



# **RULES OF TENNIS SENIORS AUSTRALIA INCORPORATED**

## **TABLE OF PROVISIONS**

### **Rule**

1. Name.
2. Interpretation.
3. Objects.
  
4. Membership.
5. Members' liability.
6. Patrons, Life and Honorary Members.
7. Expulsion or Suspension of a member.
8. Affiliation and associated organizations.
  
9. Annual General Meeting.
10. General Meeting.
11. Notices of Meeting.
12. Proceedings at meetings.
13. Notice of Motion.
14. Presiding Member.
15. Adjournment of meeting.
16. Voting.
17. Notice of proxy.
  
18. Special meeting of Presidents.
  
19. Executive of TSA.
20. Election of Officers of TSA.
21. Vacancy in an office of TSA.
22. Proceedings of the Executive.
23. Secretary.
24. Treasurer.
25. Removal of an Officer of the Executive.
26. Delegation by Executive to a Sub-Committee.
  
27. Public Officer.
28. Common Seal.
29. Alteration of Objects and Rules.
30. Dissolution, winding up or cancellation.
31. Custody of Records.
32. Inspection of Financial Records.
33. Funds.

**Appendix:** Form of Appointment of Proxy.

**By-Laws.**

## 1. NAME.

The name of the Association is “Tennis Seniors Australia Incorporated” (in these Rules called “TSA”) trading as “Tennis Seniors Australia”.

## 2. INTERPRETATION.

(1) In these Rules, unless a contrary intention appears-

- “Active” in respect of a Divisional Member, means that Member:
  - a) Has an executive appointed that is meeting regularly, and
  - b) Is actively involved in the conduct of events for Seniors, and as a minimum that it is hosting at least one National Ranking or ITF tournament per year;
- “Delegate” means a member nominated by a Divisional Member;
- “Divisional Member” means one of the Bodies referred to in Rule 4.1 and any other Divisional Member appointed under Rule 7 (2);
- “Divisional Member Officer” means an Officer of the Executive Committee of a Divisional Member;
- “Executive” means the Committee of Management of TSA comprising the President, Vice-President, Secretary, Treasurer and two Committee Members and each member of the Executive is an “Officer”
- “Financial Year” means the year ending on 30<sup>th</sup> September;
- “General Meeting” means a General Meeting of Members convened in accordance with Rules 9 or 10;
- “Member” means a member, however described, of TSA;
- “Secretary” means the person holding office under these Rules as the Secretary of TSA or, where no such person holds that office, the Public Officer of TSA;
- “Senior” means a person who has reached or will reach the age of 35 years in the year in which he/she participates in an organised Seniors tennis event
- “TSA Year” means the financial year of TSA;
- “The Act” means the *Associations Incorporation Act 1991* of the Australian Capital Territory as amended from time to time;
- “The Regulations” mean the *Associations Incorporation Regulations*.

(2) In these Rules-

- (a) a reference to a function includes a reference to a power, authority and duty; and
- (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty.

(3) The provisions of the *Interpretation Act* of the Australian Capital Territory, as amended from time to time, apply to and in respect of these Rules in the same manner as those provisions would so apply if these Rules were an instrument made under the Act.

### **3. OBJECTS.**

The Objects of TSA are to promote and encourage participation in, and understanding of, competitive and social tennis activities for Seniors and to foster fellowship amongst Seniors.

### **4. MEMBERSHIP.**

(1) The following bodies are the initial members of TSA-

- Tennis Seniors ACT Inc., trading as Tennis Seniors ACT;
- Tennis Seniors New South Wales Inc., trading as Tennis Seniors NSW;
- Tennis Seniors NT Inc., trading as Tennis Seniors NT;
- Tennis Seniors Queensland Inc., trading as Tennis Seniors Queensland;
- Tennis Seniors Association of SA Inc., trading as Tennis Seniors South Australia;
- Tennis Masters Association of Tasmania Inc., trading as Tennis Masters Tasmania;
- Seniors Tennis Association of Victoria Inc., trading as Tennis Seniors Victoria;
- Tennis Seniors Association of WA Inc., trading as Tennis Seniors Western Australia.

