

Constitution of Longueville Tennis Club Incorporated

DEFINITIONS AND INTERPRETATION

1. In this Constitution:
 - “Act” means Associations Incorporation Act (NSW) 2009 as amended from time to time and any Regulation made under or for the purposes of that Act
 - “At Home” means play, as part of a competition team of the Club, at the Club’s tennis courts.
 - “Away” means play, as part of a competition team of the Club, at a tennis court not at the Club.
 - “Booking Register” means the online tennis court booking system integrated with tennis court gate operation
 - “Club” means Longueville Tennis Club Incorporated.
 - “Committee” means the organ of the Club constituted under clause 15.
 - “Executive Sub-committee” means the subcommittee constituted under clause 15(b).
 - “Financial Year” means the period from 1 October of a year to 30 September of the following year, both dates inclusive, or such other period of 12 months adopted by the Club by special resolution from time to time.
 - “Fine” means a monetary penalty imposed under clause 11 by the Committee upon a Member as a condition of the Member’s continued membership of the Club.
 - “Game” means the game of tennis as regulated by the body from time to time recognised by the Club and played under the rules from time to time recognised by the Club.
 - “General Meeting” means the Annual General Meeting or a Special General Meeting of the Club.
 - “Gate Seal Status” means the status of sealing and locking of each tennis court gate as displayed on the administration page of the Booking Register
 - “Lease” means the lease contract between Lane Cove Council as lessor and the Club as lessee of the tennis facility known as Longueville Tennis Club.
 - “Member” means a person who is admitted to membership of the Club in accordance with this Constitution
 - “Membership” means the standing, rights and obligations conferred or imposed on a Member under this Constitution.
 - “Month” means a calendar month.
 - “Special Resolution” means a resolution passed as a special resolution at a General Meeting of Members, of which at least 21 days’ notice has been given, by affirmative votes cast by at least 75% of Members present at the meeting and entitled under this Constitution to vote on the resolution.
 - “Visitors Fee” is defined in clause 14(c).
2. The Club is an association registered and incorporated under the Act and, as such, its affairs may be regulated in certain respects by the Act and the provisions of this Constitution may in certain circumstances be supplemented by the Act. In the event of any inconsistency from time to time between the Act and this Constitution, the Act shall prevail to the extent of the inconsistency.
3. Headings are for convenience only and do not affect interpretation. The following rules of interpretation apply unless the context requires otherwise:
 - (a) a gender includes all genders;
 - (b) the singular includes the plural and conversely;

- (c) where a word or phrase is defined, its other grammatical forms have a corresponding meaning.

NAME

- 4. Longueville Tennis Club Incorporated.

OBJECTS

- 5. The objects of the Club are:
 - (a) To promote the game of tennis; and
 - (b) To do all such things as the Club considers conducive to the betterment of the Club and its Members or incidental to the object in clause 5(a).

MEMBERSHIP

- 6. (a) There shall be three categories of Membership:
 - (i) Senior Members,
 - (ii) Junior Members; and
 - (iii) Honorary Life Members.
 - (b) A Senior Member of the Club shall be any person who is not less than 18 years of age on the first day of the Club's financial year current when application for membership is made and who is not such a student defined in clause 6(c)(ii) and who is admitted as a Senior Member by the Committee.
 - (c) A Junior Member of the Club shall be any person who is:
 - (i) less than 18 years of age on the first day of the Club's financial year current when application for membership is made and who is admitted as a Junior Member by the Committee; or
 - (ii) a student under the age of 25 years on the first day of the Club's financial year current when application for membership is made and who is admitted as a Junior Member by the Committee.
 - (d) An Honorary Life Member shall be any person who is a Senior Member and who has given noteworthy service to the Club and is admitted as an Honorary Life Member in accordance with clauses 8 and 9.
- 7. (a) Persons seeking Senior or Junior Membership of the Club shall apply using the procedure prescribed by the Committee and each person shall be notified in writing of the outcome of their application for membership.
 - (b) The Committee shall determine whether to accept an application for membership and is not required to supply reasons for accepting or rejecting an application for membership.
 - (c) Any person may resign their Membership by notice in writing to the Secretary or the Treasurer & Membership Secretary which resignation shall take effect from the date of receipt of the notice or other date nominated by the Member in the notice but shall not relieve the Member from payment of any subscription or surcharge or other levies due by them at the time of the resignation and shall not entitle the resigning Member to a refund of the whole or any part of a subscription, levy or other amount paid by the Member prior to resignation.

