



28 June 2016

CANTERBURY BANKSTOWN TENNIS ASSOCIATION INC.

CONSTITUTION 2016

P.O. Box 346, Panania 2213

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Part 1. Preliminary

1. THE NAME

- 1.1** The name of the Association shall be Canterbury Bankstown Tennis Association Incorporated
- 1.2** The assets and income of the Association shall be applied solely in the furtherance of its objects and no portion shall be distributed directly or indirectly to the Members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.
- 1.3** The colours of the Association shall be Dark Green and Gold.

2. BOUNDARIES OF THE ASSOCIATION

The boundaries nominated by the Association are:

From Cook's River Bridge, near Tempe railway station
Along Wolli Creek to its source
Along a straight line to the intersection of King George's Rd & Broad Arrow Rd
Along Broad Arrow Rd to Salt Pan Creek
Along Salt Pan Creek to George's River
Along Georges River to Prospect Creek
Along Prospect Creek to Lansdowne Bridge
Along Liverpool Rd to Rookwood Rd
Along Rookwood Rd to railway line near Amy St
Along railway line to Liverpool Rd
Along Liverpool Rd to Cook's River
Along Cook's River to Croydon Ave
Along Croydon Ave to Leith St
Along Leith St to Goodlet St
Along Goodlet St to Trevenar St
Along Trevenar St to Holden St
Along Holden St to Seaview St
Along Seaview St to Constitution Rd
Along Constitution Rd to railway line
Along railway line to Wardell Rd
Along Wardell Rd to Cook's River
Along Cook's River to starting point.

3. DEFINITIONS

In this Constitution the following words have the following meanings:

Adjournments shall take place at an Annual General Meeting, General Meeting or Board Meeting where a quorum is not present.

Annual General Meeting as defined in Clause 33 of this Constitution.

Annual Membership Fee as defined in Clause 15 (1 – 2(b) of this Constitution.

Association means Canterbury Bankstown Tennis Association Inc.

Association headquarters means Panania Tennis Centre or such other place as the Board may determine.

Australian Securities and Investments Commission (ASIC) oversees the Incorporation Act per S109 of the *Commonwealth of Australia Constitution Act*

Board means the Board of the Association as defined in Clause 21 of this Constitution

Board Meeting is a Meeting of elected Board members held in accordance with Clause 26 of this Constitution.

Board Members as defined in clause 21 of this Constitution

Casual Vacancies as defined in Clause 24 (1 – 2) of this Constitution.

Chairman as defined in Clause 23 (1) and Clause 39 (2) of this Constitution.

Chief Financial Officer as defined in Clause 23(6) of this Constitution

Financial Year or Tennis Year means the period from 1st July in a calendar year to 30th June in the succeeding year

General Meeting or a Special General Meeting means a General Meeting of the Association as defined in Clauses 34 and 35 respectively, other than an Annual General Meeting as defined in Clause 33 of this Constitution.

General Secretary as defined in Clause 23 (3) of this Constitution.

Incorporation Act means the Corporations Act (Commonwealth) 2001

Junior Member is a member under 18 years of age.

Life Member as defined in Clause 8 of this Constitution.

Member and financial member means any person irrespective of age who has paid an annual membership fee due on 1st July each calendar year or who is registered to play in any competition team. The amount will be determined by the Board from year to year. Life Members do not pay a membership fee.

Membership being Adult, Junior, Community, social or family as referred to in Clause 6 or other category as may be determined from time to time by the Board.

Mentally incapacitated person means a person who is an involuntary patient or a forensic patient or a correctional patient within the meaning of the *Mental Health Act 2007* of New South Wales, or a protected person within the meaning of the *NSW Trustee and Guardian Act 2009* of New South Wales,

NSW Fair Trading, part of the Department of Finances and Services, oversees the Act

Ordinary Board Member means a member of the Board who is not an Office–Bearer of the Association as defined in Clause 21 of this Constitution

President as defined in Clause 23 (1) of this Constitution.

Public Officer as defined in Clause 23 (5) of this Constitution

Quorum:

- (a) For Annual General Meetings as defined in Clause 33 (2).
- (b) For Board Meetings as defined in Clause 26 (5).
- (c) For General Meetings as defined in Clause 38 (2).

Registered Player means any person irrespective of age who has been registered with a team and who has paid the prescribed fee for any Competition conducted during the Association's tennis year.

Resolution means a Resolution other than a Special Resolution

Returning Officer as defined in Clause 22 (5) of this Constitution

Special Resolution means a resolution that has been passed in accordance with Clause 36 of this Constitution

Sub-Committees as created and having the responsibilities delegated to them in accordance with Clause 21 and 27 of this Constitution.

The Act means the *Associations Incorporation Act 2009*.

The Regulation means the *Associations Incorporation Regulation 2010*.

Tennis Centres means centres managed by the Association under License with Bankstown City Council or Panania-East Hills RSL Club Limited t/as Panania Diggers. These centres include: Deverall Park, Condell Park; Smith Park, East Hills; Roger Bowman, Sefton; Coleman Park, Georges Hall; it also includes the Association's headquarters, (known as Panania Tennis Centre, Panania, and/or such other Centres as the Board may include from time to time.)

Vice President or Senior Vice Presidents as defined in Clause 23 (2).

4. INTERPRETATION

The Interpretation Act 1987 NSW provisions of this Act apply to and in respect of this Constitution in the same manner as those provisions would apply if this Constitution were an instrument made under the Act, including but not limited to the following:

- (1) a reference to a function includes a reference to a power, authority and duty, and
- (2) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
- (3) a reference to a statute, ordinance code or other law includes regulations and other instruments under it and consolidations, amendments, re-enactments or replacements of any of them, occurring at any time.

(4) headings are for convenience and do not affect the interpretation of this document.

(5) paragraph number interpretation all from previous paragraphs.

