



NORTH SUBURBAN NIGHT TENNIS ASSOCIATION INC.

(Reg. No. A0015517W)

CONSTITUTION

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**NORTH SUBURBAN NIGHT TENNIS ASSOCIATION INC.
CONSTITUTION**

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PART 1—PRELIMINARY

1 Name

The name of the incorporated association is "North Suburban Night Tennis Association Incorporated" ("the Association").

Note

Under section 23 of the Act, the name of the association and its registration number must appear on all its business documents.

2 Purposes

The purposes of the association are—

- (a) the encouragement and promotion of the game and sport of tennis; and
- (b) the organisation and management of team tennis competitions for teams nominated by affiliated Clubs.

3 Financial year

The financial year of the Association is each period of 12 months ending on 30 June.

4 Definitions

(1) In these Rules—

absolute majority, of the Management Committee, means a majority of the committee members currently holding office and entitled to vote at the time (as distinct from a majority of committee members present at a committee meeting);

Chairperson, of a general meeting or committee meeting, means the person chairing the meeting as required under rule 46;

Club means a tennis club, sporting complex, tennis association or other tennis entity approved to enter teams in the competition;

committee meeting means a meeting of the Management Committee held in accordance with these Rules;

committee member means a member of the Management Committee elected or appointed under Division 3 of Part 5;

competition means either the Ladies' competition, Men's competition or the Mixed competition;

disciplinary appeal meeting means a meeting of the members of the Association convened under rule 23(3);

disciplinary meeting means a meeting of the Committee convened for the purposes of rule 22;

disciplinary subcommittee means the subcommittee appointed under rule 20;

financial institution means an authorised deposit-taking institution under the **Banking Act 1959** and includes a bank, building society or credit union.

general meeting means a general meeting of the members of the Association convened in accordance with Part 4 and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting;

Management Committee means the Committee having management of the business of the Association outlined in Rule 44;

member means a member of the Association nominated by an affiliated Club in accordance with Rule 11, a life member appointed in accordance with Rule 14 and/or a member representing an associate affiliate in accordance with Rule 15;

member entitled to vote means a member who under rule 13(2) is entitled to vote at a general meeting;

ordinary member of the Management Committee means a member of the Management Committee appointed under Rule 53(1).

season means the two competition playing seasons each year as defined in the By-laws;

special resolution means a resolution that requires not less than three-quarters of the members voting at a general meeting to vote in favour of the resolution;

the Act means the **Associations Incorporation Reform Act 2012** and includes any regulations made under that Act;

the Registrar means the Registrar of Incorporated Associations.

- (2) For the purpose of these Rules words importing the singular include the plural and vice versa and masculine and feminine and vice versa.
- (3) Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the **Interpretation of Legislation Act 1984** as in force from time to time.

PART 2—POWERS OF ASSOCIATION

5 Powers of Association

- (1) Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.
- (2) Without limiting subrule (1), the Association may—
 - (a) acquire, hold and dispose of personal property;
 - (b) open and operate accounts with financial institutions;
 - (c) invest its money in any security in which trust monies may lawfully be invested;
 - (d) appoint agents to transact business on its behalf;
 - (e) enter into any other contract it considers necessary or desirable.
- (3) The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6 Not for profit organisation

- (1) The Association must not distribute any surplus, income or assets directly or indirectly to its members.
- (2) Subrule (1) does not prevent the Association from paying a member—
 - (a) reimbursement for expenses properly incurred by the member; or
 - (b) for goods or services provided by the member—

if this is done in good faith on terms no more favourable than if the member was not a member.

Note

Section 33 of the Act provides that an incorporated association must not secure pecuniary profit for its members. Section 4 of the Act sets out in more detail the circumstances under which an incorporated association is not taken to secure pecuniary profit for its members.

PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1—Affiliation and Membership

7 Minimum number of affiliated Clubs

The Association must have at least 5 affiliated Clubs.

8 Who is eligible for affiliation

Any Club which supports the purposes of the Association is eligible for affiliation.

9 Application for affiliation

To apply for affiliation with the Association, a Club must submit a written application to the Secretary of the Association stating that the Club—

- (a) wishes to become affiliated with the Association; and
- (b) has courts located within the defined NSNTA boundary; and
- (c) supports the purposes of the Association; and
- (d) agrees to comply with these Rules.

10 Consideration of application

- (1) As soon as practicable after an application for affiliation is received, the Secretary shall refer the nomination to a general meeting, which must decide by resolution whether to accept or reject the application.
- (2) The resolution to accept or reject the application must be recorded in the minutes of the general meeting.
- (3) The Secretary must notify the nominating Club in writing of the decision of the general meeting as soon as practicable after the decision is made.
- (4) No reason need be given for the rejection of an application.

