



## AMENDED DRAFT 19 April 2022

*Proposed by:* XXXXX

*Seconded by:* XXXXX

*For Members to consider and pass the following Special Resolution::*

*“That, in accordance with the requirements of the Associations Incorporation Act 2015 (WA), the Constitution contained in this draft be approved and adopted as the Constitution of the Busselton Tennis Club (Inc) in substitution for, and to the exclusion of the existing Busselton Tennis Club (Inc) Constitution.”*

# BUSSELTON TENNIS CLUB CONSTITUTION

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# Busselton Tennis Club (Inc)

## PART 1 - PRELIMINARY

### 1.1 Name of Association

The name of the Association is the Busselton Tennis Club (Inc), hereafter referred to as the 'Club'.

### 1.2 Objects of Association

The principal objects of the Club are to:

- (1) provide for, promote and encourage participation in the game of tennis, in a sporting manner and in a spirit of friendship;
- (2) provide, control and maintain suitable grounds, facilities and premises for the playing and practice of the game of tennis while encouraging positive social interactions between members;
- (3) encourage community engagement through tennis and other recreational activities to create a positive sense of community belonging;
- (4) maximise the use of the Club facilities by the local community; and
- (5) encourage and promote healthy lifestyles through active physical participation.
- (6) ensure effective and sustainable financial management of the Club and its assets.

### 1.3 Quorum for Management Committee Meeting

At a Management Committee meeting, 50% plus one (to the highest whole number) of Management Committee Members constitute a quorum for the conduct of business.

### 1.4 Quorum for Annual General Meeting and Special General Meetings

At an Annual General Meeting or Special General Meeting, not less than two (2) Management Committee members and thirty (30) Ordinary Members present and entitled to vote shall constitute a quorum for the conduct of business.

### 1.5 Financial Year

The financial year shall commence on 1 April each year and shall conclude on the 31 March of the following year.

### 1.6 Terms Used

In this Constitution:

**Act** means the *Associations Incorporation Act 2015*, its amendments and any other legislation that may come into force to replace or supplement this Act

**Books** of the Club includes the following:

- (a) a register;
- (b) financial records, financial statements or financial reports, however compiled, recorded or stored;
- (c) a document;
- (d) any other record of information.

**Management Committee** means the Management Board of the Club.

**Management Committee Meeting** means a meeting of the Management Committee.

**Management Committee Member** means a member of the Management Committee.

**By-laws** means the operational guidelines, policies and procedures as determined by the Club.

**Club** means the Busselton Tennis Club (Inc).

**Club Premises or Club House** means all land, building and structures thereon, of which the Club is the bona fide occupier.

**Financial records** include:

- (a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers; and
- (b) documents of prime entry; and
- (c) working papers and other documents needed to explain —
  - (i) the methods by which financial statements are prepared; and
  - (ii) adjustments to be made in preparing financial statements however compiled, recorded or stored.

**Financial statements** mean the financial statements in relation to the Club required by the Act.

**Financial year** has the meaning given in clause 1.5.

**Member** means a person who is an Ordinary Member of the Club as set out in clause 3.2(3).

**Non-delegable duty** means a duty imposed on the Management Committee by the Act or another written law.

**Poll** means the process of voting in relation to a matter that is conducted in writing.

**Register of Members** means the register of Members referred to in the Act.

**Special General Meeting** means a meeting other than the Annual General Meeting at which only business that has been described in the notice may be transacted.

**Special Resolution** means a resolution passed by 75% of the Members present and eligible to vote at an Annual or Special General Meeting in accordance with the Act;

**Sub-committee** means a committee appointed by the Management Committee under clause 7.1.

**Tennis Australia** means Tennis Australia Limited, the recognised national organisation overseeing the sport of tennis in Australia.

**Tennis West** means the Western Australian Tennis Association Inc., the recognised state organisation overseeing the sport of tennis in Western Australia;

**Tier 1 Association** means an Incorporated Association as defined in the Act.

**Tier 2 Association** means an Incorporated Association as defined in the Act.

**Tier 3 Association** means an Incorporated Association as defined in the Act.

## PART 2 — ASSOCIATION TO BE NOT FOR PROFIT

### 2.1 Not-For-Profit

- (1) The property and income of the Club must be applied solely towards the promotion of the objects of the Club and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any Member except in good faith in the promotion of those objects.
- (2) A payment may be made to a Member out of the funds of the Club only if it is authorised under subclause (3).
- (3) A payment to a Member out of the funds of the Club is authorised if it is:
  - (iii) made in good faith to the Member as reasonable remuneration for any services provided to the Club or for goods supplied to the Club in the ordinary course of business, provided that the purchase of goods or services receives prior approval from the Management Committee if the cost of such purchases is greater than the amount stated in the by-laws as not requiring prior approval from the Management Committee.; or
  - (iv) the reimbursement of reasonable expenses properly incurred by a Member on behalf of the Club, provided that such expenses receive prior approval from the Management Committee if such expenses are greater than the amount stated in the by-laws as not requiring prior approval from the Management Committee.

### 2.2 Powers of the Association

- (1) Subject to the Act, the Club may do all things necessary to carry out its objects in a lawful manner, including but not limited to:
  - (a) Raise, invest and deal with the money of the Club in such manner as may from time to time be determined;
  - (b) Acquire, hold, deal with, lease, exchange, hire or dispose of any real or personal property;
  - (c) Maintain, repair and improve all buildings and sport and recreation assets;
  - (d) Employ, pay and dismiss employees as deemed necessary to further the objects of the Club;
  - (e) Open and operate bank accounts;
  - (f) Administer the finances of the Club;
  - (g) Fix fees and subscriptions payable by Members and decide such levies and charges and to enforce payment thereof;
  - (h) Enter into any contract considered necessary or desirable;
  - (i) Apply for, obtain and renew from time to time a licensed club permit under liquor licensing laws;
  - (j) Adjudicate on all matters brought before the Club which may in any way affect the Club;
  - (k) Make, amend and rescind by-laws, not inconsistent with this Constitution; and
  - (l) Do other things necessary or convenient to be done in carrying out the objects of the Club.

## 2.3 Affiliations

- (1) The Management Committee may determine that the Club will affiliate with any organisation (including any regional, national or international Association) having similar or like interests to the Club.
- (2) The Club agrees to be an affiliated member of Tennis Australia and Tennis West.
- (3) The Management Committee may appoint a representative or delegate to represent the Club at meetings with an affiliated organisation.

