

NORTH SUBURBAN NIGHT TENNIS ASSOCIATION INC.

CONSTITUTION

Revised 23rd August 2010

NORTH SUBURBAN NIGHT TENNIS ASSOCIATION INC.

CONSTITUTION

Name

1. (1) The name of the incorporated Association is North Suburban Night Tennis Association Incorporated.
- (2) The objects of the Association are:-
 - (a) The encouragement and promotion of the game and sport of Tennis, and
 - (b) The organization and management of team tennis competitions for teams nominated by affiliated Clubs

Interpretation

2. (1) In these rules, unless the contrary intention appears -

“**Competition**” means either the Ladies’ competition, Men’s competition or the Mixed competition.

“**Financial Year**” means the year ending 30th June.

“**General Meeting**” means a General Meeting of members convened in accordance with Rule 11.

“**Member**” means a member of the Association.

“**Ordinary Member of the Committee**” means a member of the General Committee who is not an Officer of the Association under Rule 21.

“**The Act**” means the *Associations Incorporation Act* 1981.

“**The Regulations**” means regulations under the Act.
- (2) In the Rules, a reference to the Secretary of the Association is a reference:-
 - (a) where a person holds office under these Rules as Secretary of the Association - to that person; and
 - (b) in any other case, to the public officer of the Association.
- (3) Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the *Acts Interpretation Act* 1958 and the Act as in force from time to time.
- (4) For the purpose of this Constitution words importing the singular include the plural and vice versa and masculine and feminine and vice versa.

Application for Membership

3. (1) A nomination by a Club or other Association for affiliation with the Association shall be made in writing and lodged with the Secretary of the Association.
- (2) As soon as is practicable after receipt of nomination for affiliation, the Secretary shall refer the nomination to the General Committee.
- (3) Upon nomination being referred to the General Committee, the General Committee shall determine whether to approve or to reject the nomination.
- (4) Upon nomination being approved by the General Committee the Secretary shall with as little delay as possible notify the nominating Club or Association that it has been approved for affiliation with the Association.
- (5) A natural person who is nominated as provided for in these rules by an affiliated Club or Association is eligible to be a member of the Association on payment of affiliation fees payable under these rules.
- (6) A nomination of a person for membership of the Association shall be made in writing lodged with the Secretary of the Association.
- (7) 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 in the register of members kept by him.
- (8) (a) Each affiliated Club or other Association shall nominate not more than two (2) persons to be members of the Association at any one time.
- (b) 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 stead.
- (9) As the member elected President shall have no voting power other than a casting vote his Club shall nominate another member whilst he holds office.
- (10) If an Officer of the Association as described in Rule 21(1) should cease to be a Club nominee during his term of office the General Committee may decide by a two-thirds majority to 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.
- (11) A right, privilege or obligation of a person by reason of his membership of the Association is not capable of being transferred or transmitted to another person, and shall terminate upon the cessation of membership whether by death or resignation or otherwise.

Annual Affiliation Fee

4. (1) The annual affiliation fee shall be such amount as is determined by the Annual General Meeting and shall be payable immediately following the Annual General Meeting.
- (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.

Register of Members

5. The Secretary shall keep and maintain a register of members in which shall be entered the full name and address and date of entry and the name of each member and the register shall be available for inspection by members at the address of the Public Officer.

6. Not used.

7. Not used.

Annual General Meeting

8. (1) The Association shall in July of each calendar year convene an Annual General Meeting of its members.
- (2) The Annual General Meeting shall be held on such day as the Secretary determines.
- (3) The Annual General Meeting shall be specified as such in the notice convening it.
- (4) The ordinary business of the Annual General Meeting shall be:-
- (a) To confirm the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting.
 - (b) To receive reports upon the transactions of the Association during the last preceding financial year.
 - (c) To elect officers of the Association.
 - (d) To receive and consider the statement submitted by the Association in accordance with section 30(3) of the Act.
 - (e) To appoint at least one Auditor who shall prior to the following Annual General Meeting or at any time the General Committee may direct audit the books, documents and financial operating statement of the Association.
- (5) The Annual General Meeting may transact special business of which notice is 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.

Special General Meeting

9. All General Meetings other than the Annual General Meeting and those held as per rule 11(1) shall be called Special General Meetings.
10. (1) The General Committee may, whenever it thinks fit convene a Special General Meeting of the Association and where, but for this sub-clause, more than 15 months would lapse between Annual General Meetings shall convene a Special General Meeting before the expiration of that period.
- (2) The Management Committee shall, on the requisition in writing of members representing not less than 10% of the total number of members, convene a Special General Meeting of the Association.
- (3) The requisition for a Special General Meeting shall state the objects of the meeting and shall be signed by the members making the requisition and be sent to the address of the Secretary and may consist of several documents in a like form each signed by one or more of the members making the requisition.

