

# **O'HALLORAN HILL TENNIS CLUB INCORPORATED**

## **CONSTITUTION**

As altered at Annual General Meeting 13 September 2021

### **NAME**

1. The name of this body shall be the O'HALLORAN HILL TENNIS CLUB INC. and it shall hereafter be referred to as the 'CLUB'.

### **ACT – ASSOCIATIONS INCORPORATED ACT 1985**

### **OBJECTS**

2.
  - (a) To promote interest in Tennis.
  - (b) To promote good fellowship among those interested in Tennis.
  - (c) To educate, train, coach and encourage members of the Club.
  - (d) To do all such things and acts conducive to the furtherance of the objects and interests of the Club

### **MEMBERSHIP**

3. Any person who is interested in Tennis shall be eligible for membership.
4.
  - (a) The annual membership fee for all classes of membership shall be determined by the Committee no later than 14 days prior to the Annual General Meeting annually for the ensuing summer season. The Committee shall have the authority to increase membership fees by no greater than 10% per annum. If a greater increase is required, the Committee shall seek approval of the members at a special general meeting, or Annual General Meeting.
  - (b) Following the commencement of a financial year, the annual membership fee shall be due and payable no later than thirty days after the issuing of an account by the Treasurer and in any event no later than the 30th of November annually. Any member who fails to pay their subscription as required by this clause shall be considered in arrears.
  - (c) Any person in arrears shall there-upon cease to be a member.
  - (d) Persons who qualify to play in the junior competition of the Southern Districts Tennis Association shall be eligible to join as junior members at such special fee as shall be determined but they shall not be entitled to hold office, or vote or take part in business procedure at meetings of the Club.
  - (e) Only financial members, or those appointed as non-members in committee roles, shall be entitled to vote or take part in business procedure at general meetings of the club

## **RECOGNITION OF MEMBERS**

### **5. (a) Life Members**

Life Members may be elected at the Annual General Meeting or a Special General Meeting, in recognition of Services rendered in promoting the interest and objectives of the Club, provided that their nominations have been recommended by The Committee at its meeting prior to the General Meeting. The Committee will give serious consideration to recommending Life Membership when a nominee has achieved at least the following:

- Ten (10) years of Service in an elected or appointed capacity. Elected or appointed capacity shall include committee or voluntary work.

Life Members shall be elected by secret ballot by a two-thirds majority of those present and entitled to vote.

- (b) The Committee shall annually at the Annual General Meeting or Annual Presentation Night recognise those members who have completed 10 year milestones of playing membership with the club.

### **6. Honorary Members**

- (i) The players of any other tennis club affiliated with TennisSA who visit the Club on any day for the purpose of playing tennis against the Club shall be honorary members of the Club for that day.
- (ii) The officials of a club referred to in sub-paragraph (i) hereof shall be honorary members of the Club for that day provided that the maximum number of such officials shall not exceed ten (10).
- (iii) The Committee and/or President shall have power to elect as honorary members for any period not exceeding one month any person who is a member of an interstate tennis club which is visiting Adelaide.
- (iv) The name of an honorary member referred to in sub-paragraph (iii) hereof and the name of the tennis club of which the honorary member is a member shall be recorded in a book shown as "The Honorary Members Book/Register".
- (v) Honorary members shall enjoy all the privileges of full members with the following exceptions:-
  - i. Honorary members shall not be eligible to be elected as members of The Committee.
  - ii. Honorary members shall not be entitled to vote on any issue.
  - iii. Honorary members shall not be entitled to receive any notice required to be given to full members.
  - iv. Honorary members shall not be entitled to introduce visitors.
  - iv. Honorary members shall not be liable to pay any entrance fee or subscription.

7. Any member may resign from the Club and such resignation must be in writing and forwarded to the Secretary of the Club.

8. Upon any person ceasing to be a member of the Club the refund of fees will only be made in exception circumstances at the discretion of The Committee.

9.
  - (a) The Committee may expel from the Club or otherwise punish or penalise any member whose conduct, in the opinion of The Committee, is discreditable or injurious to the character or interests of the Club.
  - (b) Before any member is expelled or otherwise punished or penalised their conduct shall be investigated by The Committee and the member shall be given the opportunity to defend himself or herself and to justify or explain their conduct. Provided that a quorum is established and the majority of The Committee present when the matter is investigated is of the opinion that the member has been guilty of such conduct or action as aforesaid, then The Committee may expel or suspend them from membership or otherwise punish or penalise them.
  - (c) Should any member fail to appear at any enquiry conducted under Clause 9 (b) hereof, or any adjournment thereof, The Committee may proceed in that Member's absence to conduct the said enquiry and to make its findings as hereinbefore empowered.
  - (d) A member who is expelled in pursuance of Clause 8 (a) shall only be eligible for resumption of membership at the discretion of The Committee.