HONORARY LIFE MEMBERSHIP

- 8. The Club may by resolution carried by not less than two-thirds of Senior Members present and voting at an Annual General Meeting elect a person who has given outstanding service to the Club to be an Honorary Life Member of the Club.
- 9. The nomination for Honorary Life Membership shall be made in writing, shall include evidence of outstanding service to the Club and shall be signed by the persons proposing and seconding the candidate, both of whom shall be Senior Members. The nomination shall be lodged with the Secretary not less than 21 days prior to an Annual General Meeting. Notice of the nomination

shall be given to all Senior and Honorary Life Members prior to the Annual General Meeting. The election shall be conducted by secret ballot.

REGISTER OF MEMBERS

10. (a) A register of Members shall be kept by the Treasurer & Membership Secretary.
- (b) The register of Members shall specify in relation to each Member: the name of the Member; the date of acceptance to Membership; the Membership category applicable from time to time; the Member's postal address, the Member's E-mail address and any additional information which the Committee considers appropriate.
- (c) Members must notify the Treasurer & Membership Secretary in writing of any subsequent change of postal or E-mail address.
- (d) The register of Members shall be available for inspection, free of charge, by any Member by arrangement with the Treasurer & Membership Secretary.
- (e) The register of Members shall be kept in electronic form and shall be convertible into hard copy form as needed.

DISCIPLINING OR REMOVAL OF MEMBERS

11. (a) A complaint may be made to the Committee by any person that a Member has refused or neglected to comply with any provision of this Constitution or any published regulations of the Committee or has willfully acted in a manner detrimental to the interests of the Club (either on or out of the Club's premises).
- (b) The Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious.
- (c) If the Committee decides to deal with the complaint, the Committee must:
 - (i) Give notice of the complaint to the Member concerned; and
 - (ii) Give the Member at least 14 days from the date of the notice to make submissions, in writing or orally, to the Committee in connection with the complaint; and
 - (iii) Give consideration to any submissions made by the Member.
- (d) The Committee may, by resolution, caution, suspend or expel the Member from the Club as the Committee may deem fit in the circumstances.
- (e) If the Committee resolves to caution, suspend or expel a Member, the Treasurer & Membership Secretary must, within 7 days of the Committee resolution, give written notice to the Member of:
 - (i) The action taken; and
 - (ii) The reasons for taking that action; and
 - (iii) A statement that there is no right of appeal against the action taken.
- (f) A Member who is cautioned, suspended or expelled from the Club by resolution of the Committee does not have a right of appeal against the Committee's resolution.

RIGHTS OF MEMBERSHIP

12. (a) A Senior Member may participate in all activities appertaining to Club operations and vote on all matters affecting the Club.
- (b) A Junior Member is not eligible to vote at General Meetings or hold office within the Club or nominate candidates for election as an officer of the Club or as an Honorary Life Member but may participate in all other activities appertaining to Club operations.
- (c) A Junior Member automatically becomes a Senior Member with effect from the first day of the Club's financial year commencing after they first:
 - (i) cease to be under 18 years of age and are not a student; or
 - (ii) cease to be a student under 25 years of age.

- (d) An Honorary Life Member may participate in all activities of the Club and vote on all matters affecting the Club but shall be exempt from payment of the annual subscription or any other levies.
- (e) Members of the Club shall not be liable to contribute towards payment of the debts and liabilities of the Club or the cost, charges and expenses of any winding up of the Club except to the extent of any unpaid Membership subscription, fees, fines or other levies.

