

EASTERN DISTRICTS TENNIS ASSOCIATION INC.

CONSTITUTION

As at the SPECIAL GENERAL MEETING

28 APRIL 2004

Including amendments adopted at that meeting

Lodged with the Office of Consumer and Business Affairs

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# EASTERN DISTRICTS TENNIS ASSOCIATION INCORPORATED

## CONSTITUTION

### 1. NAME

The name of the incorporated association is the “EASTERN DISTRICTS TENNIS ASSOCIATION INCORPORATED”, referred to herein as “the Association”.

### 2. DEFINITIONS

- 1) “MANAGEMENT COMMITTEE” means the committee of management of the association
- 2) “PERMIT COMMITTEE” means the committee responsible for the management of senior competition and conduct and discipline of players and volunteer administrators.
- 3) “The Act” means the Associations Incorporation Act 1985.
- 4) “TENNIS SA” means Tennis SA (Incorporating South Australian Tennis Association Inc. & South Australian Hardcourt Tennis League Inc.)
- 5) “MEMBER CLUBS” means those clubs that have been admitted to the association in accordance with these rules.

### 3. OBJECTS

The objectives of the Association are:

- 1) To promote and control the game of tennis among tennis players who are members of clubs associated with this Association which are within the boundaries prescribed by Tennis SA
- 2) To promote, control and manage inter-club matches, inter-association matches, Association tournaments and any other games, tournaments or competitions.
- 3) To co-operate with other bodies for the purpose of furthering the interests of tennis and promoting good fellowship and sportsmanship.
- 4) To affiliate with other bodies engaged in the promotion and control of tennis.
- 5) To coach junior players in the district and foster the tennis interests of young players in particular
- 6) To establish maintain and administer funds, for the benefit of members of the Association, affiliated clubs and tennis in general.
- 7) To do all such other lawful things as are incidental or conducive to the attainment or advancement of any of the objects of the Association.

4. POWERS OF THE ASSOCIATION

The association shall have all the powers conferred by section 25 of the Act.

5. MEMBERSHIP

1) TYPES

(a) CLUB MEMBERSHIP

- (i) The Association shall consist of the members of the entire member clubs, each club to have membership of at least eight (8) members. A member club is one that is admitted to the Association in accordance with the requirements of this constitution. A register of Clubs will be held and maintained by the Association Secretary.

(b) OFFICER MEMBERSHIP

- (i) Persons appointed to the MANAGEMENT COMMITTEE, who are not members of member Clubs shall be deemed to be members of the Association.

(c) LIFE MEMBERSHIP

- (i) Shall be awarded to any person who has rendered special or outstanding services which has been of significant value to the Association. Such persons, proposed for Life Membership of the Association, shall be nominated by a Club or individual person who is a member of the Association and confirmed at a MANAGEMENT COMMITTEE meeting, where that nomination shall be by a majority. The nominee to be presented for recognition at an AGM or SGM.
- (ii) Life Members shall be entitled to attend all MANAGEMENT COMMITTEE meetings, AGM's and SGM's of the association. Life Members are entitled to vote at an AGM or SGM but shall have no voting rights at Management Committee meetings.

## 2) SUBSCRIPTIONS

- (a) The subscriptions of member clubs to the Association may be decided at the budget meeting of the MANAGEMENT COMMITTEE each year and shall comprise fees imposed on teams nominated and accepted and any other fees deemed necessary, taking into account affiliation fees to Tennis SA.
- (b) Payment of subscriptions shall entitle clubs to receive a number of printed programs sufficient for all teams accepted for that season.
- (c) Club subscriptions shall be paid to the Treasurer of the Association on or before November 30, each year. Refer to paragraph 6 (1) (c) (xiii).
- (d) The income of the Association from the conduct of lotteries or similar can only be applied towards the promotion of its objectives and no member of the MANAGEMENT COMMITTEE is entitled to remuneration or benefit from such income.

## 3) RESIGNATIONS

A member Club may resign from membership of the association by giving written notice thereof to the Secretary of the association. Any member Club so resigning shall be liable for any outstanding subscriptions, which may be recovered as a debt due to the association.

