

EASTWOOD-THORNLEIGH DISTRICT

TENNIS ASSOCIATION

INCORPORATED

Rules – September, 2018

RULES OF ETDTA INC.

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RULES OF ETDTA INC.

1 NAME OF ETDTA INC.

The name of the Association is "Eastwood-Thornleigh District Tennis Association Incorporated".

2 COLOURS.

The Association colours are Royal Blue and Gold.

3 BOUNDARIES.

The boundaries of the Association are currently:-

Commencing at De Burgh's Bridge, following the southern bank of Lane Cove Creek to a point directly east of the south-eastern corner of Thornleigh Park, along the centre of Thornleigh Street, across the railway line at Well Street, thence along the centre of The Esplanade, the centre of Yarrara Road, the centre of Pennant Hills Road, the centre of Boundary Road, the centre of New Line Road, the centre of Castle Hill Road, the centre of Pennant Hills Road, the centre of Marsden Road, the centre of Winbourne Street, thence along the centre of Hermoyne Street, thence along the centre of Brush Road, thence along the centre of Wayella Street, thence along the centre of Darvall Road, the centre of Allars Street, the centre of Sluman Street, thence along the centre of Shaftesbury Road, thence along the centre of Trelawney Street, the centre of Clanalpine Street to the railway line, thence south along the railway line to the junction of West Parade and Anthony Road, thence north across the overhead bridge to the centre of Gordon Crescent, thence along the centre of Fifth Avenue, thence south along the centre of Ryedale Road, thence east along the centre of Florence Avenue, along the centre of Blaxland Road, the centre of Lovell Road, the centre of Quarry Road, the centre of Small's Road, centre of Bridge Road and the centre of Lane Cove Road to De Burgh's Bridge (point of commencement).

4 INTERPRETATION.

1) In these rules, except in so far as the context or subject matter otherwise indicates or requires:-

- (a) Association means the Eastwood-Thornleigh District Tennis Association Incorporated.
- (b) "Member" means life member or a person irrespective of age who has paid an annual membership.
- (c) "registered player" means any person irrespective of age who has been registered with an affiliated team and who has paid the prescribed registration fee for any current competition conducted during the Association's tennis year.
- (d) "team" means any team which has paid the competition fees and participates in any competition conducted by the Association during the Association Tennis Year.
- (e) The Association Tennis Year shall be that period from midnight, June 30 to midnight, June 30, of the following year.
- (f) Words importing the masculine gender include the feminine or neuter gender and vice versa unless specifically indicated otherwise.
- (g) "Council" means the Council of Management referred to in Rule 18 hereof.
- (h) "Public Officer" means a member appointed to that position by the Council of Management.
- (i) "Delegate" means a member appointed by a team to represent that team.

2) "Secretary" means:-

- (a) the person holding office under these rules as Secretary of the Association; **OR**
- (b) where no such person holds that office - the Public Officer of the Association.

3) "General Meeting" means a general meeting of the Association other than the Annual General Meeting.

4) "the Act" means the Associations Incorporation Act, 1984.

5) "the Regulations" means the Associations Incorporations Regulations, 1985.

6) In these rules:-

- (a) a reference to a function includes a reference to a power, authority and duty; **AND**
- (b) a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty.

- 7) The provisions of the Interpretation Act, 1987, apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

