

NORTH SUBURBAN JUNIOR TENNIS ASSOCIATION INC.

Reg No. A0058168N

CONSTITUTION

**Adopted 21 May 2012
As amended 6 August 2012**

NORTH SUBURBAN JUNIOR TENNIS ASSOCIATION INC.

CONSTITUTION

1 Name

- (1) The name of the incorporated association is the North Suburban Junior Tennis Association Incorporated.
- (2) The object of the Association shall be to foster the development of junior tennis players in the northern, north western and western suburbs of Melbourne by:
 - (a) organising and managing grade based tennis competitions for teams nominated by affiliated Clubs;
 - (b) conducting tennis development squads and tournaments; and
 - (c) coordinating representative teams to participate in competitions and events with other Associations.

2 Definitions

- (1) In these Rules, unless the contrary intention appears—

Executive Committee means the committee of management of the Association;

financial year means the year ending on 31 May;

general meeting means a general meeting of members convened in accordance with rule 10;

member means a member of the Association;

Regulations means regulations under the Act;

the Act means the **Associations Incorporation Act 1981**.

- (2) In these Rules, a reference to the Secretary of an Association is a reference—
 - (a) if 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 Alteration of the rules

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 two-thirds majority of members present at a Special General Meeting called for that purpose or at an Annual General Meeting.

4 Membership of the Association

- (1) Membership of the Association shall consist of member Clubs and life members admitted to the Association in accordance with the requirements of this Constitution.
- (2) A Club that applies and is approved for membership as provided in these Rules is eligible to be a member of the Association on payment of the annual affiliation fee payable under these Rules.
- (3) A Club that is not a member of the Association at the time of the incorporation of the Association (or that was a member at that time but has ceased to be a member) must not be admitted to membership unless—
 - (a) it applies for membership in accordance with subrule (4); and
 - (b) the admission as a member is approved by the General Committee.
- (4) An application of a Club for membership of the Association must—
 - (a) be made in writing; and
 - (b) be lodged with the Secretary of the Association.
- (5) As soon as practicable after the receipt of an application, the Secretary must refer the application to the General Committee.
- (6) The General Committee must determine whether to approve or reject the application.
- (7) If the General Committee approves an application for membership, the Secretary must, as soon as practicable—
 - (a) notify the applicant in writing of the approval for membership; and
 - (b) request payment within 28 days after receipt of the notification the affiliation fee.
- (8) The Secretary must, within 28 days after receipt of the affiliation fee referred to in subrule (7), enter the applicant's name in the register of members.
- (9) An applicant for membership becomes a member and is entitled to exercise the rights of membership when its name is entered in the register of members.

- (10) If the General Committee rejects an application, the Secretary must, as soon as practicable, notify the applicant in writing that the application has been rejected.
- (11) A right, privilege, or obligation of a person by reason of membership of the Association—
 - (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates upon the cessation of membership whether by death or resignation or otherwise.

5 Affiliation and registration fees

- (1) Affiliation and registration fees shall be determined at each Annual General Meeting and shall be due and payable before the commencement of each season.
- (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.

6 Register of members

- (1) The Secretary must keep and maintain a register of members containing—
 - (a) the name and address of each member; and
 - (b) the date on which each member's name was entered in the register.
- (2) The register is available for inspection free of charge by any member upon request.
- (3) A member may make a copy of entries in the register.

7 Ceasing membership

- (1) A member of the Association who has paid all moneys due and payable by a member to the Association may resign from the Association by giving one month's notice in writing to the Secretary of the intention to resign.
- (2) After the expiry of the period referred to in subrule (1)—
 - (a) the member ceases to be a member; and
 - (b) the Secretary must record in the register of members the date on which the member ceased to be a member.

8 Disputes and mediation

- (1) The grievance procedure set out in this rule applies to disputes under these Rules between—
 - (a) a member and another member; or
 - (b) a member and the Association.
- (2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (4) The mediator must be—
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement—
 - (i) in the case of a dispute between a member and another member, a person appointed by the committee of the Association; or
 - (ii) in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (5) A member of the Association can be a mediator.
- (6) The mediator cannot be a member who is a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must—
 - (a) give the parties to the mediation process 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 to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.

- (10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

9 Disciplinary Procedure

- (1) There is no disciplinary procedure.

10 Annual General Meetings

- (1) The Association shall in June 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 notice convening the annual general meeting must specify that the meeting is an Annual General Meeting.
- (4) The ordinary business of the annual general meeting shall be—
 - (a) to confirm the minutes of the previous Annual General Meeting and of any special general meeting held since that meeting; and
 - (b) to receive from the committee reports upon the transactions of the Association during the last preceding financial year; and
 - (c) to elect officers of the Association; and
 - (d) to elect members of the Tennis Events Committee; and
 - (e) to receive and consider the statement submitted by the Association in accordance with section 30(3) of the Act.
- (5) The Annual General Meeting may conduct any special business of which notice has been given in accordance with these Rules.

11 Special general meetings

- (1) In addition to the annual general meeting, any other general meetings may be held in the same year.
- (2) The Executive Committee may, whenever it thinks fit, convene a special general meeting of the Association.