- (4) If the Management Committee does not cause a Special General Meeting to be held within one month after the date on which the requisition is sent to the address of the Secretary, the members making the requisition, or any of them, may convene a Special General Meeting to be held not later than 3 months after that date.
- (5) A Special General Meeting convened by members in pursuance of these rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Management Committee and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the members incurring the expenses.
- (6) The Secretary shall notify all affiliated clubs and Association in writing of the agenda, place, date, and time of any Special General Meeting. Such notice to be given at least 7 days in advance.

Notice of Meeting

11. (1) The General Committee of the Association shall meet two (2) times per season at a place, date and time nominated by the Secretary.
- (2) A member desiring to bring any business before a meeting may give notice of that business in writing to the Secretary who shall include that business in the notice calling the next General Meeting after the receipt of the notice.
- (3) Any affiliated club not represented at an Annual, Special or General Meeting shall be fined such sum as may be determined by the General Committee from time to time.

Proceedings at Meetings

12. (1) All business that is transacted at a Special General Meeting and all business that is transacted at the Annual General Meeting with the exception of that specially referred to in these rules as being the ordinary business of the Annual General Meeting shall be deemed to be special business.
- (2) No item of business shall be transacted at a General Meeting (means General, Special or Annual), unless a quorum of members entitled under these rules to vote is present during the time when the meeting is considering that item.
- (3) Members personally present from more than half the number of clubs affiliated (being members entitled under these rules to vote at a General Meeting) constitute a quorum for the transaction of the business of a General Meeting.
- (4) If within half an hour after the appointed time for the commencement of a General Meeting (means General, Special or Annual), a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand 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 if at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting the members present (being not less than 5) shall be a quorum.
13. (1) The President, or in his absence, the Vice-President, shall preside as Chairperson at each General Meeting of the Association.
- (2) If the Chairperson and the Vice-President are absent from a General Meeting the members present shall elect one of their number to preside as Chairperson at the meeting.

14. (1) The Chairperson of a General Meeting at which a quorum is present may with the consent of the meeting adjourn the meeting from time to time and place to place but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where a meeting is adjourned for 14 days or more a like notice of the adjourned meeting shall be given as in the case of a General Meeting.
- (3) Except as provided in sub-clauses (1) and (2b) it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
15. A question arising at a General Meeting of the Association shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairperson that a resolution has on a show of hands been carried or carried unanimously or carried by a particular majority or lost and an entry to that effect in the minute book of the Association is evidence of the fact without proof of a number or proportion of the votes recorded in favour of or against that resolution.
16. (1) Upon any question arising at a General Meeting of the Association only one (1) member representing each affiliated Club may vote (i.e. one vote per club).
- (2) All votes shall be given personally; proxy voting is not allowed.
- (3) In the case of an equality of voting on a question the Chairperson of the meeting is entitled to exercise a casting vote.
- (4) Members representing affiliated associations may attend and speak at meetings but shall not vote.
17. (1) If at a meeting a poll on any question is demanded by not less than three members it shall be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- (2) A poll that is demanded on the election of a Chairperson or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairperson may direct.
18. A member is not entitled to vote at any General Meeting unless all moneys due and payable by his club or association to the Association have been paid other than the amount of the annual affiliation fee payable in respect of the current financial year.
19. Not used.

Management Committee

20. (1) The affairs of the Association shall be managed by a Management Committee constituted as provided in Rule 21.
- (2) The Management Committee:-
 - (a) shall control and manage the business and affairs of the Association.
 - (b) may, subject to these Rules, the Regulations and the Act, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by General Meetings of the members of the Association, and
 - (c) subject to these Rules, the Regulations and the Act, 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.

21. (1) The officers of the Association shall be:-
- (a) a President
 - (b) a Vice-President
 - (c) a Treasurer
 - (d) a Secretary
 - (e) an Assistant Secretary
 - (f) A Match & Permit Committee of seven including the Secretary and the Assistant Secretary
- (2) The provisions of Rule 23 so far as they are applicable and with the necessary modifications apply to and in relation to the election of persons to any of the offices mentioned in sub-clause (1).
- (3) Each officer of the Association shall hold office until the Annual General Meeting next after the date of his election but is eligible for re-election.
- (4) In the event of a casual vacancy in any office referred to in sub-clause (1) the Management Committee may appoint one of its members to the vacant office and the member so appointed may continue in office up to and including the conclusion of the Annual General Meeting next following the date of his appointment.

General Committee

22. (1) Subject to Section 23 of the Act the General Committee shall consist of:-
- (a) the officers of the Association, each of whom shall be elected at the Annual General Meeting of the Association in each year, and
 - (b) all ordinary members who have not been elected as officers of the Association.
- (2) In the event of a casual vacancy occurring in the office of an ordinary member of the General Committee Rule 3(8)(b) should be observed.