5. OBJECTIVES

The objectives of the Association are:-

- (1) To sponsor and promote Tennis Competitions and Tournaments and tennis in general or other sporting activities, as the Board may determine from time to time, particularly within the physical boundaries of the Association and otherwise as determined by the Board from time to time.
- (2) To co-operate with other bodies for the purpose of furthering interest in the game of tennis.
- (3) To purchase, lease, hire or otherwise acquire land, freehold or Leasehold, so as to further the other objectives herein stated.
- (4) To construct tennis courts and/or buildings, and to lease, sell, exchange or otherwise deal with tennis courts, grounds, or building and accessories thereto.
- (5) To raise money by borrowing so as to further the other objectives herein stated.
- (6) To affiliate with and accept affiliation from other bodies as may, from time to time, be decided upon in the interests of tennis.
- (7) To do all such other acts and things whether of like or different nature to the above, and without prejudice to their generality, which the Association may think fit in connection with the game of tennis.

Part 2 - Membership

6. MEMBERSHIP GENERALLY

(1) The Association shall consist of Members as determined by the Association including but not limited to the following categories:

1. Adult members – active tennis players or any other adults who may pay the prescribed fee or be a part of a team in a competition
2. Junior members
3. Community members or Social members
4. Family members and
5. Life Members who have their membership fees paid by the Association.

Members in categories 2, 3 and 4 shall not be entitled to vote at any Special General Meeting or Annual General Meeting of the Association.

- (2) The Association reserves the right to refuse membership to any person without giving a reason.

7. MEMBERSHIP QUALIFICATIONS

He or she is a person who is qualified to be a member of the Association if, but only if:

- (1) the person is a person referred to in Clauses 15 (1), 2(a) and 2(b). and has not ceased to be a member of the Association: or
- (2) is a person who;
 - a) has been nominated for financial membership of the Association as provided for in Clause 10, or
 - b) has been approved for financial membership by the relevant Competition Secretary and/or the Board
- (3) is a Life Member
- (4) **Only Adult financial members and Life Members shall have voting entitlements at the Annual General Meeting, Special General Meeting or General Meeting convened in accordance with the provisions of this constitution.**

8. LIFE MEMBERSHIP

An Annual General Meeting may, by a Resolution passed by a two-thirds majority of financial members present and entitled to vote, elect by written ballot, honorary Life Members. All Life Members so elected shall be members of the Board, and may attend Meetings of the Board and participate in all discussions without having voting rights unless elected as a member of the Board, and, in addition, shall be entitled to enjoy the rights and privileges of members, free of charge. Only persons who have rendered distinguished service to the Association, and who are nominated by a motion pursuant to a recommendation of the Board, shall be eligible to be so elected as a Life Member. A maximum of three Life Members shall be permitted to be elected in any one year.

Additional entitlements:

- (a) Name on Life Member Board.
- (b) Gold badge for Life Member

9. JUNIOR AND OTHER CATEGORIES OF MEMBERSHIP

Junior membership shall apply to those members under eighteen years of age. Junior, Community, Social and Family members shall be entitled to be members of the Association but shall not be entitled to vote at the Annual General Meeting or any Special General Meetings pursuant to clause 7 (4) of this Constitution.

10. NOMINATION FOR MEMBERSHIP

A nomination of a person for financial membership to the Association:

- (1) must be made in writing on the Form provided from time to time.
- (2) must be lodged with the General Secretary of the Association or the relevant Competition Secretary or Membership Officer.
- (3) the General Secretary and/or the Membership Officer shall, after approval and payment of the necessary fees, enter the nominee's name in the Register of Members and, upon the name being so entered, the nominee becomes a member of the Association.

11. CESSATION OF MEMBERSHIP

A person ceases to be a financial or Life Member of the Association if the person:-

- (1) dies
- (2) resigns that membership
- (3) at the end of a tennis year fails to renew their membership
- (4) is expelled from the Association.
- (5) becomes a mentally incapacitated person

12. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

A right, privilege or obligation which a person has by reason of being a member of the Association is personal and

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

13. RESIGNATION OF MEMBERSHIP

- (1) A member of the Association is not entitled to resign that membership except in accordance with this clause.
- (2) A member of the Association who has paid all amounts payable by the member to the Association in respect of the member's membership may resign from membership of the Association by first giving notice (being not less than one month or not less than such other period as the Board
- (3) may determine in writing to the General Secretary of the member's intention to resign and, upon the expiration of the period of notice, the member ceases to be a member.
- (4) Where a member of the Association ceased to be a member pursuant to Clause 13 (2), and in every other case where a member ceases to hold membership, the General Secretary or Membership Officer shall alter the

computer records appropriately.

- (5) Upon resignation there shall be no entitlement to a refund of any amount paid in respect of their membership of the Association.

14. REGISTER OF MEMBERS

- (1) The Membership Officer of the Association shall establish and maintain a Register of Members of the Association specifying the name and address of each person who is a member of the Association together with a membership number and the date on which the person became a member.
- (2) This Register of Members will be held within the My Tennis program of Tennis Australia/ Tennis NSW or such other electronic means and is available from the Membership Officer of the Association. It shall be open for inspection, free of charge, by any member of the Association upon written request at any reasonable hour.
- (3) A member of the Association may obtain a copy of any part of the Register solely relating to that person having regard to section 4 of the Privacy and Personal Information Act 1998 (NSW) on payment of a fee of not more than \$1 for each page copied.
- (4) If a member requests that any information contained on the Register about the member (other than the member's name) not be available for inspection that information must not be made available for inspection.
- (5) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (a) the purposes of sending the person a newsletter, a notice in respect of a Meeting or other event relating to the Association or other material relating to the it: or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

15. FEES AND SUBSCRIPTIONS

- (1) A member (including a person who becomes a junior member) of the Association shall, upon admission to membership, pay to the Association a fee as determined by the Board.
- (2) In addition to any amount payable by the person who becomes a member (including a person who becomes a junior member) under Clause 16, a member of the Association shall pay to the Association an annual membership fee as determined by the Board.
 - (a) before 1st July in each calendar year; or
 - (b) where the person who becomes a member on or after 1st July in any calendar year - upon becoming a member and before 1st July in each succeeding calendar year.