SUBSCRIPTIONS, ENTRANCE FEES & LEVIES

13. (a) The entrance fees and annual subscriptions for Senior and Junior Membership shall be determined by the Committee, provided that entrance fees (if any) for each class of Membership shall not exceed the annual subscription payable by such class of Members.
- (b) Unless otherwise determined by the Committee, the initial subscription of Members joining the Club during the second quarter of the financial year (January to March) shall be three-quarters of the annual subscription, or, if joining during the third quarter (April to June) shall be one-half of the annual subscription, or, if joining during the last quarter (July to September) shall be one-quarter of the annual subscription. Such subscription shall be payable on admission to Membership.
- (c) Unless otherwise determined by the Committee all fees and subscriptions shall be due and payable to the Treasurer on the 1st day of October in each year.
- (d) Any member whose subscription is more than 30 days overdue shall be levied a surcharge of 10% of the subscription and shall be removed from Membership if the amount due is not paid within two months of the due date, being the 1st day of October.
- (e) Any former member of the Club, upon being re-admitted to the Club shall pay the appropriate entrance fee, except where clause 13(g) applies.
- (f) The Committee may from time to time make a levy on Members, or any class of Members, which shall not exceed in any one year 50 percent (50%) of the current annual subscription payable by such Member.
- (g) Where a Member is affected by circumstances of an exceptional nature the Committee may grant leave of absence to the Member for such period as may be determined by the Committee. A Member granted leave of absence shall be entitled to a rebate of seventy-five percent (75%) of the subscription applicable to the period of such leave.

VISITORS

14. (a) Any Member may invite a visitor for play at the Club or as a casual member of their competition team, provided the Visitors Fee is paid on each occasion, whether or not the competition team is playing At Home or Away.
- (b) The Visitors Fee is payable on the day the visitor plays.
- (c) The Committee shall, from time to time, determine the amount of the Visitors Fee.
- (d) Any Member who invites a visitor to play at the Club or as a casual member of their competition team, and the Visitor Fees for that visitor on that occasion remain unpaid for ten (10) days after the day the visitor plays, will have their right to book a tennis court suspended until the Visitor fees are paid. The Committee is not obliged to notify the Member that their right to book a court has been suspended nor that it has been reactivated after payment of the Visitor fees.

COMMITTEE

15. (a) The affairs of the Club shall be managed by a Committee which shall comprise:

- (i) the Officers; and
 - (ii) a maximum of ten (10) other members elected in accordance with Clause 15(c).
- (b) The Officers of the Club shall be:
- (i) President
 - (ii) Vice-President
 - (iii) Secretary
 - (iv) Treasurer & Membership Secretary
 - (v) Booking Officer.
- and shall form the Executive Sub-committee.
- (c) The Officers and other members of the Committee shall be elected at each Annual General Meeting. Any casual vacancy in the Committee may be filled by a Member appointed by the Committee.
- (d) There is no maximum number of consecutive terms for which a Committee member may hold office.

POWERS AND RESPONSIBILITIES OF THE COMMITTEE

16. (a) The Committee shall comply with all duties imposed on it by:
- (i) The Act; and
 - (ii) The Lease;
- and shall ensure compliance by the Club with all requirements imposed on the Club by the Act and the Lease.
- (b) Subject to the limitations on power contained in this Constitution or imposed by the Act, the Committee shall have power to do all things necessary to enable it to manage the affairs of the Club pursuant to its objects under clause 5.
17. (a) The Committee may by resolution delegate any of its powers to the Executive Sub-committee or to another sub-committee or to any Member of the Club upon such terms as it thinks fit, provided that it may not delegate:
- (i) this power of delegation; or
 - (ii) a function which is a duty imposed on the Committee by the Act or by any other law.
- (b) Any delegation under this clause may be wholly or in part revoked by resolution of the Committee.
- (c) The President and the Secretary shall be ex-officio members of all sub-committees.
- (d) The Committee may confer on an Officer functions in addition to those conferred by this Constitution.
18. Any act or thing done or suffered or purporting to have been done or suffered by the Committee, by the Executive Sub-committee, by any other sub-committee appointed by the Committee or by any Member acting in the exercise of a delegation under clause 17 is valid and effective, and shall have the same force and effect as it would have if it had been done or suffered by the Committee, notwithstanding any vacancy on the Committee and notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or sub-committee or the delegated Member.
19. (a) The Committee shall by resolution appoint one of its members to act as Public Officer for the purposes of the Act.
- (b) The Committee may by resolution appoint delegates and representatives to any organisations to which the Club may be affiliated. Such delegates or representatives shall when required report to the Committee and shall not retain that appointment for longer than one (1) year unless re-appointed.

