

**CONSTITUTION OF
THE DARWIN TENNIS ASSOCIATION INC.**

(Adopted at the 10 October 2007 AGM

Amended 5 November 2013

Further Amended 30 November 2016)

1. NAME

1.1 The Name of the Association shall be the “Darwin Tennis Association Inc.” hereinafter called the Association.

2. OBJECTS

2.1 The Association is established for the objects which are to:

- (1) Encourage, promote and support increased participation in tennis at the Gardens Tennis Centre;
- (2) Co-operate and affiliate as necessary with other relevant organisations for the betterment of tennis in the Northern Territory.

3. MEMBERSHIP

3.1 Life Membership – Nomination for Life Membership and subsequent election is the highest honour members of Association can bestow on any person considered by them to have, over a number of years, given service or effort which benefits the Association greatly.

3.1.1 The nomination and endorsement must be in writing and forwarded to the Secretary fourteen (14) days prior to an Annual General Meeting.

3.1.2 Life Membership shall entitle the holders to have all privileges of full membership with the right to participate during their lifetime in any event or function organised directly by the Association.

3.2 Membership – Persons who apply for and are accepted for registration in the Association by paying the required fee and submitting their names and addresses to the Secretary of the Association in writing. Members are eligible to participate in functions or activities organised by Association.

3.3 The Committee must consider any membership application made under clause 3.2 at the next available committee meeting and must accept or reject the application at that meeting or the next. If rejected the membership fee will be refunded.

3.4 If an application is rejected, the applicant may appeal against the decision by giving notice to the Secretary within 14 days after being advised of the rejection.

3.5 If an applicant gives notice of an appeal against the rejection of his or her application, the Committee must reconsider the application at the next committee meeting after receipt of the notice of appeal.

3.6 If after reconsidering an application the Committee reaffirms its decision to reject the

application, the decision is final.

3.7 Termination of membership

Membership of the Association may be terminated by:

- (a) a notice of resignation addressed and posted to the Association or given personally to the Secretary or another committee member;
- (b) non-payment of the annual membership fee or any other fee set by the DTA committee;
or
- (c) expulsion in accordance with section 3.9.

3.8 Death of member or whereabouts unknown

If a member dies or the whereabouts of a member are unknown, the Committee must cancel the member's membership.

3.9 Suspension or expulsion of members

- (1) If the Committee considers that a member should be suspended or expelled because his or her conduct is detrimental to the interests of the Association, the Committee must give notice of the proposed suspension or expulsion to the member.
- (2) The notice must:
 - (a) be in writing and include:
 - (i) the time, date and place of the committee meeting at which the question of that suspension or expulsion will be decided; and
 - (ii) the particulars of the conduct; and
 - (b) be given to the member not less than 30 days before the date of the committee meeting referred to in paragraph (a)(i).
- (3) At the meeting, the Committee must afford the member a reasonable opportunity to be heard or to make representations in writing.
- (4) The Committee may suspend or expel or decline to suspend or expel the member from the Association and must give written notice of the decision and the reason for it to the member.
- (5) Subject to clause 3.10 the decision to suspend or expel a member takes effect 14 days after the day on which notice of the decision is given to the member.

3.10 Appeals against suspension or expulsion

- (1) A member who is suspended or expelled under clause 3.8 may appeal against that suspension or expulsion by giving notice to the Secretary within 14 days after receipt of the Committee's decision.
- (2) The appeal must be considered at a general meeting of the Association and the member must be afforded a reasonable opportunity to be heard at the meeting or to make representations in writing prior to the meeting for circulation at the meeting.
- (3) The members present at the general meeting must, by resolution, either confirm or set aside the decision of the Committee to suspend or expel the member.
- (4) The member is not suspended or does not cease to be a member until the decision of the Committee to suspend or expel him or her is confirmed by a resolution of the members.

3.11 Liability of members – A member of the Association is not liable to contribute towards the payment of the debts and liabilities of the Association or the cost, charges and expenses of a winding-up of the Association.