11 Membership of the Association

- (1) A natural person who is nominated as provided in these rules by an affiliated Club is eligible to be a member of the Association on payment by the Club of the annual affiliation fee payable under these rules.
- (2) Every Club affiliated with this Association must nominate not more than two (2) natural persons to be Club delegates and members of the Association for the ensuing Association year with such notification to be in writing to the Secretary of the Association not less than seven (7) days prior to the annual general meeting.
- (3) As the member elected President shall have no voting power other than a casting vote, if the President is the delegate of a Club, his or her Club shall nominate another member whilst he or she holds office.
- (4) A nominee for membership shall be deemed to be a member from the date such nomination is received by the Secretary of the Association whereupon the Secretary shall enter the name of the member, and the date of becoming a member, in the register of members.
- (5) In the event of any nominated member not continuing as delegate for his Club subsequent to the Association's annual general meeting, his Club may nominate another member in his or her place.
- (6) If a member of the Management Committee as described in Rule 44 should cease to be a Club delegate during his or her term of office, a two-thirds majority of members voting at a general meeting may permit the person to remain in office for the remainder of the Association year but that member shall have no voting power on any Committee.
- (7) The Association may admit life members in accordance with Rule 14.

12 Annual affiliation fee

- (1) At each annual general meeting, the Association must determine—
 - (a) the amount of the annual affiliation fee for the following financial year; and
 - (b) the date for payment of the annual affiliation fee.
- (2) A Club initially affiliating for the second season of a financial year will be required to pay half the appropriate affiliation fee for that year within four (4) weeks of notification of affiliation.
- (3) The rights (including the right to vote) of a member who is the delegate of a Club that has not paid its annual affiliation fee by the due date are suspended until the fee is paid.

13 General rights of members

- (1) A member of the Association who is entitled to vote has the right—
 - (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
 - (b) to submit items of business for consideration at a general meeting; and
 - (c) to attend and be heard at general meetings; and
 - (d) to vote at a general meeting subject to Rule 38; and
 - (e) to have access to the minutes of general meetings and other documents of the Association as provided under rule 75; and
 - (f) to inspect the register of members.
- (2) A member is entitled to vote if—
 - (a) more than five (5) business days have passed since he or she became a member of the Association; and
 - (b) the member's membership rights are not suspended for any reason.
- (3) The rights of a member are not transferable and end when membership ceases.

14 Life members

- (1) Life members may be elected to the Association by a notice of motion approved by a two-thirds majority of members voting at a special general meeting or the annual general meeting.
- (2) Life members may hold elected office and retain all privileges of any other member.
- (3) No more than four (4) life members, who are not nominated delegates for their affiliated Clubs, may hold elected office at any one time.

15 Associate affiliates

- (1) Other sporting bodies may be admitted as associate affiliates of the Association in the same manner as applies for affiliated Clubs.
- (2) Associate affiliates are subject to the same fees, rulings, terms and conditions as affiliated Clubs with the following exceptions:-
 - (a) associate affiliates cannot submit teams for play in the competition;
 - (b) a member representing an associate affiliate:-
 - (i) may not hold elected office; and
 - (ii) has no voting rights.

16 Ceasing membership

- (1) The membership of a person ceases on resignation, expulsion or death.
- (2) If a person ceases to be a member of the Association, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

17 Resigning as a member

- (1) A member may resign by notice in writing given to the Association.

Note

Rule 74(3) sets out how notice may be given to the association. It includes by post or by handing the notice to a member of the Management Committee.

- (2) A member is taken to have resigned from the Association if the Club which nominated the member ceases to be affiliated with the Association or if the annual affiliation fee of that Club is more than 12 months in arrears.

18 Register of members

- (1) The Secretary must keep and maintain a register of members that includes—
 - (a) for each current member—
 - (i) the member's name;
 - (ii) the address of the member (email address or postal address);
 - (iii) the date of becoming a member;
 - (iv) any other information determined by the Management Committee; and
 - (b) for each former member, the date of ceasing to be a member.
- (2) Any member may, at a reasonable time and free of charge, inspect the register of members.

Note

Under section 59 of the Act, access to the personal information of a person recorded in the register of members may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the Register of Members.

Division 2—Disciplinary action

19 Grounds for taking disciplinary action

The Association may take disciplinary action against a member or affiliated Club in accordance with this Division if it is determined that the member or affiliated Club —

- (a) has failed to comply with these Rules; or
- (b) refuses to support the purposes of the Association; or
- (c) has engaged in conduct prejudicial to the Association.