5 OBJECTS.

The objects of the Association are:-

- 1) (a) The promotion and control of the game of tennis generally, and particularly within the boundaries as set out in Rule 3 hereof.
- 2) Solely for the purpose of carrying out the aforesaid objects and not otherwise -
 - (a) To hold or arrange competitions and/or tournaments and provide or contribute towards the provision of prizes, awards and distinctions in connection therewith. In these competitions and/or tournaments, no member of the Association shall receive any prize, award or distinction of monetary value except as a successful competitor at any competition or tournament held or promoted by the Association.
 - (b) To co-operate with any other association or organisation, whether incorporated or not, whose objects are similar to those of the Association.
 - (c) To buy, sell and deal in all kinds of apparatus and all kinds of provisions, liquid and solid, required by the members of the Association or persons frequenting any premises owned or occupied by the Association.
 - (d) To purchase, take on lease, or in exchange, hire and otherwise acquire any lands, building, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Association - provided that in case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with the same in such manner as allowed by law having regard to such trusts.
 - (e) To enter into any arrangements with any government or authority, supreme, municipal, local, or otherwise, that may seem conducive to the Association's objects or any of them and to obtain from any such government or authority any rights, privileges and concessions which the Association may think it desirable to obtain; and to carry out, exercise, and comply with, any such arrangements, rights, privileges, and concessions.
 - (f) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen, and other persons as may be necessary or convenient for the purpose of the Association.
 - (g) To invest and deal with the money of the Association, not immediately required, in such manner as the Council of Management may authorise.
 - (h) To borrow or raise or secure the payment of money in such manner as the Association may think fit and to secure the same or the repayment or performance of any debt, liability, contract, guarantee, or other engagement incurred or to be entered into by the Association in any way, and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Association's property (both present and future) and to purchase, redeem, or pay off such securities.
 - (i) To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, and other negotiable or transferable instruments.
 - (j) To sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association.
 - (k) To take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price, of any part of the Association's property of whatsoever kind, sold by the Association, or any money due to the Association from purchasers and others.
 - (l) To take any gift of property, whether subject to any special trust or not, for any one or more of the objects of the Association but subject always to the proviso in paragraph (d) of Sub-clause (2) hereof.
 - (m) To print and publish any newspapers, periodicals, books or leaflets that the Association

may think desirable for the promotion of its objects.

- (n) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which the Association is authorised to amalgamate.
 - (o) To transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the companies, institutions, societies or associations with which the Association is authorised to amalgamate.
 - (p) To make donations for patriotic or charitable purposes.
- 3) The assets and income of the association shall be applied solely in the furtherance of its above-mentioned objects and no portion shall be distributed directly or indirectly to the members of the association except as bona fide compensation for services rendered or expenses incurred on behalf of the association.

6 MEMBERSHIP - Definition

The Association shall consist of life members, members, and non-playing members who have paid the prescribed membership fees.

The Association reserves the right to refuse membership to any person without assigning any reason therefor.

7 MEMBERSHIP - Qualifications

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

- (1) The person is a person referred to in Section 15(1) (a), (b), or (c) of the Act and has not ceased to be a member of the Association at any time after incorporation of the Association under the Act; **OR**
- (2) the person is a natural person who:-
 - (a) has been nominated for membership of the Association as provided by Rule 9; **OR**
 - (b) has been approved for membership of the Association by the Council of Management of the Association, or the grading committee of a competition or tournament conducted by Eastwood-Thornleigh District Tennis Association Inc.

8 LIFE MEMBERS.

- (1) At the Annual General Meeting, not more than one life member may be elected by secret ballot, carried with the support of two-thirds of the members present and entitled to vote.
- (2) Nominations for life members shall be forwarded in writing and be signed by seven members of the Association (i.e. those 18 years of age and over) to reach the Secretary at least five weeks prior to the Annual General Meeting. Such nominations received shall be referred to Council of Management who shall set out the qualifications of the individuals for the information of the Annual General Meeting.
- (3) Should two or more nominations be received, the Annual General Meeting shall decide, by means of a secret ballot, the one nomination which shall be submitted to the meeting for ballot for election as a life member; in the event of a tie, the chairman shall give his casting vote.
- (4) A life member shall enjoy all the privileges of a member of the Council of Management, and, in addition, shall have free access for social and/or tennis functions organised directly by the Association and free entry in events in any tournament directly controlled by the Association.
- (5) A gold medal of approved design shall be presented to each life member.

