



CONSTITUTION

of

HORNSBY KURING-GAI DISTRICT TENNIS ASSOCIATION INCORPORATED

September 2019

CONTENTS

Part 1 - Preliminary

1. THE NAME
2. BOUNDARIES OF THE ASSOCIATION
3. DEFINITIONS
4. INTERPRETATIONS
5. OBJECTIVES

Part 2 - Membership

6. MEMBERSHIP GENERALLY
7. MEMBERSHIP QUALIFICATIONS
8. LIFE MEMBERSHIP
9. GOLD MEMBERSHIP
10. JUNIOR MEMBERSHIP
11. NOMINATION FOR MEMBERSHIP
12. CESSATION OF MEMBERSHIP
13. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE
14. RESIGNATION OF MEMBERSHIP
15. REGISTER OF MEMBERS
16. FEES, SUBSCRIPTIONS, ETC
17. MEMBERS' LIABILITIES
18. DISCIPLINING OF MEMBERS
19. RIGHT OF APPEAL OF DISCIPLINED MEMBER
20. NOTIFICATION TO MEMBERS

Part 3 – The Committee

21. POWERS OF THE COMMITTEE
22. COMPOSITION AND MEMBERSHIP OF COMMITTEE
23. NOMINATION & ELECTION OF OFFICE-BEARERS AND COMMITTEE MEMBERS
24. DUTIES OF OFFICE-BEARERS
25. CASUAL VACANCIES
26. REMOVAL OF COMMITTEE MEMBERS
27. COMMITTEE MEETINGS AND QUORUM
28. USE OF TECHNOLOGY AT COMMITTEE MEETINGS
29. DELEGATION BY COMMITTEE TO SUB-COMMITTEE
30. VOTING AND DECISIONS

31. INTERPRETATION OF THE RULES
32. ALTERATION OF CLAUSES
33. RECOMMITTAL OF RESOLUTION

Part 4 – General Meetings

34. ANNUAL GENERAL MEETING – holding of
35. ANNUAL GENERAL MEETING – calling of and business at
36. GENERAL MEETINGS
37. SPECIAL MEETINGS – calling of
38. SPECIAL RESOLUTION
39. NOTICE
40. QUORUM FOR GENERAL MEETINGS
41. PRESIDING MEMBER
42. ADJOURNMENT
43. MAKING OF DECISIONS
44. VOTING
45. PROXY VOTES NOT PERMITTED
46. POSTAL OR ELECTRONIC BALLOTS
47. USE OF TECHNOLOGY AT GENERAL MEETINGS
48. CORRESPONDENCE
49. PECUNIARY INTEREST
50. MATTERS NOT COVERED

Part 5 - Miscellaneous

51. INSURANCE
52. FUNDS - Sources
53. FUNDS - Management
54. ASSOCIATION IS NON-PROFIT
55. DISTRIBUTION OF PROPERTY ON WINDING UP OF ASSOCIATION
56. CHANGE OF NAME, OBJECTIVES & CONSTITUTION
57. CUSTODY OF BOOKS, ETC.
58. INSPECTION OF BOOKS, ETC.
59. SERVICE OF NOTICES
60. FINANCIAL YEAR

Part 1. Preliminary

1. THE NAME

The name of the Association shall be Hornsby Kuring-gai District Tennis Association Incorporated.

2. BOUNDARIES OF THE ASSOCIATION

The Association shall be the area commencing at the junction of Pacific Highway and Mona Vale Road, Pymble, then by a direct line north-east to source of a tributary of Cowan Creek, then by this tributary to Cowan Creek, then generally north along the high water mark of the western bank of Cowan Creek to Hawkesbury River, then generally west along the high water mark of the southern shores of Hawkesbury River to a point on the south bank of the Hawkesbury River at its junction with Berowra Creek then generally south along Berowra Creek to its intersection with Fish Ponds Creek then generally south along Fish Ponds Creek to the intersection of Pyes Creek and Thornleigh Creek then generally south along Thornleigh Creek to the point nearest to the northern end of Gumnut Road then generally south along the centre of Gumnut Road to its intersection with New Line Road then generally south along the centre of New Line Road to its intersection with Castle Hill Road, then east along centre of Castle Hill Road to Pennant Hills Road, then north along centre of Pennant Hills Road to Yarrara Street, then north along centre of Yarrara Street to Wells Street, then east along centre of Wells Street across railway line and across Pennant Hills Road along centre of Thornleigh Street to Thornleigh Park, then along southern boundary of Thornleigh Park to a point due east on the northern bank of Lane Cove River. Then south and east along high water mark of northern bank of Lane Cove River to Ryde Road and along the centre of Ryde Road, to the centre of Mona Vale Road, to the point of commencement.

3. DEFINITIONS

(1) In this Constitution the following words have the following meanings:

Adjournments may take place at an Annual General Meeting, General Meeting or Committee Meeting where a quorum is not present.