16. MEMBERS' LIABILITIES

The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership to the Association as required by Clause 15.

17. DISCIPLINING OF MEMBERS

- (1) Where the Board is of the opinion that a member of the Association;-
 - (a) has persistently refused or neglected to comply with a provision or provisions of these Clauses; or
 - (b) has persistently and willfully acted in a manner prejudicial to the interests of the Association;the Board may, by Resolution, of a simple majority of the Board.
 - (c) expel the member from the Association; or
 - (d) suspend the member from membership of the Association for a specified period.
- (2) The Board may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) A Resolution of the Board as referred to in Clause 18 (1) is of no effect unless the Board, at a Meeting held not earlier than 14 days and not later than 28 days after service on the member of a Notice under Clause 18(4), confirms the Resolution in accordance with this clause.
- (4) Where the Board passes a Resolution under Clause 18(1), the General Secretary shall, as soon as practicable, cause a Notice in writing to be served on the member;-
 - (a) setting out the Resolution of the Board and the grounds on which it is based;
 - (b) stating that the member may address the Board at a Meeting to be held not earlier than 14 days and not later than 28 days after service of the Notice:
 - (c) stating the date, place and time of that Meeting: and
 - (d) inform the member that they or their representative may do either or both of the following:-
 - (i) attend and speak at that Meeting: or
 - (ii) submit to the Board at or prior to the date of that Meeting written representations relating to the Resolution.
- (5) At a Meeting of the Board held as referred to in Clause 18(4), the Board shall:-
 - (a) give to the member or their representative an opportunity to make oral representations:
 - (b) give due consideration to any written representations submitted to the Board by the member at or prior to the Meeting: and

- (c) by Resolution determine whether to confirm or to revoke the Resolution.
- (6) Where the Board confirms a Resolution under Clause 18(5), the General Secretary shall, within seven days after that confirmation, by Notice in writing, inform the member of the fact and of the member's right of appeal under Clause 19.
- (7) A Resolution confirmed by the Board under Clause 18(5) does not take effect:-
 - (a) until the expiration of the period within which the member is entitled to Appeal against the Resolution where the member does not exercise the Right of Appeal within that period: or
 - (b) where within that period the member exercises the Right of Appeal, unless and until the Association confirms the Resolution pursuant to Clause 18(5).

18. RIGHT OF APPEAL OF DISCIPLINED MEMBER

- (1) A member may appeal to the Association at a General Meeting against a Resolution of the Board which confirmed under Clause 17(5) within 7 days after Notice of the Resolution is served on the member, by lodging with the Secretary a Notice to that effect.
- (2) The Notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the Appeal
- (3) Upon receipt of a Notice from a member under Clause 18(1), the Secretary shall notify the Board which shall convene a General Meeting to be held within 28 days after the date on which the Secretary received the Notice.
- (4) At a General Meeting of the Association convened under Clause 18 (3):
 - (a) no business other than the question of the Appeal shall be transacted:
 - (b) the Board and the member shall be given the opportunity to state their respective cases orally or in writing, or both; and
 - (c) the members present shall vote by written ballot on the question of whether the Resolution should be confirmed or revoked.
- (5) The Appeal is to be determined by a simple majority of votes cast by members of the Association.

19. NOTIFICATION TO MEMBERS

Any notifications to members generally shall be placed on the Association's website. The Association may also notify members by any of the following means:

- (i) Notice placed on a noticeboard of any tennis centre under the

administration of the Association or

- (ii) Notice sent by fax or email to the persons recorded on the register of members, or
- (iii) Notices sent by electronic means including text messages over a mobile phone or computer device or notice placed on a notice board at the Associations Headquarters, or
- (iv) Ordinary pre-paid post

Part 3 – The Board

20. POWERS OF THE BOARD

Subject to the Act, the Regulations, and this Constitution and to any Resolution passed by the Association in a Board Meeting, the Board

- (1) is to control and manage the affairs of the Association;
- (2) may exercise all such functions as may be exercised by the Association, other than those functions that are required by this Constitution to be exercised by a General Meeting of members of the Association; and
- (3) has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Association.

21. COMPOSITION OF THE BOARD AND OFFICE BEARERS

- 1. The Board is to consist of Board members and other designated positions as determined by the Board from time to time, meaning a person appointed or elected to the office of Board Member of the Association in accordance with this Constitution. The following positions shall be elected at the Annual General Meeting:
 - a. The Board members as set out in Clause 2
 - b. Office bearers as set out in Clause 9.

The Office bearers may attend meetings of the Board and vote. Office bearers will be advised of Board meeting by email. The Public Officer and Honorary solicitor may be members of the Association. The Honorary Auditor must not be a member of the Association

- 2. The Board Members of the Association shall comprise the following positions:

- (a) President;
 - (b) Senior Vice President (1) – Governance and Community Activities, and two (2) Vice Presidents – a) Vice President Tennis Centre Operations, and b) Vice President Competitions, in that order of seniority;
 - (c) General Secretary;
 - (d) Competition Secretary - Junior;
 - (e) Chief Financial Officer.
3. Sub-Committees may be formed from time to time to achieve specific purposes, as determined by the Board. Members of those Sub Committees or persons appointed under sub-clause 9 of this Clause may attend Board Meetings and provide reports of the activities of the Sub Committee(s), that they are part of, or their respective roles as the case may be, and shall have voting rights at Board meetings.
4. The Board may meet at any time to determine all relevant matters.
5. A member of a Sub Committee may hold more than one position (other than that of a Board Member)
6. Each Board Member shall, subject to this Constitution, hold office until conclusion of the Annual General Meeting following the date of the Board Members election.
7. In the event of a casual vacancy occurring in the membership of the Board, the Board may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office, subject to this Constitution, until the conclusion of the Annual General Meeting following the date of the Board Members election.
8. Board Members must have been financial members of the Association for a period of two years prior to their appointment or election and be over 18 years of age.
9. The following positions shall also be elected at the Annual General Meeting
- a. Assistant to the Chief Financial Officer, who as necessary may attend meetings of the Board, as substitute and proxy for the Chief Financial Officer, if the latter is not available.
 - b. Public Officer;
 - c. Competition Secretary – Senior;
 - d. Tournament Secretary;
 - e. Publicity and Promotions Officer;
 - f. Trophy Officer;
 - g. Inter-District Officer;
 - h. Membership Officer;
 - i. Sponsorship Officer;
 - j. Junior Development Officer;

- k. Special Projects Officer
- l. Tournament Sub-Committee members (5);
- m. Selection Sub-Committee Members (5)
- n. Junior Sub-Committee Members (5);
- o. Senior Sub-Committee Member (5);
- p. Honorary Auditor; and,
- q. Honorary Solicitor;

These positions may attend meetings of the Board and present reports either verbally or in writing.

22. ELECTION OF THE BOARD

- (1) Nominations of candidates for election as Board Members of the Association or as an Office bearer
 - (a) shall be made in writing, signed by 2 members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the nomination form);
 - (b) all nominations must be delivered to the General Secretary by the date specified in the notice announcing the calling of the Annual General Meeting.
- (2) If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated shall be deemed to be elected and further nominations shall be called for at the Annual General Meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the Board shall be deemed to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected at the Annual General Meeting.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held and conducted by a Returning Officer appointed at the meeting.
- (6) The ballot for the election of office-bearers and ordinary members of the Board is to be conducted at the Annual General Meeting in the usual and proper manner as the Board may direct and in accordance with established electoral principles. The first past the post voting system shall be utilized.
- (7) A person nominated as a candidate for election as an office-bearer or as an ordinary Board member of the Association must be a member of the Association.

23. DUTIES OF BOARD MEMBERS, OFFICE-BEARERS and OTHERS

(1) President –

It shall be the duty of the President to act as Chairman of all Meetings of the Association. The President shall be responsible to uphold the Constitution of the Association at all times and to ensure that all bona fide decisions of properly constituted Meetings of the Board are implemented. It shall also be the responsibility of the President to represent the Association at all Meetings and functions, including but not limited to, NSW Hardcourt Association meetings. It is also the responsibility of the President to oversee and collect Key Performance Indicators (KPI's) from the weekly reports from the tennis centres managed by the Association.

(2) Senior Vice President and Vice Presidents (2) -

It shall be the duty of the Senior Vice President (Governance and Community Activities) to act for the President when absent or to do any other such things on behalf of the President as may be delegated to that position. The Senior Vice President Governance and Community Activities shall consult with all community organisations including but not limited to elected representatives.

The Vice-President (Tennis Centre Operations) will be responsible for licensing agreements and all other legal documentation for all tennis centres managed by the Association and all other related tennis centre operational matters

The Vice President (Competitions) will be responsible for overseeing all internal competitions conducted by the Association and or tennis centre competitions.

(3) General Secretary

- (a) The General Secretary of the Association shall, as soon as practicable after being appointed as General Secretary, lodge Notice with the Association of his/her address.
- (b) It is the duty of the General Secretary to keep Minutes of:
 - (i) all appointments of all Board Members, office bearers and others.
 - (ii) the names of members of the Board present at a Board Meeting or a General Meeting, and
 - (iii) all proceedings at Board Meetings, Annual General Meetings, Special General Meetings and General Meetings
- (c) It is the duty of the General Secretary to enter in the Minute Book, Minutes of all Resolutions and proceedings of all Meetings of the Association and issue all Notices of Meetings of the Association and to keep a record of attendances at all Meetings.
- (d) Minutes of proceedings at a Meeting shall be signed by the Chairman of the Meeting or by the Chairman of the next, succeeding Meeting.
- (e) Undertake such other duties as delegated by the Senior Vice President (Governance and Community Activities).

(4) Assistant Secretary – it is the duty of the Assistant Secretary to work closely with the General Secretary and assist in all of his or her defined tasks on a daily basis.

(5) Public Officer - The Public Officer is required to notify the NSW Fair Trading part of the Office of Finance and Services and on the prescribed form in the following circumstances:

- (a) appointment (within 14 days)
- (b) a change of residential address (within 14 days)
- (c) a change in the Association's objectives or Constitution (within 1 month)
- (d) a change in the membership of the Board (within 14 days)
- (e) of the Association's financial affairs (within 1 month after the Annual General Meeting)
- (f) a change in the Association's name (within 1 month)

The Public Officer may be a Board Member or Office-Bearer.

(6) Chief Financial Officer-

It is the duty of the Chief Financial Officer of the Association to ensure that:-

- a. all money due to the Association is collected and received and that all payments authorised by the Association are made; and
- b. correct books and accounts are kept showing the financial affairs of the Association including full details of all receipts and expenditure connected with the activities of the Association; and
- c. make all such records and books of account available to the Auditors at all times.
- d. receive from the General Secretary, or other Board Members or office bearers, monies or a bank deposit receipt in the name of the Association for moneys paid to them on account of the Association; and
- e. to issue receipts for all moneys paid into the funds of the Association from any source whatsoever.
- f. The Chief Financial Officer shall submit a statement of the receipts and expenditure and also furnish a bank statement at the bi-Monthly meeting of the Board. All accounts for payment shall be certified by the member responsible for the expenditure, and shall be initialed by the Chairman as being passed for payment by the Board.
- g. The Chief Financial Officer shall prepare a balance sheet and statement of income and expenditure as soon as practicable after the end of each financial year of the Association in respect of such year and shall cause such balance sheet and statement to be audited by the Association's Auditors. The balance sheets, statements and auditor's certificate shall be presented at the Annual General Meeting immediately following the end of the financial year.