- (3) The Executive Committee must, on the request in writing of Delegates representing not less than 10 per cent of the total number of member Clubs, convene a special general meeting of the Association.
- (4) The request for a special general meeting must—
 - (a) state the objects of the meeting; and
 - (b) be signed by the members requesting the meeting; and
 - (c) be sent to the address of the Secretary.
- (5) If the Executive Committee does not cause a special general meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the members making the request, or any of them, may convene a special general meeting to be held not later than 3 months after that date.
- (6) If a special general meeting is convened by members in accordance with this rule, it must be convened in the same manner so far as possible as a meeting convened by the Executive Committee and all reasonable expenses incurred in convening the special general meeting must be refunded by the Association to the persons incurring the expenses.

12 Special business

All business that is conducted at a special general meeting and all business that is conducted at the Annual General Meeting, except for business conducted under the rules as ordinary business of the Annual General Meeting, is deemed to be special business.

13 Notice of general meetings

- (1) The Secretary of the Association, at least 7 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a general meeting of the Association, must cause to be sent to each member of the Association, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
- (2) Notice may be sent—
 - (a) by prepaid post to the address appearing in the register of members; or
 - (b) by electronic transmission.

- (3) A member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next general meeting.

14 Quorum at general meetings

- (1) No item of business may be conducted at a general meeting unless a quorum is present at the time when the meeting is considering that item.
- (2) 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.
- (3) If, within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present—
 - (i) in the case of a meeting convened upon the request of members—the meeting must be dissolved; and
 - (ii) in any other case—the meeting 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.
- (4) 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 personally present (being not less than 3) shall be a quorum.

15 Presiding at general meetings

- (1) The President, or in the President's absence, the Vice-President, shall preside as Chairperson at each general meeting of the Association.
- (2) If the President and the Vice-President are absent from a general meeting, or are unable to preside, the members present must select one of their number to preside as Chairperson.

16 Adjournment of meetings

- (1) The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.

- (2) No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- (3) If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with rule 13.
- (4) Except as provided in subrule (3), it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

17 Voting at general meetings

- (1) Upon any question arising at a General Meeting of the Association only one (1) Delegate representing each member Club may vote (i.e. one vote per Club).
- (2) All votes must 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 second or casting vote.
- (4) A member Club is not entitled to vote at a general meeting unless all moneys due and payable by the member to the Association have been paid, other than the amount of the annual affiliation fee payable in respect of the current financial year.

18 Manner of determining whether resolution carried

If a question arising at a general meeting of the Association is determined on a show of hands—

(a) a declaration by the Chairperson that a resolution has been—

- (i) carried; or
- (ii) carried unanimously; or
- (iii) carried by a particular majority; or
- (iv) lost; and

(b) 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.

19 Poll at general meetings

- (1) If at a meeting a poll on any question is demanded by not less than 3 members, it must 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 must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

20 Minutes of meetings

The Secretary of the Association must keep minutes of the resolutions and proceedings of each general meeting, together with a record of the names of Clubs present at the meetings.

21 Officers of the Association

- (1) The officers of the Association shall be—
 - (a) a President;
 - (b) a Vice-President;
 - (c) a Treasurer;
 - (d) a Secretary;
 - (e) a Match Secretary;
 - (f) two (2) Assistant Match Secretaries; and
 - (g) a Tennis Events Convenor.
- (2) The provisions of rule 22, 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 referred to in subrule (1).
- (3) Each officer of the Association shall hold office until the Annual General Meeting next after the date of his or her election but is eligible for re-election.
- (4) In the event of a casual vacancy in any office referred to in subrule (1), the Executive Committee may appoint a person to the vacant office and the person

appointed may continue in office up to and including the conclusion of the Annual General Meeting next following the date of the appointment.

22 Election of officers

- (1) Nominations of candidates for election as officers of the Association —
 - (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; or
 - (b) 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 must be held.
- (4) The ballot for the election of officers must be conducted at the Annual General Meeting in such manner as the General Committee may direct.

23 Vacancies

The office of an officer of the Association becomes vacant if the officer —

- (a) becomes an insolvent under administration within the meaning of the Corporations Act; or
- (b) resigns from office by notice in writing given to the Secretary.

24 Removal of officers

- (1) The Association at any general meeting may, by resolution, remove any officer of the Association before the expiration of their term of office and appoint another member in his or her place to hold office until the expiration of the term of the first-mentioned member.
- (2) A member who is the subject of a proposed resolution referred to in subrule (1) 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.

- (3) 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.

25 Executive Committee

- (1) The affairs of the Association shall be managed by a committee of management, known as the Executive Committee.
- (2) The Executive Committee—
 - (a) shall control and manage the business and affairs of the Association; and
 - (b) may, subject to these Rules, the Act and the Regulations, 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 Act and the Regulations, has power to perform all such acts and things as appear to the committee to be essential for the proper management of the business and affairs of the Association.
- (3) Subject to section 23 of the Act, the Executive Committee shall consist of the officers of the Association each of whom shall be elected at the Annual General Meeting of the Association in each year.