4. MANAGEMENT

- 4.1 The Association shall be managed by a Committee which shall consist of five (5) to eight (8) elected members. (These shall normally be the President, Vice president, Secretary, Treasurer and one (1) to four (4) members.)
 - 4.1.1 Election to the Committee – All elections for positions stated in 4.1 shall take place at the Annual General Meeting.
 - 4.1.2 The Committee shall have the right to fill any casual vacancy which may occur within the Committee.
 - 4.1.3 The Chairman shall have a deliberate as well as a casting vote.
 - 4.1.4 The quorum for a Committee shall be a minimum of four (4) members.
 - 4.1.5 The Patron/s shall be nominated and accepted at the Annual General Meeting.
 - 4.1.6 The Committee shall hold Office until the next succeeding Annual General Meeting, provided that should any member resign or fail to attend three (3) consecutive Committee Meeting without leave from such Committee, his seat thereon shall be declared vacant and the said Committee may appoint another person thereto.
- 4.2 The procedure to be followed at a Committee Meeting must be determined from time to time by the Committee
- 4.3 The order of the business at the Committee Meeting may be determined by the members present at the Meeting.

- 4.4 The function of the Committee shall be:-
- 4.4.1 to manage efficiently the affairs of the Association in a business like manner;
 - 4.4.2 to manager and conduct all programs and activities;
 - 4.4.3 to set and enforce standards of tennis conduct;
 - 4.4.4 to develop and maintain tennis facilities;
 - 4.4.5 to evaluate the present and future need and plan development of tennis at the Gardens Tennis Centre or any other facility operated by the DTA.
- 4.5 The Committee has the power to do all things necessary or convenient to be done related to, or incidental to the performance of its functions.
- 4.6 Without limiting the generality of subsection 4.4, the Committee has power:-
- 4.6.1 to accept or reject all applications for members and cancellation of members;
 - 4.6.2 to hear and determine disputes;
 - 4.6.3 to set and collect fees and charges;
 - 4.6.4 to apply for and to receive money by way of grants;
 - 4.6.5 to construct, purchase, improve and maintain plant and equipment;
 - 4.6.6 to conduct and participate in coaching and development programs;
 - 4.6.7 to insure the property of the Association;
 - 4.6.8 to enter into contracts of agreements with persons for or incidental to the carrying out of the functions of the Committee;
 - 4.6.9 to call and to let tenders for the carrying out of functions of the Committee;
 - 4.6.10 to affiliate and co-operate with other tennis or related organisations.

5. ANNUAL GENERAL MEETING

- 5.1 The Annual General Meeting shall be held within 5 months from 30 June each year.
- 5.2 Those entitled to vote at an Annual General Meeting or Special Meeting shall be members of the Association.
- 5.3 The chairman shall have a casting vote in all matters.
- 5.4 The quorum of an Annual General Meeting shall be fifteen (15) financial members, at least five (5) of whom are not members of the retiring Committee.
- 5.5 Members are to be given access to audited financial statements at least fourteen (14) days prior to the Annual General Meeting.

6. SPECIAL MEETING

6.1 The secretary of the Association shall, upon request, convene a Special Meeting of the Association. The request must be in writing, stating the objectives of the proposed meeting and shall be signed by no less than 20% of financial members.

7. COMMITTEE MEETING

7.1 Committee meeting of the Association shall be held at least every two months and whenever deemed necessary.

8. SUB-COMMITTEE

8.1 The Committee may appoint such other Committee as it may decide and may delegate any of its powers thereto.

8.2 The President or Vice President, Secretary and Treasurer shall be ex-officio on all Sub-Committee.

8.3 All decisions of any Sub-Committee shall be subject to ratification of the Committee.

8.4 Sub-Committee planning and co-ordinating programs which involve the participation of affiliated clubs, shall contain one delegate from each affiliated club.

9. DUTIES OF THE PRESIDENT

9.1 The President, failing whom the Vice President, shall be Chairman of all Meeting of the Association in the event of none such being available, the members present shall elect by show of hands conducted by the Secretary or other Committee Members , one of their number to be Chairman of the meeting.

10. DUTIES OF SECRETARY

10.1 The Secretary shall carry out his/her duties under the direction of the Committee and keep a true record of all minutes of the meeting, attend to correspondence, issue notices of meeting, keep records and carry out such duties as the Committee may from time to time direct.