## PART 3 — MEMBERS

### 3.1 Membership

- (1) Membership of the Club shall be open to any person who supports the objects of the Club, subject to clause 4.5(8).

### 3.2 Classes of Membership

- (1) the Management Committee may create classes of Membership and determine the eligibility criteria, rights and obligations of those Members.
- (2) The Club consists of the following classes of Membership:
  - (a) **Ordinary** Members with full voting rights in accordance with subclause (3) and
  - (b) **Associate** Members as may be established from time to time in accordance with subclause (4)
- (3) **Ordinary** Members shall consist of:
  - (a) any person aged 18 or over who is a financial member and who shall have full voting rights, is entitled to hold any office and to enjoy the privileges of the Club;
  - (b) **Life Members** – a person who has rendered long and outstanding service to the Club and who has been granted life membership on the recommendation of the Management Committee and approved at an Annual General Meeting of Members and who shall be entitled to full voting rights, shall enjoy the privileges of the Club and shall not be required to pay any fees.
- (4) **Associate** members shall be any individual who is not an Ordinary member and shall consist of:
  - (a) **Junior member** – any financial playing member aged under 18 who is eligible to attend Annual General Meetings and Special General Meetings, is ineligible to vote but may speak at meetings with the approval of a majority of Ordinary Members in attendance and may sit on Sub-Committees with non-voting rights. Junior Members will automatically become Ordinary Members on reaching the age of 18;
  - (b) **Social Member** – any individual who is aged 18 or over who is not an Ordinary Member and who shall not have voting rights, is ineligible to sit on Sub-Committees but is entitled to attend Annual and Special General Meetings;
  - (c) **Patron** – the Club may at its discretion elect at the Annual General Meeting one or more Patrons for such period as may be deemed necessary. Patrons shall not be eligible to vote at any meeting or hold any office.

### 3.3 Life Member

- (1) To be eligible for membership as a Life Member, an individual must have provided outstanding service to the Club in promoting the objects of the Club;
- (2) Any Ordinary Member may nominate a person who is eligible in accordance with subclause (1) on a form approved by the Management Committee;
- (3) The Management Committee may invite existing Life Members to advise on the suitability of any nomination;
- (4) The nomination criteria for life membership shall be set out in the by-laws;
- (5) A nomination must be submitted in writing to the Secretary;
- (6) If the Management Committee supports the nomination, then the life membership nomination shall be presented at the next Annual General Meeting where Ordinary Members present at the meeting or voting via a proxy and entitled to vote shall approve or not the nomination by secret ballot without discussion of the merits or otherwise of the nomination;

### 3.4 Becoming a Member and Nominations

- (1) Any person wishing to become a Member shall submit an application on a form approved by the Management Committee, together with any nomination and/or membership fee as required.
- (2) The Management Committee may accept or reject an application.
- (3) An applicant whose application for membership is rejected under subclause (2) must be notified in writing by the Secretary and may appeal against that decision, giving notice to the Secretary of their intention to do so within 14 days of the date on which they were advised of the rejection.
- (4) When notice is given under subclause (3), the Club must refer the matter to a mutually agreed mediator who must either confirm or set aside the decision of the Management Committee to reject the application,

- after having afforded the applicant who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to the mediator.
- (5) As soon as practicable after the mediator makes their determination, the Secretary must notify the applicant in writing that their application has been approved or rejected (whichever is applicable).
  - (6) The nomination and/or membership fee shall be determined by the Management Committee before the start of each season.
  - (7) An applicant for membership of the Club becomes a Member when:
    - (a) the Management Committee or its delegate accepts the application; and
    - (b) the applicant pays any nomination and/or membership fees to the Club.
  - (8) Following 30 days after payment of the fee, the Member is eligible to vote (if the Membership class makes them eligible for voting) and shall receive any other rights as allowed for under Clause 3.2.

### **3.5 Membership Obligations and Rights**

- (1) Every Member shall undertake to the best of their ability to:
  - (a) comply with this Constitution and the by-laws of the Club in force from time to time; and
  - (b) be bound by all resolutions passed at Annual and Special General Meetings, whether they are present or not at the meeting;
  - (c) promote the objects and interests of the Club.
- (2) Ordinary Members have all the rights provided to Members under this Constitution, including (but not limited to) the right to:
  - (a) receive notices from the Club;
  - (b) attend, request the convening of and vote at any Annual or Special General Meeting of the Club;
  - (c) be provided with a copy of the Constitution or be directed to where this can be viewed; and
  - (d) be elected or appointed to any committee or sub-committee of the Club.
- (3) Any class of Associate Membership created will have the rights given to them in accordance with clause 3.2(4).

### **3.6 When Membership Ceases**

- (1) A person shall cease to be a Member when the person:
  - (a) dies; or
  - (b) resigns from the Club under clause 3.8; or
  - (c) becomes unfinancial; or
  - (d) is suspended or expelled.
- (2) The Secretary must keep a record for at least one year after a person ceases to be a Member of:
  - (a) the date on which the person ceased to be a Member; and
  - (b) the reason why the person ceased to be a Member.

### **3.7 Consequences of Ceasing to be a Member**

- (1) Any Member ceasing to be a Member:
  - (a) is not entitled to any refund (or part refund) of any membership or other fees paid;
  - (b) will remain liable for and must pay to the Club all fees and any other amounts which are due to the Club at the date they cease to be a Member; and
  - (c) the owed amount may be recovered by the Club in a court of competent jurisdiction as a debt due to the Club.

### **3.8 Resignation**

- (1) A Member may resign from Membership of the Club by giving written notice of the resignation to the Secretary.
- (2) The resignation takes effect:
  - (a) when the Secretary receives the notice; or
  - (b) if a later time is stated in the notice, at that later time.

### **3.9 Membership Fees**

- (1) The Management Committee must determine the nomination fee (if any) and the annual membership fee (if any) to be paid for membership of the Club from time to time.
- (2) The fees determined under sub-clause (1) may be different for different classes of Membership.
- (3) A Member must pay the annual membership fee to the Treasurer or to another person authorised by the Management Committee to accept payments by the due date determined by the Management Committee.
- (4) If a Member has not paid the annual Membership fee by the due date, the Member will cease to be a Member.

### **3.10 Rights Not Transferable**

- (1) The rights of a Member are not transferable and end when Membership ceases.