(7) Assistant Chief Financial Officer - The Assistant Financial Officer shall carry out such duties and responsibilities as are delegated by the Chief Financial Officer from time to time

(8) Competition Secretary – (Senior and/or Junior).

It is the duty of the Competition Secretaries to act as secretary to all competitions and functions conducted by the Competition Committees, both Senior and Junior, and

[a] to hold all competition registration forms; and

[b] to receive all results of competition matches and to keep a record and points table from these results.

[c] to issue and receive subscriptions of money due to the Association and pay them into the hands of the Chief Financial Officer.

(9) Tournament Secretary -

It shall be the duty of the Tournament Secretary to act as secretary to all the functions carried out by the Tournament Sub-Committee, and

[a] to undertake any other duties as may be delegated to him or her from time to time by the Board.

[b] to receive and collate all results of tournament matches and to keep a methodical record of these results for publication in the Annual General Meeting Report and the Association website.

[c] to receive subscriptions of money due to the Association and pay them into the hands of the Chief Financial Officer.

(10) Publicity and Promotions Officer –

It shall be the duty of the Publicity and Promotions Officer to promote the game of tennis within the Association under the direction of the Board. He or she shall liaise with local Councils, business houses, press, radio, television or any other medium to further the interest of tennis within the boundaries of the Association. He/ she shall publicize the Association's events and such other things as the Board may decide. He / she shall maintain a record of all publicity items relating to the Association and its affairs and to effect a liaison with the Board members of the Association to promote the activities of the Association and to assist the Sponsorship Officer on behalf of the Association. The Publicity and Promotions Officer will also help to keep the Association's website up to date on a daily basis. He or she should actively encourage the progress of junior players to senior competitions. As directed by the Board and with the assistance of the Sponsorship Officer, endeavour to obtain subscriptions, prize monies, trophies and other forms of assistance to be applied to Association activities run by the Board.

He or she will supply items to be put on the Association's website and will also carry out such other duties as the Board shall from time to time direct.

(11) Trophy Officer shall be responsible as directed by the Board and/or the President for the selection, purchase, and distribution and if required the storage of all trophies awarded by the Association for all competitions and tournaments. The Trophy Officer shall be responsible for all the perpetual trophies owned or held by the Association.

Also, they will carry out such other duties as the Board shall from time to time direct

(12) Inter District Officer shall, under the guidance of the Selection Subcommittee, be responsible for the smooth running of the Association's Interdistrict teams. He or she will attend the Trial Day and appoint parents to act in the position of team managers. He or she will prepare a duty roster for all Board Members, Office Bearers or others to act in the position of the Duty Officer (for Inter District) and another roster of Teams for provision of afternoon tea duties at home matches. He or she will also be responsible for determining uniform for approval of the Board and then ordering same for any player who is selected to play InterDistrict for the Association.

(13) Membership Officer shall, under the guidance and direction of the Board, establish and maintain a register of members of the Association on the Tennis NSW/ Tennis Australia "MyTennis" program or such other electronic computer program. It should specify the name and address and details of each person who is a member of the Association, together with the date on which the person became a member in accordance with the format as determined by Tennis NSW/Tennis Australia.

(14) Sponsorship Officer shall work closely with the Publicity and Promotions Officer to promote the game of tennis and specifically to attempt to secure Sponsors for the Association in order to promote the aims and objectives of the Association.

(15) Junior Development Officer shall actively encourage the progress of junior players to senior competitions. They shall also supervise the running of the Development Hitting Squads. This person shall also be added to the Junior Committee.

(16) Tournament Sub-Committee
Member/s of the Tournament Sub-Committee shall work closely with the Tournament Secretary to run the Association's Tournaments and any Open Tournaments that they may organize and run.

(17) Selection Sub-Committee

Members of the Selection Sub-Committee meet as required and be responsible for the selection of players to represent the Association in Senior and Junior events, the seeding of players for Tournament and Championships and representative teams. They shall also make a recommendation to the Board for the Revesby Workers Club Elite Player Award. The Selection Sub-Committee's processes shall be regulated by the By Laws of the Association. No member of the Selection Committee shall participate in the selection of a team, the seeding of any event or the recommendation for the Revesby Workers Club Award for which the Selection Sub-Committee member or a relative is involved.

(18) Honorary Auditor: shall undertake an annual inspection of the account books held and prepared by the Chief Financial Officer and issue a statement as to a true and fair view and their compliance or otherwise for inclusion in the Association's Annual Report

(19) Honorary Solicitor: shall advise the Association on legal issues as and when required.

24. CASUAL VACANCIES

1. In the event of a casual vacancy occurring in the membership of the Board, Office Bearers and/or others, as referred to in Clauses 21 and 23 of this Constitution, the Board may appoint a member of the Association to fill the vacancy and the member so appointed is to hold office, subject to this Constitution, until the conclusion of the Annual General Meeting next following the date of the appointment.
2. A casual vacancy in the office of a Board member occurs if the member:
 - (a) dies,
 - (b) ceases to be a member of the Association,
 - (c) becomes an insolvent under administration within the meaning of the Corporation Act
 - (d) resigns office by Notice in writing given to the General Secretary,
 - (e) is removed from office under Clause 25,
 - (f) becomes a mentally incapacitated person,
 - (g) is absent without the consent of the Board from 3 consecutive Meetings of the Board without furnishing a reason for such absence satisfactory to the Board,
 - (h) is convicted of an offence involving fraud or dishonesty
 - (i) is prohibited from being a director of a corporation under the Incorporation Act

- (j) becomes bankrupt or insolvent and takes advantage of the laws in force for the time being relating to bankruptcy

25. REMOVAL OF BOARD MEMBERS

- (1) The Association at a General Meeting may by resolution of a simple majority remove any member of the Board from the office of Board member before the expiry of the Board Member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the Board member so removed.
- (2) If a Board Member to whom a proposed resolution referred to in Clause 25 relates, makes representations in writing to the General Secretary or Senior Vice President Governance and Community Relations or President (not exceeding a reasonable length) and requests that the representations be notified to the members of the Association, the General Secretary or the Senior Vice President Governance and Community Relations or President may send a copy of the representations to each member of the Association or, if they are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is to be considered.