ELECTION OF THE COMMITTEE

20. (a) Officers and members of the Committee shall be:

- (i) elected at the Annual General Meeting in accordance with clause 21; and shall be
 - (ii) eligible for re-election without any restriction as to the maximum number of consecutive terms for which a Committee member may hold office
- (b) A Member shall not be elected to nor remain a Committee member if that member:
- (i) dies; or
 - (ii) ceases to be a member of the Club; or
 - (iii) is convicted of an offence punishable by imprisonment for twelve (12) months or more; or
 - (iv) becomes bankrupt or makes any arrangement or composition with their creditors generally; or
 - (v) becomes of unsound mind or ceases to have mental capacity or is a person whose estate is liable to be dealt with in any way under the law relating to mental health, or has a financial manager appointed under the Protected Estates Act; or
 - (vi) fails to attend three (3) consecutive meetings of the Committee, without leave of absence or providing an apology, unless the Committee resolves that such failure has reasonable cause; or
 - (vii) resigns office by notice in writing to the Secretary.
21. (a) A notice of the Committee positions to be filled and of the closing date for the receipt of nominations, accompanied by the notice of the Annual General Meeting, shall be sent to each member.
- (b) Nominations for positions on the Committee shall be valid only if:
- (i) they are signed by the proposer and seconder, both being Senior Members; and
 - (ii) they are accompanied by the written consent of the nominee; and
 - (iii) they reach the Secretary by the closing date.
- (c) Retiring members of the Committee offering themselves for re-election need not be so nominated but shall notify the Secretary in writing on or before the closing date of their intention to stand for election to the Committee.
- (d) If insufficient nominations are received to fill all positions on the Committee the candidates nominated shall be deemed to be elected and further nominations shall be received at the Annual General Meeting. If insufficient further nominations are received any vacant positions shall be deemed to be casual vacancies.
- (e) The vote for any position on the Committee shall be by secret ballot.
- (f) The failure of any Member to receive a notice under clause 21 (a) shall not invalidate the election of the Committee.
- (g) The Committee may fill a casual vacancy amongst its members, however occurring, until the next election of the Committee.

FUNCTIONS OF OFFICE BEARERS

22. The functions of the President include:
- (a) to preside at meetings of the Club and the Committee, and in the President's absence the Vice-President shall chair the meeting and in both absences the meeting shall elect a chair for that meeting;
 - (b) to oversee the observance of:
 - (i) this Constitution;
 - (ii) regulations and other requirements of Tennis New South Wales;
 - (iii) requirements of Lane Cove Council under the Lease and as lessor of the facility; and
 - (iv) implementation of the Committee's decisions;

- (c) to communicate with and update Members via the mass email service and to ensure that Members are informed of Club functions and activities;
 - (d) to present to the Annual General Meeting a report on the Club's activities during the previous year; and
 - (e) to countersign, together with the Treasurer, all cheques drawn for Club expenditure and to counter authorise, together with the Treasurer all electronic fund transfers for Club expenditure.
23. The President shall be assisted by the Vice-President.
24. The functions of the Secretary include:
- (a) to ensure notices of all meetings of the Club and Committee are issued;
 - (b) to ensure that minutes of all meetings of the Club and of the Committee are kept;
 - (c) to ensure minutes of a meeting are signed by the chair of the meeting or the chair of the next succeeding meeting;
 - (d) to conduct all correspondence as instructed by the Committee and ensure that nominations, applications and all other correspondence relating to Members are submitted to the Committee;
 - (e) to ensure the safe keeping and custody of Club business records, other than records maintained by the Treasurer & Membership Secretary, but including this Constitution, minutes of meetings and correspondence;
 - (f) to make the records and documents of the Club available for inspection by any Senior or Honorary Life Members, by appointment, or via an electronic facility; and
 - (g) to perform such other duties as the Committee determines.
25. The functions of the Treasurer & Membership Secretary include:
- (a) to issue annual Membership subscription invoices, new Membership invoices and other invoices as required and to process new Member applications and Membership renewals;
 - (b) to ensure all subscriptions, joining fees, Visitor fees and other moneys paid to the Club are received in the Club's bank account and properly recorded;
 - (c) to ensure all major or unusual expenditures are authorised by the Committee;
 - (d) to ensure that the accounting and financial records (including accounts payable, bank account(s) balance(s), investments and issues arising) of the Club are kept and that the financial affairs of the Club are attended to;
 - (e) to present at or prior to each Committee meeting an account of the Club's finances;
 - (f) to arrange for the Club's Annual Financial Report as soon as possible after September 30;
 - (g) to present to the Annual General Meeting a set of financial statements for the 12 months ending September 30;
 - (h) to ensure the register of Members and other Membership records are kept current;
 - (i) to register Members with Tennis New South Wales; and
 - (j) to report to the Committee on Membership status as requested by the President.
26. The functions of the Booking Officer include:
- (a) to maintain the effective operation of the Booking Register, including:
 - (i) maintaining permanent social group and competition team bookings;
 - (ii) taking school Saturday sport bookings and arranging access;
 - (iii) monitoring all bookings (including public bookings) and Visitors usage for proper use and payment;
 - (iv) daily monitoring Gate Seal Status and arranging any rectification as necessary
 - (v) communicating with the booking system provider to maintain effective operation of the booking system.