### **3.11 Register of Members and Sub-Committee Members**

- (1) The Secretary or another person authorised by the Management Committee shall maintain a register of Members and record in that register any change in the membership of the Club within 28 days of the change occurring.
- (2) The register shall include each Member's name and:
  - (a) a contact, postal, residential or email address of each Member;
  - (b) the class of membership held by the Member; and
  - (c) the date on which the person became a Member.
- (3) A record of Management Committee and Sub-Committee Members and other persons authorised to act on behalf of the Club shall be maintained by the Secretary and a copy shall be kept at the Clubhouse.
- (4) The register of Members and Management Committee and Sub-Committee Members shall be kept at the Secretary's place of residence or at another place determined by the Management Committee.

## **PART 4 — MANAGEMENT COMMITTEE**

### **4.1 Management Committee Powers**

- (1) The Management Committee has the power to manage the affairs of the Club.
- (2) Subject to the Act, this Constitution, the by-laws and any resolution passed at an Annual or Special General Meeting, the Management Committee has power to do all things necessary or convenient for the proper management of the affairs of the Club.
- (3) The Management Committee must take all reasonable steps to ensure that the Club complies with the Act, this Constitution and the by-laws of the Club.

### **4.2 The Management Committee Members**

- (1) The affairs of the Club will be managed exclusively by a Management Committee consisting of:
  - (a) Five (5) Office Bearers of President, Vice President, Treasurer, Secretary and Captain; and
  - (b) Up to two (2) other Management Committee Members, elected at an Annual General Meeting.
- (2) The maximum number of Management Committee Members shall be seven (7).
- (3) Should a vacancy on the Management Committee occur, the Management Committee shall have power to fill any vacancy on the Management Committee as may occur before the next Annual General Meeting.

### **4.3 Term of Office**

- (1) The term of office of a Management Committee Member begins when the Member —
  - (a) is elected at an Annual General Meeting or
  - (b) is appointed to fill a vacancy under clause 4.2(3).
- (2) Management Committee Members shall be elected for terms of two years, with the option of renewal for one (1) further term of two years.
- (3) Casual vacancies filled under clause 4.2(3) or clause 4.16 are to be members of the Management Committee for the remainder of the time that the person they replaced was elected for.

### **4.4 Eligibility for Management Committee Member**

- (1) A person may become a member of the Management Committee either:
  - (a) by election at an Annual General Meeting; or
  - (b) by appointment to the Management Committee under clause 4.2(3) or clause 4.16.
- (2) A person is eligible for election to the Management Committee if they:
  - (a) are aged 18 or over; and
  - (b) are an Ordinary Member; and
  - (c) are not disqualified from being an Office Holder of the Management Committee under the Act; and
  - (d) are not an employee of the Club.
- (3) No person shall hold more than one Management Committee position at any one time.

### **4.5 Responsibilities of Management Committee Members**

- (1) A Management Committee Member must exercise their powers and discharge their duties:
  - (a) with a degree of care and diligence that a reasonable person would exercise in the circumstances;
  - (b) in good faith and in the best interests of the Club and for a proper purpose.
- (2) A Management Committee member or former Management Committee member must not improperly use information obtained through their membership of the Management Committee to:
  - (a) gain a financial or other advantage for themselves or another person; or
  - (b) cause detriment to the Club or undermine the Management Committee.
- (3) A Management Committee member having any material pecuniary or other interest, whether direct or indirect, in a matter being considered at a Management Committee Meeting must:
  - (a) as soon as they become aware of that interest, disclose the nature and extent of their interest to the Management Committee; and



- (b) accept the ruling of the Management Committee on the most appropriate manner in which to handle the disclosure of interest as set out in the by-laws; and
  - (c) must not take part in any deliberations or decisions of the Management Committee with respect to that matter, although, with the permission of the Management Committee, may be allowed to speak on the matter being considered by the Management Committee; and
  - (d) ensure the nature and extent of the interest and how the interest relates to the activity of the Club is disclosed at the next Annual or Special General Meeting, as required by the Act.
- (4) The Secretary must record every disclosure made by a Management Committee member under subclause (3) in the minutes of the Management Committee Meeting at which the disclosure is made.
  - (5) Other than the President, no Management Committee member shall make any public statement or comment or cause to be published any words or article concerning the conduct of the Club unless the person is authorised by the Management Committee to do so and such authority is recorded in the minutes of the Management Committee Meeting.
  - (6) No person shall be entitled to hold a position on the Management Committee if the person has been convicted of:
    - (a) an indictable offence in relation to the promotion, formation or management of a body corporate;
    - (b) an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months; or
    - (c) an offence as defined in the Act;
 unless the person has obtained the consent of the Commissioner.
  - (7) No person shall be entitled to hold a position on the Management Committee if the person is a bankrupt or a person whose affairs are under insolvency laws
  - (8) The Management Committee will not allow a person to become or remain as a member of the Club if the person has been convicted of an indictable offence involving inappropriate dealings or interactions with children.
  - (9) The Management Committee must ensure that the books and securities of the Club, together with financial reports and records, must be retained for at least seven (7) years after the transactions contained therein are completed.

#### **4.6 Payment to Management Committee Members**

- (1) The Club must not pay fees to a Management Committee member for acting as a Management Committee member.
- (2) Subject to prior approval being given by the Management Committee, the Club may by resolution of the Management Committee:
  - (a) consider and reimburse a Management Committee or Sub-Committee member for out-of-pocket expenses incurred in connection with the attendance at authorised meetings and the performance of the Management Committee Member as set out in the by-laws; and
  - (b) ensure Management Committee or Sub-Committee members and any other officers of the Club are adequately indemnified against liabilities, damages, costs, charges and expenses incurred as a Management Committee member or officer.

#### **4.7 Duty of President**

- (1) It is the duty of the President to:
  - (a) represent the Club and act as spokesperson;
  - (b) consult with the Secretary regarding the business to be conducted at each Management Committee Meeting and any Annual or Special General Meeting;
  - (c) convene and preside at Management Committee Meetings and preside at Annual or Special General Meetings;
  - (d) ensure that the minutes of a Management Committee Meeting and any Annual or Special General Meeting are reviewed and signed as correct;
  - (e) report on the past year's activities to Members at the Annual General Meeting;
  - (f) liaise as may be necessary with key stakeholders and relevant community groups;
  - (g) carry out such other duties as are allowed for in this Constitution or as requested by the Management Committee or as set out in the by-laws.
- (2) In the absence of the President from a Management Committee or Annual or Special General Meeting, the Vice President or, if they also are not in attendance, other member of the Management Committee present at that meeting and elected by a majority of Management Committee Members shall chair the meeting.

