membership of the Club is open to all persons subscribing in accordance with the By-Laws or in the manner determined by the GMC and upon payment of the prescribed subscription.

There are 6 categories of memberships, eligibility for which shall be determined by the GMC:

- **Life Membership**
- **Senior**
- **Junior**
- **Non-playing Member**
- **Honorary**
- **Social**

ii. No restrictions on membership shall be imposed on any person by virtue of religious or political beliefs, sex, race, or age. Subject to the above, the GMC may refuse membership to any person in its sole discretion and with no obligation to provide reasons for doing so.

iii. The subscription fees for membership will be the amounts determined by the GMC from time to time. Subscription fees are payable at such time as the GMC shall determine. Any member whose subscription is outstanding for more than three months after the due date for payment shall cease to be a member of the Club, provided always that the GMC may reinstate such a person's membership on such terms as it thinks fit.

iv. A member may resign from membership by giving written notice to the GMC. Any member so resigning is liable for any outstanding subscriptions that may be recoverable as a debt due to the Club.

v. The GMC must maintain a register of members.

vi Subject to the provisions of any By-Laws, the GMC may caution, admonish, suspend or expel any member that has engaged in conduct that is injurious or prejudicial to the interests of the Club, or conduct that is unbecoming of a member of the Club.

vii The GMC may bestow Life Membership on any member of the Club that it sees fit.

a. any member of the Club may nominate themselves or any other member of the Club for Life Membership.

- b. Life Membership shall be awarded to a member who meets the criteria of life membership set out by the GMC.
- c. Life Membership shall be awarded to the successful nominee at the next AGM after the nomination is endorsed by a majority vote of the GMC.
- viii. An Honorary member shall be such person as elected by the GMC. Honorary members shall not be required to pay any fees or subscriptions.

7. Management

- i. The management and control of the Club and all funds and property of the Club shall be vested in the General Management Committee. Subject to rule 7.ii, the GMC may do on behalf of the Club all such things as could be done by the Club except such things as are done by law, or these rules, expressly required to be done at a General Meeting.
- ii. The total amount of money borrowed by the Club must not exceed the sum of One Thousand Dollars (\$1000.00) without the sanction of a General Meeting.
- iii. The GMC shall consist of a President, , Vice President, Secretary, Treasurer, Facilities Manager, Club Captain, Junior Development Officer, Events Co-ordinator, Social Co-ordinator, Midweek Ladies Representative, Membership Officer and two Committee members
- iv. The election of members of the Club to the General Management Committee shall take place at the Annual General Meeting each year. Notice of proposed elections shall be given to members with the notice of each Annual General Meeting.
- v. If the office of President becomes vacant, the members of the GMC shall appoint one of their number to fill such vacancy.

If a position on the GMC (other than the office of President) becomes vacant, the members of the GMC shall appoint a member of the Club to fill such vacancy.

Any member so appointed shall hold office until the next Annual General Meeting, and shall be eligible for re-election at such time.

- vi. The office of a member of the GMC shall become vacant if that member is:
 - a. disqualified from being a committee member by the Act;
 - b. expelled as a member of the GMC or the Club under these rules;
 - c. permanently incapacitated by ill health; or
 - d. absent from three consecutive meetings of the GMC without first having obtained leave of absence from the GMC.
- vii. The Secretary of the Club shall be its public officer for the purposes of the Act.

8. Sub-Committees

- i. Subject to rule 8.ii the GMC may from time to time appoint sub-committees (the members of which may or may not be members of the GMC) for such objects and purposes and with such powers as the GMC may determine. Except in cases where the sub-committee is given full power to act, any decisions made by a sub-committee are subject to ratification by the GMC.
- ii. If a vacancy should occur in any sub-committee, a member of the Club appointed by the GMC may fill such vacancy. The member shall only hold office until the next Annual General Meeting, and shall be eligible for re-election at such time.
- iii. The GMC will nominate and appoint a person(s) to manage the affairs of the canteen.
- iv. The GMC will nominate and a person(s) to manage the affairs of the Club bar.

9. Finance

- i. The Club shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Club in accordance with the Act. The Treasurer will be responsible for the preparation and retention of the relevant financial records.
- ii. The financial records of the club shall comply with generally accepted accounting principles and the Australian Accountancy Standards.
- iii. The financial year for the Club shall commence on 1st July and end on 30th June of each year.
- iv. The accounts of the Club shall be audited annually. The auditor shall be appointed by the members at the AGM or failing such appointment, by the GMC. The auditor must not be a member of the GMC.
- v. Any two of the President, Vice President, Canteen Manager and Treasurer are authorised to handle finances and be signatories on any account conducted by the Club.