(a) Annual General Meeting: Clause 35 (3)

(b) Committee Meeting: Clause 27 (6 – 7)

(c) General Meeting: Clause 42 (1 – 3), means a Meeting of the Association pursuant to Clause 36

Annual Membership Fee as defined in Clause 16 (1 – 2(b))

Casual Vacancies as defined in Clause 25 (1 – 2 (j))

Committee means the Committee of the Association referred to in Clause 21

Committee Meeting is a Meeting of Office Bearers and elected Committee members held in accordance with Clause 27

Corporation Act means the Corporation Act (Commonwealth) 2001

Department of Fair Trading oversees the Incorporation Act

Director General means the Director General of the Department of Services, Technology and Administration.

Financial Year or Tennis Year means the period from 1st July to 30th June in any calendar year.

General Meeting or a Special General Meeting means a General Meeting of the Association, other than an Annual General Meeting.

Gold Member as defined in Clause 9.

Junior Member is a member under the age of 18.

Life Member as defined in Clause 8.

Member means any person irrespective of age who has paid an annual membership fee due on 1st July each calendar year. The amount will be determined by the Committee from year to year. Life Members and Gold Members do not pay a membership fee.

Ordinary Committee Member means a member of the Committee who is not an Office–Bearer of the Association.

Postal Ballots as defined in Clause 46.

President as defined in Clause 24 (1).

Public Officer as defined in Clause 24 (4).

Quorum:

(a) For Annual General Meetings Clause 35 (2).

(b) For Committee Meetings Clause 27 (5).

(c) For General Meetings Clause 40 (2).

Registered Player means any person irrespective of age who has been registered with a team and who has paid the prescribed fee for any Competition conducted during the Association's tennis year.

Secretary as defined in Clause 24 (3).

Sub-Committees as created and having the responsibilities in Clause 29.

Team means any group of players who have paid the prescribed competition fee and participated in any Competition conducted by the Association during the Association tennis year.

Team Captain means the team member appointed on an Entry Form to receive notices on behalf of the team named.

The Act means the Associations Incorporation Act 2009.

The Regulation means the Associations Incorporation Regulation 2016.

Treasurer as defined in Clause 24 (5).

Vice President as defined in Clause 24 (2).

4. INTERPRETATION

The Interpretation Act 1987 provisions of this Act apply to and in respect of this Constitution in the same manner as those provisions would apply if this Constitution were an instrument made under the Act.

(1) a reference to a function includes a reference to a power, authority and duty, and

- (2) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
- (3) a reference to a statute, ordinance code or other law includes regulations and other instruments under it and consolidations, amendments, re-enactments or replacements of any of them, occurring at any time.
- (4) headings are for convenience and do not affect the interpretation of this document.
- (5) paragraph number interpretation all from previous paragraphs.

5. OBJECTIVES

The objectives of the Association are:-

- (1) To sponsor, promote and control Tennis Competitions and Tournaments and tennis in general, particularly within the physical boundaries of the Association.
- (2) To co-operate with other bodies for the purpose of furthering interest in the game of tennis.
- (3) To purchase, lease, hire or otherwise acquire land, freehold or leasehold, so as to further the other objectives herein stated.
- (4) To construct tennis courts and/or buildings, and to lease, sell, exchange or otherwise deal with tennis courts, grounds, or building and accessories thereto.
- (5) To raise money by borrowing so as to further the other objectives herein stated.
- (6) To affiliate with and accept affiliation from other bodies as may, from time to time, be decided upon in the interests of tennis.
- (7) To do all such other acts and things whether of like or different nature to the above, and without prejudice to their generality, which the Association may think fit in connection with the game of tennis.

Part 2 - Membership

6. MEMBERSHIP GENERALLY

- (1) The Association shall consist of Members, Senior Members and Junior members who have paid their prescribed membership fees for that year. Life Members and Gold Members have their membership fees paid by the Association.
- (2) The Association reserves the right to refuse membership to any person without giving a reason.

7. MEMBERSHIP QUALIFICATIONS

A person is qualified to be a member of the Association if, but only if:

- (1) "the person" is a person referred to in Clauses 16 (1), (2(a) and 2(b). and has not ceased to be a member of the Association: or
- (2) "the person" is a person who;
 - a) has applied for membership of the Association as provided by our Clause 11, or

- b) has been approved for membership by the relevant Competition Secretary
- (3) is a Life Member or a Gold Member

8. LIFE MEMBERSHIP

An Annual General Meeting may, by a Resolution passed by a two-thirds majority of members present and entitled to vote, elect by written ballot, honorary Life Members. All Life Members so elected shall be members of the Committee, and may attend Meetings of the Committee and participate in all discussions without having voting rights, and, in addition, shall be entitled to enjoy the rights and privileges of members, free of charge. Only persons who have rendered distinguished service to the Association, and who are nominated by a motion pursuant to a recommendation of the Committee, shall be eligible to be so elected.

Additional entitlements:

- (a) Name on Life Member Board.
- (b) Gold badge for Life Member

9. GOLD MEMBERSHIP

A person who has been a member of the Association for 50 years.