20 Disciplinary subcommittee

- (1) If the Management Committee is satisfied that there are sufficient grounds for taking disciplinary action against a member or affiliated Club, the Management Committee must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member or affiliated Club.
- (2) The members of the disciplinary subcommittee—
 - (a) may be Management Committee members, members of the Association or anyone else; but
 - (b) must not be biased against, or in favour of, the member or affiliated Club concerned.

21 Notice to member or affiliated Club

- (1) Before disciplinary action is taken against a member or affiliated Club, the Secretary must give written notice to the member or Secretary of the affiliated Club —
 - (a) stating that the Association proposes to take disciplinary action against the member or affiliated Club; and
 - (b) stating the grounds for the proposed disciplinary action; and
 - (c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the ***disciplinary meeting***); and
 - (d) advising the member or affiliated Club that he/she/it may do one or both of the following—
 - (i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
 - (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
 - (e) setting out the appeal rights under rule 23.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

22 Decision of subcommittee

- (1) At the disciplinary meeting, the disciplinary subcommittee must—
 - (a) give the member or a person representing the affiliated Club an opportunity to be heard; and
 - (b) consider any written statement submitted.
- (2) After complying with subrule (1), the disciplinary subcommittee may—
 - (a) take no further action; or
 - (b) subject to subrule (3)—
 - (i) reprimand the member or affiliated Club; or
 - (ii) suspend the membership rights of the member or affiliated Club for a specified period; or
 - (iii) expel the member or affiliated Club from the Association; or
 - (iv) fine the member or affiliated Club.
- (3) The suspension of membership rights or the expulsion of a member or affiliated Club by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

23 Appeal rights

- (1) A person or affiliated Club whose membership rights have been suspended or who has been expelled from the Association under rule 22 may give notice to the effect that he/she/it wishes to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given—
 - (a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person or affiliated Club is taken; or
 - (b) to the Secretary not later than 48 hours after the vote.
- (3) If a person or affiliated Club has given notice under subrule (2), a disciplinary appeal meeting must be convened by the Management Committee as soon as practicable, but in any event not later than 21 days, after the notice is received.

- (4) Notice of the disciplinary appeal meeting must be given to each member of the Association who is entitled to vote as soon as practicable and must—
 - (a) specify the date, time and place of the meeting; and
 - (b) state—
 - (i) the name of the person or affiliated Club against whom the disciplinary action has been taken; and
 - (ii) the grounds for taking that action; and
 - (iii) that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person or affiliated Club should be upheld or revoked.

24 Conduct of disciplinary appeal meeting

- (1) At a disciplinary appeal meeting—
 - (a) no business other than the question of the appeal may be conducted; and
 - (b) the Management Committee must state the grounds for suspending or expelling the member or affiliated Club and the reasons for taking that action; and
 - (c) the person or affiliated Club whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- (2) After complying with subrule (1), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person or affiliated Club should be upheld or revoked.
- (3) A member may not vote by proxy at the meeting.
- (4) The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

Division 3—Grievance procedure

25 Application

- (1) The grievance procedure set out in this Division applies to disputes under these Rules between—
 - (a) a member or affiliated Club and another member or affiliated Club;
 - (b) a member or affiliated Club and the Management Committee;
 - (c) a member or affiliated Club and the Association.
- (2) A member or affiliated Club must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

26 Parties must attempt to resolve the dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

27 Appointment of mediator

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 26, the parties must within 10 days—
 - (a) notify the Management Committee of the dispute; and
 - (b) agree to or request the appointment of a mediator; and
 - (c) attempt in good faith to settle the dispute by mediation.
- (2) The mediator must be—
 - (a) a person chosen by agreement between the parties; or

- (b) in the absence of agreement—
 - (i) if the dispute is between a member or affiliated Club and another member or affiliated Club—a person appointed by the Management Committee; or
 - (ii) if the dispute is between a member or affiliated Club and the Management Committee or the Association—a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (3) A mediator appointed by the Management Committee may be a member or former member of the Association but in any case must not be a person who—
 - (a) has a personal interest in the dispute; or
 - (b) is biased in favour of or against any involved party.

28 Mediation process

- (1) The mediator to the dispute, in conducting the mediation, must—
 - (a) give each party every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties throughout the mediation process.
- (2) The mediator must not determine the dispute.