10. Meetings

- i. The Annual General Meeting of the Club shall be held not later than the last week in November.
- ii. At least fourteen days notice of the date of the Annual General Meeting shall be given to members.
- iii. The order of business at the AGM shall be:

- a. the confirmation of the minutes of the previous AGM and of any special general meeting held since that meeting;
 - b. the consideration of the accounts and reports of the GMC (including a summary of the income and expenditure of the Club during the previous financial year, the balance of the Club's accounts, and a statement of the Club's assets and liabilities);
 - c. election of members of the GMC;
 - d. election of members of other committees (if required);
 - e. election of an auditor;
 - f. any other business requiring the consideration by the Club in General Meeting.
- iv. The GMC may call a Special General Meeting of the members of the Club whenever it may think fit. The GMC must call a Special General Meeting at least seven days but no more than twenty one days after receipt of a written requisition specifying the object of the meeting required signed by not less than one twentieth of the members of the Club. Discussion shall be restricted to the matters set out in the notice of the meeting.
- v. At the Annual General Meeting or any Special General Meeting, a quorum of 15 members must be present before the meeting may transact any business. If a quorum is not present within 30 minutes from the time appointed for the meeting the meeting shall stand adjourned to:
- a. the same day in the next week at the same time and place; or
 - b. to such other day, time and place as the GMC may determine and notify to the members.
- vi. If at such adjourned meeting a quorum is not present within fifteen minutes from the time appointed for the meeting:
- a. if at least seven members are present, those members present shall constitute a quorum and may transact the business for which the meeting was called;
 - b. otherwise the meeting must be dissolved.
- vii. The President , or, in his or her absence, the Vice President , shall preside as Chairperson at every General Meeting. If the President or Vice President is not present within thirty minutes after the time appointed for the meeting, the members must elect a member of the GMC present at the meeting as Chairperson.
- viii. At any general meeting of the GMC , seven members shall be a quorum, and all matters will be decided by a majority of the votes of the GMC members present. The presiding officer will have the casting vote where applicable.
- ix. All resolutions at any General Meeting shall be decided by a show of hands unless a ballot is demanded. A ballot may be demanded by the Chairperson or any three members after such show of hands, and such ballot shall be taken accordingly. On a show of hands

and on a ballot every member present shall have one vote provided that in the case of equality of votes the Chairperson shall have a casting vote. Unless a ballot is demanded, the following is conclusive evidence of the result of a resolution on a show of hands:

a. a declaration by the Chairperson that the resolution has been carried or lost; and

b. an entry to that effect in the minutes of the meeting.

x. Subject to these rules, a question for decision at a General Meeting (other than question to be determined by a Special Resolution) must be determined by a majority of persons who vote in person at that meeting.

xi. All resolutions duly carried at any duly convened Special General Meeting shall be valid and binding upon the GMC and the members of the Club.

xii. All meetings shall be conducted in accordance with the Act and these rules.

xii. The Secretary must maintain a record of the proceedings of all General Meetings. Such minutes must be:

a. be confirmed by the members at a subsequent meeting;

b. signed by the Chairperson at the meeting at which the proceedings took place or at the meeting at which the minutes are confirmed; and

xiii. Where minutes are signed, unless the contrary is proved, they shall be conclusive evidence that:

a. the meeting was duly convened and held;

b. all proceedings at the meeting were duly held; and

c. all appointments made at the meeting were validly made.

d. A member may appoint a proxy to attend and vote at the AGM.

e. The appointment must be evidenced in writing and presented at the AGM prior to commencement of the meeting.

11. Constitution

i. Any question concerning the construction of these rules or the By-Laws shall be determined by the GMC, whose decision shall be final.

ii. Subject to rule 11.iii, these rules may only be amended or replaced by Special Resolution of the members at an Annual General Meeting or a Special General Meeting called for that purpose.

iii. The name of the Club may not be altered unless 12 months prior written notice of the proposed alteration of the name of the Club has been given to the Secretary.

- iv. Any proposal for any amendment to or replacement of these Rules shall be:
 - a. posted in the Club House at least during the Saturday and Sunday immediately prior to the meeting;
 - b. made available for inspection by members of the GMC; and
 - c. if reasonably practicable, set out in full in the notice of meeting sent to members.
- v. Any alterations to these rules approved by the members must be registered with the Office of Consumer and Business Affairs as required by the Act.
- vi. The registered rules shall bind the Club and every member to the same extent as if they had respectively signed and sealed them, and agreed to be bound by all the provisions thereof.