9 NOMINATION FOR MEMBERSHIP.

- (1) A nomination of a person for membership of the Association:-
 - (a) shall be made by a member of the Association in writing in the form set out in Appendix 1 to these rules.
 - (b) this form shall be lodged with the Secretary of the Association/Competition Secretary.
- (2) As soon as practicable after receiving a nomination for membership, the Secretary may refer the nomination to the Council of Management which shall determine whether to approve or reject the nomination.
- (3) Where the Council determines to approve a nomination for membership, the Secretary shall, as soon as practicable after that determination, notify the nominee of that approval and request

the nominee to pay within the period of 28 days after receipt by the nominee of the notification, the sum payable under these rules by a member as entrance fee and annual subscription. A member not referred to Council of Management for nomination shall pay their membership fee within seven (7) days of being accepted.

- (4) The secretary shall, on payment by the nominee of the amounts referred to in Clause (3) within the period referred to in that clause, 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.

10 CESSATION OF MEMBERSHIP.

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

- (1) resigns that membership; **OR**
- (2) is expelled from the Association; **OR**
- (3) at the end of a tennis year fails to renew his membership; **OR**
- (4) dies.

11 MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE.

A right, privilege or obligation which a person has by reason of being a member of the Association:-

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

12 RESIGNATION OF MEMBERSHIP.

- (1) A member of the Association is not entitled to resign that membership except in accordance with this rule.
- (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 1 month or not less than such other period as the Council of Management 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 ceases to be a member pursuant to clause (2), and in every other case where a member ceases to hold membership, the Secretary shall direct an appropriate entry be made in the register of members recording the date on which the member ceases to be a member.

13 REGISTER OF MEMBERS.

- (1) The Public Officer shall ensure that the Association maintains a register of members of the Association, specifying the name and address of each person who is a member of the Association, together with 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 at any reasonable hour.

14 MEMBERSHIP AND FEES, SUBSCRIPTIONS, ETC.

- (1) A member of the Association shall, upon admission to membership under Rule 9, pay to the Association an entrance fee of \$1 (subject to annual review by the Council of Management).
- (2) In addition to any amount payable by a member under clause (1), that member of the Association shall pay to the Association an annual membership fee of \$5 (subject to annual review by the Council of Management):-
 - a) except as provided by paragraph (b), before 31st December in each calendar year; or
 - b) where the member becomes a member on or after 31st December in any calendar year - upon becoming a member and before 31st December in each succeeding calendar year.
- (3) All members shall be entitled to vote, irrespective of age, with the exception of non-playing members who shall be entitled to vote six months after paying the prescribed fee, thereafter the six months qualifying period, those non-playing members shall be entitled to vote as long as they remain a member.

15 MEMBER'S LIABILITIES.

The liability of a member of the Association to contribute towards the payment of 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 of the Association as required by Rule 14.

16 DISCIPLINING OF MEMBERS.

- (1) Where the Council of Management 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 rules; **OR**
 - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Association, the Council of Management may, by resolution:-
 - (c) expel the member from the Association; **OR**
 - (d) suspend the member from membership of the Association for a specified period.
- (2) A resolution of the Council of Management under Clause (1) is of no effect unless the Council of Management, at a meeting held not earlier than 14 and not later than 28 days after service on the member of a notice under Clause (3), confirms the resolution in accordance with this rule.
- (3) Where the Council of Management passes a resolution under Clause (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 Council of Management and the grounds on which it is based;
 - (b) stating that the member may address the Council of Management 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) informing the member that the member may do either or both of the following:-
 - (i) attend and speak at that meeting;
 - (ii) submit to the Council of Management at, or prior to the date of that meeting, written representations relating to the resolution.
- (4) At a meeting of the Council of Management held as referred to in Clause (3), the Council shall:-
 - (a) give to the member an opportunity to make oral representations;
 - (b) give due consideration to any written representations submitted to the Council of Management by the member at or prior to the meeting; **AND**
 - (c) by resolution determine whether to confirm or to revoke the resolution.
- (5) Where the Council of Management confirms a resolution under Clause (4), the Secretary shall, within 7 days after the confirmation, by notice in writing, inform the member of the fact and of the member's right of appeal under Rule 17.
- (6) A resolution confirmed by the Council of Management under Clause (4) 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 where, within that period;
 - (b) the member exercises the right of appeal, unless and until the Association confirms the resolution.