(2) Each Member of TSA shall be bound by these Rules and the Acts of TSA that are within its power.

(3) A right, privilege or obligation which a body or person has by reason of being a Member:

- (a) is not capable of being transferred or transmitted to another body or person; and
- (b) terminates upon cessation of the body or person's membership.

### **5. MEMBERS' LIABILITY.**

The liability of a Member to contribute towards the payment of the debts and liabilities of TSA or the cost, charges and expenses of winding up TSA is limited to the amount, if any, unpaid by the Member in respect of membership of TSA as required by Rule 8.

### **6. PATRONS, LIFE AND HONORARY MEMBERS.**

(1) A Patron or Patrons may be elected at each Annual General Meeting of TSA and for the period so appointed shall be an Honorary Member of TSA.

(2) Life Members may be appointed at an Annual General Meeting of TSA on a Notice of Motion submitted by a Divisional Member or by the Executive.

(3) Honorary Members, for such periods as may be determined by TSA, may be appointed at an Annual General Meeting of TSA on a Notice of Motion submitted by a Divisional Member or by the Executive.

### **7. EXPULSION OR SUSPENSION OF A MEMBER.**

(1) If a Divisional Member:

- a) is wound up or has its incorporation cancelled, TSA may terminate the membership of that Member, or
- b) ceases to be Active, suspend that Divisional Member as a Member of TSA for an indeterminate period.

(2) If a Divisional Member is expelled or suspended under clause 7(1) and another body is or becomes Active in the State of that Divisional Member and applies for membership, TSA may admit that other body as the Divisional Member for that State, either on a permanent or provisional basis. If the appointment is provisional:

- a) Subject to Rules 8(6) and 12(2), the Member will have the same rights and obligations as a Divisional Member; and
  - b) TSA may terminate the membership at any time, and, if TSA thinks it appropriate, either lift any suspension of a previously suspended Divisional Member for that State or, if another body applies for membership, appoint that further other body as the Divisional Member for that State.
- (3) TSA may, after hearing either orally or in writing from all interested parties, that the conduct of a Member is prejudicial to the interests of TSA, by a three quarters majority of the Delegates present at a General Meeting of TSA, decide that the Member be expelled, or suspended as a Member from TSA for such period as is determined.

## **8. AFFILIATION AND ASSOCIATED ORGANISATIONS.**

(1) TSA shall be affiliated with Tennis Australia and shall fully comply with all of Tennis Australia's policies and specifically its policies on the Player Code of Conduct and Members Protection By-Laws.

(2) Each Divisional Member shall be a part of, form a branch of, or be affiliated with, the body which controls tennis in its State or Territory and which is, in turn, affiliated with Tennis Australia provided that, in the event of the controlling body in a State or Territory refusing, without reasonable cause, affiliation to a Divisional Member, the Divisional Member may seek affiliation with Tennis Australia.

(3) TSA may at any General Meeting determine the annual Affiliation Fee to be paid by all Divisional Members and the associated applicable period.

(4) TSA may at any General Meeting determine any other fees to be paid by Divisional Members and the associated applicable period.

(5) TSA may determine at any General Meeting that a Levy shall be payable by each Divisional Member by a specified date calculated on the basis of the number of members of that Divisional Member for that Divisional Member's last financial year. For the purpose of this Rule, a Divisional Member shall be deemed to have not less than twenty five (25) members in respect of each of whom the Levy is payable on this base number, irrespective if the actual membership numbers are less than 25 at a particular time.

(6) Where TSA has admitted a Divisional Member on a provisional basis under Rule 7(2), TSA may at any General Meeting determine the Levy to be paid by that Member calculated in a different manner than on the basis of its membership numbers.

(7) If any fees or Levy are fixed in respect of a TSA year and all amounts due are not duly paid by a Divisional Member, the Member may be expelled or suspended under Rule 7(3)..

