



ASSOCIATIONS INCORPORATION ACT 1985 (SA)

Lobethal Tennis Club Constitution

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ASSOCIATIONS INCORPORATION ACT 1985 (SA)

CONSTITUTION

of

LOBETHAL TENNIS CLUB INCORPORATED

1. NAME

The name of the incorporated association is LOBETHAL TENNIS CLUB INCORPORATED.

2. DEFINITIONS

In this Constitution unless the contrary intention appears:

“**Act**” means the *Associations Incorporation Act 1985 (SA)*.

“**Affiliated Association**” means the Tennis Association selected at the AGM.

“**Annual General Meeting**” means a meeting of the kind described in clause 9.

“**Appointed Committee Member**” means a committee member appointed under clause 8.

“**Committee**” means the body consisting of the Committee Members and constituting the committee for the purposes of the Act.

“**Constitution**” means this constitution of the Club.

“**Committee Member**” means a member of the Committee and includes Elected Committee Members and Appointed Committee Members and any person acting in that capacity from time to time appointed in accordance with this Constitution.

“**Elected Committee Member**” means a committee member appointed under clause 8.1.

“**Financial year**” means the year ending on the next 30 June following incorporation and thereafter a period of 12 months commencing on 1 July and ending on 30 June each year.

“**General Meeting**” means a general meeting of Members and includes the Annual General Meeting or any Special General Meeting.

“**Intellectual Property**” means all rights subsisting in copyright, business names, names, trademarks (or signs), logos, designs, equipment including computer software, images (including photographs, videos or films) or service marks relating to the Club or any activity of or conducted, promoted or administered by the Club in South Australia.

“**Life Member**” means an individual appointed as a life member of the Club under clause 5.2.

“**Member**” means a member for the time being of the Club.

“**Objects**” means the objects of the Club in clause 3

“Ordinary Member” means a person admitted as an ordinary member of the Club under clause 5.1.

“Ordinary Resolution” means:

at a meeting of Members, a resolution passed at a General Meeting by a majority of Members present, entitled to vote and voting; or

at a meeting of the Committee or a committee of the Committee, a resolution passed by a majority of those present, entitled to vote and voting.

“Regulation” means a rule, regulation, by-law or policy made by the Committee under this Constitution.

“Special Resolution” means a resolution passed at General Meeting of the Members if:

at least 21 days written notice specifying the intention to propose the resolution as a special resolution has been given to all Members; and

it is passed at a duly convened meeting of the Members by a majority of not less than three-quarters of Members present, entitled to vote and voting.

“Sport” means the sport of Tennis.

3. OBJECTS OF THE CLUB

The Objects of the Club are to:

- a) encourage, promote and advance the game of Tennis played in active sport between the members and affiliated clubs;
- b) enter teams of Members in the affiliated competition for inter association matches;
- c) affiliate with Tennis SA and affiliated Tennis association;
- d) offer coaching, professional advice, friendly competition in the game of tennis;
- e) maintain and enhance the reputation of the game of tennis and the standards of play and behaviour of Members; and
- f) undertake and or do other things or activities which are necessary, incidental or conducive to the advancement of these Objects.

4. POWERS OF THE CLUB

For furthering the Objects, the Club has:

- a) the specific rights, powers and privileges conferred on it by section 25 of the Act; and
- b) in addition, all the powers it would have if it were a company incorporated under the *Corporations Act 2001 (Cth)*.

5. MEMBERS

5.1 Membersip

Membership is upon application to the Committee Members. An application may accepted or rejected based on the committee decision.

On successful membership of the Lobethal Tennis Club, each member is bound by the Constitution and by-laws of the Association and all of the provisions thereto. This Constitution constitutes a contract between each of the members and the Club and each Member is bound by this Constitution and the Regulations.

Members are required to treat all officials, contractors and representatives of the Club, Affiliated Tennis Association and Tennis SA with respect and courtesy at all times. Members are required to act in a manner of courtesy to other members maintaining the reputation of the Club, Tennis SA and Affiliated Tennis Association and or the Sport.

The two classes of membership with the Lobethal Tennis Club are:

- a) Life Members; and
- b) Ordinary Members.

5.2 Life Members

- a) Life Membership is the highest honour that can be bestowed by the Club for longstanding and valued service to the growth and development of the club and the game of tennis.
- b) To become a life member, the elected person must have reached the selected criteria as set by the committees life members conditions.
- c) A person may be appointed a Life Member only by Special Resolution put to members present at the Annual General Meeting by the Committee.
- d) A Life Member cannot be required to pay fees or subscriptions to the Tennis Club, however is still liable to make payment to the Lobethal Recreation and Sport Club inc of an annual fee.