Election of Officers and Vacancy

23. (1) Nominations for candidates for election as officers of the Association shall be made from among members whose names appear on the Register described in Rule 5 and
- (a) may be made 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.
 - (b) or may be made verbally at the time of the Annual General Meeting.
- (2) If the number of nominations received is equal to the number of vacancies to be filled the persons nominated shall be deemed to be elected.
- (3) If the number of nominations exceeds the number of vacancies to be filled a ballot shall be held.
- (4) A ballot for the election of officers of the Management Committee shall be conducted at the Annual General Meeting in such usual and proper manner as the General Committee may direct.

24. For the purpose of these Rules the office of an officer of the Association becomes vacant if the officer:-
- (a) ceases to be a member of the Association
 - (b) becomes an insolvent under administration within the meaning of the Companies (Victoria) Code, or
 - (c) resigns his office by notice in writing given to the Secretary.

Proceedings of the General Committee

25. (1) The Management Committee shall meet as part of the General Committee as per Rule 11(1).
- (2) The quorum and procedures shall be as for General Meetings as per Rule 12.

Secretary

26. The Secretary of the Association shall keep minutes of the resolutions and proceedings of each General Meeting in a book provided for that purpose together with a record of the names of persons present.

Treasurer

27. (1) The Treasurer of the Association:-
- (a) shall collect and receive all moneys due to the Association and make all payments authorized by the Association; and
 - (b) shall keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association and shall submit a financial statement and all accounts for payment at each General Meeting.
- (2) The accounts and books referred to in sub-clause (1) shall be available for inspection by members.

Removal of a Member of the General Committee

28. (1) The Association in General Meeting may by resolution declare any member of the General Committee unacceptable and request the relevant affiliated club to nominate a replacement member. If the member is an officer of the Association (as per Rule 21(1)) removed before the expiration of his term of office, the General Committee may appoint another member in his stead to hold office until the expiration of the term of the first-mentioned member.
- (2) Where the member to whom a proposed resolution referred to in sub-clause (1) makes representations in writing to the Secretary or President of the Association (not exceeding a reasonable length of time) and requests that they be notified to the members of the Association, the Secretary or the President may send a copy of the representations to each member of the Association or, if they are not so sent, the member may require that they be read out at the meeting.

Cheques

29. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two of the Treasurer, Secretary or President.

Seal

30. (1) The Common Seal of the Association shall be kept in the custody of the Secretary.
- (2) The Common Seal shall not be affixed to any instrument except by the authority of the General Committee and the affixing of the Common Seal shall be attested by the signatures either of two members of the Management Committee or of one member of the Management Committee and of the Public Officer of the Association.

Alteration of Rules and Statement of Purposes

31. These rules and Statement of Purposes of the Association shall not be altered except by Special Resolution of which Clubs have 21 days' notice, and which is passed by a three-fourths majority of members present at a Special General Meeting called for that purpose or at an Annual General Meeting.

Notices

32. (1) A notice may be served by or on behalf of the Association upon any member either personally or by sending it by post to the member at his address shown in the Register of Members.
- (2) 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.

Winding Up or Cancellation

33. In the event of winding up or the cancellation of the Incorporation of the Association the assets of the Association shall be disposed of in accordance with the provision of the Act.

Custody of Records

34. Except as otherwise provided in these rules the Secretary shall keep in his custody or under his control all books, documents and securities of the Association.

Funds

35. (1) The funds of the Association shall be derived from team entry fees, annual subscriptions, affiliation fees, donations and such other sources as the General Committee determines.
- (2) The Assets and income of the Association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to the members of the Association except as bona fide remuneration for services rendered or expenses incurred on behalf of the Association.

Life Members

36. Life members may be elected to the Association with the following provisions:-
- (a) by notice of motion
 - (b) by a two-thirds majority of members voting at a special General Meeting or the Annual General Meeting
 - (c) life members may hold elected office (as per clause 21) and retain all privileges of any other member
 - (d) no more than 4 life members, who are not nominated delegates for their affiliated clubs, to hold elected office at any one time.

Appeals

37. Appeals against the rulings of any sub-Committee may be made to the General Committee and the ruling of the General Committee shall be taken as final.

Rulings

38. The General Committee shall decide any questions that may arise which are not covered or provided for in the Rules and By-Laws and its decision shall be final.

By-Laws

39. 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.

INDEX	Rule/s
Name of Association	1
Interpretation	2
Application for Membership	3
Annual Affiliation Fee	4
Register of Members	5
Annual General Meeting	8
Special General Meeting	9 - 10
Notice of Meeting	11
Proceedings at Meetings	12 - 18
Management Committee	20 - 21
General Committee	22
Election of Officers and Vacancy	23 - 24
Proceedings of the General Committee	25
Secretary	26
Treasurer	27
Removal of a Member of the General Committee	28
Cheques	29
Seal	30
Alteration of Rules and Statement of Purposes	31
Notices	32
Winding Up or Cancellation	33
Custody of Records	34
Funds	35
Life Members	36
Appeals	37
Rulings	38
By-Laws	39