26. BOARD MEETINGS AND QUORUM

- (1) The Board shall meet at least four times in each period of 12 months, at such place and times as the Board may determine. Meetings may be conducted in person or by electronic means, depending on the circumstances and the urgency of the meeting.
Additional Meetings of the Board may be convened by the President as required.
- (2) Oral or written notice of a Meeting of the Board shall be given by the General Secretary to each member of the Board at least 48 hours (or such other period as may be unanimously agreed upon by the members of the Board) before the time appointed for the holding of the Meeting.
- (3) Notice of a Meeting given under Clause 26(2) shall specify the general nature of the business to be transacted at the Meeting and no business other than that business shall be transacted at the Meeting, except business which the Board members present at the Meeting by simple majority agree to treat as urgent business.
- (4) Any 4 members of the Board constitutes a quorum for the transaction of the business of a Meeting of the Board.
- (5) No business shall be transacted by the Board unless a quorum is present and if within half an hour of the time appointed for the Meeting a quorum is

not present the Meeting stands adjourned to the same place and at the same hour of the same day in the following week.

- (6) If at the adjourned Meeting a quorum is not present within half an hour of the time appointed for the Meeting a quorum of three members shall then constitute a quorum.
- (7) At a Meeting of the Board:-
 - a) the President or, in the President's absence, the Senior Vice President Governance and Community Relations shall preside, or
 - b) if the President and/or the Senior Vice President Governance and Community Relations, or in turn the other Vice Presidents are absent or unwilling to act, then one of the remaining Board Members as may be chosen by the other Board members shall preside for the duration of that meeting.

27. DELEGATION BY BOARD TO SUB-COMMITTEES

- (1) The Board may in writing, delegate to one or more Office bearers (consisting of such member or members of the Association as the Board thinks fit) the exercise of such of the functions of the Board as are specified, other than:
 - (a) this power of delegation: and
 - (b) a function which is a duty imposed on the Board by the Act or by any other law.
- (2) A function, the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains in place, be exercised from time to time by the sub-committee in accordance with the terms of the delegation. All sub-committees and/or officers shall submit reports to the Board as requested.
- (3) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Notwithstanding any delegation under this clause, the Board may continue to exercise any function delegated.
- (5) Any act or thing done or suffered to be done by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered to be done by the Board.
- (6) The Board may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-committee may meet and adjourn as it thinks proper.

28. VOTING AND DECISIONS

- (1) Questions arising at a Board Meeting or of any Sub-Committee appointed

by the Board shall be determined by a majority of the votes of members of the Board, Office-Bearers or Sub-Committee present at the Meeting.

- (2) Each member present at a Board Meeting or of any Sub-Committee appointed by the Board (including the person presiding at the Meeting) is entitled to one vote but, in the event of any equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to Clause 24 (2) (e), the Board may act notwithstanding any vacancy on the Board.
- (4) Any act or thing done or suffered, or purported to have been done or suffered, by the Board or by a Sub-Committee appointed by the Board, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or Sub-Committee.
- (5) No member of the Board shall disclose to any person who is not a member thereof any details of any individual member's voting in connection with the business dealt with at any Board Meeting.
- (6) A Returning Officer shall be elected to conduct ballots for the election of Board members and Officers and shall have the sole power to appoint scrutineers to assist in the electoral process at the Annual General Meeting.
- (7) It shall be the responsibility of the scrutineers appointed for any ballot to issue, collect and count the ballot papers, tabulate the voting and submit the tabulated results, together with the ballot papers to the Returning Officer. The Chairman/ Returning Officer, shall, after having satisfied himself as to the correctness of the tabulations, announce the result of the ballot and the number of votes counted.

29. INTERPRETATION OF THE RULES

The Board members shall be the authority to interpret the Clauses of the Constitution, subject to any legal opinion that may be sought by the Board on a specific topic.

30. ALTERATION OF CLAUSES

These Clauses may be altered, rescinded or added to only by a Special Resolution of the Association as per Clause 37 (1)

31. RECOMMITTAL OF RESOLUTION

A Resolution may not be recommitted at the same Meeting or rescinded at any later Meeting without (14) days' notice of the motion having been given in writing except with the consent of three quarters of the members present and entitled to vote. A clause or resolution adopted by an Annual or General Meeting cannot be rescinded more than once in any one year.

Part 4 – General Meetings

32. ANNUAL GENERAL MEETINGS – holding of

- (1) The Association must hold its Annual General Meetings:
 - (a) by not later than the fourth Wednesday in September, or
 - (b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.