29 Failure to resolve dispute by mediation

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

PART 4—GENERAL MEETINGS OF THE ASSOCIATION

30 Annual general meetings

- (1) The Management Committee shall in July of each calendar year convene an annual general meeting of the Association.
- (2) In exceptional circumstances, the Management Committee may delay the annual general meeting of the Association until a date no later than 5 months after the end of the financial year.
- (3) The Management Committee may determine the date, time and place of the annual general meeting.
- (4) The ordinary business of the annual general meeting is as follows—
 - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
 - (b) to receive and consider—
 - (i) the annual report of the Management Committee on the activities of the Association during the preceding financial year; and
 - (ii) the financial statements of the Association for the preceding financial year submitted by the Management Committee in accordance with Part 7 of the Act;
 - (c) to elect the members of the Management Committee;
 - (d) to confirm or vary the amounts of the annual affiliation fee;
 - (e) to appoint at least one Auditor who shall prior to the following annual general meeting, or at any other time pursuant to a resolution of a general meeting, audit the books, documents and financial statements of the Association.

- (5) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.
- (6) The annual general meeting shall be in addition to any other general meetings that may be held in the same year.

31 Special general meetings

- (1) Any general meeting of the Association, other than an annual general meeting, those held as per rule 33(1) or a disciplinary appeal meeting, is a special general meeting.
- (2) The Management Committee may convene a special general meeting whenever it thinks fit.
- (3) No business other than that set out in the notice under rule 33 may be conducted at the meeting.

Note

General business may be considered at the meeting if it is included as an item for consideration in the notice under rule 33 and the majority of members at the meeting agree.

32 Special general meeting held at request of members

- (1) The Management Committee must convene a special general meeting if a request to do so is made in accordance with subrule (2) by members representing at least 10% of the total number of affiliated Clubs.
- (2) A request for a special general meeting must—
 - (a) be in writing; and
 - (b) state the business to be considered at the meeting and any resolutions to be proposed; and
 - (c) include the names and signatures of the members requesting the meeting; and
 - (d) be given to the Secretary.
- (3) If the Management Committee does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.
- (4) A special general meeting convened by members under subrule (3)—
 - (a) must be held within 3 months after the date on which the original request was made; and
 - (b) may only consider the business stated in that request.
- (5) The Association must reimburse all reasonable expenses incurred by the members convening a special general meeting under subrule (3).

33 Notice of general meetings

- (1) A general meeting shall be held at least two (2) times per season at a place, date and time nominated by the Secretary.
- (2) The Secretary (or, in the case of a special general meeting convened under rule 32(3), the members convening the meeting) must give to each member of the Association—
 - (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - (b) at least 7 days' notice of a general meeting in any other case.
- (3) The notice must—
 - (a) specify the date, time and place of the meeting; and
 - (b) indicate the general nature of each item of business to be considered at the meeting; and
 - (c) if a special resolution is to be proposed—

- (i) state in full the proposed resolution; and
 - (ii) state the intention to propose the resolution as a special resolution.
- (4) This rule does not apply to a disciplinary appeal meeting.

Note

Rule 23(4) sets out the requirements for notice of a disciplinary appeal meeting.

- (5) Any affiliated club not represented at an annual, special or general Meeting may be fined such sum as may be proposed by the Management Committee and approved by a general meeting of the Association.

34 Proxies

All votes shall be given personally; proxy voting is not allowed.

35 Use of technology

- (1) Members are expected to be physically present to participate in a general meeting.
- (2) In Emergency circumstances (e.g. pandemic), a general meeting may be conducted using technology that allows members to clearly and simultaneously communicate with each other without members being physically in the same location.
- (3) For the purposes of this Part, a member participating in a general meeting as permitted under sub-clause (2) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

36 Quorum at general meetings

- (1) No business may be conducted at a general meeting unless a quorum of members is present during the time when the meeting is considering that item.
- (2) Members entitled to vote representing more than half the number of clubs affiliated constitute a quorum for the transaction of the business of a general meeting. The members must be physically present or as allowed under rule 35.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—
 - (a) in the case of a meeting convened by, or at the request of, members under rule 32—the meeting must be dissolved;

Note

If a meeting convened by, or at the request of, members is dissolved under this subrule, the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another special meeting, the members must make a new request under rule 32.

- (b) in any other case—
 - (i) the meeting must be adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place; and
 - (ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.
- (4) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under subrule (3)(b), the members present at the meeting (if not fewer than 5 members entitled to vote) may proceed with the business of the meeting as if a quorum were present.

37 Adjournment of general meeting

- (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present and entitled to vote at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting subrule (1), a meeting may be adjourned—
 - (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the members more time to consider an item of business.