#### **4.8 Duty of Secretary**

- (1) The Secretary has the following duties (unless another member is authorised by the Management Committee to do undertake them):
  - (a) maintain on behalf of the Club the register of members and record in the register any changes in Membership;
  - (b) maintain on behalf of the Club a record of Management Committee and Sub-Committee Members and other persons authorised to act on behalf of the Club;
  - (c) attend to the Club's correspondence;
  - (d) consult with the President regarding the business to be conducted at each Management Committee meeting and any Annual or Special General Meeting;

- (e) prepare the notices required for meetings and for business to be conducted at meetings;
- (f) maintain full and accurate minutes of Management Committee Meetings and Annual or Special General Meetings;
- (g) record in the minutes any disclosures made by Management Committee Members of material pecuniary or other interest at Management Committee Meetings and Annual or Special General Meetings;
- (h) maintain on behalf of the Club an up-to-date copy of this Constitution and any by-laws;
- (i) ensure the safe custody of the books of the Club for which the Secretary is responsible
- (j) carry out any other duty allowed for by this Constitution or as requested by the Management Committee or as set out in the by-laws.
- (k) The books and any securities of the Club must be kept in the Secretary's custody or under the Secretary's control.

#### **4.9 Duty of Treasurer**

- (1) The Treasurer has the following duties (unless another person is authorised by the Management Committee to undertake them):
  - (a) oversee and manage the Club's financial affairs;
  - (b) ensure any amounts payable to the Club are credited to the appropriate account/s of the Club, as directed by the Management Committee;
  - (c) ensure payments to be made by the Club have been authorised by the Management Committee or at an Annual or Special General Meeting and are made in a timely manner;
  - (d) manage and acquit as required all grants of money paid from any source to the Club;
  - (e) oversee payments from Club funds by cheque or Electronic Funds Transfer (EFT) on the authority of two Management Committee Members
  - (f) submit a financial status report to the Management Committee at each Management Committee meeting;
  - (g) ensure the safe custody of the financial records, financial statements and financial reports;
  - (h) maintain or cause to be maintained a detailed register of the Club's assets;
  - (i) coordinate the preparation of the Club's financial statements and/or reports (based on the Club's Financial Tier Level) before their submission to the Annual General Meeting;
  - (j) provide assistance as required to an auditor or reviewer conducting an audit or review of the Club's financial statements or financial reports; and
  - (k) carry out any other duty allowed for in this Constitution or as requested by the Management Committee or as set out in the by-laws.
  - (l) maintain the financial statements and financial reports of the Club in the Treasurer's custody or under the Treasurer's control

#### **4.10 Duty of Vice President**

- (1) The Vice President has the following duties:
  - (a) provide support and assistance to the President;
  - (b) in the absence of the President, undertake all the roles and responsibilities of the President; and
  - (c) carry out any other duty given to the Vice President under this Constitution, as requested by the Management Committee or as set out in the by-laws.

#### **4.11 Duty of Captain**

- (1) The Captain has the following duties:
  - (a) oversee the delivery of all inter and intra club programs;
  - (b) ensure all events are held in accordance with Tennis Australia's Rules of Tennis;
  - (c) carry out any other duties given by the Management Committee or as set out in the by-laws.

#### **4.12 Nomination of Management Committee Members**

- (1) At least 28 days before an Annual General Meeting, the Secretary must send written notice to all members:
  - (a) calling for nominations for election to the Management Committee; and
  - (b) stating the date by which nominations must be received by the Secretary to comply with subclause (2)
- (2) A person who wishes to be considered for election to the Management Committee at the Annual General Meeting must nominate in writing and the nomination must be received by the Secretary at least 14 days before the Annual General Meeting.
- (3) A nomination must be in writing in such form as is approved by the Management Committee from time to time and signed by the Member.
- (4) In the nomination form, the Member must certify that they are eligible to be elected to the Management Committee in accordance with clauses 4.4(2), 4.5(6), 4.5(7) and 4.5(8).

#### 4.13 Election of Management Committee Members

- (1) At each Annual General Meeting, a separate election must be held for each vacant position on the Management Committee.
- (2) No person may be elected to more than one position on the Management Committee.
- (3) If the number of nominations received for each position on the Management Committee is equal to the number of vacancies to be filled, the chair must declare the members elected to the position.
- (4) If an existing member of the Management Committee offers themselves for election at the following Annual General Meeting, then they will be considered to be duly elected provided that:
  - (a) they notify the Secretary within 28 days of the Annual General Meeting of their intention to stand for election; and
  - (b) their current membership of the Management Committee has not been for more than one year.
- (5) If the number of nominations received for each position on the Management Committee is less than the vacancies to be filled, the chair shall call for nominations from Ordinary Members in attendance at the Annual General Meeting.
- (6) If the number of nominations received for each vacant Management Committee position is greater than the vacancies to be filled, the meeting must vote in accordance with procedures that have been determined by the Management Committee to decide who is to be elected to a position.
- (7) Each Ordinary Member present at the meeting or who has provided a valid proxy vote to the Secretary shall have one vote for each vacant position.
- (8) A Member who has nominated for a Management Committee position may vote for themselves.
- (9) At the conclusion of the election process, the new President of the Club may take over as the chair of the meeting if requested by the new president.

#### 4.14 Resignation and Removal From Office

- (1) A Management Committee Member may resign from the Management Committee by written notice given to the Secretary or the President.
- (2) The resignation takes effect:
  - (a) when the notice is received by the Secretary or President; or
  - (b) at a later time if stated in the notice.
- (3) At an Annual or Special General Meeting, the Club may by resolution:
  - (a) remove a Management Committee Member from office; and
  - (b) elect an eligible Member to fill the vacant position.
- (4) A Management Committee member who is the subject of a proposed resolution under subclause 4.14(3)(a) may make written representation to the Management Committee and may ask that the representation be provided to Members.
- (5) The Management Committee may give a copy of the representations to each Member or, if they are not so given, the Management Committee member may require them to be read out at the Annual or Special General Meeting at which the resolution is to be considered.

#### 4.15 When Membership of the Management Committee Ceases

- (1) A person ceases to be a Management Committee Member if the person:
  - (a) dies or otherwise ceases to be a Member; or
  - (b) resigns from the Management Committee or is removed from Office under clause 4.14; or
  - (c) becomes ineligible to accept an appointment or act as a Management Committee Member under the Act;
  - (d) becomes permanently unable to act as a Management Committee member because of a mental or physical disability; or
  - (e) fails to attend three (3) consecutive Management Committee meetings without a leave of absence.
- (2) As soon as practicable after their Membership ceases, a former Management Committee member must deliver to the Management Committee all relevant documents, records and equipment they hold pertaining to the management of the Club's affairs.