5.3 Register of Members

- a) The Club must keep and maintain a register of Members in accordance with the Act.
- b) In addition to the information required by the Act, the Register may contain such other information as the Committee considers appropriate.
- c) Members must provide the Club with the details required by the Club to keep the register complete and up to date. Personal details are treated confidentially and are only used for administration and safety purposes of the club.

6. MEMBERSHIP

6.1 General

Annual membership commences on the day of the first competition match of the affiliated association and ends on the day before the new season starts the following year.

A Member ceases to be a Member of the Club if:

- a) the Member dies;
- b) the Member is dissolved, wound up or bankrupted;
- c) the Member holds a criminal record that is not reputable to the sport;
- d) the Member resigns from membership in accordance with clause 6.2; or
- e) the Member is expelled from the Club under clause 6.3.

6.2 Notice of Resignation

A Member may resign from membership of the Club on one month's notice in writing to the Club. A resigning Member is liable for any outstanding fees or subscriptions which may be recovered as a debt due to the Club.

6.3 Expulsion

- a) A member may not be expelled unless the Member has been afforded natural justice.
- b) Subject to a) the Committee may expel a Member from membership of the Club if, in the opinion of the Committee, the Member has materially breached any of its obligations under this Constitution or the Regulations.
- c) Nothing in this clause 6.3 prevents an expelled Member from applying for readmission to Membership but, in considering the readmission application the Committee is entitled to take into account the facts and circumstances in which the prior membership (or memberships) ceased.
- d) Membership fees or subscriptions paid by the former Member may, at the Committee's discretion, be refunded on a pro-rata basis to the Member on cessation of the membership.

6.4 Return of Property

A Member who ceases to be a Member must not thereafter use any property of the Club (including, without limitation, its Intellectual Property) and must immediately return to the Club all of the Club's documents, records or other property in the possession, custody or control of the former Member.

- a) The committee may make regulations governing the hearing and determination of disputes, protests or complaints by or against members or participants and any other matter involving the enforcement of this constitution or the regulations against members or participants.
- b) Despite any Regulation made under clause 0, the Committee may seek advice from a disputes person elected by the committee.
- c) All proceedings relating to cases falling under clause 0 must be conducted according to the rules of natural justice.
- d) Discipline, Disputes, Complaints (See also 17. Member Production Policy By-Law).

6.5 Subscriptions and Fees

- a) The Committee will fix the following season's annual membership subscriptions and seek approval of its members at the AGM. If the members at the AGM vote in majority for setting of the fees, the committee will adopt the subscription and fees for the following year.
- b) On admission to membership a new Member must pay the current full year's subscription unless the Committee agrees to accept payment in instalments.
- c) The Committee may waive all or part of a Member's subscriptions, fees or levies and may agree on terms of payment for a Member different from those applicable to other Members if the Committee is satisfied that there are special reasons to do so.

6.6 General powers of Committee

- a) Subject to the Act and this Constitution, the business and affairs of the Club must be managed by the Committee solely for the future and growth of the club.
- b) The Committee must perform its functions in the pursuit of the Objects and in the interests of the Lobethal Tennis Club as a whole, having regard to the Club's position under the governing body for tennis in South Australia and therefore as a custodian of the reputation of the sport of tennis in the State.

6.7 Limitation

The Committee may not cause the Lobethal Tennis Club to disaffiliate from Tennis SA and affiliated association without an Ordinary Resolution of the Members in General Meeting.

7. THE COMMITTEE

7.1 Committee Members

The Committee is elected by members present at the Annual General Meeting held at the close of each season. The Committee will comprise of a minimum of five (5) and up to eight (8) Elected Committee Members elected under clause 8.3. The President or an official delegate will call for all positions to become vacant and re-open for election for the forthcoming tennis season.

The Committee will consist of the elected roles of President, Vice President, Secretary, Treasurer, Junior Co-ordinator, Senior Co-ordinator and Public Officer.

7.2 Roles

- (a) The President shall

preside at all meetings and conduct the same, according to the rules of debate in a non prejudice manner and conform to the wishes of the committee. The president shall represent the clubs members at association meetings, official functions or any purpose where the club requires them to do so.

- (b) The Vice President

To act in the absence of President and perform these duties on demand.