- (b) to respond to queries, by phone, by email or in person regarding court bookings;
- (c) to review bookings from time to time to ensure usage of the booking system is in accordance with Club policies; and
- (d) to implement Committee decisions in respect of the Booking Register.

COMMITTEE MEETINGS

27. (a) Meetings of the Committee shall be held as determined by the Committee from time to time and not less than seven (7) times per calendar year. Committee business for each intervening month shall be dealt with by the Committee by circular email unless such business is delegated to the Executive Sub-committee by resolution of the Committee or unless clause 27(b) applies to such business.
- (b) Voting on business dealt with by the Committee by circular email shall be as directed by the President unless two (2) or more members of the Committee call for such business to be conducted at a meeting of the Committee, in which case such business shall not be dealt with by circular email.
- (c) Notice of Committee meeting dates shall be given at the previous Committee meeting or by such other means as the Executive Sub-committee shall determine.
- (d) Additional meetings of the Committee may be convened by the President or Secretary or any three (3) members of the Committee.
- (e) The order of business at Committee meetings shall be determined by the President.
- (f) Each Committee member consents to the use of the following technology for calling or holding a Committee or sub-committee meeting:
- (i) telephone;
 - (ii) electronic mail;
 - (iii) any other technology which permits each Committee member to communicate with every other Committee member; or
 - (iv) any combination of these technologies, either alone or in addition to personal attendance by some participating members.
- (g) Where the Committee members are not all in personal attendance at one place and are holding a meeting using technology described in clause 27(f):
- (i) the participating Committee members shall be taken to be personally present at that meeting;
 - (ii) voting by electronic mail shall be as directed by the chair of that meeting; and
 - (iii) the proceedings conducted at such a meeting shall be as valid and effective as if conducted at a meeting at which all the participating Committee members were personally present.
- (h) Nothing in this Constitution limits the Committee's power to pass a resolution as a circulating resolution signed by all members.

GENERAL MEETINGS

28. (a) The Annual General Meeting shall be held within six (6) months from the end of the Club's financial year.
- (b) The Committee may, whenever it thinks fit, convene a Special General Meeting and shall convene a Special General Meeting within two (2) months of receiving a written request (specifying the business to be conducted) to do so from at least five percent (5%) of Senior plus Honorary Life Members.
- (c) At least seven (7) days' written notice of General Meetings and of any proposed resolution shall be given to Senior Members and Honorary Life Members, except that where a Special Resolution is proposed, at least 21 days' written notice of the meeting and the proposed Special Resolution shall be given to Senior Members and Honorary Life Members.
- (b) The following business shall be transacted at the Annual General Meeting:

- (i) apologies;
- (ii) confirmation of minutes of previous Annual General Meeting and any subsequent Special General Meetings;
- (iii) presentation and receipt of the President's report;
- (iv) presentation and receipt of the Treasurer's report including the financial statements for the previous financial year;
- (v) any reports of sub-committees as the President determines;
- (vi) election of the Committee; and
- (vii) any other business of which prior written notice has been given.

QUORUMS

29. At:
- (a) meetings of the Committee, five (5) members; and
 - (b) General Meetings, ten (10) Senior or Honorary Life Members.