17 RIGHT OF APPEAL OF DISCIPLINED MEMBER.

- (1) A member may appeal to the Association in General Meeting against a resolution of the Council of Management which is confirmed under Rule 16 (4), within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- (2) Upon receipt of a notice from a member under Clause (1), the Secretary shall notify the Council of Management which shall convene a General Meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.
- (3) At a General Meeting of the Association convened under Clause (2):-
 - (a) no business other than the question of the appeal shall be transacted;

- (b) the Council of Management 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 secret ballot on the question of whether the resolution should be confirmed or revoked.

18 COUNCIL OF MANAGEMENT - Powers of Committee, etc.

The Committee shall be called the Council of Management of the Association and, subject to the Act, the Regulation, and these rules, and to any resolution passed by the Association in General Meeting:-

- (1) shall 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 these rules 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 Council of Management to be necessary or desirable for the proper management of the affairs of the Association.

19 COUNCIL OF MANAGEMENT - Constitution and Membership of

- (1) The Council of Management shall consist of:-
 - (a) the Executive of the Council of Management;
 - (b) a representative of the Junior Branch;
 - (c) other Office-Bearers of the Association; and
 - (d) 5 ordinary members
each of whom shall be elected at the Annual General Meeting of the Association pursuant to Rule 20.
- (2) The Executive of the Council of Management shall be:-
 - (a) President;
 - (b) Vice Presidents (2);
 - (c) Treasurer;
 - (d) Secretary.
- (3) Other Office-Bearers of the Association shall be:-
 - (a) Assistant Secretary
 - (b) Assistant Treasurer
 - (c) Secretaries of Association Competitions;
 - (d) Secretary of Grade Tournament
 - (e) Publicity Officer
 - (f) Chairperson of Selectors
 - (g) Social Secretary
 - (h) Delegates of NSW Hardcourt Tennis Association
 - (i) Public Relations Officer
- (4) Each member of the Council of Management shall, subject to these rules, hold office until the conclusion of the Annual General Meeting following the date of the member's election, but is eligible for re-election.
- (5) In the event of a casual vacancy occurring in the membership of the Council of Management, the Council may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the Annual General Meeting next following the date of the appointment.
- (6) The Executive shall have the power to deal with all matters of urgency, subject to revision by the Council of Management.

(See Rule 25(7))

20 COUNCIL OF MANAGEMENT - Election of

- (1) Nominations of candidates for election as Officer-bearers of the Association or as ordinary members of the Council:-
 - (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 form of

- nomination); and
- (b) shall be delivered to the Secretary of the Association not less than 21 days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.
 - (2) If insufficient nominations are received to fill all vacancies on the Council of Management, 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 Council of Management 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 Officer-bearers and ordinary members of the Council of Management shall be conducted at the Annual General Meeting in such usual and proper manner as the Council of Management may direct.
 - (7) Filling of a Casual Vacancy as allowed for in Rule 19.

21 COUNCIL OF MANAGEMENT - Removal of a member

- (1) The Association in a General Meeting may, by resolution, remove any member of the Council of Management from the office of member before the expiration 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) Where a member of the Council of Management, to whom the proposed resolution referred to in Clause (1) relates, makes representations in writing to the Secretary or President (not exceeding three A4 pages) and requests that the representations be notified to the members of the Association, the Secretary or President may send a copy of the representations to each member of the Association or, if they are not to be so sent, the member is entitled to require that the representations be read out at the meeting at which the resolutions is considered.