Entitlements include:

- (a) Free membership for life.
- (b) Membership to Tennis NSW paid by the Association.
- (c) Name on Gold Members Board under title "50 years member."
- (d) Plaque of appreciation.

10. JUNIOR MEMBERSHIP

Junior membership shall apply to those members under the age of eighteen.

11. NOMINATION FOR MEMBERSHIP

A nomination of a person for membership to the Association:

- (1) must be made in writing on the Form provided, on an Entry Form for a Competition run by the Association, or by email or other electronic means as determined by the committee.
- (2) must be lodged with the Secretary of the Association or the relevant Competition Secretary.
- (3) The Secretary shall, after approval and payment of the necessary fees, enter the nominee's name in the Register of Members and, upon the name being so entered, the nominee becomes a member of the Association.

12. CESSATION OF MEMBERSHIP

A person ceases to be a member of the Association if the person:-

- (1) dies

- (2) resigns that membership
- (3) at the end of a tennis year fails to renew their membership
- (4) is expelled from the Association.

13. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

A right, privilege or obligation which a person has by reason of being a member of the Association is personal and

- (1) is not capable of being transferred or given to another person; and
- (2) terminates upon cessation of the person's membership.

14. RESIGNATION OF MEMBERSHIP

- (1) A member of the Association is not entitled to resign that membership except in accordance with this clause.
- (2) A member of the Association who has paid all amounts payable by the member to the Association in respect of the member's membership may resign from membership of the Association by first giving notice (being not less than one month or not less than such other period as the Committee may determine) in writing to the Secretary of the member's intention to resign and, upon the expiration of the period of notice, the member ceases to be a member.
- (3) Where a member of the Association ceased to be a member pursuant to Clause 13 (2), and in every other case where a member ceases to hold membership, the Secretary shall make an appropriate entry in the Register of Members recording the date on which the member ceased to be a member.

15. REGISTER OF MEMBERS

- (1) The Public Officer of the Association shall establish and maintain a Register of Members of the Association specifying the name and postal, residential or email address of each person who is a member of the Association together with a membership number and the date on which the person became a member.
- (2) The Register of Members shall be kept at the principal place of administration of the Association and shall be open for inspection, free of charge, by any member of the Association upon written request at any reasonable hour.
- (3) A member of the Association may obtain a copy of any part of the Register on payment of a fee of not more than \$1 for each page copied.
- (4) If a member requests that any information contained on the Register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- (5) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (a) the purposes of sending the person a newsletter, a notice in respect of a Meeting or other event relating to the Association or other material relating to the it: or
 - (b) any other purpose necessary to comply with a requirement of the Act or the

Regulation.

16. FEES AND SUBSCRIPTIONS

- (1) A member (including Junior members) of the Association shall, upon admission to membership, pay to the Association a fee as determined by the Committee.
- (2) In addition to any amount payable by the member (including Junior members) under Clause 16(1), a member of the Association shall pay to the Association an annual membership fee as determined by the Committee.
 - (a) before 1st July in each calendar year; or
 - (b) where the member becomes a member on or after 1st July in any calendar year - upon becoming a member and before 1st July in each succeeding calendar year.

17. MEMBERS' LIABILITIES

The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership to the Association as required by Clause 16.

18. DISCIPLINING OF MEMBERS

- (1) Where the Committee is of the opinion that a member of the Association;
 - (a) has persistently refused or neglected to comply with a provision or provisions of these Clauses; or
 - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Association.The Committee may, by Resolution, of a simple majority of the Committee:
 - (c) expel the member from the Association; or
 - (d) suspend the member from membership of the Association for a specified period.
- (2) The Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) A Resolution of the Committee under Clause 18(1) is of no effect unless the Committee, at a Meeting held not earlier than 14 days and not later than 28 days after service on the member of a Notice under Clause 18(4), confirms the Resolution in accordance with this clause.
- (4) Where the Committee passes a Resolution under Clause 18(1), the Secretary shall, as soon as practicable, cause a Notice in writing to be served on the member;
 - (a) setting out the Resolution of the Committee and the grounds on which it is based;
 - (b) stating that the member may address the Committee at a Meeting to be held not earlier than 14 days and not later than 28 days after service of the Notice;
 - (c) stating the date, place and time of that Meeting: and
 - (d) inform the member that they or their representative may do either or both of the

following:-

- (i) attend and speak at that Meeting: or
 - (ii) submit to the Committee at or prior to the date of that Meeting written representations relating to the Resolution.
- (5) At a Meeting of the Committee held as referred to in Clause 18(4), the Committee shall:-
- (a) give to the member or their representative an opportunity to make oral representations:
 - (b) give due consideration to any written representations submitted to the Committee by the member at or prior to the Meeting: and
 - (c) by Resolution determine whether to confirm or to revoke the Resolution.
- (6) Where the Committee confirms a Resolution under Clause 18(5), the Secretary shall, within seven days after that confirmation, by Notice in writing, inform the member of the fact and of the member's right of appeal under Clause 19.
- (7) A Resolution confirmed by the Committee under Clause 18(5) does not take effect:-
- (a) until the expiration of the period within which the member is entitled to Appeal against the Resolution where the member does not exercise the Right of Appeal within that period: or
 - (b) where within that period the member exercises the Right of Appeal, unless and until the Association confirms the Resolution pursuant to Clause 18(5).