VOTING AT MEETINGS

30. (a) Unless otherwise specified in this Constitution, any proposed resolution shall be decided on a show of hands and shall be passed by the vote of the majority present at the meeting.
- (b) A declaration by the chair that a resolution has on a show of hands been carried or lost and an entry to that effect in the minutes of the meeting shall be taken as conclusive evidence of that fact without the need to show the number or proportion of the votes in favour of or against the resolution.
- (c) A declaration by the chair that a resolution by email vote has been carried or lost shall be taken as conclusive evidence of that fact without the need to show the proportion of votes in favour or against the resolution.
31. Voting by proxy shall not be allowed.
32. Postal voting shall not be allowed.
33. (a) Electronic voting shall be allowed for resolutions at a Committee or a sub-committee meeting but not for any resolutions at a General Meeting.
- (b) Electronic voting is to be by means of email or other electronic means as determined by the Committee.
34. In the case of an equality of votes, the chair of the meeting has the casting vote.

SPECIAL RESOLUTIONS

35. A Special Resolution must be passed by a General Meeting of the Club to effect the following changes:
- (i) a change of the Club's name
 - (ii) a change of this Constitution;
 - (iii) a change of the Club's objects;
 - (iv) as required under the Act.

MANAGEMENT AND SOURCE OF FUNDS

36. (a) The funds of the Club are to be derived from entrance fees; annual subscriptions (including any subscription surcharge); levies and fines which are imposed in accordance with this Constitution; court hire fees; Visitor Fees, donations and, subject to a resolution of the Club, any other source that the Committee determines.
- (b) All monies received by the Club are to be deposited, without deduction, into the Club's bank account.
- (c) The purposes for which the funds of the Club shall be applied are:
- (i) to meet the operational and promotional costs of the Club, the Committee and any of its sub-committees; and

- (ii) such purposes as the Committee shall validly resolve having regard to the Club's objects.

37. The Club shall not be carried on nor its income, property or assets applied for the purposes of profit or gain to any Member. Any distribution of funds or other assets of the Club to Members is prohibited.
38. (a) The Club's bank account(s) shall be operated, including the drawing of cheques, and other investments dealt with, by any two Officers or other members of the Committee appointed for that purpose by Committee resolution.
- (b) Should the Club be wound up or dissolved, the funds and other assets of the Club after payment of its outstanding liabilities and the costs and expenses of the winding up shall become the property of the organisation nominated under clause 38(c).
- (c) The Club may at any time pass a Special Resolution nominating an incorporated association which has objects similar to the Club's objects in which to vest its surplus property pursuant to Section 65 of the Act in the event of winding up or dissolution of the Club.

INDEMNITY

39. Every Officer, member of the Committee or agent of the Club shall be indemnified out of the property of the Club against any liability incurred by them in their capacity as Officer, Committee member or agent in defending any civil or criminal proceedings.

COLOURS

40. The Club's colours shall be white and light blue.

RESOLUTION OF INTERNAL DISPUTES

41. (a) Disputes between Members, in their capacity as Members, and between Members and the Committee and between Members and the Club shall be referred to a Community Justice Centre for mediation under the Community Justice Centres Act 1983.
- (b) If a dispute is not resolved by mediation within 3 months of referral to a Community Justice Centre, the dispute is to be referred to arbitration, in which case the Commercial Arbitration Act 2010 applies.

REGULATIONS

42. The Committee may make regulations from time to time for:
- (a) the conduct of Members when at the Club;
 - (b) the conduct of Members when playing Away for the Club; and
 - (b) the conduct of play;
- and the Committee shall inform Members in writing of any such regulation(s) within seven (7) days of resolving on the regulation(s).

NOTICES TO MEMBERS

43. Any requirement for notices to Members under this Constitution shall be:
- (a) by electronic mail to the member's E-mail address entered in the register of Members; or
 - (b) where a Member does not have an E-mail address, by pre-paid post mailed to the Member's postal address entered in the register of Members;
- and such notice will be deemed to be given:
- (i) in the case of electronic mail, on the day on which the E-mail is transmitted; and
 - (ii) in the case of pre-paid post, on the fifth day following the date of posting.

WINDING UP

44. The Club may be wound up by a Special Resolution of the Club or otherwise as provided in the Act.