(8) Each Divisional Member shall keep and maintain a Register of its members and their addresses in respect of whom Registration Fees or Levies are paid.

- (9) Each Divisional Member shall provide the Executive with;
- a) a copy of its Constitution and any amendments that are made from time to time, and
  - b) on an annual basis, evidence of the audited number of members it has.

## **9. ANNUAL GENERAL MEETING.**

(1) TSA shall in each calendar year convene an Annual General Meeting at such time and place as the Executive determines.

(2) The Annual General Meeting shall be specified as such in the notice convening it.

(3) In addition to any other business that may be transacted at an Annual General Meeting, the business of an Annual General Meeting shall be to-

- confirm the Minutes of the last preceding Annual General Meeting and of any General Meeting held since that meeting;
- receive from the Executive and consider reports on the activities of TSA during the last financial year, the audited financial statements and the reports that are required to be submitted to Divisional Members pursuant to Sub-Section 73(1) of the Act;
- elect the Officers of TSA for the ensuing year;
- appoint an Auditor;
- enable the Executive to announce the Selection and Ranking Committee for the ensuing year;
- fix the Affiliation and other fees to be paid by the Divisional Members under Rule 8 for the current TSA year.
- consider the imposition of any Levy under Rule 8 and fix the rate and duration of application of any such Levy;
- fix the payment of any Honorariums;
- appoint a Patron or Patrons and any Life Members and Honorary Members;
- vote on any changes to these Rules which have been submitted in accordance with Rules 13 and 29;
- consider any changes to the By-Laws which have been made by the Executive since the last Annual General Meeting;
- vote on any other Motion that has been submitted in accordance with Rule 13; and
- discuss any other matters approved by the Meeting which do not require prior notice under Rule 13.

(4) The Annual General Meeting shall be in addition to any other General Meetings that may be held in the same year.

## **10. GENERAL MEETING.**

(1) The Executive may, whenever it thinks fit, and on not less than one (1) month's notice, convene a General Meeting of TSA.

(2) The Executive must, and on not less than one (1) month's notice, convene a General Meeting of TSA on the requisition in writing stating the objects of the meeting and signed by a Divisional Member Officer from each of three (3) separate Divisional Members.

(3) If the Executive does not cause a General Meeting to be held within one (1) month after the date on which the requisition is notified to the Secretary, the Divisional Members making the requisition may convene a General Meeting to be held not later than three (3) months after that date.

(4) If the Executive so determines, a General Meeting may be conducted and matters resolved by way of written or electronic communications circulated between the Executive and the Divisional Members, provided that the matters referred to in Rules 7, 25, 29 and 30 are not considered in this way.

## **11. NOTICE OF MEETING.**

The Secretary of TSA shall, at least three (3) months before the date fixed for holding an Annual General Meeting of TSA, cause to be sent to each Divisional Member and to Tennis Australia a notice stating the place, date and time of the Meeting and the nature of the business to be transacted at the Meeting.

## **12. PROCEEDINGS AT MEETINGS.**

(1) The following may attend a General Meeting of TSA-

- the Executive;
- Delegates nominated by each Divisional Member as per their entitlement;
- Life and Honorary Members;
- a Representative of Tennis Australia; and
- Members of a Divisional Member.

(2) Divisional Members may appoint a number of Delegates in proportion to their official membership numbers as disclosed under Rule 8(9)(b). The entitlement of the number of Delegates shall be two (2) Delegates for the first 100 Members, and one (1) extra Delegate for the each and every additional 300 Members or part thereof, except that a Divisional Member which is a provisional Member is only entitled to appoint one Delegate, regardless of the number of Seniors it represents;

(3) A person shall not be a Delegate of a Divisional Member or a Proxy of a Delegate unless that person is a member of a Divisional Member.

(4) No item of business shall be transacted at a General Meeting unless a quorum of Delegates entitled to vote under Rule 16 is present during the time when the Meeting is considering that item.

(5) Nine (9) persons present being persons entitled under these Rules to vote at a General Meeting, including Delegates from not less than five (5) Divisional Members, constitute a quorum for the transaction of the business of a General Meeting.