12. By-Laws

- i. The GMC may from time to time make, repeal and amend all such by-laws and regulations as it shall think expedient for the management and well being of the Club ("By-Laws").
- ii. To the extent of any inconsistency between any By-Law and these rules, the rules are to prevail.
- iii. All By-Laws shall be binding on the members, until repealed by the GMC or set aside by a Special Resolution passed at a General Meeting of the Club.
- iv. All By-Laws made, repealed, amended or set-aside shall be notified to all members in writing before they take or cease to have effect.

13. Profits and Property

The income and capital of the Club must be applied exclusively to the promotion of its objects and no portion may be paid or distributed directly or indirectly to members or their associates except:

- i. as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the Club;
- ii. as payment of reasonable interest on money lent by any person to the Club; or
- iii. as reasonable rent of premises leased or licensed to the Club.

14. Common Seal

- i. The Club shall have a common seal upon which its corporate name shall appear in legible characters.

- ii. The seal shall not be used without the express authorization of the GMC, and the President and one of the GMC shall record every use of the seal in the minute book of the Club.
- iii. The affixing of the seal shall be witnessed.

15. Contractors and Employees

All contractors of the Club must be covered by insurance in the event of an accident before proceeding with any task or contract for the Club. All contractors and employees must comply with any relevant legislation, including occupational health, welfare and safety laws.

16. Indemnity

- i. Subject to rule 16.ii, to the maximum extent permitted by law, the Club shall indemnify any current or former office bearer or member against any:
 - a. liability incurred by such office bearer or member in doing or intending to do any act as agent or servant in the reasonable interests of the Club (whether actual or alleged); and
 - b. costs and expenses incurred by that person in defending any proceedings in respect of such a liability (whether actual or alleged).
- ii. Unless the GMC resolves otherwise, rule 16.i will cease to operate in favour of any current or former office bearer or member if they fail to co-operate with the Club to facilitate the Club's supervision and direction of the defence or any compromise of the any proceedings to which rule 16.i would otherwise apply.

17. Winding Up

- i. The Club may be wound up by a Special Resolution at a Special General Meeting called for that purpose.
- ii. If such a resolution is passed, the GMC shall, as soon as reasonably practicable, proceed to wind up the Club and shall do all acts and things necessary for that purpose, including the disposal of the assets of the Club.
- iii. If upon winding up or dissolution of the Club there remains any surplus assets (as defined in the Act), the same shall not be paid to or distributed amongst the members of the Club, but shall be given, or transferred to, or applied for:

- a. such associations, clubs, bodies or societies having objects similar to those of the Club;
- b. such charitable institutions or such charitable purposes, in whole or in part as the GMC may determine.

BY-LAWS

General Management Committee – Meetings

1. Meetings of the GMC shall be held as and when the GMC deem necessary.
2. Written notice of a proposed meeting of the GMC shall be given by the Executive Officer to all members of the GMC at least four days before the day on which such meeting is to be held provided however that any lesser period of notice may be given if, in the opinion of the President, the matters to be dealt with at such meeting require immediate attention.
3. The President, or, in his or her absence, the Vice President, shall preside as Chairperson at meetings of the GMC. If the President or Vice President is not present within thirty minutes after the time appointed for the meeting, the meeting shall be adjourned to such day, time and place as may be notified to the members of the GMC.
4. Minutes of the proceedings of all meetings of the GMC must be maintained and duly entered in books provided for the purpose. Such minutes shall be confirmed at the subsequent meeting of the GMC.
5. Minutes of the proceedings of the GMC shall be available for perusal by any member upon request in such manner as determined by the GMC.
6. Any minutes of meetings of the GMC purporting to be signed by the Chairperson of the meeting at which they were confirmed shall be as prima facie evidence of the matters stated in such minutes.

Honorariums

7. Honorariums for service to the Club will be determined from time to time as the GMC sees fit and paid after approval.

Conduct of Members

8. If in the opinion of the GMC any member has engaged in conduct that is injurious or prejudicial to the interests of the Club, or conduct that is unbecoming of a member of the Club, then the GMC shall direct the Secretary to request such member, by notice in writing, to appear at the next meeting of the GMC (or if that is not possible, to make a written submission) to give an explanation of such conduct.

If in the opinion of at least three fourths of the members of the GMC (as determined by ballot) the member fails to give a satisfactory explanation

of his/her conduct as requested, the GMC may caution, admonish, suspend or expel such member.

The Secretary must notify the member in writing of the decision of the G.M.C as soon as reasonably practicable. The decision of the GMC is final.