## **VISITORS**

10. Each ordinary member of the Club may, on any one day introduce up to 5 visitors to the Club premises, or such lesser number as may be fixed by the licensing authority.

## **GENERAL MEETINGS**

11. There shall be a kept record of the proceedings of all general meetings of the Club and of all meetings of The Committee.
12. The Annual General Meeting of the members shall be held no later than three months following the close of the club's financial year and members shall be given notice in writing or via electronic means at least fourteen days before such meeting.
  - (a). For the purposes of voting, all members remain financial until the 30<sup>th</sup> September of the current year.
13. All administrative and financial reports for the 12 months prior to be presented to the members at the Annual General Meeting.
  - (a) should the audited administrative and financial reports not be available for the Annual General Meeting they may be presented as unaudited and only used as the indication of the status of accounts.
  - (b) the audited financial report shall be presented no later than the following Annual General Meeting or Special General Meeting called for the purpose of confirmation.
14. The Annual General Meeting (or a Special General Meeting called for that purpose) may alter this Constitution or make by-laws necessary for proper administration of the Club.

Any alteration to the constitution or proposed by-law so made shall not be repealed, added to or amended unless and until:

  - (a) Notice of intention to propose such repeal, addition or amendment is first given in writing by a member of the Club to the Secretary of the Club not later than 30 days prior to the date of such General Meeting and included in the agenda for such meeting, or may be proposed within a committee general meeting up to 14 days in advance of Annual General meeting.

- (b) Such repeal, addition or amendment proposed at such General Meeting must be approved by not less than two-thirds of the eligible voting members of the Club present at such meeting and voting thereon.
- 15. The Election of Officers and Committee for the ensuing twelve months shall take place at the Annual General Meeting together with any other business mentioned in the notice paper convening the meeting.
- 16. A special meeting of members shall be called at the request of the President or Secretary or any 3 members of The Committee or at the written request of 10 financial members of the Club. Such meeting shall be held within 30 days of such request and all members shall be notified in writing not less than 10 days before such meeting.
- 17. The President of the Club shall be the Chair at all general meetings. Should the President not be present then a Vice-President shall be elected to the chair, and if there is no Vice-President present the members shall elect a member to take the chair.
- 18. (a) At all meetings the Chair's decision on points of order shall be final.  
(b) The Chair shall have a casting vote in addition to the Chair's deliberative vote.
- 19. The quorum for a general meeting shall be 10 members present.
- 20. If at any general meeting there be no quorum within 30 minutes of the time appointed for the meeting then the meeting shall lapse unless a majority of the members present decide to adjourn the meeting for a period not exceeding 14 days. If there be no quorum within 30 minutes after the time appointed for such adjourned meeting then the meeting shall lapse altogether.
- 21. Only members present in person shall be entitled to vote.

## **COMMITTEE**

- 22. (a) The business and affairs and rules and regulations of the Club shall be under the management and control of an Executive committee (hereinafter referred to as 'The Committee', provided however, that except in the case of extreme urgency The Committee shall not take any action contrary to decisions made at a general meeting.  
(b) The Committee may, subject to the decisions made at general meetings, exercise all the powers of the Club and do all such acts and things as may be done by the Club or which it considers necessary or expedient to carry out the objects of the Club.
- 23. The Committee shall consist of:
  - (a) The President, a Vice-President, a Secretary, a Treasurer (herein after called the office-bearers), who shall be elected for a period of two years except in the first instance when Vice-President and Secretary shall be elected for a period of one year.
  - ~~(b)~~ A minimum of 3 but no more than 5 members of the Club, elected at the Annual General Meeting or as otherwise provided herein.
  - (c) A maximum of two persons appointed by the Committee for a period of no longer than one calendar year. These roles may be appointed and held by financial members or a person with a vested interest in the club.
  - (d) The Committee shall ensure selection committee/s is/are appointed, each comprising of at least two members.
  - (e) Any committee member may resign at any time upon receipt of a letter or at an Annual General Meeting.