22 COUNCIL OF MANAGEMENT - Meetings and Quorum

- (1) The Council of Management shall meet at least 11 times in each period of 12 months at such place and time as the Council may determine.
- (2) Additional meetings of the Council of Management may be convened by the President or by any member of the Council.
- (3) Oral or written notice of a meeting of the Council of Management shall be given by the Secretary to each member of the Council at least 48 hours (or such other period as may unanimously be agreed upon by the members of the Council) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under Clause (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 Council member present at the meeting unanimously agree to treat as urgent business.
- (5) Any 8 members of the Council of Management constitute a quorum for the transaction of the business of a meeting of the Council.
- (6) No business shall be transacted by the Council of Management unless a quorum is present and if, within half an hour of the time appointed for the meeting, 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 Council of Management:-
 - (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, such one of the remaining members of the Council as may be chosen by the members present at the

meeting shall preside.

- (9) At sub-committee meetings, provided adequate notice is given to all members of the sub-committee, a quorum shall not be necessary. The President and Secretary shall be members of all sub-committees and have power to exercise full voting rights.
- (10) Where not covered by these rules, the rules of debate, procedure and conduct as set out in 'Guide for Meetings and Organisations' by N.E. Renton (current edition) shall be adopted for all meetings.

23 COUNCIL OF MANAGEMENT - Delegation to Sub-Committee

- (1) The Council may, by instrument in writing, delegate to one or more sub-committee (consisting of such member or members of the Association as the Council thinks fit) the exercise of such of the functions of the Council as are specified in the instrument, other than:
 - (a) this power of delegation; **AND**
 - (b) a function which is a duty imposed on the Council by the Act or by any other law.
- (2) A function, the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the delegation.
- (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 rule, the Council may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Council.
- (6) The Council may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (7) A sub-committee may meet and adjourn as it thinks proper.

24 COUNCIL OF MANAGEMENT - Voting and Decisions

- (1) Questions arising at a meeting of the Council or of any sub-committee appointed by the Council shall be determined by majority of the votes of members of the Council or sub-committee present at the meeting.
- (2) Each member present at a meeting of the Council or of any sub-committee appointed by the Council (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to Rule 22(5), the Council may act notwithstanding any vacancy on the Council.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Council or by a sub-committee appointed by the Council, is valid and effectual, notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Council or sub-committee.

25 COUNCIL OF MANAGEMENT - Casual Vacancies

For the purposes of these rules, a casual vacancy in the office of a member of the Council of Management occurs if the member:-

- (1) ceases to be a member of the Association;
- (2) becomes an insolvent under administration within the meaning of the Companies (New South Wales) code;
- (3) resigns office by notice in writing given to the Secretary;
- (4) is removed from office under Rule 21;
- (5) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; **OR**
- (6) is absent without the consent of the Council of Management from all meetings of the Council held during a period of 3 months. This clause does not apply to Office-Bearers classified under 19 (3). For these Office-Bearers, attendance at Council of Management meetings is optional unless business is being transacted that requires their attendance due to the office

that they hold.

(7) dies;

26 DUTIES OF SECRETARY.

- (1) The Secretary of the Association shall, as soon as practicable after being appointed as Secretary, lodge notice with the Association of his or her address.
- (2) It is the duty of the Secretary to ensure that records are kept of:-
 - (a) all appointments of Office-bearers and members of the Council of Management;
 - (b) the names of the members of the Council of Management present at a Council Meeting or a General Meeting; **AND**
 - (c) all proceedings at Council of Management Meetings and General Meetings.
- (3) Minutes of proceedings at a meeting shall be signed by the chairperson of the meeting or by the chairperson of the next meeting.
- (4) The Secretary shall be responsible for the supervision of all paid staff and contractors. If a conflict of interest arises, then that part of supervision must be delegated to the President or a Vice-President.

27 DUTIES OF TREASURER.

It is the duty of the Treasurer of the Association to ensure that:-

- (1) all money due to the Association is collected and received and that all payments authorised by the Association are made; **AND**
- (2) correct books and accounts are kept showing the financial situation of the Association, including full details of all receipts and expenditure connected with the activities of the Association.