19. RIGHT OF APPEAL OF DISCIPLINED MEMBER

- (1) A member may appeal to the Association at a General Meeting against a Resolution of the Committee which confirmed under Clause 17(5) within 7 days after Notice of the Resolution is served on the member, by lodging with the Secretary a Notice to that effect.
- (2) The Notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the Appeal
- (3) Upon receipt of a Notice from a member under Clause 19(1), the Secretary shall notify the Committee which shall convene a General Meeting to be held within 28 days after the date on which the Secretary received the Notice.
- (4) At a General Meeting of the Association convened under Clause 19(3):
 - (a) no business other than the question of the Appeal shall be transacted:
 - (b) the Committee and the member shall be given the opportunity to state their respective cases orally or in writing, or both; and
 - (c) the members present shall vote by written ballot on the question of whether the Resolution should be confirmed or revoked.
- (5) The Appeal is to be determined by a simple majority of votes cast by members of the Association.

20. NOTIFICATION TO MEMBERS

All matters placed under the Notice of the person considered by the Committee to be the

Captain of a team shall be considered as Notice to those who are members of such team.

Part 3 – The Committee

21. POWERS OF THE COMMITTEE

Subject to the Act, the Regulations, and this Constitution and to any Resolution passed by the Association in a Committee Meeting, the Committee

- (1) is to control and manage the affairs of the Association;
- (2) may exercise all such functions as may be exercised by the Association, other than those functions that are required by this Constitution to be exercised by a General Meeting of members of the Association; and
- (3) has power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the Association.

22. COMPOSITION AND MEMBERSHIP OF COMMITTEE

- (1) The Committee is to consist of:
 - (a) the Office-Bearers of the Association who have voting rights: and
 - (b) at least 3 ordinary committee members, each of whom is to be elected at the Annual General Meeting of the Association pursuant to Clause 23.
- (2) The maximum number of Committee members is to be 9
- (3) The Office-Bearers of the Association are as follows:
 - (a) President
 - (b) Vice President,
 - (c) Treasurer
 - (d) Secretary
- (4) A Committee member may hold up to 2 offices (other than both the President and Vice President offices.
- (5) A Committee member may hold the office of President for a maximum of five consecutive terms. In addition, a Committee member may only hold the position of President for 5 terms (consecutive or otherwise) during any period of 10 years.
- (6) Each member of the Committee shall, subject to this Constitution, hold office until the conclusion of the Annual General Meeting following the date of the member's election, but is eligible for re-election.
- (7) In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office, subject to these clauses, until the conclusion of the next Annual General Meeting following the date of the appointment.
- (8) All members of the Committee shall be either members and/or registered players over 18 years of age of teams playing on courts situated within the Association's boundaries.

- (9) No member currently employed by the Association or engaged as a contractor paid by the Association shall be eligible to be elected as a committee member.

23. ELECTION OF OFFICE BEARERS AND COMMITTEE MEMBERS

- (1) Nominations of candidates for election as office-bearers of the Association or as ordinary Committee members:
- (a) shall be made in writing, signed by 2 members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the nomination form);
 - (b) all nominations must be delivered to the Secretary at least 10 days before the Annual General Meeting.
 - (c) members of the Association entitled to vote at the Annual General Meeting shall be notified of such nominations 7 days prior to the Annual General Meeting. Such Notice shall be given in accordance with Clause 20.
- (2) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the Annual General Meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the Committee shall be deemed to be casual vacancies.
- (4) 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.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
- (6) The ballot for the election of office-bearers and ordinary members of the Committee is to be conducted at the Annual General Meeting in such usual and proper manner as the Committee may direct.
- (7) A person nominated as a candidate for election as an office-bearer or as an ordinary Committee member of the Association must be a member of the Association.

24. DUTIES OF OFFICER-BEARERS

- (1) President - It shall be the duty of the President to act as Chairman of all Meetings of the Association. The President shall be responsible to uphold the Constitution of the Association at all times and to ensure that all bona fide decisions of properly constituted Meetings of the Committee are implemented. It shall also be the responsibility of the President to represent the Association at all Meetings and functions.
- (2) Vice President - It shall be the duty of the Vice President to act for the President when absent or to do any other such things on behalf of the President as may be delegated.
- (3) Secretary
- (a) The Secretary of the Association shall, as soon as practicable after being appointed as Secretary, lodge Notice with the Association of their address.
 - (b) It is the duty of the Secretary to keep Minutes (whether in written or electronic form) of:
 - (i) all appointments of Office-Bearers and members of the Committee.