#### 4.16 Filling Casual Vacancies

- (1) The Management Committee may appoint a Member who is eligible to fill a position on the Management Committee that:
  - (a) has become vacant under clause 4.14; or
  - (b) was not filled by election at the Annual General Meeting.
- (2) The vacancy shall be thus filled until the next Annual General Meeting of the Club.
- (3) Subject to the requirement for a quorum under clause 1.3, the Management Committee may continue to act despite any vacancy in its membership.
- (4) If there are fewer Management Committee Members than required for a quorum under clause 1.3, the Management Committee may act only for the purpose of:
  - (a) appointing Management Committee members under this clause; or
  - (b) convening an Annual or Special General Meeting.

#### 4.17 Validity of Acts

- (1) Decisions and actions of the Management Committee, a Sub-Committee, a Management Committee Member or a Sub-Committee Member are valid despite any defect that may afterwards be discovered in the election, appointment or qualification of a Management Committee or Sub-Committee Member.

## PART 5 – MANAGEMENT COMMITTEE MEETINGS

### 5.1 Management Committee Meetings

- (1) The Management Committee must meet not less than ten (10) times in each year on the dates and at the times and places determined by the Management Committee.
- (2) The date, time and place of the first Management Committee meeting must be determined by the Management Committee members as soon as practicable after the Annual General Meeting at which the Management Committee members are elected.
- (3) Additional Management Committee meetings may be convened by the President or at the request of at least 50% of Management Committee members.
- (4) Notice of each regular Management Committee meeting must be given to each Management Committee member at least seven (7) days before the time of the meeting.

### 5.2 Procedure and Order of Business at Management Committee Meetings

- (1) The President shall chair each Management Committee meeting.
- (2) If the President is unable to chair a meeting, the Vice President or, if they are absent, a Management Committee member elected by the Management Committee at that meeting shall chair the meeting.
- (3) A Member or other person who is not a Management Committee member may attend a Management Committee meeting if invited to do so by the Management Committee.
- (4) A person invited under subclause (3) to attend a Management Committee meeting:
  - (a) has no right to any agenda, minutes or other document circulated at the meeting; and
  - (b) must not comment about any matter discussed at the meeting unless invited by the Management Committee to do so; and
  - (c) cannot vote on any matter that is to be decided at the meeting.

### 5.3 Minutes of Meetings

- (1) The Secretary or, in their absence, another Management Committee member shall keep minutes of all Annual and Special General Meetings and Management Committee meetings.
- (2) Except for matters of commercial-in-confidence, minutes of all Management Committee meetings shall be open to inspection by any Member at a time and place convenient to the Secretary.
- (3) The minutes must record the following:
  - (a) the names of the Management Committee members present at the meeting;
  - (b) the name of any person attending the meeting
  - (c) the business considered at the meeting;
  - (d) any interest of a Management Committee or Sub-Committee member
  - (e) any motion on which a vote is taken at the meeting and the result of the vote.

### 5.4 Voting at Management Committee Meetings

- (1) At Management Committee meetings, each Management Committee member present has one vote on any matter arising at the meeting.
- (2) A motion is carried if a majority of Management Committee members present in person or through the use of technology as set out in clause 5.5 vote in favour of the motion.
- (3) If the votes are divided equally on a motion, the President or, in their absence, the chair of the meeting shall have a second vote that must be cast so as to maintain the status quo.
- (4) A vote may take place by the Management Committee members present in person or through the use of technology indicating their agreement or disagreement, unless the Management Committee decides that a secret ballot is needed to determine a decision.
- (5) If a secret ballot is needed, the President shall decide how the ballot is to be conducted.

### 5.5 Use of Technology at Management Committee Meetings

- (1) The presence of a Management Committee member at a Management Committee meeting need not be by attendance in person but may be by Management Committee members being simultaneously in contact by telephone or other means of instantaneous communication.
- (2) A member who participates in a Management Committee meeting as allowed under subclause (1) is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.
- (3) Subject to approval by a majority of Management Committee members, a Management Committee meeting may be conducted wholly or in part by telephone or other means of instantaneous communication. Such decisions, if supported by a majority of Management Committee members, shall not be considered to be formally concluded unless at least three (3) days' notice of the business of the meeting has been provided to Management Committee members.

## PART 6 – MEETINGS

### 6.1 Annual General Meeting

- (1) The Annual General Meeting of the Club shall be held annually at a date, time and place as determined by the Management Committee, but not later than the 30<sup>th</sup> June of each year.
- (2) A notice convening the Annual General Meeting shall be sent to all Members by the Secretary, or another Management Committee member, giving at least twenty eight (28) days' notice of the Annual General Meeting.
- (3) The notice required under clause 6.1(2) shall call for nominations for positions on the Management Committee, with all nominations to be submitted in writing to the Secretary at least fourteen (14) days prior to the Annual General Meeting.
- (4) The Secretary will then send out a further notice as soon as is practicable after the expiration of the fourteen (14) days required by clause 6.1(3) notifying Ordinary Members of all nominations received for election to the Management Committee.
- (5) As set out in clause 1.4, at an Annual General Meeting, not less than two (2) Management Committee members together with at least thirty (30) other members present and entitled to vote shall constitute a quorum for the conduct of the business
- (6) The ordinary business of an Annual General Meeting is:
  - (a) to confirm the minutes of the previous year's Annual General Meeting and of any Special General Meeting held since then
  - (b) receive and consider the president's annual report on the Club's activities during the preceding financial year;
  - (c) receive and consider the annual financial report;
  - (d) if required to be presented for consideration under the Act, a copy of the report of the reviewer or auditor's report on the financial statements or financial report;
  - (e) conduct an election to fill any vacant positions on the Management Committee;
  - (f) consider the appointment of a Patron or Patrons (if required);
  - (g) appoint an auditor or reviewer for the following 12 months (if required); and
  - (h) conduct any other business of which notice has been given in accordance with these clauses; and
  - (i) conduct any urgent business of which notice has not been given but which a majority of Ordinary Members present at the meeting and entitled to vote agree should be considered and, if appropriate, voted upon.