(6) A General Meeting of TSA, or an election or resolution decided at a General Meeting, is not invalidated by-

- (a) a defect in the notice calling the Meeting;
- (b) a defect in the motion resulting in the resolution, not being a defect that goes to the substance of the Motion;
- (c) a person entitled to attend not receiving due notice of the Meeting or the agenda for the Meeting; or
- (d) a person delegated by a Divisional Member not being a Member of one of the Bodies referred to in Sub-Rule 4(1) or a subsequently admitted Divisional Member.

## **13. NOTICES OF MOTION.**

(1) A Notice of Motion to alter these Rules must be submitted in writing and be received by the Secretary not less than three (3) months before the General Meeting at which it is to be considered.

(2) The Secretary shall give not less than two (2) months' notice to each Divisional Member of a Notice of Motion submitted under Sub-Rule (1).

(3) Any other Notice of Motion must be submitted in writing and be received by the Secretary not less than two (2) months before the Meeting at which it is to be considered.

(4) The Secretary shall give not less than one (1) month notice to each Divisional Member of any Notice of Motion submitted under Sub-Rule (3).

## **14. PRESIDING MEMBER.**

The President of TSA shall preside at each General Meeting of TSA but, if absent, the Vice-President shall preside but, if also absent, the Delegates present shall elect one of their number to preside at the Meeting.

## **15. ADJOURNMENT OF MEETING.**

(1) The Chairperson of a General Meeting at which a quorum is present may, with the consent of 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) It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned Meeting.

## **16. VOTING.**

(1) Only Delegates or their Proxies are entitled to vote.

(2) All votes shall be given personally or by proxy but no Member of a Divisional Member may hold more than three (3) proxies.

(3) In the case of an equality of voting on a question, the Chairperson of the Meeting is entitled to exercise a casting vote.

(4) If at a Meeting a poll on any question is demanded by the Chairperson or by not less than three (3) Delegates, it shall be taken at that Meeting in such a manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the Meeting on that question.

(5) A poll that is demanded on the election of a presiding Member or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the Meeting as the presiding Member may direct.

(6) A question arising at a General Meeting of TSA shall be determined by a show of hands and unless before, or on the declaration of the show of hands, a poll is demanded, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or lost unanimously or carried by a particular majority or lost, and an entry in the Minute Book of TSA, is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

## **17. NOTICE OF PROXY.**

Subject to Rule 16, each Delegate shall be entitled to appoint a member of a Divisional Member as his/her proxy by notice in the form set out in the Appendix to these Rules.

## **18. SPECIAL MEETING OF PRESIDENTS.**

Presidents and Secretaries of the Divisional Members shall meet with the Executive of TSA at least annually to discuss items of mutual concern, and to make recommendations to the Executive as to the overall administration of Seniors tennis.

## **19. EXECUTIVE OF TSA.**

(1) The affairs of TSA shall be managed by the Executive.

(2) The Executive-

(a) shall control and manage the business and affairs of TSA;

(b) may, subject to these Rules and the Act, exercise all such powers and functions as may be exercised by TSA other than those powers and functions that are required by these Rules to be exercised by General Meetings of TSA;

(c) subject to these Rules, and the Act, has power to perform all such acts and things as appear to the Executive to be essential for the proper management of the business and affairs of TSA;

(d) may make, amend and rescind By-Laws not inconsistent with these Rules for the internal management of TSA subject to any changes being considered at the next Annual General Meeting; and

(e) shall make a record of all By-Laws made pursuant to Sub-Rule 19.2(d).

(3) Each Officer of TSA shall, subject to these Rules, hold office until the end of the Annual General Meeting next after the date of his/her election, but is eligible for re-election.

(4) A President, or Vice-President who has held that position for five consecutive years is not eligible for re-election to that office the following year.

(5) In the event of a casual vacancy in any office referred to in Rule 21, the Executive may appoint any member of a Divisional Member to the vacant office until the Annual General Meeting following the date of his/her appointment.