- (ii) the names of members of the Committee present at a Committee Meeting or a General Meeting, and
 - (iii) all proceedings at Committee Meetings and General Meetings
 - (c) It is the duty of the Secretary to enter in the Minute Book, Minutes of all Resolutions and proceedings of all Meetings of the Association and issue all Notices of Meetings of the Association and to keep a record of attendances at all Meetings.
 - (d) Minutes of proceedings at a Meeting shall be signed by the Chairman of the Meeting or by the Chairman of the next, succeeding Meeting.
 - (e) The signature of the chairperson may be transmitted by electronic means for the purposes of subclause (d).
- (4) Public Officer - The Public Officer is required to notify the Department of Fair Trading on the prescribed form in the following circumstances:-
- (a) appointment (within 14 days)
 - (b) a change of residential address (within 14 days)
 - (c) a change in the Association's objectives or Constitution (within 1 month)
 - (d) a change in the membership of the Committee (within 14 days)
 - (e) of the Association's financial affairs (within 1 month after the Annual General Meeting)
 - (f) a change in the Association's name (within 1 month)

The Public Officer may be an Office-Bearer, Committee member, or any other person regarded as suitable for the position by the Committee.

- (5) Treasurer - It is the duty of the Treasurer of the Association to ensure:-
- (a) that all money due the Association is collected and received and that all payments authorised by the Association are made, and
 - (b) that correct books and accounts are kept showing the financial affairs of the Association including full details of all receipts and expenditure connected with the activities of the Association.

25. CASUAL VACANCIES

1. In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a member of the Association to fill the vacancy and the member so appointed is to hold office, subject to this Constitution, until the conclusion of the Annual General Meeting next following the date of the appointment.
2. A casual vacancy in the office of a Committee member occurs if the member:
 - (a) dies,
 - (b) ceases to be a member of the Association,
 - (c) becomes an insolvent under administration within the meaning of the Corporation Act
 - (d) resigns office by Notice in writing given to the Secretary,
 - (e) is removed from office under Clause 26,
 - (f) becomes a mentally incapacitated person,
 - (g) is absent without the consent of the Committee from 3 consecutive Meetings of the Committee without furnishing a reason for such absence satisfactory to the Committee,

- (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
- (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing Corporations) of the Corporations Act.

26. REMOVAL OF COMMITTEE MEMBERS

- (1) The Association at a General Meeting may by resolution of a simple majority remove any member of the Committee from the office of member before the expiry of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the Committee to whom a proposed resolution referred to in Clause (1) relates, makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representations 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 is entitled to require that the representations be read out at the meeting at which the resolution is considered.

27. COMMITTEE MEETINGS AND QUORUM

- (1) The Committee shall meet at least 3 times in each period of 12 months, at such place and times as the Committee may determine.
- (2) Additional Meetings of the Committee may be convened by the President or by any member of the Committee.
- (3) Oral or written notice of a Meeting of the Committee shall be given by the Secretary to each member of the Committee at least 48 hours (or such other period as may be unanimously agreed upon by the members of the Committee) before the time appointed for the holding of the Meeting.
- (4) Notice of a Meeting given under Clause 27(3) shall specify the general nature of the business to be transacted at the Meeting and no business other than that business shall be transacted at the Meeting, except business which the Committee members present at the Meeting unanimously agree to treat as urgent business.
- (5) Any 5 members of the Committee constitutes a quorum for the transaction of the business of a Meeting of the Committee.
- (6) No business shall be transacted by the Committee unless a quorum is present and if within half an hour of the time appointed for the Meeting if a quorum is not present the Meeting stands adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned Meeting a quorum is not present within half an hour of the time appointed for the Meeting, the Meeting shall be dissolved.
- (8) At a Meeting of the Committee:-
 - a) the President or, in the President's absence, the Vice President shall preside: or
 - b) if the President and the Vice President are absent or unwilling to act, one of the

remaining members of the Committee as may be chosen by the members present at the Meeting shall preside.

28. USE OF TECHNOLOGY AT COMMITTEE MEETINGS

- (1) A committee meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the committee's members a reasonable opportunity to participate.
- (2) A committee member who participates in a committee meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

29. DELEGATION BY COMMITTEE TO SUB-COMMITTEE

- (1) The Committee may in writing, delegate to one or more sub-committees (consisting of such member or members of the Association as the Committee thinks fit) the exercise of such of the functions of the Committee as are specified, other than:
 - (a) this power of delegation: and
 - (b) a function which is a duty imposed on the Committee by the Act or by any other law.
- (2) A function, the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains in place, be exercised from time to time by the sub-committee in accordance with the terms of the delegation. All sub-committees and/or officers shall submit reports to the Committee as requested.
- (3) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Notwithstanding any delegation under this clause, the Committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered to be done by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered to be done by the Committee.
- (6) The Committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-committee may meet and adjourn as it thinks proper.