28 DUTIES OF PUBLIC OFFICER.

- (1) The Public Officer shall assume the position of Secretary if that office becomes vacant.
- (2) The Public Officer shall ensure that the Association's Administrators maintain a register of members of the Association, specifying the name and address of each person who is a member of the Association, together with the date on which the person became a member.
- (3) The common seal of the Association shall be kept in the custody of the Public Officer.
- (4) The Public Officer may attest, by jointly signing with another member of the Council of Management, to the affixing of the Common Seal of the Association.
- (5) Except as otherwise provided by these rules, the Public Officer shall keep in his or her custody, or under his or her control, all records, books, and other documents relating to the Association.

29 SPECIAL RESOLUTION OF THE ASSOCIATION.

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 as, being entitled under these rules to do so, vote in person 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 rules; **OR**
- (2) where it is made to appear to the Commission that it is not possible or practicable for the resolution to be passed in the manner specified in paragraph (a), - the resolution is passed in a manner specified by the Commission.

30 AMENDMENT OF CONSTITUTION.

The Constitution of the Association may be amended, altered, or replaced only by a special resolution of the Association.

31 ACCEPTANCE OF RULES AND BY-LAWS.

Each member of the Association shall be bound by the provision of these rules and general competition and tournament By-laws of the Association.

32 NOTIFICATION TO MEMBERS OF GENERAL MEETINGS, AND OTHER INFORMATION.

- (1) All matters published in 'Tennis News', AND/OR posted on the Web Page, AND/OR all letters posted to the last recorded address and/or matters brought to the notice of a member shall be deemed to have been notified. In the case of a non-playing member, it shall be

deemed sufficient notice of any matter provided it is published in 'Tennis News' and/or the Web Page, and/or posted to the last recorded address.

- (2) Except where the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Association, the Secretary shall, at least 14 days before the date fixed for the holding of the General Meeting, notify all members, in accordance with Clause (1), specifying the place, date and time of the meeting, and the nature of the business proposed to be transacted at the meeting.
- (3) Where the nature of the business proposed to be dealt with at a General Meeting requires a Special Resolution of the Association, the Secretary shall, at least 21 days before the date fixed for the holding of the General Meeting, notify all members, in accordance with Clause (1), specifying the place, date, and time of the meeting and the nature of the business proposed to be transacted at the meeting, and in addition, the intention to propose the resolution as a Special Resolution.

33 GENERAL MEETING - Business at

- (1) No business other than that specified in the notice convening a General Meeting shall be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted pursuant to Rule 40(2).
- (2) member desiring to bring any business before a General Meeting may give notice in writing of that business to the Secretary who shall include that business in the next notice calling a General Meeting given after receipt of the notice from the member.

34 GENERAL MEETING - Procedure and Quorum

- (1) No item of business shall be transacted at a General Meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- (2) Fifteen members present in person (being members entitled under these rules to vote at a General Meeting) provided that at least eight teams are each represented by one or more member, 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, if convened upon the requisition of members, shall be dissolved and, in any other case, shall stand adjourned to the same day in the following week at the time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting) 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 meeting shall be dissolved.

35 GENERAL MEETING - Presiding member

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

36 GENERAL MEETING - Adjournment

- (1) The Chairperson of a General Meeting at which a quorum is present may, with the consent of the majority of the 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) Where a General Meeting is adjourned for 14 days or more, the Secretary shall give notice of the adjourned meeting to each member of the Association, in accordance with Rule 32(1), 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 (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.

37 GENERAL MEETING - Making of Decisions

- (1) A question arising at a General Meeting of the Association shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a

declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, 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.

- (2) At a General Meeting of the Association, a poll may be demanded by the Chairperson or by not less than 3 members present at the meeting.
- (3) Where a poll is demanded at a General Meeting, the poll shall be taken:-
 - (a) immediately, in the case of a poll which relates to the election of the Chairperson of the meeting, or to the question of adjournment; **OR**
 - (b) in any other case, in such a manner and at such time before the close of the meeting as the Chairperson directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

38 GENERAL MEETING - Voting

- (1) Upon any question arising at a General Meeting of the Association a member has one vote only.
- (2) All votes shall be given personally.
- (3) In the case of equality of votes on a question at a General Meeting, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- (4) A member is not entitled to vote at any General Meeting of the Association unless all money due and payable by that member to the Association has been paid, other than the amount of the Annual Subscription (if applicable) payable in respect of the then current year.