Example

The members may wish to have more time to examine the financial statements submitted by the Management Committee at an annual general meeting.

- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 33.

38 Voting at general meeting

- (1) On any question arising at a general meeting—
 - (a) subject to subrule (3), only one member representing each affiliated Club may vote (i.e. one vote per Club); and
 - (b) subject to subrule (3), life members are entitled to vote provided they do not also vote as a representative of an affiliated Club; and
 - (c) members must vote personally; and
 - (d) except in the case of a special resolution, or where a particular majority required by these Rules or the By-laws, the question must be decided on a majority of votes.
- (2) If votes are divided equally on a question, the Chairperson of the meeting has casting vote.
- (3) If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.
- (4) This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 24.

39 Special resolutions

A special resolution is passed if not less than three quarters of the members voting at a general meeting vote in favour of the resolution.

Note

In addition to certain matters specified in the Act, a special resolution is required—

- (a) to remove a committee member from office ;
- (b) to alter these Rules, including changing the name or any of the purposes of the Association.

40 Determining whether resolution carried

- (1) Subject to subsection (2), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been—
 - (a) carried; or
 - (b) carried unanimously; or
 - (c) carried by a particular majority; or
 - (d) lost—

and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.

- (2) If a poll (where votes are cast in writing) is demanded by three or more members entitled to vote on any question—
 - (a) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
 - (b) the Chairperson must declare the result of the resolution on the basis of the poll.
- (3) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- (4) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

41 Minutes of general meeting

- (1) The Management Committee must ensure that minutes are taken and kept of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must include—
 - (a) the number of affiliated Clubs represented by members at the meeting; and
 - (b) the financial statements submitted to the members in accordance with rule 30(4)(b)(ii); and
 - (c) the certificate signed by two Management Committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
 - (d) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5—MANAGEMENT COMMITTEE

Division 1—Powers of Management Committee

42 Role and powers

- (1) The business of the Association must be managed by or under the direction of a Management Committee.
- (2) The Management Committee has the power to perform all such acts and things as appear to the Management Committee to be essential for the proper management of the business and affairs of the Association except those powers and functions that these Rules or the Act require to be exercised by general meetings of the members of the Association.
- (3) The Management Committee may—
 - (a) appoint and remove staff;
 - (b) establish subcommittees consisting of members and other relevant persons with terms of reference it considers appropriate, provided always that a majority of the subcommittee shall be members of the Association.

43 Delegation

- (1) The Management Committee may delegate to a member of the Committee, a subcommittee or staff, any of its powers and functions other than—
 - (a) this power of delegation; or
 - (b) a duty imposed on the Committee by the Act or any other law.

- (2) The delegation must be in writing and may be subject to the conditions and limitations the Management Committee considers appropriate.
- (3) The Management Committee may, in writing, revoke a delegation wholly or in part.

Division 2—Composition of Management Committee and duties of members

44 Composition of Management Committee

The Management Committee consists of—

- (a) a President; and
- (b) a Vice-President; and
- (c) a Treasurer; and
- (d) a Secretary; and
- (e) an Assistant Secretary; and
- (f) a Match and Permit Committee of seven consisting of the Secretary and the Assistant Secretary, plus five (5) ordinary members.

45 General Duties

- (1) As soon as practicable after being elected or appointed to the Management Committee, each committee member must become familiar with these Rules and the Act.
- (2) The Management Committee is collectively responsible for ensuring that the Association complies with the Act and that individual Committee members comply with these Rules.
- (3) Management Committee members must exercise their powers and discharge their duties—
 - (a) with reasonable care and diligence; and
 - (b) in good faith in the best interests of the Association; and
 - (c) for a proper purpose.
- (4) Management Committee members and former committee members must not make improper use of—
 - (a) their position; or
 - (b) information acquired by virtue of holding their position—so as to gain an advantage for themselves or any other person or to cause detriment to the Association.

Note

See also Division 3 of Part 6 of the Act which sets out the general duties of the office holders of an incorporated association.

- (5) In addition to any duties imposed by these Rules, a committee member must perform any other duties imposed from time to time by resolution at a general meeting.

46 President and Vice-President

- (1) Subject to subrule (2), the President or, in the President's absence, the Vice-President is the Chairperson for any general meetings and for any Management Committee meetings.
- (2) If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be—
 - (a) in the case of a general meeting—a member elected by the other members present; or
 - (b) in the case of a Management Committee meeting—a committee member elected by the other committee members present.

47 Secretary

- (1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.