30. VOTING AND DECISIONS

- (1) Questions arising at a Committee Meeting or of any Sub-Committee appointed by the Committee shall be determined by a majority of the votes of members of the Committee or Sub-Committee present at the Meeting.
- (2) Each member present at a Committee Meeting or of any Sub-Committee appointed by the Committee (including the person presiding at the Meeting) is entitled to one vote

but, in the event of any equality of votes on any question, the person presiding may exercise a second or casting vote.

- (3) Subject to Clause 25 2(e), the Committee may act notwithstanding any vacancy on the Committee.
- (4) Any act or thing done or suffered, or purported to have been done or suffered, by the Committee or by a Sub-Committee appointed by the Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or Sub-Committee.
- (5) No member of the Committee shall disclose to any person who is not a member thereof any details of any individual member's voting in connection with the business dealt with at any Committee Meeting.
- (6) The President or other person presiding shall be Returning Officer for ballots and shall have the sole power to appoint scrutineers.
- (7) It shall be the responsibility of the scrutineers appointed for any ballot to issue, collect and count the ballot papers, tabulate the voting and submit the tabulated results, together with the ballot papers to the Chairman. The Chairman, acting as Returning Officer, shall, after having satisfied himself as to the correctness of the tabulations, announce the result of the ballot and the number of votes counted.
- (8) The Chairman acting as Returning Officer in any ballot shall be responsible for destroying the ballot papers.

31. INTERPRETATION OF THE RULES

The Committee members shall be the authority to interpret the Clauses of the Constitution.

32. ALTERATION OF CLAUSES

These Clauses may be altered, rescinded or added to only by a Special Resolution of the Association as per Clause 38 (1)

33. RECOMMITTAL OF RESOLUTION

A Resolution may not be recommitted at the same Meeting or rescinded at any later Meeting without (14) days notice of the motion having been given in writing except with the consent of three quarters of the members present and entitled to vote. A clause or resolution adopted by an Annual or General Meeting cannot be rescinded more than once in any one year.

Part 4 – General Meetings

34. ANNUAL GENERAL MEETINGS – holding of

- (1) The Association must hold its first Annual General Meeting within 18 months after its registration under the Act.
- (2) The Association must hold its Annual General Meetings:

- (a) within 6 months after the close of the Association's financial year, or
- (b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.

35. ANNUAL GENERAL MEETING - calling of and business at

- (1) The Annual General Meeting of the Association shall, subject to the Act and to Item 20, be convened on such date and at such place and time as the Committee thinks fit.
- (2) At any Annual General Meeting a quorum shall consist of 15 members (except Junior members as defined in Clause 10) present and entitled to vote.
- (3) If within one half hour of the time appointed for the commencement of such Annual General Meeting a quorum is not present the Meeting shall stand adjourned until the same time seven days hence. If at such adjourned Meeting the quorum is not present those members who are present shall constitute a quorum.
- (4) In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting is to include the following:
 - (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 from the Committee reports on the activities of the Association during the last preceding financial year.
 - (c) to elect Office-Bearers of the Association and ordinary Committee members.
 - (d) to approve out of pocket expenses paid to office-bearers
 - (e) to receive and consider any Financial Statement or Report required to be submitted to members under the Act.
- (5) An Annual General Meeting shall be specified as such in the Notice convening it.

36. GENERAL MEETINGS

- (1) The Committee may, whenever it thinks fit, convene a General Meeting of the Association.
- (2) Such request shall state the business and intended outcome by way of Resolution for which the Meeting is called.
- (3) Seven days notice of such Meetings, stating the business for which they have been called, shall be given.
- (4) Each member present shall be entitled to one vote as well as each member of the Committee.
- (5) In considering the business specified in the Notice covering a Meeting under this Constitution, any Resolution put forward (as part of that Notice) must be passed by three quarters majority of the said members and office-bearers.

37. SPECIAL GENERAL MEETINGS

- (1) The Committee may, whenever it thinks fit, convene a Special General Meeting of the Association.
- (2) The Committee must, on the requisition in writing of at least 5 per cent of the total

number of members, convene a Special General Meeting of the Association.

- (3) A requisition of members for a Special General Meeting:
 - (a) must state the purpose or purposes of the Meeting, and
 - (b) must be signed by the members making the requisition, and
 - (c) must be lodged with the Secretary, and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the Committee fails to convene a Special General Meeting to be held within 1 month after that date on which a requisition of members for the Meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a Special General Meeting to be held not later than 3 months after that date.
- (5) A Special General Meeting convened by a member or members as referred to in subclause 4 must be convened as nearly as is practicable in the same manner as General Meetings are convened by the Committee
- (6) For the purposes of subclause (3):
 - (a) a requisition may be in electronic form, and
 - (b) a signature may be transmitted, and a requisition may be lodged, by electronic means.