39 ANNUAL GENERAL MEETING - holding of

- (1) The Association shall, at least once in a calendar year and within 6 months after the expiration of each financial year of the year of the Association, convene an Annual General Meeting of its members.
- (2) Clause (1) has effect subject to any extension or permission granted by the Commission under Section 26 (3) of the Act.
- (3) Representation by a member of each team registered in senior competition is desirable and a member can represent each team in which he/she is registered. Those teams unrepresented will be charged a fee of \$20 (20 dollars). This fine is to be paid within 5 weeks of the AGM or instead a 5-point penalty will be imposed on the team in the next competition round match following the expiry of this 5-week period. Notice of this action will only be given via Tennis News and/or the Web Page.

40 ANNUAL GENERAL MEETING - calling of and business at

- (1) The Annual General Meeting of the Association shall, subject to the Act and to Rule 39, be convened on such date and such place and time as the Council of Management thinks fit.
- (2) In addition to any other business which may be transacted at an Annual General Meeting, the business of the Annual General Meeting shall be:-
 - (a) to confirm the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting;
 - (b) to receive from the Council reports upon the activities of the Association during the last preceding financial year;
 - (c) to elect Office-bearers of the Association and other Council of Management members, together with Patrons, Auditor, Solicitor; **AND**
 - (d) to receive and consider the statement which is required to be submitted to members pursuant to Section 26(6) of the Act.
- (3) An Annual General Meeting shall be specified as such in the notice convening it.

41 SPECIAL GENERAL MEETING - calling of

- (1) The Council of Management may, whenever it thinks fit, convene a Special General Meeting of the Association.
- (2) The Council of Management shall, on the requisition in writing from members of not less than six financial teams, signed by at least two registered players from each team, convene a Special General Meeting of the Association.

- (3) A requisition by members for a Special General Meeting:-
 - (a) shall state the purpose or purposes of the meeting;
 - (b) shall be signed by the members making the requisitions;
 - (c) shall 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 Council of Management fails to convene a Special General Meeting within 5 weeks of the date on which a requisition by 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 Clause (4) shall be convened as nearly as is practicable in the same manner as General Meetings are convened by the Council and any member who thereby incurs expense is entitled to be reimbursed by the Association for any expense so incurred.

42 DELEGATES' MEETING.

- (1) Meetings of delegates shall be convened by direction of the Council of Management when required, or at the written request (addressed to the Secretary) of representatives of at least twelve financial affiliated teams. Such request shall state the business for which the meeting is to be called.
- (2) If the Council of Management fails to convene a Delegates' Meeting within 5 weeks of the date on which a requisition by members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a Delegates' Meeting to be held not later than 3 months after that date.
- (3) Each affiliated team shall be entitled to appoint two registered members to attend Delegates' Meetings.
- (4) Any business except that provided for at the Annual General Meeting may be brought forward at such meetings.
- (5) Each Delegate and Officer-bearer shall be entitled to one vote on each matter dealt with, provided, however, that an Officer-bearer shall be entitled to vote only one vote if he is both an Officer-bearer and a Delegate.
- (6) A quorum shall comprise Delegates representing twelve affiliated teams and not less than twelve in number.
- (7) A Delegates' Meeting convened by a member or members as referred to in Clause (2) shall be convened as nearly as is practicable in the same manner as General Meetings are convened by the Council and any member who thereby incurs expense is entitled to be reimbursed by the Association for any expense so incurred.