24. All members of the committee must be financial members of the club or as appointed under Clause 23 (c)
25. Should any vacancy occur, in The Committee or Office-bearers of the Club other than in the normal course of elections, The Committee shall fill such vacancy from the financial members of the Club and such members duly elected shall hold office for the unexpired portion of the predecessor's term.
26. The Committee shall meet as often as may be required to conduct the business of the Club. The President or the Secretary or 3 members of The Committee shall have the power to call a meeting of The Committee. The President of the Club shall take the chair at all Committee meetings. Should the President not be present then a Vice-President shall be elected to the chair and if there be no Vice-President present The Committee shall elect one of its members to take the chair.
27. The Chair at all committee meetings shall have a casting vote in addition to a deliberative vote.
28. (a) The Committee shall have the power to delegate any of its powers to a sub-committee to deal with any particular matter or matters and upon such terms as The Committee may think fit. The President and the Secretary shall be ex-officio members of all sub-committees.  
(b) All acts or decisions done or made by any meeting of The Committee or any member thereof shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of such member or all or any members of The Committee, be as valid and effective as if they had all been properly appointed, unless it is proved that the appointment was made in fraud or bad faith.
29. The quorum for Committee Meetings shall be 5 members present in person.
30. Committee members of the O'Halloran Hill Tennis Club may receive an honorarium or reduction in membership Fees for the year following service. The amount of honorarium or reduction in fees to be determined at the Annual General Meeting.

## **ELECTION OF COMMITTEE**

31. Nomination for each candidate for election as office bearer or Committee members shall be proposed and seconded respectively by two members at the Annual General Meeting. Contested offices shall be subject to ballot at the Annual General Meeting of the members present and voting thereon.
32. No person shall be eligible for election unless they are a financial member of the Club.
33. The election for the office-bearers and the other committee members shall be by ballot of members present and voting thereon, held at the Annual General meeting. No ballot shall be required when the numbers of candidates nominated for each office does not exceed the number of vacancies and they shall be declared duly elected.
34. (a) The Secretary shall carry out the duties under the direction of The Committee and keep a true record of all minutes of all meetings, attend to correspondence, issue notice for meetings, keep records and carry out such duties as The Committee may from time to time direct.  
(b) The Treasurer shall receive all moneys payable to the Club and give receipts for same.

All moneys so received shall be paid into the banking account of the Club.

The Treasurer shall present at each General Meeting a balance of the finances of the Club and shall keep proper books of account of all moneys received and disbursed and generally perform all such duties as are directed by The Committee from time to time.

## **FINANCE**

35. The financial year shall be from 1st July to 30<sup>th</sup> June.
36. All moneys of the Club shall be paid into the account of the Club at such banks as The Committee may from time to time direct.
37. No moneys shall be drawn from the Club's account save by cheque signed by the bank signatories authorised by The Committee or transacted via electronic banking in line with appropriate authorisation procedures approved by The Committee.

No cheque shall be signed or money withdrawn unless such withdrawal has been approved by The Committee, or in the case of urgency, by the President and the Secretary.

The Committee will be empowered to borrow the money necessary to upgrade the facilities of the Club.

38. The books and accounts of the Club shall be audited annually by an auditor appointed by the Annual General Meeting.
39. The Committee shall cause correct books of account to be kept showing the financial affairs of the Club.

## **AMENDMENTS TO THE CONSTITUTION**

40. This shall be the only Constitution of the O'Halloran Hill Tennis Club and shall come into force forthwith and shall not be altered, varied, added to or repealed unless two-thirds of financial members present at any Annual General Meeting or at a meeting specially convened for that purpose are in favour of such alteration, variation, addition, or repeal. This clause shall be read in conjunction with clause 14 contained herein this Constitution.

## **POWERS OF THE ASSOCIATION**

41. The Association shall have all the powers conferred by Section 25 of the Association Incorporations Act 1985.

## **PROPERTY AND ASSETS**

42. The property assets and income of the Club, wherever derived, shall be applied towards the promotion of the objects of the Club, and no portion thereof shall be paid or transferred either directly or indirectly by way of dividend, bonus or otherwise by way of profit to members generally in the Club. Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Club or any member in return for services actually rendered, nor prevent the payment of interest on money borrowed from any member of the Club.

Should the Club for any reason whatsoever cease to function, any member or person holding any Club moneys or property shall forthwith pay the same to The Committee.

43. Should the Club cease to function, the assets of the Club shall be transferred to the City of Onkaparinga.
44. Winding up – The Association may be wound up in the manner provided for in the Act.