33. ANNUAL GENERAL MEETING - calling of and business at

- (1) The Annual General Meeting of the Association shall, subject to the Act and to Item 20, be convened on such date and at such place and time as the Board thinks fit pursuant to Clause 32 of the Constitution.
- (2) At any Annual General Meeting a quorum shall consist of 7 members entitled to vote.
- (3) If within one half hour of the time appointed for the commencement of such Annual General Meeting a quorum is not present the Meeting shall stand adjourned until the same time seven days hence. If at such adjourned Meeting the quorum is not present then a minimum of 5 members who are present shall constitute a quorum.
- (4) In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting is to include the following:
 - (a) to confirm the Minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that Meeting.
 - (b) to receive from the Board reports on the activities of the Association during the preceding financial year.
 - (c) to elect Board members and Office-Bearers of the Association.
 - (d) to approve out of pocket expenses paid to Office-Bearers and ordinary Board members
 - (e) to receive and consider any Financial Statement or Report required to be submitted to members under the Act.
- (5) An Annual General Meeting shall be specified as such in the Notice convening it.

34. GENERAL MEETINGS

- (1) The Board may, whenever it thinks fit, convene a General Meeting

of the Association.

- (2) Such request shall state the business and intended outcome by way of Resolution for which the Meeting is called.
- (3) Seven days' notice of such Meetings, stating the business for which they have been called, shall be given.
- (4) Each adult financial member present shall be entitled to one vote
- (5) In considering the business specified in the Notice convening a Meeting under this Constitution, any Resolution put forward (as part of that Notice) must be passed by two thirds majority of the said members and office-bearers.

35. SPECIAL GENERAL MEETINGS

- (1) The Board may, whenever it thinks fit, convene a Special General Meeting of the Association.
- (2) The Board must, on the requisition in writing of at least 5 per cent of the total number of members, convene a Special General Meeting of the Association.
- (3) A requisition of members for a Special General Meeting:
 - (a) must state the purpose or purposes of the Meeting, and
 - (b) must be signed by the members making the requisition, and
 - (c) must be lodged with the General Secretary, and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the Board fails to convene a Special General Meeting to be held within 1 month after that date on which a requisition of members for the Meeting is lodged with the General Secretary, any one or more of the members who made the requisition may convene a Special General Meeting to be held not later than 3 months after that date.
- (5) A Special General Meeting convened by a member or members as referred to in Clause 4 must be convened as nearly as is practicable in the same manner as General Meetings are convened by the Board

36. SPECIAL RESOLUTION

A Resolution of the Association is a Special Resolution if it is passed by a majority which comprises not less than three quarters of such members of the Association present as, being entitled under these Clauses to do so, vote at a General Meeting of which not less than 21 days written Notice specifying the intention to propose, may be deferred to another meeting and if it still fails to pass it shall lapse.

37. NOTICE

- (1) Except where the nature of the business proposed to be dealt with at the

General Meeting requires a Special Resolution of the Association, the General Secretary must, at least 14 days before the date fixed for the holding of the General Meeting, cause to be sent by any of the means specified in clause 19, a Notice specifying the place, date and time of the Meeting and the nature of the business proposed to be transacted at the Meeting.

- (2) If the nature of the business proposed to be dealt with at a General Meeting requires a Special Resolution of the Association, the Secretary must, at least 21 days before the date fixed for the holding of the General Meeting, cause notice to be given to each member specifying, in addition to the matter required under Clause 37(1) the intention to propose the resolution as a Special Resolution.
- (3) No business other than that specified in the Notice convening a General Meeting is to be transacted at the Meeting except, in the case of an Annual General Meeting, business which may be transacted under Clause 37(4).
- (4) A person desiring to bring any business before a General Meeting may give notice in writing of that business to the Secretary who must include that business in the next Notice calling a General Meeting given after receipt of the Notice from the member.

38. QUORUM FOR GENERAL MEETINGS

- (1) No item of business is to be transacted at a General Meeting unless a quorum of members entitled under this Constitution to vote is present during the time the Meeting is considering that item.
- (2) Seven members present (being members entitled under this Constitution to vote at a General Meeting) constitute a quorum for the transaction of the business of a General Meeting.
- (3) If within half an hour after the appointed time for the commencement of a General Meeting a quorum is not present, the Meeting:
 - a. if convened on the requisition of members, is to be dissolved, and
 - b. in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the Meeting or communicated by written Notice to members given before the day to which the Meeting is adjourned) at the same place.
 - c. If at the adjourned Meeting a quorum is not present within half an hour after the time appointed for the commencement of the Meeting, the members present (being at least 5) are to constitute a quorum.

39. PRESIDING MEMBER

- (1) The President or, in the President's absence, the Senior Vice President or one of the Vice Presidents, are to preside as the Chairman at each General

Meeting of the Association.

- (2) If the President and any of the Vice Presidents are absent or unwilling to act, the members present must elect one of their number to preside as Chairman at the Meeting.

40. ADJOURNMENT

- (1) The Chairman of a General Meeting at which a quorum is present may, with the consent of the majority of Members present at the Meeting, adjourn the Meeting from time to time and place to place, but no business shall be transacted at an adjourned Meeting other than the business left unfinished at the Meeting at which the adjournment took place.
- (2) If a General Meeting is adjourned for 14 days or more, the Secretary shall give notice on the Association's website of the adjourned Meeting to each Member of the Association stating the place, date and time of the Meeting and the nature of the business to be transacted at the Meeting.
- (3) Except as provided in Clauses 40(1) and (2), Notice of an adjournment of a General Meeting or of the business to be transacted at an adjourned Meeting is not required to be given.

41. MAKING OF DECISIONS

- (1) A question arising at a General Meeting of the Association is to be determined by a show of hands.
- (2) A declaration by the Chairman that a Resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the Minute Book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that Resolution.

42. VOTING

- (1) Upon any question arising at an Annual General Meeting of the Association a Member has one vote only.
- (2) In the case of an equality of votes, except for the election of a Board Member, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- (3) A member is not entitled to vote unless all money due and payable by the member to the Association has been paid.
- (4) A member is not entitled to vote at any General Meeting of the Association if the member is under 18 years of age at the date of the meeting.
- (5) A written ballot shall be taken on any Resolution if so ordered on the initiative of the Chairman, or if a Resolution to that effect is passed by

the Meeting.