38. SPECIAL RESOLUTION

A Resolution of the Association is a Special Resolution if:

- (1) it is passed by a majority which comprises not less than three quarters of such members of the Association present as, being entitled under these Clauses to do so, vote at a General Meeting of which not less than 21 days written Notice specifying the intention to propose the Resolution as a Special Resolution was given in accordance with these clauses, or
- (2) where it is made to appear to the Committee that it is not possible or practicable for the Resolution to be passed in the manner specified in Clause 38(1) – the Resolution is passed in a manner specified by the Committee.

39. NOTICE

- (1) Except where the nature of the business proposed to be dealt with at the General Meeting requires a Special Resolution of the Association, the Secretary must, at least 14 days before the date fixed for the holding of the General Meeting, cause to be sent by pre-paid post to each member or by email, a Notice specifying the place, date and time of the Meeting and the nature of the business proposed to be transacted at the Meeting.
- (2) If the nature of the business proposed to be dealt with at a General Meeting requires a Special Resolution of the Association, the Secretary must, at least 21 days before the date fixed for the holding of the General Meeting, cause notice to be given to each member specifying, in addition to the matter required under Clause 39(1) the intention to propose the resolution as a Special Resolution.

- (3) No business other than that specified in the Notice convening a General Meeting is to be transacted at the Meeting except, in the case of an Annual General Meeting, business which may be transacted under Clause 39(4).
- (4) A person desiring to bring any business before a General Meeting may give notice in writing of that business to the Secretary who must include that business in the next Notice calling a General Meeting given after receipt of the Notice from the member.

40. QUORUM FOR GENERAL MEETINGS

- (1) No item of business is to be transacted at a General Meeting unless a quorum of members entitled under this Constitution to vote is present during the time the Meeting is considering that item.
- (2) Eight members present (being members entitled under this Constitution to vote at a General Meeting) constitute a quorum for the transaction of the business of a General Meeting.
- (3) If within half an hour after the appointed time for the commencement of a General Meeting a quorum is not present, the Meeting:
 - (a) if convened on the requisition of members, is to be dissolved, and
 - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the Meeting or communicated by written Notice to members given before the day to which the Meeting is adjourned) at the same place.
- (4) If at the adjourned Meeting a quorum is not present within half an hour after the time appointed for the commencement of the Meeting, the members present (being at least 3) are to constitute a quorum.

41. PRESIDING MEMBER

- (1) The President or, in the President's absence, the Vice President, is to preside as the Chairman at each General Meeting of the Association.
- (2) If the President and the Vice President are absent or unwilling to act, the members present must elect one of their number to preside as Chairman at the Meeting.

42. ADJOURNMENT

- (1) The Chairman of a General Meeting at which a quorum is present may, with the consent of the majority of Members present at 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) If a General Meeting is adjourned for 14 days or more, the Secretary shall give written or oral Notice of the adjourned Meeting to each Member of the Association stating the place, date and time of the Meeting and the nature of the business to be transacted at the Meeting.
- (3) Except as provided in Clauses 42(1) and (2), Notice of an adjournment of a General Meeting or of the business to be transacted at an adjourned Meeting is not required to be given.

43. MAKING OF DECISIONS

- (1) A question arising at a General Meeting of the Association is to be determined by either:
 - (a) A show of hands, or
 - (b) If on the motion of the Chairman or if 5 or more members present at the Meeting decide that the question should be determined by a written ballot – a written ballot.
- (2) If the question is to be determined by a show of hands, a declaration by the Chairman that a Resolution has, on a show of hands, be carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the Minute Book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that Resolution.
- (3) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the Chairman.

44. VOTING

- (1) Upon any question arising at an Annual General Meeting of the Association a Member has one vote only.
- (2) In the case of an equality of votes the Chairman of the Meeting is entitled to exercise a second or casting vote.
- (3) A member is not entitled to vote unless all money due and payable by the member to the Association has been paid.
- (4) A member is not entitled to vote at any General Meeting of the Association if the member is under 18 years of age.
- (5) A written ballot shall be taken on any Resolution if so ordered on the initiative of the Chairman, or if a Resolution to that effect is passed by the Meeting.
- (6) A written ballot shall be conducted for any contested position in any election.
- (7) The voting for all candidates shall be recorded in the Minutes.
- (8) The President or other person presiding shall be the Returning Officer for all ballots and shall have the sole power to appoint scrutineers.
- (9) It shall be the responsibility of the scrutineers appointed for any ballot, to issue, collect and count the ballot papers, tabulate the voting and submit the tabulated results, together with the ballot papers to the Chairman. The Chairman, acting as Returning Officer, shall, after satisfying himself as to the correctness of the tabulations, announce the result of the ballot and the number of votes counted.
- (10) The Chairman acting as Returning Officer in any ballot shall be responsible for destroying the ballot papers.

45. PROXY VOTES NOT PERMITTED

Proxy voting must not be undertaken at or in respect of a General Meeting

46. POSTAL BALLOTS

- (1) The Association may hold a postal or electronic ballot to determine any issue or proposal (other than an Appeal under Clause 19)
- (2) A postal or electronic ballot is to be conducted in accordance with Schedule 3 of the Regulation.