43 INSURANCE AND INDEMNITY.

- (1) The Association shall effect and maintain insurance pursuant to Section 44 of the Act.
- (2) In addition to the insurance required under Clause (1), the Association may effect and maintain other insurance.
- (3) Every member of the Council of Management and the Junior Branch Committee, Auditor, Secretary, and other officer for the time being of the Association shall be indemnified out of the assets of the Association, against any liability arising out of the execution of the duties of his office which is incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted, or in connection with any application under the Act in which relief is granted to him by the Court in respect of any negligence, default, breach of duty or breach of trust.
- (4) The liability of any member, officer or agent of the Association to another member, officer or agent is limited to the amount of insurance for which the member, officer or agent of the Association is actually indemnified.
- (5) If for any reason there is no insurance cover, then the liability of such member, officer or agent to any member, officer or agent is nil.

44 FUNDS - Source

- (1) The funds of the Association shall be derived from entrance fees and annual subscriptions of members, court hire, donations and, subject to any resolution passed by the Association in general meeting, such other sources as the Council of Management determines.

45 FUNDS - Management

- (1) All money received by the Association shall be deposited as soon as practicable and without deduction to the credit of the Association's bank accounts.
- (2) The Association shall, as soon as practicable, after receiving any money, issue an appropriate receipt.
- (3) Subject to any resolution passed by the Association in general meeting, the funds of the Association shall be used in pursuance of the objects of the Association in such manner as the Council of Management determines.
- (4) All cheques, draft, bills of exchange, promissory notes and other negotiable instruments shall be signed by any 2 members of the Executive of the Council of Management or one member of the Executive of the Council of Management and one administrator of the Association, the latter being a member or employee authorised to do so by the Association.
- (5) The general funds of the Association, with the exception of funds raised by the Junior Branch, shall be banked in one general account in an approved bank or building society or be placed in secured bank or government investments in the name of the Association. In respect of building societies, funds shall only be deposited to the extent that such building society or societies are government guaranteed. Other investment of funds may be made provided such investments are authorised by the appropriate legislation governing Trustees, provided they are approved Trustee investments and government guaranteed.
- (6) The Junior Branch of Eastwood-Thornleigh District Tennis Association Inc. shall be entitled to deposit their general funds in a separate general account.
- (7) Special accounts may be created by the Council of Management.
- (8) No liability shall be incurred without the sanction of the Executive or Council of Management.

46 COMMON SEAL.

- (1) The common seal of the Association shall be kept in the custody of the Public Officer.
- (2) The common seal shall not be affixed to any instrument except by the authority of the Council of Management, and the affixing of the common seal shall be attested by the signatures either of 2 members of the Council or of 1 member of the Council and of the Public Officer or Secretary.

47 CUSTODY OF BOOKS, etc.

Except as otherwise provided by these rules, the Public Officer shall keep in his or her custody, or under his or her control, all records, books, and other documents relating to the Association.

48 INSPECTION OF BOOKS, etc.

The records, books and other documents of the Association shall be open to inspection, free of charge, by a member of the Association at any reasonable hour.

49 SERVICE OF NOTICES.

- (1) For the purpose of these rules, a notice may be served by or on behalf of the Association upon any member, either personally or by sending it by post to the member at the member's address shown in the register of members.
- (2) Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

50 SURPLUS PROPERTY.

- (1) The Association has passed a special resolution nominating an incorporated association as the association in which it is to vest its surplus property pursuant to Section 53(2) of the Act in the event of a winding up or the cancellation of the incorporation of the Association.
- (2) The Incorporated Association so nominated is one which fulfils the requirements specified in Section 53(2)(a)-(c) of the Act. In the event of the association being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred

to any association with similar purposes which is not carried on for the profit or gain of its individual members.

51 GENERAL COMPETITION AND TOURNAMENT BY-LAWS OF THE ASSOCIATION.

The Association shall, from time to time, make By-laws for the conduct of its general competitions and tournaments which shall be known as the "General Competition and Tournament By-laws of the Association" and these may be varied or amended from time to time at a Council of Management meeting by a two-thirds majority of the members present and entitled to vote at the meeting.