- (6) A written ballot shall be conducted for any contested position in any election. The method of voting to be adopted shall be first past the post.
- (7) The result of all ballots shall be recorded in the minutes.
- (8) The meeting shall appoint a Returning Officer for the election of all Board Member positions and he/she shall have the sole power to appoint scrutineers for any ballot required
- (9) For all ballots other than the election of Board Members, the Chairman shall act as Returning Officer and have the sole power to appoint scrutineers. It shall be the responsibility of the scrutineers so appointed to issue, collect and count the ballot papers, tabulate the voting and submit the tabulated results, together with the ballot papers to the Chairman. The Chairman, after satisfying himself as to the correctness of the tabulations, will announce the result of the ballot
- (10) The meeting may pass a motion directing that the ballot papers be destroyed.
- (11) Postal and Proxy voting shall not be allowed

43. CORRESPONDENCE

All correspondence must be addressed to The General Secretary, who in turn shall refer the business contained therein to the next Board Meeting. All correspondence shall be posted to PO Box 346, Panania 2213 or such other official mailing address as the Board may approve from time to time. Correspondence may also be sent to the General Secretary to an email address as notified on the Association website.

44. PECUNIARY INTEREST

Matters of pecuniary interest or a conflict of interest shall be discussed in the absence of that person.

45. MATTERS NOT COVERED

Any matters not specifically covered by these clauses shall be dealt with by the Board and its decision shall be final.

Part 5 - Miscellaneous

46. INSURANCE

- (1) The Association shall effect and maintain appropriate insurances including but

not limited to indemnification of Board Members, Office-Bearers and sub-committee Members in the exercise of their functions, such as drafting this Constitution or any agreements on behalf of the Association.

47. FUNDS - sources

- (1) The funds of the Association shall be derived from annual membership fees and competition fees, donations and, subject to any Resolution passed by the Association in General Meeting and such other sources as the Board determines from time to time.
- (2) All money received by the Association shall be deposited as soon as practicable and without deduction to the credit of the Association's bank or other authorized deposit-taking institution account.
- (3) The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

48. FUNDS - management

- (1) Subject to any Resolution passed by the Association in a General Meeting, the funds of the Association shall be used in pursuance of the objectives of the Association in such manner as the Board determines from time to time.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the Executive being President, Senior Vice President, General Secretary and Chief Financial Officer.
- (3) All funds of the Association shall be banked and/or invested in the name of the Association. All payments shall be made by cheque signed by any two of the following: President, a Senior Vice President, General Secretary or Chief Financial Officer provided always that no more than one member of the immediate family of those persons shall be signatories to Association funds. Payments may also be made over the internet with the authority of the Chief Financial Officer.
- (4) The Board shall cause to be prepared a Statement of the Accounts of the Association up to the end of the Financial Year, and shall submit it, with the Auditor's Report thereon to the Annual General Meeting of the Association.
- (5) An Auditor shall be appointed at each Annual General Meeting to hold office until the next Annual General Meeting. If such an appointment is not made, the Board shall appoint an Auditor of the Association for the current year.
- (6) No member of the Board or employee of the Association shall be qualified for appointment or to act as Auditor of the Association.
- (7) The Board shall permit the Auditor to have access to all books, accounts, vouchers, securities and documents of the Association, and to be furnished with such information and explanation by themselves or any other officers as

may be necessary for the performance of their duties as Auditor.

49. CHANGE OF NAME, OBJECTIVES AND CONSTITUTION

An Application to NSW Fair Trading (or other such substitute NSW Government entity as the case may be) for registration of a change of name, objectives or Constitution in accordance with Section 10 of the Act (which requires the Constitution to be registered with NSW Fair Trading part of the Office of Finance and Services (or other such substitute NSW government entity as the case may be) before it takes effect) is to be made by the General Secretary or Public Officer.

50. CUSTODY OF BOOKS, etc

Except as otherwise provided by this Constitution, the General Secretary or Assistant Secretary shall keep in their custody or under their control all records, books and other documents relating to the Association, including a portable computer external hard drive.

51. INSPECTION OF BOOKS, etc

- (1) The following documents must be open for inspection by a member of the Association on giving seven days written notice, subject to privacy laws.
 - (a) records, books and other financial documents of the Association,
 - (b) this Constitution,
 - (c) minutes of all Board Meetings and General Meetings of the Association

- (2) A member of the Association may obtain a copy of any of the documents referred to in Clause 53(1) on payment of a fee to be determined by the Association from time to time.

52. SERVICE OF NOTICES

- (1) For the purpose of this Constitution, a Notice may be served on or given to a person:
 - (a) by delivering it to the person personally, or
 - (b) by sending it by pre-paid post to the address of the person, or
 - (c) by sending it by facsimile transmission or some other form of electronic transmission (email) to an address specified by the person for giving or serving the Notice.
 - (d) placing such notice on the webpage of the Association.

- (2) For the purpose of this Constitution, a Notice is taken, unless the contrary is proved, to have been given or served:

- (a) in the case of a Notice given or served personally, on the date on which it is received by the addressee, and
- (b) in the case of a Notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, or
- (c) in the case of a Notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the Notice was sent on a later date, on that date.

53. FINANCIAL YEAR

The Association's financial year shall commence on the first day of July and shall conclude on the last day of June the following year.

56. DISSOLUTION OF ASSOCIATION

A motion to dissolve the affairs of the Association shall be carried and declared only if:-

- a) a 75% majority of those present and entitled to vote at a Special Meeting called for the purpose so agrees
- b) in the event of the Association being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to other organisations with similar purposes which are not carried on for the profit or gain of its individual members.
- c) nothing in these Rules shall prevent the Association amalgamating with any one or more Incorporated Tennis Associations or Clubs in accordance with the requirements of the Act.