Example

Under the Act, the secretary of an incorporated association is responsible for lodging documents of the association with the Registrar.

- (2) The Secretary must—
 - (a) maintain the register of members in accordance with rule 18; and
 - (b) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 70(3), all books, documents and securities of the Association in accordance with rules 72 and 75; and
 - (c) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
 - (d) perform any other duty or function imposed on the Secretary by these Rules.
- (3) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

48 Treasurer

- (1) The Treasurer must—
 - (a) receive all monies paid to or received by the Association; and
 - (b) ensure that all monies received are paid into an account of the Association within 10 working days after receipt; and
 - (c) make any payments authorised by the Management Committee or by a general meeting of the Association from the Association's funds; and
 - (d) ensure cheques are signed and electronic payments are authorised by any two of the Treasurer, Secretary or President; and
 - (e) submit a financial statement and all accounts for payment at each General Meeting.
- (2) The Treasurer must—
 - (a) ensure that the financial records of the Association are kept in accordance with the Act; and
 - (b) coordinate the preparation of the financial statements of the Association and their certification by the Management Committee; and
 - (c) submit the financial statements and related documents for approval by the Auditor prior to their submission to the annual general meeting of the Association.
- (3) The Treasurer must ensure that at least one other Management committee member has access to the accounts and financial records of the Association.

Division 3—Election of Management Committee members and tenure of office

49 Who is eligible to be a Management Committee member

A member is eligible to be elected or appointed as a Management Committee member if the member—

- (a) is 18 years or over; and
- (b) is entitled to vote at a general meeting.

50 Positions to be declared vacant

At the annual general meeting of the Association, after the annual report and financial statements of the Association have been received, the Chairperson of the meeting must

declare all positions on the Management Committee vacant and hold elections for those positions in accordance with rules 51 to 54.

51 Nominations

- (1) Prior to the election of each position, the Chairperson of the meeting must call for nominations to fill that position.
- (2) An eligible member of the Association may with the member's consent, be nominated by another member.(3)Nominations for candidates may be made —
 - (a) in writing signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination), and delivered to the Secretary of the Association before the holding of the annual general meeting; or
 - (b) verbally at the time of the annual general meeting. Nominations made verbally must be seconded.
- (4) A member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.

52 Election of President etc.

- (1) At the annual general meeting, separate elections must be held for each of the following positions—
 - (a) President;
 - (b) Vice-President;
 - (c) Treasurer;
 - (d) Secretary; and
 - (e) Assistant Secretary.
- (2) If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.
- (3) If more than one member is nominated, a ballot must be held in accordance with rule 54.
- (4) On his or her election, the new President may take over as Chairperson of the meeting.

53 Election of ordinary members

- (1) The annual general meeting must by resolution appoint five (5) ordinary members to the Management Committee for the next year, who shall be members of the Match and Permit Committee.
- (2) A single election may be held to fill all of those positions.
- (3) If the number of members nominated for the position of ordinary committee member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position.
- (4) If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 54.

54 Ballot

- (1) If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.
- (2) The returning officer must not be a member nominated for the position.
- (3) Before the ballot is taken, each candidate may make a short speech in support of his or her election.
- (4) The election must be by secret ballot.
- (5) The returning officer must give a blank piece of paper to each member present in person who is entitled to vote.

- (6) If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.
- (7) If the ballot is for more than one position—
 - (a) the voter must write on the ballot paper the name of each candidate for whom they wish to vote;
 - (b) the voter must not write the names of more candidates than the number to be elected.
- (8) Ballot papers that do not comply with subrule (7)(b) are not to be counted.
- (9) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- (10) The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
- (11) If the returning officer is unable to declare the result of an election under subrule (10) because 2 or more candidates received the same number of votes, the returning officer must conduct a further election for the position in accordance with subrules (4) to (10) to decide which of those candidates is to be elected.

55 Term of office

- (1) Subject to subrule (3) and rule 56, a Management Committee member holds office until the positions of the Management Committee are declared vacant at the next annual general meeting.
- (2) A Management Committee member may be re-elected.
- (3) A general meeting of the Association may—
 - (a) by special resolution remove a Management Committee member from office; and
 - (b) elect an eligible member of the Association to fill the vacant position in accordance with this Division.
- (4) A member who is the subject of a proposed special resolution under subrule (3)(a) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- (5) The Secretary or the President may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

56 Vacation of office

- (1) A Management Committee member may resign from the Management Committee by written notice addressed to the Management Committee.
- (2) A person ceases to be a Management Committee member if he or she—
 - (a) ceases to be a member of the Association; or
 - (b) fails to attend 3 consecutive Management Committee meetings (other than special or urgent committee meetings) without leave of absence under rule 67; or
 - (c) otherwise ceases to be a Management Committee member by operation of section 78 of the Act.