10.2 In regard to Annual General Meeting and Special Meeting, the Meeting shall be summonsed by the Secretary by Public Announcement at least fourteen (14) days before the due date.

10.3 A member of the committee will hold the position of Public Officer and will comply with all requirements of the Association Incorporations Act, as amended.

11. DUTIES OF TREASURER

- 11.1 The Treasurer shall receive all monies payable to the Association and give receipts for the same. All monies so received shall be paid into the banking account of the Association.
- 11.2 The Treasurer shall keep proper books of account of all monies received and disbursed and general perform all such duties as are directed by the Committee from time to time.
- 11.3 All accounts due by the association will be paid by Electronic Funds Transfer or Cheque when, and as they fall due. Dual authorization of transactions is required by two of President, Vice-President, Secretary or Treasurer.
- 11.4 The Treasurer shall submit to all Committee Meeting a full and complete statement of all monies received and dispensed on behalf of the Association for the previous month.
- 11.5 The Treasurer shall submit at an Annual General Meeting, a duly audited Statement of Revenue and Expenditure and a balance Sheet for the year ending 30 June of each year.

12. AUDITOR

- 12.1 The Annual General Meeting of the Association shall appoint an Auditor (who shall not be a member of the Association) to audit the accounts of the Association.
- 12.2 The Auditor shall have access to the books and vouchers of the Treasurer at any time, and shall, before the Annual General Meeting, audit the books and vouchers, and report on the same at such Meeting.

13. FINANCES

- 13.1 The financial year for the Association shall end at 30 June of each year.
- 13.2 The Committee of the Association shall have the power to raise loans as and when necessary for the purpose of the business of the Association.
- 13.3 Members shall pay an annual fee which will be valid to the proceeding year's Annual General Meeting.
- 13.4 No expenditure or liability in excess of \$1,500.00 shall be incurred without the prior approval of the Committee or nominated Sub-Committee.
- 13.5 The income and property of the association, however derived, shall be applied solely towards the promotion of the objects and purposes of the Association and no portion shall be paid or transferred, directly or indirectly, by dividend, bonus, or otherwise, to any member of the Association.
- 13.6 The Association shall not pay a person who is a member of the Association any remuneration or other benefit in money or money's worth (other than the repayment of out of pocket expenses).
- 13.7 Nothing in the foregoing provisions of this rule prevents the payment in good faith to a servant or member of the Association of:-

13.7.1 Remuneration in return for services actually rendered to the Association by the servant or member in the ordinary course of business;

13.7.2 Interest at current bank overdraft on money lent; or

13.7.3 A reasonable and proper sum by way of rent for premises let to the Association by the servant or member.

14. ASSOCIATION RIGHTS

14.1 All courts shall be subject to inspection and approval by the Association and must be kept in good order and properly equipped.

14.2 The Administration of the Association courts and premises, including the right to hire these courts and premises to individuals or clubs, shall be the prerogative of the Committee.

15. GRIEVANCES AND DISPUTE PROCEDURES

15.1 This clause applies to disputes between –

15.1.1 a member and another member; or

15.1.2 a member and the Committee.

15.2 Within fourteen (14) days after the dispute comes to the attention of the parties to the dispute, they must meet and discuss the matter in dispute, and, if possible, resolve the dispute.

15.3 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 after the meeting, hold another meeting in the presence of a Mediator.

15.4 The Mediator must be –

15.4.1 a person chosen by agreement between the parties; or

15.4.2 in the absence of agreement –

15.4.2.1 for a dispute between a member and another member – a person appointed by the Committee; or

15.4.2.2 for a dispute between a member and the Committee – a person who is a Mediator appointed or employed by the department administering the Act.

15.5 A member of the Association can be a Mediator.

15.6 The Mediator cannot be a party to the dispute.

15.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

15.8 The Mediator, in conducting the mediation, must –

15.8.1 give the parties to the mediation process every opportunity to be heard;

15.8.2 allow due consideration by all parties of any written statement submitted by any party; and

15.8.3 ensure natural justice is accorded to the parties to the dispute throughout the mediation process.