(6) In the event of a vacancy or other disability of the President and the Vice-President, the other Officers shall consult with the Divisional Member Officers to find a replacement who shall have, and may exercise all of the powers and functions of the President under these Rules and the Act until the next Annual General Meeting or until the President and/or Vice-President resumes his/her duties if sooner.

(7) Each of the Officers and persons acting lawfully on behalf of TSA shall be indemnified by TSA against debt, risk, liability, expense, loss or damage incurred in any event or function conducted, controlled, sanctioned or arranged by or on behalf of TSA unless it occurs through that person's willful neglect or default.

## **20. ELECTION OF OFFICERS OF TSA.**

(1) Nominations of candidates for election as Officers of TSA-

(a) shall be made in writing, signed by two (2) members of a Divisional Member and accompanied by the written consent of the candidate; and

(b) shall be sent to the Secretary of TSA not less than twenty eight (28) days before the date fixed for the holding of the Annual General Meeting.

(2) If insufficient nominations are received to fill all vacancies on the Executive, the candidates nominated shall be deemed to be elected and further nominations shall be received at the Annual General Meeting.

(3) If insufficient further nominations are received, any vacant positions remaining on the Executive 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.

(5) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.

(6) The ballot for the election of Officers of TSA shall be conducted at the Annual General Meeting in such a manner as the Executive may direct.

(7) A candidate for election shall not be elected to more than one office.

## **21. VACANCY IN AN OFFICE OF TSA**

For the purpose of these Rules a vacancy in the office of an Officer of TSA arises if the Officer:

(a) dies;

(b) ceases to be a member of a Divisional Member;

© becomes an insolvent under administration within the meaning of the Corporations Law;

(d) resigns from office;

(e) is removed from office under Rule 25;

(f) suffers from mental or physical incapacity; or

(g) is absent without consent of the Executive from all Executive Meetings held during a period of six (6) months.

**22. PROCEEDINGS OF THE EXECUTIVE.**

- (1) The Executive may meet, and conduct its Meetings, as it determines.
- (2) Oral or written notice shall be given by the Secretary to the other members of the Executive of any meeting at least forty eight (48) hours (or such a period as may be agreed upon by the Executive) before the time appointed for holding the meeting.
- (3) Any three (3) Members of the Executive constitute a quorum for the transaction of the business of a Meeting of the Executive.
- (4) No business shall be transacted 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 shall stand adjourned to the same place and at the same hour of the same day in the following week.
- (5) If at the adjourned Meeting a quorum is not present within half an hour of the time appointed for the Meeting, the Meeting shall be dissolved.
- (6) The President of TSA shall preside at each Executive Meeting but, if absent, the Vice-President shall preside but if also absent, the Executive members present shall elect one of their number to preside at the meeting.
- (7) Questions arising at a Meeting of the Executive or of any Sub-Committee appointed by the Executive shall be determined by a majority of the votes of persons on the Executive or Sub-Committee present at the Meeting.
- (8) Each person present at a Meeting of the Executive or any Sub-Committee appointed by the Executive (including the person presiding at the meeting) is entitled to one vote. In the event that only a bare quorum is present, all decisions must be unanimously carried. In the event of more than the quorum being present and if there is equality of votes on any question, the person presiding may exercise a casting vote.
- (9) Subject to Sub-Rule 22.3 the Executive may act notwithstanding any vacancy on the Executive.
- (10) Any act or thing done or suffered, or purporting to have been done or suffered, by the Executive or by a Sub-Committee appointed by the Executive, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any person on the Executive or Sub-Committee.
- (11) The Executive may invite non-voting observers or professional advisers to attend any of its meetings.

**23. SECRETARY.**

- (1) The Secretary shall keep Minutes of-
  - (a) all elections and appointments of Office Bearers;
  - (b) the names of Officers present at an Executive Meeting and members present at a General Meeting; and
  - (c) all proceedings at Executive Meetings and General Meetings.
- (2) Minutes of proceedings at a Meeting shall be signed by the person presiding at the Meeting or by a person presiding at the next succeeding Meeting.
- (3) The Secretary may delegate all or any of his/her powers and functions under these Rules to another Officer of the Executive, but such a delegation does not prevent exercise of power or the performance of a function by the Secretary.