Note

A Management Committee member may not hold the office of secretary if they do not reside in Australia.

57 Filling casual vacancies

- (1) The Management Committee may appoint an eligible member of the Association to fill a position on the Committee that—

- (a) has become vacant under rule 56; or
 - (b) was not filled by election at the last annual general meeting.
- (2) If the position of Secretary becomes vacant, the Management Committee must appoint a member to the position within 14 days after the vacancy arises.
 - (3) Rule 55 applies to any committee member appointed by the Management Committee under subrule (1) or (2).
 - (4) The Management Committee may continue to act despite any vacancy in its membership.

Division 4—Meetings of Management Committee

58 Meetings of Management Committee

- (1) The Management Committee must meet at least 4 times in each year at the dates, times and places determined by the Committee.
- (2) The date, time and place of the first committee meeting must be determined by the members of the Management Committee as soon as practicable after the annual general meeting of the Association at which the members of the Management Committee were elected.
- (3) Special Management Committee meetings may be convened by the President or by any 4 members of the Committee.

59 Notice of meetings

- (1) Notice of each Management Committee meeting must be given to each committee member no later than 7 days before the date of the meeting.
- (2) Notice may be given of more than one Management Committee meeting at the same time.
- (3) The notice must state the date, time and place of the meeting.
- (4) If a special Management Committee meeting is convened, the notice must include the general nature of the business to be conducted.
- (5) The only business that may be conducted at the meeting is the business for which the meeting is convened.

60 Urgent meetings

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 59 provided that as much notice as practicable is given to each committee member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the Management Committee.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

61 Procedure and order of business

- (1) The procedure to be followed at a meeting of a Committee must be determined from time to time by the Management Committee.
- (2) The order of business may be determined by the members present at the meeting.

62 Use of technology

- (1) Management Committee members are expected to be physically present to participate in a Committee meeting.
- (2) With the prior approval of the Chairperson, a Management Committee member who is not able to be physically present at a committee meeting may participate in the meeting by the use of technology that allows that committee member and the committee

members present at the meeting to clearly and simultaneously communicate with each other.

- (3) In Emergency circumstances (e.g. pandemic), a committee meeting may be conducted using technology that allows members to clearly and simultaneously communicate with each other without members being physically in the same location.
- (4) For the purposes of this Part, a committee member participating in a committee meeting as permitted under sub-clause (2) or (3) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

63 Quorum

- (1) No business may be conducted at a Management Committee meeting unless a quorum is present during the time when the meeting is considering that item.
- (2) A majority of the Management Committee members holding office constitute a quorum for the transaction of the business of a Management Committee meeting. The members must be physically present or as allowed under rule 62.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a Management Committee meeting—
 - (a) in the case of a special meeting—the meeting lapses;
 - (b) in any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 59.

64 Voting

- (1) On any question arising at a Management Committee meeting, each committee member present at the meeting has one vote.
- (2) A motion is carried if a majority of Management Committee members present at the meeting vote in favour of the motion.
- (3) Subrule (2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Management Committee.
- (4) If votes are divided equally on a question, the Chairperson of the meeting has a second (casting) vote.
- (5) Voting by proxy is not permitted.

65 Conflict of interest

- (1) A Management Committee member who has a material personal interest in a matter being considered at a Management Committee meeting must disclose the nature and extent of that interest to the Committee.
- (2) The member—
 - (a) must not be present while the matter is being considered at the meeting; and
 - (b) must not vote on the matter.

Note

Under section 81(3) of the Act, if there are insufficient committee members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.

- (3) This rule does not apply to a material personal interest—
 - (a) that exists only because the member belongs to a class of persons for whose benefit the Association is established; or
 - (b) that the member has in common with all, or a substantial proportion of, the members of the Association.

66 Minutes of meeting

- (1) The Management Committee must ensure that minutes are taken and kept of each Management Committee meeting.
- (2) The minutes must record the following—
 - (a) the names of the members in attendance at the meeting;
 - (b) the business considered at the meeting;
 - (c) any resolution on which a vote is taken and the result of the vote;
 - (d) any material personal interest disclosed under rule 65.

67 Leave of absence

- (1) The Management Committee may grant a committee member leave of absence from committee meetings for a period not exceeding 6 months.
- (2) The Management Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the committee member to seek the leave in advance.