### 6.2 Special General Meetings

- (1) A Special General Meeting may be called in one of the following ways:
  - (a) by resolution of the Management Committee;
  - (b) by petition in writing by at least 20% of the Ordinary Members of the Club;
- (2) The members requiring a Special General Meeting to be convened must:
  - (a) make the request by written notice given to the Secretary; and
  - (b) each sign the notice.
- (3) The notice must:
  - (a) specify the date at least 14 days after the date on which the written request was provided to the Secretary, and specify the time and place of the meeting; and
  - (b) advise the general nature of each item of business to be considered at the meeting; and
  - (c) if a Special Resolution is proposed —
    - i. set out the wording of the proposed resolution as required by the Act; and
    - ii. state that the resolution is intended to be proposed as a Special Resolution; and
    - iii. be passed by not less than 75% of the Members present or who have submitted valid proxy votes to the Secretary and who are eligible to cast a vote at the meeting, in accordance with the Act.
- (4) The Special General Meeting must be convened within 28 days after notice is given under subclause 6.2(2)(a).
- (5) If the Management Committee does not convene a Special General Meeting within 28 days, Members requesting a Special General Meeting may convene the Special General Meeting.
- (6) A Special General Meeting convened by Ordinary Members under clause 6.2(5):
  - (a) must be held within 14 days after the expiry date defined in clause 6.2(4); and
  - (b) may only consider the business stated in the notice by which the request was made;
  - (c) shall have a quorum of no less than thirty (30) Ordinary Members present and entitled to vote.
- (7) The Club shall reimburse any reasonable expenses incurred by Members convening a Special General Meeting under subclause (4).

### 6.3 Notice for Annual and Special General Meetings

- (1) An Annual or Special General Meeting may be held on the dates and at the times and places determined by the Management Committee.
- (2) The Secretary or, in the case of a Special General Meeting convened under clause 6.2, the Members convening the meeting, must give to each Member:
  - (a) at least 28 days' notice of an Annual or Special General Meeting if a Special Resolution is to be proposed at the meeting; or

- (b) at least 14 days' notice of a Special General Meeting in any other case.
- (3) The notice must:
  - (a) specify the date, time and place of the meeting; and
  - (b) advise the general nature of each item of business to be considered at the meeting; and
  - (c) if a Special Resolution is proposed —
    - (i) set out the wording of the proposed resolution as required by the Act; and
    - (ii) state that the resolution is intended to be proposed as a Special Resolution; and
    - (iii) be passed by not less than 75% of the Members present or who have provided a valid proxy vote to the Secretary and who are eligible to cast a vote at the meeting. in accordance with the Act.

#### **6.4 Voting at Annual and Special General Meetings**

- (1) Only financial Ordinary Members shall be eligible to vote.
- (2) A resolution put to the vote shall be decided on:
  - (a) a show of hands by a simple majority of Ordinary Members present and voting, together with
  - (b) counting of proxy votes submitted to the Secretary as per clause 6.4(4).
- (3) Each voting Member shall only be entitled to vote if they are present in person at the time the vote is taken.
- (4) Proxy votes will be allowed at any Annual or Special General Meeting provided that:
  - (a) they are submitted to the Secretary at least 7 days prior to the start of the Annual or Special General Meeting; and
  - (b) they are submitted on a form approved by the Management Committee where the Ordinary Member can direct the chair of the meeting how to vote or can give the decision on how to vote to the chair; and
  - (c) each Ordinary Member is entitled to only one proxy vote on any motion or decision.
- (6) Where a motion to be put to an Annual or Special General Meeting is amended during the course of that meeting, the President acting as chair of the meeting or, if the President is unable to chair the meeting, then the person chairing the meeting, will use their good judgement in determining how proxy votes are to be cast.

#### **6.5 Presiding Member and Quorum for Annual and Special General Meetings**

- (1) The President or, in the President's absence, the Vice-President shall chair each Annual or Special General Meeting.
- (2) If neither the President or Vice-President are able to chair a meeting, Ordinary Members present at the meeting shall select another person present at the meeting to be the chair.
- (3) No business is to be conducted at an Annual or Special General Meeting unless a quorum is present.
- (4) As stated in clause 1.4, at an Annual or Special General Meeting, not less than two (2) Management Committee members, together with at least thirty (30) other members, present and entitled to vote shall constitute a quorum for the conduct of the business.
- (5) If a quorum is not present within 30 minutes after the notified commencement time of an Annual or Special General Meeting:
  - (a) in the case of a Special General Meeting, the meeting lapses; or
  - (b) in the case of the Annual General Meeting, the meeting is adjourned to a time, date and place approved by a majority of members attending and entitled to vote at the Annual General Meeting. :
- (6) If a quorum is not present within 30 minutes after the commencement time of an Annual General Meeting held under clause 6.5(5)(b) and at least twenty (20) Ordinary Members are present at the meeting, those members present are taken to constitute a quorum.

#### **6.6 Adjournment of an Annual or Special General Meeting**

- (1) The chair of an Annual or Special General Meeting at which a quorum is present may, with the consent of a majority of the Ordinary Members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting subclause (1), a meeting may be adjourned:
  - (a) if there is insufficient time to deal with the business at hand; or
  - (b) to give the Members more time to consider an item of business.
- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this clause is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with clause 6.3.

#### **6.7 Determining whether resolution carried**

- (1) The chair of an Annual or Special General Meeting may, on the basis of general agreement or disagreement or by a show of hands, declare that a resolution has been:
  - (a) carried; or
  - (b) carried unanimously; or
  - (c) carried by a particular majority; or
  - (d) lost.
- (2) If the resolution is a Special Resolution, the declaration under clause 6.7(1) must identify the resolution as a Special Resolution.

- (3) A Special Resolution is required if it is proposed at an Annual or Special General Meeting to:
  - (a) amend the name of the Club; or
  - (b) amend this Constitution; or
  - (c) affiliate the Club with another body; or
  - (d) amalgamate the Club with one or more other incorporated Associations; or
  - (e) voluntarily wind up the Club; or
  - (f) cancel incorporation.
- (4) Subclause (3) above does not limit the matters in relation to which a Special Resolution may be proposed.
- (5) If a poll is demanded on any question by the chair of the meeting or by at least three (3) other members present in person:
  - (a) the poll must be taken at the meeting in the manner determined by the chair;
  - (b) the chair must declare the determination of the resolution on the basis of the poll.
- (6) If a poll is demanded on the election of the President, the poll must be taken immediately.
- (7) If a poll is demanded on any other question, the poll must be taken before the close of the meeting at a time determined by the chair.
- (8) A declaration under clause 6.8(1) must be entered in the minutes of the meeting and the entry must show evidence of how the resolution was determined.