(c) The Secretary

- Record minutes of all meetings and circulate to the committee before the next committee meeting.
- Receive correspondence and present same to all regularly called meetings. Should the correspondence need actioning before the next scheduled meeting, the Secretary will circulate the information to the committee members before the due date.
- Attend to all correspondence as directed by the committee.
- Keep a copy of all members registered for the past season in a folder or minute book for record keeping. This folder is presented to the President at the close of the season.

(d) The Treasurer

- Receive all monies received for, or on behalf of, the committee and issue receipts for same.
- Bank all monies received within seven (7) days in account with the Lobethal Tennis Club's nominated bank.
- Enter and forward all members fees owing within 2 weeks of the season commencing. Keep a record of all members payments and follow up members who have not paid.
- Pay all accounts as directed by the Committee and maintain a financial record of the clubs finances.
- Present quarterly financial statements to the committee detailing the financial affairs of the club.
- Prepare statement of receipts and expenditure for presentation to the Auditor before each annual meeting.

(e) The Senior Co-ordinator

- Report on matches, events and table any senior players questions to the committee.
- Oversee all teams co-ordination and successful entry into the association competition by the due date.

(f) The Junior Co-ordinator

- Ensure successful entry of teams to the association's competition by the due date.
- Report on matches, events and table any junior players queries to the committee.
- Keep up-to-date with any association competitions that juniors may enter

(g) The Public Officer

- Be nominated by the members as the public officer for any bank, tax office or official documents pertaining to the registration of the club.

7.3 Nominations

- a) The Committee must call for nominations for elected committee member positions at least thirty (30) days prior to the Annual General Meeting.

- b) If there are insufficient nominations received to fill all vacancies on the Committee, nominations for the remaining Elected Committee Member positions may be made from the floor of the Annual General Meeting. If the number of nominations received from the floor does not exceed the number of vacancies to be filled, then those nominated will be declared elected at the Annual General Meeting.
- c) All Committee members must be approved and seconded in an ordinary resolution of the members in a General Meeting;
- d) If at the close of the Annual General Meeting, vacancies on the Committee remain unfilled, the vacant positions will be casual vacancies.
- e) Any casual vacancy occurring in the position of Elected Committee Member may be filled by the remaining Elected Committee Members. A person appointed to fill a casual vacancy holds office only until the end of the next Annual General Meeting.
- f) Should there be insufficient nominations to fill all roles at the Annual General Meeting, the Elected Committee Members may appoint up to four (4) Appointed Committee Members after the Annual General Meeting.

7.4 Term of Apointment

- a) The term of office of each Elected Committee Member begins at the conclusion of the Annual General Meeting at which their election occurs.
- b) Each Elected Committee Member is required to have police clearance and have read the member protection policy of the club, the Elected Committee Member's term will officially begin when the qualification or clearance has been established.

7.5 Termination of Committee Member

The office of a Committee Member becomes vacant if the Committee Member:

- a) Dies;
- b) suffers from mental or physical incapacity;
- c) resigns his or her office by notice in writing to the Club;
- d) is absent without the consent of the Committee from meetings of the Committee held during a period of six (6) months;
- e) If a Committee Member is removed by resolution of the Members, the Committee Member cannot be reappointed to the Committee as an Appointed Committee Member without a further resolution of Members authorising the appointment.

7.6 Committee to Meet

The Committee must meet as often as it considers necessary in every calendar year for the dispatch of business (and must meet at least as often as is required under the Act). Subject to this Constitution, the Committee may adjourn and otherwise regulate its meetings as it thinks fit.

7.7 Decisions of Committee

Subject to this Constitution, questions arising at any meeting of the Committee may be decided by Ordinary Resolution. Each Committee Member has one (1) vote on any question. The chair does not have a casting vote.

7.8 Quorum

At meetings of the Committee the number of Committee Members whose presence is required to constitute a quorum is three (3) members of the elected committee members for a committee meeting and eight (8) for any other meeting including the AGM.

7.9 Committee Members' Interests

The Committee Members must comply with sections 31 and 32 of the Act regarding disclosure of interests and voting on contracts in which a Committee Member has an interest.

7.10 Committee Delegations

The Committee may establish subcommittees and delegate powers to each of them to achieve the exercise of the functions that are specified in the instrument of delegation.

8. ANNUAL GENERAL MEETING

- a) An Annual General Meeting of the Lobethal Tennis Club must be held in accordance with the Act and this Constitution and on a date and venue to be determined by the Committee.
- b) All General Meetings other than the Annual General Meeting will be Special General Meeting.
- c) Notice of every General Meeting specifying the place, day and hour of the meeting and state the nature and order of the business to be transacted at the meeting, must be given to every Member, the auditor and the Committee Members, at least seven (7) days beforehand.
- d) Quorum for the AGM is noted in clause 7.8 Quorum, whereby the number of eight (8) financial members is required.