## 4) EXPULSION OF AN INDIVIDUAL OR MEMBER CLUB

- (a) Subject to giving an individual or member Club an opportunity to be heard or to make a written submission, the committee may resolve to expel an individual or member Club upon a charge of misconduct detrimental to the interests of the association.
- (b) Particulars of the charge shall be communicated in writing to the individual or member Club at least one month before the meeting of the Management committee at which the matter will be determined.
- (c) The determination of the committee shall be communicated to the individual or member Club, and in the event of an adverse determination the individual or member Club shall, (subject to 5 (4) (d) below), cease to be a member 14 days after the committee has communicated its determination to the individual or member Club.

- (d) It shall be open to an individual or member Club to appeal to the association against the expulsion. The intention to appeal shall be communicated to the Secretary of the association within 14 days after the determination of the committee has been communicated to the individual or member Club.
- (e) In the event of an appeal under 5 (4) (d) above, the appellant's membership of the association shall not be terminated unless the determination of the committee to expel the individual or member Club is upheld by the Tennis SA Disciplinary and Appeals Tribunal, and in such event membership will be terminated at the date of the next MANAGEMENT COMMITTEE meeting at which the determination of the Disciplinary and Appeals Tribunal is upheld.

#### 5) REGISTER OF MEMBER CLUBS

A register of member Clubs must be kept and contain:

- i) the name and address of each member Club;
- ii) the date on which each member Club was admitted to the association; and
- iii) if applicable, the date of, and reason (s) for, termination of membership.

### 6. THE MANAGEMENT COMMITTEE

#### 1) POWERS AND DUTIES

- (a) The affairs of the association shall be managed and controlled by a MANAGEMENT COMMITTEE which in addition to any powers and authorities conferred by these rules may exercise all such powers and do all such things as are within the objects of the association, and are not by the Act or by these rules required to be done by the association at an AGM or SGM.
- (b) The MANAGEMENT COMMITTEE has the management and control of the funds and other property of the association.
- (c) THE MANAGEMENT COMMITTEE shall, subject to the discretion of the AGM or any SGM,
  - (i) be responsible for issuing and amending from time to time, as necessary, a set of BY-LAWS, which shall determine conditions relating to competition matches, nominations of teams, player eligibility and discipline, financial procedures and any other aspect felt necessary for the administration of tennis;

- (ii) determine the number of divisions and players in each team of each division in accordance with the BY-LAWS;
- (iii) arrange the grading of the teams and have entire control of such grading;
- (iv) arrange and control the program of all inter-club matches and nominations for inter-association matches and any matters relating thereto, and also to control all Association tournaments and the administration thereof;
- (v) appoint sub-committees to handle such Association affairs.
- (vi) be responsible for the management, competition, conduct and discipline of all players and volunteers assisting in tennis. The Junior Coordinator may coopt personnel to assist as necessary. The Treasurer is required to liaise with the Junior Coordinator with regard to the formation of a budget for Junior activities each year for MANAGEMENT COMMITTEE approval. The Junior Competition shall operate to its own By-Laws, but always subject to approval of the MANAGEMENT COMMITTEE, and in the event of any discrepancy, this Constitution or Senior By-laws shall take precedence;
- (vii) at its discretion fill any casual vacancies occurring within the MANAGEMENT COMMITTEE during its term of office, and such a committee Member shall hold office until the next annual general meeting of the association;
- (viii) have the power to inspect courts which shall at all times be subject to the approval of the MANAGEMENT COMMITTEE;
- (ix) have the power to award any match concerning which a protest shall have been lodged, in accordance with the BY-LAWS, to either of the competing teams or order the match to be replayed, or to extend the time for playing any match, also be empowered to award a set or sets or the match concerned to either team in the case of any breach of the BY-LAWS;
- (x) impose penalties or fines on clubs or individuals for any breach of the BY-LAWS;