## **PART 7 – SUB-COMMITTEES**

### **7.1 Sub-Committees**

- (1) To assist the Management Committee in the conduct of the Club's business, the Management Committee may in writing appoint one or more Sub-Committees.
- (2) A Sub-Committee may consist of the number of people, whether or not Ordinary Members, that the Management Committee considers appropriate.
- (3) Subject to any directions given by the Management Committee and as set out in the by-laws, a Sub-Committee may meet and conduct business as it considers appropriate.

### **7.2 Delegation to Sub-Committees**

- (1) The Management Committee may in writing delegate to a Sub-Committee the exercise of any power or the performance of any duty of the Management Committee other than:
  - (a) the power to delegate; and
  - (b) a non-delegable duty.
- (2) A power or duty, the exercise or performance of which has been delegated to a Sub-Committee, may be exercised or performed by the Sub-Committee in accordance with the terms of the delegation as set out in the by-laws.
- (3) The delegation may be made subject to any conditions, qualifications, limitations or exceptions that the Management Committee specifies within the by-laws.
- (4) The delegation does not prevent the Management Committee from exercising or performing at any time the power or duty delegated.
- (5) Any act or thing done by a Sub-Committee under the delegation has the same force and effect as if it had been done by the Management Committee.
- (6) The Management Committee may in writing amend or revoke the delegation.

## **PART 8 - FINANCIAL MATTERS**

### **8.2 Source of Funds**

The funds of the Club may be derived from fees, annual subscriptions, donations, sponsorship, fundraising activities, grants, interest and any other sources approved by the Management Committee.

### **8.3 Control of Funds**

- (1) The Club must open and maintain in the name of the Club one or more accounts with a reputable financial institution from which all expenditure of the Club is made and into which all funds received by the Club are deposited.
- (2) Subject to any restrictions imposed at an Annual or General General Meeting, the Management Committee may approve expenditure on behalf of the Club.
- (3) The Management Committee may authorise the Treasurer to expend funds on behalf of the Club up to a specified limit, as set out in the by-laws, without requiring approval from the Management Committee for each item on which the funds are expended.
- (4) Excluding subclause (3), all financial transactions of the Club must be approved by:
  - (a) the Treasurer and President; or
  - (b) the Treasurer or the President and another member of the Management Committee.
- (5) All funds of the Club must be deposited into the Club's account within seven (7) working days after their receipt.

## 8.4 Financial Statements and Financial Reports

- (1) The Management Committee must ensure that annual financial requirements include:
  - (a) if the Association is a Tier 1 association, the preparation of the financial statements; or
  - (b) if the Association is a Tier 2 association or Tier 3 association, the preparation of the financial report; and
  - (c) if required, the review or auditing of the financial statements or financial report, as applicable;
- (2) The Club must keep financial records that: -
  - (a) correctly record and explain its transactions and financial position and performance; and
  - (b) enable true and fair financial statements to be prepared in accordance with the Act; and
  - (c) must retain its financial records for at least seven (7) years after the transactions are completed.

## 8.5 Auditor or Reviewer

- (1) At the Annual General Meeting, Members may determine the requirement for the appointment of an auditor or reviewer at such remuneration as they determine.
- (2) The auditor or reviewer shall examine the books, accounts, receipts and other financial records of the Club and report to the Management Committee within three (3) months.

# PART 9 —SUSPENSION, DISPUTES AND MEDIATION

## 9.1 Suspension or Expulsion

- (1) The Management Committee may decide to suspend a Member's membership or to expel a Member from the Club if, in the opinion of the Management Committee:
  - (a) the Member's conduct is detrimental to the interests of the Club;
  - (b) the Member has acted in a manner unbecoming of a Member or contrary to the objects of the Club;
  - (c) the Member has brought the Club, another member or the sport of tennis into disrepute;
  - (d) the member has breached a by-law; and
  - (e) suspension or expulsion is deemed appropriate in any of the above circumstances.
- (2) The Secretary must give the Member written notice of the proposed suspension or expulsion at least fourteen (14) days before the Management Committee meeting at which the proposal is to be considered by the Management Committee.
- (3) The notice given to the member must state:
  - (a) when and where the Management Committee meeting is to be held; and
  - (b) the grounds on which the proposed suspension or expulsion is based; and
  - (c) that the Member may attend the meeting and will be given a reasonable opportunity to make written and/or oral submissions to the Management Committee about the proposed suspension or expulsion.
- (4) At the Management Committee meeting, the Management Committee must:
  - (a) give the Member a reasonable opportunity to make written and/or oral submissions to the Management Committee about the proposed suspension or expulsion; and
  - (b) give due consideration to any submissions so made; and
  - (c) decide:
    - (i) whether or not to suspend the Member's membership and, if the decision is to suspend the membership, the period of suspension; or
    - (ii) whether or not to expel the Member from the Association.
- (5) A decision of the Management Committee to suspend the Member's membership or to expel the Member from the Club takes immediate effect.
- (6) The Management Committee must give the Member written notice of the Management Committee's decision and the reasons for the decision within seven (7) days after the Management Committee meeting at which the decision is made.
- (7) A Member whose membership is suspended or who is expelled from the Club may within fourteen (14) days after receiving notice of the Management Committee's decision under clause 9.1(6) give written notice to the Secretary that they wish to appeal against that suspension or expulsion.
- (8) If notice is given under clause 9.1(7):
  - (a) the matter will be referred to an independent mediator, who may either:
    - (i) confirm or set aside the decision of the Management Committee to suspend or expel the Member, after having afforded the Member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing; or
    - (ii) refer the matter to mediation as per clauses 9.5, 9.6, 9.7 and 9.8.

## 9.2 Consequences of Suspension

- (1) During the period of suspension, the Member:
  - (a) loses any rights (including voting rights) arising as a result of membership; and
  - (b) is not entitled to a refund, rebate, relief or credit for membership fees paid or payable to the Club.
- (2) When a Member's membership is suspended, the Secretary must record in the register of Members:
  - (a) that the Member's membership is suspended; and
  - (b) the date on which the suspension takes effect; and



- (c) the period of the suspension.
- (3) When the period of the suspension ends, the Secretary must record in the register of members that the Member's membership is no longer suspended.

### 9.3 Types of Disputes to be Resolved

- (1) This clause applies to:
  - (a) disputes between Members; or
  - (b) disputes between the Club and one or more Member;that arises under the Constitution or relates to the Constitution of the Club.
- (2) This dispute does not apply to disputes that relate to a Tennis Australia national policy or by-law referred to in clause.

