

# CONSTITUTION OF TENNIS SENIORS QUEENSLAND INC.

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*NAME*

1. The name of the incorporated Association is TENNIS SENIORS QUEENSLAND INC.

*INTERPRETATION*

2. “Act” means the Associations Incorporation Act 1981 (as amended) and the Regulations thereunder as they exist from time to time.

“Affiliated Club” means the tennis clubs, incorporated or not, that may from time to time be accepted as affiliates of the Association and are recorded in the books of the Association under Clause 11 as being affiliated with the Association.(Refer Appendix A - Affiliated Clubs)

“Association” means Tennis Seniors Queensland Inc.

“Auditor” – means a certified or appropriately registered accountant or auditor, or person approved by the chief executive, eligible under the Act to audit or verify the Association’s books and records and financial statements

“chief executive” – means the senior officer , by whatever title of office the senior officer is known, of the department of government of Queensland within which the Associations Incorporation Act is administered and includes any officer temporarily discharging the responsibilities of the chief executive

“Executive Meeting” official meeting of Office Bearers.

“financial year” means a year commencing on the first day of October in one year and ending on the thirtieth day of September in the following year.

“General meetings” of the association other than AGM’s are special general meetings called by either the President, Management Committee or any four affiliated clubs (Refer Clause 18).

“honarium” – means a nominal payment made in gratitude for services rendered where propriety and custom forbid a normal fee being paid.

“Management Committee” means the committee referred to in clause 12.

“Member” means a person who qualifies as a member under clause 6.

“Office Bearers” means, in relation to the Association, those persons who for the time being are duly appointed as the President, the Vice President, the Secretary, and the Treasurer.

“person” includes an association, incorporated or not, and a company.

“Rules” means this constitution, including any regulations implied therein.

“Secretary” – means the person appointed by the Management Committee, in pursuance of relevant sections of the Act, who has statutory reporting responsibilities to the chief executive.

“Senior” means a tennis player, one who is aged not less than 30 years or who will attain that age during the then current year.

“Tennis Queensland” means the Royal Queensland Lawn Tennis Association Ltd (trading as Tennis Queensland) ACN 009 713 544.

*ADDRESS*

3. The registered office of the Association is to be situated in Queensland until and unless the Members otherwise decide.

*OBJECTS*

4. The objects of the Association are:
- (a) To control, promote and encourage tennis playing in Queensland by players who have reached the age of 30 years, irrespective of their skill levels.
  - (b) To encourage tennis playing in the spirit of love and enjoyment of the game.
  - (c) To promote and encourage Seniors' tennis tournaments throughout Queensland.
  - (d) To encourage inter-club visits and competition.
  - (e) To promote a friendly and sociable atmosphere in relation to Seniors' tennis.

*POWERS*

5. (a) To do all things and to make all arrangements incidental to the attainment of the objects of the Association, and to promote its interests and welfare.
- (b) To receive moneys, open and operate a bank account for the purposes of the Association, invest moneys of the Association not immediately required for its purposes, and keep proper accounts and records in respect of its affairs.
- (c) To purchase, take on lease or in exchange, hire and otherwise acquire real and personal property, and any rights or privileges, which may be required for the purposes of, or be capable of being conveniently used in connection with, any of the objects of the Association.
- (d) To borrow money with or without security, and to give security for money borrowed by the issue of or upon bonds, debentures, bills of exchange, promissory note or other obligations or securities of the Association or by mortgage or charge upon all or any of the property of the Association, and upon such terms as to priority or otherwise as may seem appropriate, provided that the total amount of borrowing must not at any time exceed the total subscriptions received for the preceding financial year unless first approved in general meeting.

*MEMBERSHIP*

6. Membership of the Association comprises:
- (a) Ordinary members, all persons who pay or on whose behalf are paid to the Association the relevant fees for the then current financial year,. All such persons to be aged not less than 30 years or who will attain that age during the calendar year of admission to membership. .
  - (b) Life members, all persons admitted to life membership in accordance with these Rules.

*LIFE MEMBERS*

7. The Management Committee may in consideration of special services rendered to the Association nominate a member or members for life. No person is to be made a life member except in a case of exceptional or unusual or distinguished merit and except on the recommendation of the Management Committee endorsed by a special resolution at a general meeting.

*MEMBERSHIP REJECTION AND TERMINATION*

- 7A (a) Provided that a member complies with the stipulations set out in Clauses 6,7,8 and 9 of these Rules there is no right of rejection or termination of membership of the Association.
- (b) All appeals to the rejection or termination of membership shall follow the TSQ Grievance Process.

*LIMITATION OF RIGHTS*

- 7B There are no additional limitations of rights for a class of members beyond what is specified in these Rules.