26 Meetings of the Executive Committee

- (1) Meetings of the Executive Committee may be convened by the President or by any 3 members of the committee.
- (2) A majority of the Executive Committee constitutes a quorum for the conduct of the business of a meeting of the committee.
- (3) No business may be conducted unless a quorum is present.
- (4) The Executive Committee may act notwithstanding any vacancy on the committee.
- (5) At meetings of the Executive Committee —
 - (a) the President or, in the President's absence, the Vice-President presides; or
 - (b) if the President and the Vice-President are absent, or are unable to preside, the members present must choose one of their number to preside.

- (6) Questions arising at a meeting of the Executive Committee, or at a meeting of any subcommittee appointed by the Executive Committee, shall be determined on a show of hands or, if a member requests, by a poll taken in such manner as the person presiding at that meeting may determine.
- (7) Each member present at a meeting of the Executive Committee, or at a meeting of any subcommittee appointed by the Executive Committee (including the person presiding at the meeting), is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

27 Match Committee

- (1) There shall be a subcommittee of the Executive known as the Match Committee.
- (2) All members of the Executive shall be members of the Match Committee.
- (3) The Match Committee shall —
 - (a) be responsible for organising and managing grade based tennis competitions for teams nominated by affiliated Clubs;
 - (b) have complete control of the fixtures for the competitions and shall receive all nominations for entries in the matches, and shall have power to regrade any team or player as it thinks fit;
 - (c) approve or reject additional registrations and determine protests regarding match results and code of conduct violations;
 - (d) appoint Grade Secretaries; and
 - (e) allocate courts and umpires for finals matches.
- (4) The Match Committee shall decide any questions in relation to the competitions that may arise which are not covered for or provided for in the Constitution and Rules/By-Laws and the decision of the Match Committee shall be final and binding on the General Committee.
- (5) The Match Secretary shall provide a report to the General Committee at each General meeting on the activities of the Match Committee.

28 Meetings of the Match Committee

- (1) Meetings of the Match Committee may be convened by the Match Secretary or by any 3 members of the committee.
- (2) The Match Secretary shall be Chairperson of the Match Committee.
- (3) The Match Committee shall meet at least twice each playing season, to consider all matters referred to it under the Constitution and By-laws.
- (4) A majority of the Match Committee constitutes a quorum for the conduct of the business of a meeting of the committee.
- (5) No business may be conducted unless a quorum is present.

29 Tennis Events Committee

- (1) The Tennis Events Committee shall be responsible for —
 - (b) conducting tennis development squads and tournaments; and
 - (c) coordinating representative teams to participate in competitions and events with other Associations.
- (2) The Tennis Events Committee shall consist of the Tennis Events Convenor and up to six (6) representatives from Clubs affiliated with the Association and elected at the Annual General Meeting.
- (3) The Tennis Events Convenor shall be Chairperson of the Tennis Events Committee.
- (4) The Tennis Events Convenor shall provide a report to the General Committee at each General meeting on the activities of the Tennis Events Committee.

30 Funds

- (1) The Treasurer of the Association must—
 - (a) collect and receive all moneys due to the Association and make all payments authorised by the Association; and
 - (b) 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.

- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members of the Executive Committee.
- (3) The funds of the Association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Executive Committee determines.
- (4) 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.

31 Seal

- (1) The common seal of the Association must be kept in the custody of the Secretary.
- (2) The common seal must not be affixed to any instrument except by the authority of the committee and the affixing of the common seal must be attested by the signatures either of two members of the Executive Committee or, of one member of the committee and of the public officer of the Association.

32 Notice to members

Any notice that is required to be given to a member, by or on behalf of the Association, under these Rules may be given by—

- (a) sending it by prepaid post addressed to the member at that member's address shown in the register of members; or
- (b) electronic transmission.

33 Winding up

In the event of the winding up or the cancellation of the incorporation of the Association, the assets of the Association must be disposed of in accordance with the provisions of the Act.

34 Correspondence

All correspondence between Clubs and the Association shall be directed to the Association Secretary except the following:

- (a) minutes of meetings are routed to the Club delegates as nominated by their Clubs each season; and
- (b) correspondence in support of protests noted on match result sheets shall be directed to the Match Secretary.

Correspondence will be received by the Association only from a Delegate or the Secretary of the Club concerned.

35 Custody and inspection of books and records

- (1) Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Association.
- (2) All accounts, books, securities and any other relevant documents of the Association must be available for inspection free of charge by any member upon request.
- (3) A member may make a copy of any accounts, books, securities and any other relevant documents of the Association.

36 Life members

- (1) Life Members may be nominated in consideration of outstanding services rendered to the Association.
- (2) No Life Members shall be elected except by notice of motion given in accordance with rule 13 of the Constitution.
- (3) Life Members may hold office (as per rule 21) and retain all privileges of an ordinary delegate.

37 By-laws

The Association may make such By-laws as may be necessary to govern the competitions and such other matters as it deems necessary for the effective Administration of the Association. By-laws may be altered at any Annual, Special or General Meeting by a simple majority.