### 9.4 Procedure to Resolve Dispute

- (1) The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party. In the case of a dispute involving the Club, the President will represent the Club.
- (2) If the parties are unable to resolve the dispute within the period specified in clause 9.4(1), either party may initiate the Management Committee dispute resolution procedure described in clause 9.4(6) by giving a written notice to the Secretary identifying the parties to the dispute and the subject of the dispute.
- (3) If the dispute is between one or more Members and the Club and any party to the dispute gives written notice to the Secretary stating that the party:
  - (a) does not agree to the dispute being determined by the Management Committee; and
  - (b) requests the appointment of a mediator under clause 9.6,the Management Committee must not determine the dispute.
- (4) Within 14 days of receipt of the notice under clause 9.4(2), a Management Committee meeting must be convened to determine the dispute.
- (5) The Secretary must give the parties to the dispute at least seven (7) days prior written notice of the Management Committee meeting, informing them they can attend the meeting in person and make oral and/or written submissions.
- (6) At the Management Committee meeting, the Management Committee must:
  - (a) give each party to the dispute a reasonable opportunity to make written and/or oral submissions to the Management Committee about the dispute; and
  - (b) give due consideration to any submissions so made; and
  - (c) determine the dispute.
- (7) Written notice of the Management Committee's decision regarding the dispute must be given to all parties to the dispute within seven (7) days of the Management Committee meeting.
- (8) If any party to the dispute is not satisfied with the Management Committee's decision, the Management Committee may refer the matter to external mediation, as set out in clauses 9.5, 9.6, 9.7 and 9.8.

### 9.5 Application of Mediation

- (1) This section applies if written notice has been given to the Secretary requesting the appointment of a mediator:
  - (a) by a Member; or
  - (b) by a party to a dispute.
- (2) If this section applies, a mediator must be chosen or appointed under clause 9.6.

### 9.6 Appointment of a Mediator

- (1) The mediator must be a person chosen —
  - (a) if the appointment of a mediator was requested; and
  - (b) by agreement between the Member and the Management Committee; or
  - (c) by agreement between the parties to the dispute.
- (2) If there is no agreement, then the Management Committee must appoint the mediator.
- (3) The person appointed as mediator must:
  - (a) not have a personal interest in the matter that is subject of the mediation; and
  - (b) must not be a Member of the Club.

### 9.7 Mediation Process

- (1) The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- (2) Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation before the mediation takes place.
- (3) In conducting the mediation, the mediator must:
  - (a) give each party to the mediation every opportunity to be heard; and
  - (b) allow each party to the mediation to give due consideration to any written statement given by another party; and
  - (c) ensure that natural justice is given to the parties to the mediation throughout the mediation process.

- (4) The mediator cannot determine the matter that is the subject of the mediation.
- (5) The mediation must be confidential and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
- (6) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## **9.8 If Mediation Results in a Decision to Suspend or Expel Being Revoked**

If:

- (1) Mediation takes place because a Member whose membership is suspended or who is expelled from the Club gives notice under clause 9.1(7); and
- (2) As the result of the mediation, the decision to suspend the Member's membership or expel the Member is revoked, that revocation does not affect the validity of any decision made at a meeting during the period of suspension or expulsion.

## **PART 10 — GENERAL MATTERS**

### **10.1 Giving Notices to Members**

- (1) A notice or other document that is to be given to a Member under this Constitution is taken not to have been given to the Member unless it is in writing and:
  - (a) delivered by hand to the address of the Member as recorded within the register; or
  - (b) sent by prepaid post to the recorded postal address of the Member; or
  - (c) sent by electronic transmission to an appropriate recorded phone number or recorded electronic address of the Member.

### **10.2 By-laws**

- (1) The Management Committee may formulate, issue, adopt, interpret and amend by-laws for the proper advancement, management and administration of the Club, the advancement of the Objects of the Club and as it thinks necessary or desirable from time to time.
- (2) All by-laws made under sub-clause (1) shall be binding on the Members of the Club.
- (3) At the request of a Member, the Secretary must make a copy of the by-laws available for inspection by the Member or shall direct the Member to the appropriate electronic site for the by-laws to be viewed.

### **10.3 Inspection of Records and Document**

- (1) Clauses 10.3(2) to 10.3(6) inclusive apply to a Member who wants to inspect:
  - (a) the register of members as required by the Act; or
  - (b) the record of the names and addresses of Management Committee Members, and other persons authorised to act on behalf of the Club, as required by the Act; or
  - (c) any other record or document of the Club
- (2) The Member must contact the Secretary or President to request the inspection.
- (3) The inspection must be free of charge.
- (4) The member may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose.
- (5) If the member wants to inspect a document that records the minutes of a Management Committee Meeting, the right to inspect that document is subject to any decision the Management Committee has made on commercial-in-confidence matters contained within the minutes of a Management Committee Meeting or to any decisions of the Management Committee made under Part 9 of this Constitution.
- (6) A Member must not use or disclose any information contained in a record or document for any purpose other than a purpose that:
  - (a) is directly connected to the affairs of the Club; or
  - (b) relates to the administration of the Act.

### **10.4 Dissolution of the Association**

- (1) The Club may cease its activities and have its incorporation cancelled in accordance with the Act if the Members resolve by Special Resolution that the Club will:
  - (a) apply to the Commissioner for cancellation of its incorporation; or
  - (b) appoint a liquidator to wind up its affairs.
- (2) The Club must be wound up as required by the Act before cancellation can take place if it has outstanding debts or any other outstanding legal obligations.
- (3) If upon the winding up or dissolution of the Club there remains any surplus property, such property will not be paid to or distributed among the Members but will be given or transferred to one or more organisations listed in the Act with similar objects and which is not carried out for the purpose of profit or gain to its individual Members.
- (4) The organisation or organisations selected for the purpose of clause 10.4 (3) will be determined by a Special Resolution of Ordinary Members.

### 10.5 Alteration of this Constitution

- (1) No repeal of any existing clauses and no new clauses or alteration, amendments or suspensions of a clause shall be valid unless a Special Resolution is carried by seventy five (75) percent of Ordinary Members present at an Annual or Special General Meeting.
- (2) Notices of motions to repeal, alter or suspend any clause shall be given to the Secretary at least twenty eight (28) days preceding the Annual or Special General Meeting at which the motion shall be presented.
- (3) The Secretary shall exhibit the proposal on the Club notice for at least fourteen (14) days prior to such meeting.
- (4) Within one month after the making of any amendment or addition to the Constitution of the Club passed by Special Resolution, the Management Committee shall send or deliver the required documents and a copy of the amendment or alteration to all relevant state government departments.