- (xi) have the power to reprimand, suspend or impose disqualification for any period, including life, on any member who, in its opinion, has been guilty of:
    - (a) conduct prejudicial to the proper conduct of the affairs of the Association;
    - (b) misconduct during or in the vicinity of any match or any function connected with the Association – “vicinity” being defined in this context as the total courts and clubhouse complex where such match or function is scheduled including any immediate access thoroughfare and parking areas;
    - (c) non-compliance with any BY-LAW of the Association or direction of the MANAGEMENT COMMITTEE or PERMIT COMMITTEE;
  - (xii) have the power to review any disciplinary decision of the PERMIT COMMITTEE, against whose decision, any member or club may appeal in writing to the Association Secretary, the appeal to be heard at the next scheduled MANAGEMENT COMMITTEE meeting, with the direction(s) of PERMIT COMMITTEE being in force until the MANAGEMENT COMMITTEE review. MANAGEMENT COMMITTEE decisions resulting from disciplinary action, where involving suspension or disqualification shall be advised in writing to Tennis SA within seven days, and further means of appeal by a member or club shall be through the Disciplinary and Appeals Tribunal of Tennis SA;
  - (xiii) have the power to disqualify any club for not meeting its financial obligations at such times as specified in this Constitution;
  - (xiv) have the power to determine any honoraria to be paid to the President, Secretary, Treasurer, Auditor and any other person for whom recognition for services can be justified. Such matters are to be considered at the MANAGEMENT COMMITTEE meeting just prior to each AGM.
- (d) The MANAGEMENT COMMITTEE shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the association on which these rules are silent.
  - (e) The Public Officer of the Association shall be the currently elected Secretary, who shall advise the Office of Consumer and Business Affairs of his or her appointment within one month of that appointment, where a change of Secretary occurs.

## 2) APPOINTMENT

- (a) The MANAGEMENT COMMITTEE shall be comprised of the following officers:
  - (i) President
  - (ii) Vice President
  - (iii) Secretary
  - (iv) Treasurer
  - (v) Senior Competition Officer
  - (vi) Junior Coordinator
  - (vii) Facilities Officer
  - (viii) Public Relations Officer
- (b) A committee member shall be a natural person.
- (c) The MANAGEMENT COMMITTEE shall be elected at each AGM.
- (d) No one Club shall have more than two Management Committee office bearers.

## 3) PROCEEDINGS OF COMMITTEE

- (a) The MANAGEMENT COMMITTEE shall meet at least five times every year. Meetings shall be held on the first Wednesday of each month unless otherwise determined. Additional meetings may be held if the MANAGEMENT COMMITTEE considers necessary or convened at the discretion of the President.
- (b) The President shall be chairperson and in his or her absence the Vice President shall act as chairperson.
- (c) Voting at a MANAGEMENT COMMITTEE meeting shall be by ballot, or show of hands, at the discretion of the PRESIDENT, the PRESIDENT being permitted a deliberative vote and a casting vote in the event any vote is tied.
- (d) Procedure at MANAGEMENT COMMITTEE meetings shall closely adhere to the Westminster debating system.
- (e) A quorum for a meeting of the MANAGEMENT COMMITTEE shall be one half of the members of the Committee.
- (f) A member of the MANAGEMENT COMMITTEE having a direct or indirect pecuniary interest in a contract or proposed contract, with the Association must disclose the nature and extent of that interest to the committee as required by the Act, and shall not vote with respect to that contract or proposed contract. The member of the committee must disclose the nature and extent of his or her interest in the contract at the next annual general meeting of the association.



- (g) No person having been disqualified or suspended by decision of the PERMIT COMMITTEE and that decision upheld by the MANAGEMENT COMMITTEE, or having been similarly penalised directly by the MANAGEMENT COMMITTEE, shall be eligible to maintain office or be a member of MANAGEMENT COMMITTEE or any Sub-Committee for the period of the disqualification or suspension.