15.9 The Mediator must not determine the dispute.

15.10 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

16. AMENDMENT TO COMPETITION RULES

16.1 The Competition Rules of the Association shall be subject to repeal or alteration by the Committee.

17. AMENDMENT TO THE CONSTITUTION

17.1 The Constitution of the Association can only be subject to repeal or alteration at any Annual General Meeting or Special Meeting by special resolution.

17.2 The Secretary must give all members not less than twenty-one (21) days notice of the meeting at which the special resolution is to be proposed unless otherwise provided in the Schedule.

17.3 The notice must include the resolution to be proposed and the intention to propose the resolution as a special resolution.

18. INTERPRETATION OF THE CONSTITUTION

18.1 Any interpretation of the Association Constitution shall be made by the Committee and its decision shall be binding.

19. SPECIAL RESOLUTION

19.1 A special resolution may be moved at any general meeting of the Association.

19.2 The Secretary must give all members not less than twenty-one (21) days notice of the meeting at which a special resolution is to be proposed unless otherwise provided.

19.3 The notice must include the resolution to be proposed and the intention to propose the resolution as a special resolution.

19.4 A special resolution is passed by at least three quarters of the votes of those members of the association who, being entitled to vote, vote in person or, if the Constitution of the association permit voting by absentee or proxy, vote by absentee or proxy at the meeting.

20. VOTING

- 20.1 Each member present in person, absentee or by proxy at a general meeting is entitled to a deliberative vote.
- 20.2 At a general meeting
- 20.2.1 an ordinary resolution put to the vote is decided by a majority of votes made in person, absentee or by proxy; and
- 20.2.2 a special resolution put to the vote is passed if three-quarters of the members who are present in person, absentee or by proxy vote in favour of the resolution.
- 20.3 A poll may be demanded by the Chairperson or by 3 or more members present in person, absentee or by proxy.
- 20.4 If demanded, a poll must be taken immediately and in the manner the Chairperson directs.
- 20.5 A member is not eligible to vote until 30 working days after his or her application has been accepted.
- 20.6 An absentee vote allows the member absent the decision making on any special resolution or item being considered. A proxy vote allows the member absent to transfer decision making to the proxy vote holder.

21. PROXIES

- 21.1 A member may appoint in writing another member to be the proxy of the appointing member to attend and vote on behalf of the appointing member at any general meeting.
- 21.2 Junior members 16 years and older have full playing and other rights including voting. Junior members younger than 16 years have proxy voting rights automatically transferred to one of their parents or legal guardians (see Parent Membership).

If a junior member's parent or guardian is not already a member in their own right then they will be issued a Parent Membership (no fees associated with Parent Membership). Parent Members can raise issues, or propose or second motions. They can also nominate for any office or position on the committee. If elected they have the same rights as any other member of the committee for the purposes of conducting Association business. Parent Members do not have playing rights.

22. ABSENTEE

- 22.1 A member may provide an absentee vote if they can not attend a general or special meeting. The DTA secretary will provide the relevant resolution and voting slip to all members as soon as practically reasonable after a vote is called for to ensure this option is made available to all members. Voting by absentee closes at Close-of-Business (5pm) NT time, three days prior to the meeting to allow for the orderly collation and recognition of voting intention.

23. HONORARIUMS

23.1 Honorariums shall be decided by the Committee at the first Committee meeting of each year.

24. DISTRIBUTION OF SURPLUS ASSETS ON WINDING UP

24.1 If on the winding up or dissolution of the Association, and after satisfaction of all its debts and liabilities, there remains any assets, the assets must not be distributed to the members or former members.

24.2 The surplus assets must be given or transferred to another association incorporated under the Act that –

23.2.1 has similar objects or purposes;

23.2.2 is not carried on for profit or gain to its individual members; and

23.2.3 is determined by resolution of the members.

25. POWERS TO MAKE BY-LAWS

25.1 The Committee may make by-laws not inconsistent with the Objects of the Constitution, The Constitution of Tennis Australia or any existing by-law created pursuant to the Constitution;

25.2 In making by-laws the Committee may give effect to a by-law of Tennis Australia;

25.3 The Committee may amend or revoke any by-law created pursuant to Clauses 21.1 and 21.2 herein.