PART 6—FINANCIAL MATTERS

68 Source of funds

The funds of the Association may be derived from team entry fees, annual affiliation fees, donations, fund-raising activities, grants, interest and any other sources approved by the Management Committee.

69 Management of funds

- (1) The Association must open one or more accounts with one or more financial institutions from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (2) Subject to any restrictions imposed by a general meeting of the Association, the Management Committee may approve expenditure on behalf of the Association.
- (3) The Management Committee may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two of the Treasurer, Secretary or President. Electronic transactions must be authorised by any two of the Treasurer, Secretary or President.
- (5) All funds of the Association must be deposited into a financial account of the Association no later than 10 working days after receipt.
- (6) With the approval of the Management Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

70 Financial records

- (1) The Association must keep financial records that—
 - (a) correctly record and explain its transactions, financial position and performance; and
 - (b) enable financial statements to be prepared as required by the Act.
- (2) The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- (3) The Treasurer must keep in his or her custody, or under his or her control—
 - (a) the financial records for the current financial year; and

- (b) any other financial records as authorised by the Management Committee.

71 Financial statements

- (1) For each financial year, the Management Committee must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- (2) Without limiting subrule (1), those requirements include—
 - (a) the preparation of the financial statements;
 - (b) if required, the review or auditing of the financial statements;
 - (c) the certification of the financial statements by the Management Committee;
 - (d) the submission of the financial statements to the annual general meeting of the Association;
 - (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 7—GENERAL MATTERS

72 Common seal

- (1) The Association may have a common seal.
- (2) If the Association has a common seal—
 - (a) the name of the Association must appear in legible characters on the common seal;
 - (b) a document may only be sealed with the common seal by the authority of the Management Committee and the sealing must be witnessed by the signatures of two Management Committee members;
 - (c) the common seal must be kept in the custody of the Secretary.

73 Registered address

The registered address of the Association is—

- (a) the address determined from time to time by resolution of the Management Committee; or
- (b) if the Management Committee has not determined an address to be the registered address—the postal address of the Secretary.

74 Notice requirements

- (1) Any notice required to be given to a member or a Management Committee member under these Rules may be given—
 - (a) by handing the notice to the member personally; or
 - (b) by sending it by post to the member at the address recorded for the member on the register of members; or
 - (c) by email or facsimile transmission.
- (2) Subrule (1) does not apply to notice given under rule 60.
- (3) Any notice required to be given to the Association or the Management Committee may be given—
 - (a) by handing the notice to a member of the Management Committee; or
 - (b) by sending the notice by post to the registered address; or
 - (c) by leaving the notice at the registered address; or
 - (d) if the Management Committee determines that it is appropriate in the circumstances—

- (i) by email to the email address of the Association or the Secretary; or
 - (ii) by facsimile transmission to the facsimile number of the Association.
- (4) Where a document is properly addressed pre-paid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

75 Custody and inspection of books and records

- (1) Members may on request inspect free of charge—
- (a) the register of members;
 - (b) the minutes of general meetings;
 - (c) subject to subrule (2), the financial records, books, securities and any other relevant document of the Association, including minutes of Management Committee meetings.

Note

See note following rule 18 for details of access to the register of members.

- (2) The Management Committee may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- (3) The Management Committee must on request make copies of these rules available to members and applicants for membership free of charge.
- (4) Subject to subrule (2), a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.
- (5) For purposes of this rule—
- relevant documents** means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following—
- (a) its membership records;
 - (b) its financial statements;
 - (c) its financial records;
 - (d) records and documents relating to transactions, dealings, business or property of the Association.

76 Winding up and cancellation

- (1) The Association may be wound up voluntarily by special resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.
- (3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual members.
- (4) The body to which the surplus assets are to be given must be decided by special resolution.

77 Alteration of Rules

These Rules may only be altered by special resolution at an annual general meeting or a special general meeting called for that purpose.

Note

An alteration of these Rules does not take effect unless or until it is approved by the Registrar. If these Rules (other than rule 1, 2 or 3) are altered, the Association is taken to have adopted its own rules, not the model rules.

78 By-Laws

The Association may make such By-Laws as may be necessary to govern competitions and such other matters as it deems necessary for the effective administration of the Association.

79 Rulings

The Management Committee may make rulings in relation to any matters which are not covered or provided for in these Rules or the By-laws and may seek the endorsement of these rulings by members of the Association at a general meeting.

80 Association boundary

- (1) The Association must adopt a boundary defining the geographical area within which the courts of affiliated clubs must be located.
- (2) The boundary must be adopted, and may only be altered, by special resolution at an annual general meeting or a special general meeting.