(4) **DISQUALIFICATION OF COMMITTEE MEMBERS**

The office of a committee member shall become vacant if a committee member is:

- disqualified from being a committee member by the Act;
- expelled as a member under these rules;
- permanently incapacitated by ill health;
- absent without apology from more than three consecutive meetings;

7. **PERMIT COMMITTEE**

- 1) A PERMIT COMMITTEE shall be appointed at the AGM and shall consist of the SENIOR COMPETITION OFFICER, who shall be the chairperson, SECRETARY and three other members.
- 2) The PERMIT COMMITTEE shall be responsible for the proper placement of players as defined by the By-Laws.
- 3) The PERMIT COMMITTEE may appoint Referees for major round matches. Referees shall have responsibility to ensure that the conduct of matches and behaviour of individuals, playing or present at major round matches is within the rules of tennis and according to any BY-LAWS approved by the MANAGEMENT COMMITTEE, and within the bounds of good sportsmanship, Referees may lodge report(s) for consideration for the PERMIT COMMITTEE or MANAGEMENT COMMITTEE where circumstances so dictate.
- 4) After election at the AGM (or SGM), the PERMIT COMMITTEE is considered to be largely independent and to have the powers granted to the MANAGEMENT COMMITTEE in paragraphs 6. (1) (c) (ix), (x), with any such disciplinary action being effective immediately, but subject to review at the next scheduled MANAGEMENT COMMITTEE meeting following any such decision.

8. THE SEAL

The Association shall have a common seal upon which its corporate name shall appear in legible characters.

The seal shall not be used without the express authorisation of the committee, and every use of the seal shall be recorded in the minute book of the Association.

The seal shall be kept in the custody of the SECRETARY or any other person appointed by the MANAGEMENT COMMITTEE and every use of the seal shall be countersigned by the SECRETARY or that person appointed by the MANAGEMENT COMMITTEE as mentioned above, and the PRESIDENT or the VICE-PRESIDENT.

9. GENERAL MEETINGS

(1) ANNUAL GENERAL MEETING

(a) The AGM of the Association shall be held on or before May 31st of every year for the following purposes:

- (i) To confirm the minutes of the previous annual general meeting and of any special general meeting held since that meeting
- (ii) To receive the President's, Secretary's, Treasurer and Auditor's reports and any other reports.
- (iii) To elect a PATRON, VICE-PATRON(S) (optional), HONORARY SOLICITOR (optional), MANAGEMENT COMMITTEE AND PERMIT COMMITTEE for the ensuing year.
- (iv) To elect an AUDITOR, who shall be an Accountant, and who shall audit the financial records prior to the next AGM.
- (v) To set a Management Committee expenditure limit for any single expenditure item. Any expenditure over this limit must be approved by the majority of Member Clubs or at a SGM or AGM.
- (vi) To consider and determine any other business brought forward.

(b) The SECRETARY of the Association shall give 14 days clear notice to each member club of the time and place of the meeting.

- (c) Each member club shall, prior to each AGM convened according to this Constitution, nominate in writing to the SECRETARY of the Association, two representatives of that club to the above meeting. Only nominated representatives of member clubs, life members and officers of the association shall be entitled to vote at an AGM.
- (d) Voting at the AGM shall be by ballot, or show of hands, at the discretion of the PRESIDENT, the PRESIDENT being permitted a deliberative vote in all matters and a casting vote in the event any vote is tied. Poll voting will not apply in this Association.
- (e) Procedure at the AGM shall adhere to the Westminster system of debate.

(2) SPECIAL GENERAL MEETING

- (a) The SECRETARY of the association shall within one month of the receipt from a member club convene a SGM of the Association. Any request must be made in writing, on the letterhead of the club, stating the object of the meeting proposed to be called, and shall be countersigned by the Secretaries of at least three of the member clubs.
- (b) The PRESIDENT may also request the SECRETARY to summon a SGM if circumstances in his or her opinion warrant the calling of such a meeting.
- (c) Fourteen days clear notice shall be given by the SECRETARY of the Association to each member club of a SGM, such notice to specify the object of the meeting, and the business of that meeting shall be confined to the object(s) so stated in the notice.
- (d) Each member club shall, prior to each SGM convened according to this Constitution, nominate in writing to the SECRETARY of the Association, two representatives of that club to the above meetings. Only nominated representatives of member clubs, life members and officers of the association shall be entitled to vote at a SGM.
- (e) Voting at an SGM shall be by ballot, or show of hands, at the discretion of the PRESIDENT, the PRESIDENT being permitted a deliberative vote in all matters and a casting vote in the event any vote is tied. Poll voting will not apply in this Association.
- (f) Procedure at an SGM shall adhere to the Westminster system of debate.