**24. TREASURER.**

The Treasurer shall-

- (a) Collect and receive all moneys due to TSA and make all payments authorized by TSA.

- (b) Ensure all cheques and other negotiable instruments, including electronic transfers, shall be signed or authorized by any two (2) officers of the Executive Committee, provided that at least one of the signatories or authorizations be the President, Secretary or the Treasurer.
- © Keep correct accounts and books showing the financial affairs of TSA with full details of all receipts and expenditure connected with the activities of TSA.

## **25. REMOVAL OF AN OFFICER OF THE EXECUTIVE.**

TSA in General Meeting may by resolution, subject to Section 50 of the Act, remove any office holder of the Executive from the office held before the expiration of the term of office.

## **26. DELEGATION BY EXECUTIVE TO A SUB-COMMITTEE.**

(1) The Executive may, by instrument in writing, delegate to one or more Sub-Committees (consisting of such members of TSA as the Executive thinks fit) the exercise of such functions of the Executive as are specified in the instrument, other than-

- (a) this power of delegation; and
- (b) a function which is a duty imposed on the Executive by Law.

(2) A function, the exercise of which has been delegated to a sub-committee under this Rule may, while the delegation remains unrevoked, be exercised from time to time by the Sub-Committee in accordance with the terms of the delegation.

(3) A delegation under this Rule may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.

(4) Notwithstanding any delegation under this Rule, the Executive may continue to exercise any function delegated.

(5) Any act or thing done or suffered by a Sub-Committee acting in the exercise of a delegation under this Rule has the same force and effect as it would have if it had been done or suffered by the Executive.

(6) The Executive may, by instrument in writing, revoke wholly or in part any delegation under this Rule.

## **27. PUBLIC OFFICER.**

The Executive may appoint a person resident in the Australian Capital Territory to be the Public Officer of TSA and, if that office at any time becomes vacant, appoint within fourteen (14) days a person resident in the Australian Capital Territory to fill that vacancy.

## **28. COMMON SEAL.**

(1) The Common Seal of TSA shall be kept in the custody of the Secretary.

(2) The Common Seal shall not be affixed to any instrument except by the authority of the Executive and the affixing of the Common Seal shall be attested by the signatures either of two (2) members of the Executive or of one (1) member of the Executive and of the Public Officer of TSA.

## **29. ALTERATION OF OBJECTS AND RULES.**

(1) Neither the objects of TSA referred to in Section 29 of the Act nor these Rules shall be altered except in accordance with the Act.

(2) The objects of TSA and the Rules may be altered, rescinded or added to only by a resolution passed by a three quarters majority of those present and entitled to vote at a General Meeting after a Notice of Motion has been given in accordance with Rule 13.

### **30. DISSOLUTION, WINDING UP OR CANCELLATION.**

(1) TSA may only be dissolved by a resolution carried by a three quarter majority of those present and entitled to vote at a General Meeting convened for that purpose.

(2) In the event of the dissolution, winding up or the cancelling of the Incorporation of TSA, the surplus assets of TSA shall be disposed of to a body with similar interests in accordance with the provisions of the Act.

### **31. CUSTODY OF RECORDS.**

The Secretary shall keep in his/her custody or under his/her control all records, books and other documents of TSA, except as otherwise provided in these Rules.

### **32. INSPECTION OF RECORDS.**

The financial records, books and other financial documents of TSA (except those specifically exempted by Federal Privacy Laws) shall be open to inspection, free of charge, by a Divisional Member Officer or by an Officer of TSA at any reasonable hour.

### **33. FUNDS.**

The funds of TSA shall be derived from Affiliation and other fees and levies on Divisional Members, sponsorships, donations, annual subscriptions and, subject to Section 114 of the Act, from such other sources as the Executive determines or arranges within the authority of these Rules.

12 January, 2017.