47. USE OF TECHNOLOGY AT GENERAL MEETINGS

- (1) A general meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the committee's members a reasonable opportunity to participate.
- (2) A member of an association who participates in a general meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

48. CORRESPONDENCE

All correspondence must be addressed to The Secretary, who in turn shall refer the business contained therein to the next Committee Meeting.

49. PECUNIARY INTEREST

Matters of pecuniary interest to any member or registered player shall be discussed in their absence.

50. MATTERS NOT COVERED

Any matters not specifically covered by these clauses shall be dealt with by the Committee and its decision shall be final.

Part 5 - Miscellaneous

51. INSURANCE

- (1) The Association may effect and maintain insurance

52. FUNDS - sources

- (1) The funds of the Association shall be derived from annual membership fees and competition fees, donations and, subject to any Resolution passed by the Association in General Meeting, such other sources as the Committee determines.
- (2) All money received by the Association shall be deposited as soon as practicable and without deduction to the credit of the Association's bank or other authorized deposit-taking institution account.
- (3) The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

53. FUNDS - management

- (1) Subject to any Resolution passed by the Association in a General Meeting, the funds

of the Association shall be used in pursuance of the objectives of the Association in such manner as the Committee determines.

- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the Committee or employees of the Association, being members or employees authorised to do so by the Committee.
- (3) All funds of the Association shall be banked and/or invested in the name of the Association. All payments shall be made by cheque signed by any two of the following: President, Vice President, Secretary or Treasurer provided always that no more than one member of the immediate family of those persons shall be signatories to Association funds. Where necessary elect replacement/s from the remaining Office-Bearers to be signatory/ies to Association funds. Payments may also be made over the internet with the authority of an appropriate Office-Bearer.
- (4) The Committee shall cause to be prepared a Statement of the Accounts of the Association up to the end of the Financial Year, and shall submit it, with the Auditor's Report thereon to the Annual General Meeting of the Association.
- (5) An Auditor shall be appointed at each Annual General Meeting to hold office until the next Annual General Meeting. If such an appointment is not made, the Committee shall appoint an Auditor of the Association for the current year.
- (6) No member of the Committee or employee of the Association shall be qualified for appointment or to act as Auditor of the Association.
- (7) The Committee shall permit the Auditor to have access to all books, accounts, vouchers, securities and documents of the Association, and to be furnished with such information and explanation by themselves or any other officers as may be necessary for the performance of their duties as Auditor.

54. ASSOCIATION IS NON-PROFIT

Subject to the Act and the Regulation, the association must apply its funds and assets solely in pursuance of the objects of the association and must not conduct its affairs so as to provide a pecuniary gain for any of its members.

55. DISTRIBUTION OF PROPERTY ON WINDING UP OF ASSOCIATION

- (1) Subject to the Act and the Regulations, in a winding up of the association, any surplus property of the association is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members.
- (2) In this clause, a reference to the surplus property of an association is a reference to that property of the association remaining after satisfaction of the debts and liabilities of the association and the costs, charges and expenses of the winding up of the association.

56. CHANGE OF NAME, OBJECTIVES AND CONSTITUTION

An Application to the Director-General for registration of a change in the Association's name, objectives or Constitution in accordance with Section 10 of the Act (which requires the Constitution to be registered with Department of Fair Trading, before it takes effect) is to be made by the Public Officer or a Committee member.

57. CUSTODY OF BOOKS, etc

Except as otherwise provided by this constitution, all records, books and other documents relating to the association must be kept in New South Wales:

- (1) at the main premises of the association, in the custody of the public officer or a member of the association (as the committee determines), or
- (2) if the association has no premises, at the association's official address, in the custody of the public officer.

58. INSPECTION OF BOOKS, etc

- (1) The following documents must be open for inspection, free of charge, by a member of the Association at any reasonable hour:
 - (a) records, books and other financial documents of the Association,
 - (b) this Constitution,
 - (c) Minutes of all Committee Meetings and General Meetings of the Association
- (2) A member of the Association may obtain a copy of any of the documents referred to in Clause 58(1) on payment of a fee of not more than \$1 for each page copied.
- (3) Despite subclauses (1) and (2), the committee may refuse to permit a member of the association to inspect or obtain a copy of 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.

59. SERVICE OF NOTICES

- (1) For the purpose of this Constitution, a Notice may be served on or given to a person:
 - (a) by delivering it to the person personally, or
 - (b) by sending it by pre-paid post to the address of the person, or
 - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the Notice.
- (2) For the purpose of this Constitution, a Notice is taken, unless the contrary is proved, to have been given or served:
 - (a) in the case of a Notice given or served personally, on the date on which it is received by the addressee, and
 - (b) in the case of a Notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, or
 - (c) in the case of a Notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the Notice was sent on a later date, on that date.

60. FINANCIAL YEAR

The Association's financial year shall commence on the first day of July and shall conclude on the last day of June the following year.