(g) If a special general meeting is not convened within one month, as required by 9 (2) (a) above, the requisitionists, or at least 50% of their number, may convene a special general meeting. Such a meeting shall be convened in the same manner as nearly practical as a meeting convened by the committee, and for this purpose the committee shall ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the Association.

(3) **CLUB REPRESENTATION AT MANAGEMENT COMMITTEE MEETINGS**

(a) Any member club wishing to bring any of its concerns regarding the affairs of the Association to the attention of the MANAGEMENT COMMITTEE shall do so by expressing such concerns in writing to the Secretary at least 14 days prior to the next MANAGEMENT COMMITTEE meeting.

(b) At least 10 days notice of any MANAGEMENT COMMITTEE meeting shall be given to member Clubs where another Club has raised concerns and it has been placed on the agenda. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of business to be transacted at the meeting.

(c) At a MANAGEMENT COMMITTEE meeting member clubs shall be entitled to have a club representative present who may take part in the discussion at the invitation of the President but shall have no voting power.

10. **MINUTES**

(1) Proper minutes of all proceedings of general meetings of the association and of meetings of the committees, shall be entered within 21 days after the relevant meeting in minute books kept for the purpose.

(2) The minutes kept pursuant to this rule must be confirmed by members of the relevant committee at a subsequent meeting.

(3) The minutes kept pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.

(4) Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

(5) Copies of minutes shall be circulated as soon as possible after each meeting to each member of the MANAGEMENT COMMITTEE and to the Secretary of each member Club.

11. ADMISSION TO THE ASSOCIATION

Any club wishing to join the Association must be proposed, seconded, and approved by a two-thirds majority of those persons entitled to vote at the AGM or a SGM called for that purpose. The acceptance of such club shall be on the condition that the courts of the club are inspected and found satisfactory to the MANAGEMENT COMMITTEE. The Secretary of any such club shall send to the Secretary of the Association a written application, together with the amount of annual subscription which shall be returned in the event of such application being refused.

12. FINANCIAL REPORTING

- 1) The Financial Year of the Association shall be the period of 12 months commencing on 1<sup>st</sup> May and ending on 30<sup>th</sup> April of each year.
- 2) The Association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the association in accordance with the Act.
- 3) The Treasurer shall present a financial report to each MANAGEMENT COMMITTEE meeting.
- 4) The accounts, together with the auditor's report on the accounts, the President's report and the Secretary's report, shall be laid before members at the AGM.
- 5) At each AGM, the members shall appoint a person to be auditor of the association.
  - (i) The auditor shall hold office until the next AGM and be eligible for re-appointment.
  - (ii) If an appointment is not made at an AGM, the EXECUTIVE shall appoint an auditor for the current financial year.

13. PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS

The income and capital of the association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the association.

14. AMENDMENTS TO THE CONSTITUTION

Except as elsewhere expressly provided, the CONSTITUTION shall not be added to, rescinded, altered or suspended, unless fourteen days prior notice is given in writing from a member club or an individual member of the Association to the SECRETARY of the Association or a proposed motion or motions, and then only by a two-thirds majority of those persons present who are entitled to vote at the AGM or SGM convened for that purpose. Following any change to the CONSTITUTION, the SECRETARY shall advise the OFFICE OF CONSUMER AND BUSINESS AFFAIRS within one month.

15. INDEMNITIES

The members of the MANAGEMENT COMMITTEE or any Sub-Committee appointed by the MANAGEMENT COMMITTEE shall be indemnified by the Association from and against all actions, suits, claims, demands, costs, damages and expenses which any such officer or member may incur or be liable to by reason of any contract entered into or any act or deed done by him or her as such Officer or member in any way in the proper discharge of his or her duties or in any way relating thereto except such as may happen through his or her own wilful act or default.

16. WINDING UP OF THE ASSOCIATION

The association may be wound up in the manner provided for in the Act. In the event that the Association is to be wound up, no member of the MANAGEMENT COMMITTEE shall benefit from such action, the assets of the Association are to be passed to a like Association for the benefit of that Association which shall have similar objects to those of this Association

17. COLOURS

The colours of the Association shall be Royal Blue and Red.