9. VOTING AT GENERAL MEETINGS

- a) Each Member is entitled to attend and vote at General Meetings.
- b) The auditor is entitled to attend General Meetings, but not to vote unless he or she is a Member.

10. AUDITOR

- a) A qualified auditor must be appointed at each Annual General Meeting as the Lobethal Tennis Club's auditor for the current Financial Year.
- b) The Auditor has power at any time to call for the presentation of all books, accounts and other documents relating to the affairs of the Lobethal Tennis Club.

11. APPLICATION OF INCOME

- a) Except as prescribed in this Constitution or the Act, no portion of the income or property of the Lobethal Tennis Club may be paid or transferred, directly or indirectly or whether by way of dividend, bonus or otherwise, to any Member or any associate of a Member.
- b) All payments, reimbursements and outgoing funds must be approved by 2 (two) committee members before payment.

12. WINDING UP

Subject to this Constitution, the Lobethal Tennis Club may be wound up or deregistered in accordance with the Act.

13. DISTRIBUTION OF ASSETS ON WINDING UP

- a) If, on winding up, dissolution or deregistration of the Lobethal Tennis Club and after satisfaction of all the Club's debts and liabilities, there remain surplus assets (as defined in the Act) those surplus assets must not be paid to or distributed amongst the Members but must be distributed to another organisation or organisations which has objects similar to the Objects and a constitution which prohibits the distribution of income and property to Members.
- b) The organisation or organisations to whom the distribution is to be made under clause a) may be determined by the Members in General Meeting at or before the time of winding up, dissolution or deregistration, and in default a determination by the Members, by a judge of the Supreme Court of South Australia or any other Court that has jurisdiction in the matter.

14. CONSTITUTION

14.1 Alteration of Constitution

- a) Subject to clause b), this Constitution may be repealed or altered or a new provision may be added by Special Resolution passed at a duly convened General Meeting.
- b) If, in the opinion of the Committee, it is necessary to amend this Constitution:
 - a. to achieve or maintain affiliation of the Lobethal Tennis Club with the Tennis SA and the affiliated Association.
 - b. to comply with the Tennis SA and affiliated Association Constitution and regulations; or
 - c. to achieve or maintain a particular tax status,

the Committee may, by Ordinary Resolution, make the amendments that it considers necessary for the purpose.

15. REGULATIONS

15.1 Committee to formulate Regulations

The Committee may make and amend rules, regulations, by-laws or policies (Regulations) for the proper advancement, management and administration of the Lobethal Tennis Club,

the advancement of the purposes of the Club and the Sport in South Australia as it thinks necessary or desirable, including without limitation regulations governing:

- a) the conduct of competitions (including but not limited to the rules of competition and codes of conduct);
- b) the conduct of meetings;
- c) the resolution of disputes;
- d) discipline of Members for breaches of this Constitution or the Regulations; and
- e) any other matter in respect of which this Constitution authorises the Committee to make Regulations or which the Committee considers is necessary or appropriate for the good governance of the Lobethal Tennis Club and its affairs.

The Regulations must be consistent with the Constitution, Tennis SA and affiliated Association constitution.

16. INDEMNITY

- a) Every Committee Member of the Lobethal Tennis Club is entitled to be indemnified out of the property and assets of the Club against any liability incurred by them in their capacity as Committee Member or employee in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application in relation to any proceedings in which relief is granted by the Court.
- b) The Lobethal Tennis Club must indemnify its Committee Members and employees against all damages and losses (including legal costs) for which any such Committee Member or employee may be or become liable to any third party in consequence of any act or omission:
 - a. in the case of a Committee Member, performed or made in good faith whilst acting on behalf of and with the authority, express or implied of the Lobethal Tennis Club; and
 - b. in the case of an employee, performed or made in good faith in the course of, and within the scope of their employment by the Lobethal Tennis Club.

17. MEMBER PROTECTION BY-LAW

The Lobethal Tennis Club adopts the member protection by-law legislation in accordance with Tennis SA inc. (Refer to www.tennisaustralia.com.au). All members are bound by this legislation, and are to abide by this when acting in conjunction with or for the Lobethal Tennis Club. Any members that breach this legislation or code of conduct, will be personally liable for any damages incurred by the Lobethal Tennis Club.