*AFFILIATION FEES*

8. An affiliation fee must be paid to the Association in each financial year by each Affiliated Club.

*MEMBERSHIP FEES*

9. A membership fee must be paid in each calendar year by each ordinary member of the Association. Such fee to be paid directly to the Association or on the occasion of the first tournament played in each year.

*AMOUNTS OF FEES*

10. (a) Affiliation fee paid by affiliated clubs to the Association shall be determined at the Associations Annual General Meeting and
- (b) the Membership Fee referred to in Clause 9 shall be determined at the Association's Annual General Meeting.
- (c) Each Affiliated Club must pay to the Association their affiliation fees not later than the thirtieth day of June each year.

*REGISTER OF MEMBERS*

11. (a) The Secretary is to keep a register of Members and include in it, their respective names, addresses, date of birth, mobile phone number and email address.
- (b) The Secretary is to keep a register of Affiliated Clubs and include in it such information concerning each such Club and its own members as the Management Committee may decide upon from time to time.
- (c) The Registers referred to in this clause are to be open for inspection by Members during ordinary office hours upon reasonable written notice first given to the Secretary. Members are not to utilise the register in breach of the Privacy Act 1988 (Cth) and related Information Privacy Principles or for commercial purposes.

*MANAGEMENT COMMITTEE*

12. (a) The Management Committee is to manage the affairs of the Association in accordance with its Rules, the Act, and legitimate directions given in general meeting.
- (b) The Composition of the Management Committee is to be as follows:
- President
  - Vice President
  - Secretary
  - Treasurer
  - 2 Committee Members.
- (c) To be a member of the Management Committee, a person must be at all material times a *bona fide* member of an Affiliated Club.
- (d) A person who has held the position of President, for five consecutive years is not to be eligible for re-election to that office the following year, unless there is a majority of not less than 75 percent of the votes cast upon a special resolution, duly lodged with the Secretary 28 days prior to the election of Officers.
- (e) A member of the Management Committee, is not entitled to receive any payment for his or her services in that capacity, but is entitled to reimbursement of out of pocket expenses properly incurred by him or her in and about the business of the Association. However, an Office Bearer of the Association may be granted an honorarium with the approval of the Ordinary Members at an Annual General Meeting.

*ELECTION OF OFFICE BEARERS*

13. (a) At each Annual General Meeting of the Association all members of the Management Committee for the time being are to be taken to have retired from office immediately prior to the election of Office bearers for the ensuing year, but are eligible for re-election, subject to clause 12 (d) above relating to office of President.
- (b) Subject to the relevant membership fees being currently paid in each case, and to the provisions of clause 12 (c) and (d) above, any two Members may nominate any other Member for a particular office as an Office Bearer. The nomination must be in writing, signed by the person nominated and his or her nominators and to be delivered to the Secretary of the Association at least 28 days before the Annual General Meeting at which the election is to take place.
- (c) A list of names of nominees and nominators is to be posted by the Secretary, or in his or her absence by a person selected by the Office Bearers, to all Affiliated Clubs not less than 14 days prior to the Annual General Meeting.
- (d) Should, at the commencement of the Annual General Meeting, nominations for all the positions of Office Bearers have not been received in accordance with sub clause (c) above, nominations for the vacancies may be taken from the floor of the meeting.

*RESIGNATION OR REMOVAL FROM OFFICE OF MEMBERS OF MANAGEMENT COMMITTEE*

14. (a) Any member of the Management Committee, may resign from it at any time by giving notice in writing to the Secretary, and such resignation is to take effect at the time such notice is received by the Secretary unless a later date is specified in the notice in which case the latter date is to apply.
- (b) Any member of the Management Committee may be removed from office at a general meeting of the Association by a majority of votes cast upon the expelling motion, provided that the Member is first informed in writing of the intention to move the expelling motion and the nature of the acts or events which may justify the motion, and at the meeting is given the opportunity to fully present his or her case.
- (c) All appeals to the removal from office of members of the management committee shall follow the TSQ Grievance Process.

*CASUAL VACANCIES ON THE MANAGEMENT COMMITTEE*

15. (a) The Management Committee may appoint any Member of the Association to fill any casual vacancy in it, and must appoint a Secretary within 1 month of a vacancy occurring in that office, any such appointment to hold good until the next Annual General Meeting.
- (b) The continuing Members of the Management Committee may act notwithstanding any casual vacancy in it, but if and so long as their number is reduced below the number fixed by or pursuant to these Rules as the necessary quorum of the Management Committee, the continuing Member or Members may act only for the purposes of filling vacancies or of calling a general meeting of the Association.

*FUNCTIONS OF THE MANAGEMENT COMMITTEE*

16. The Management Committee has the following powers and duties namely:
- (a) To co-opt any members of a Member of the Association to assist in the carrying out of its duties.
- (b) To form any sub-committees to assist in the carrying out of its duties, and to disband such a sub-committee.
- (c) To employ any staff or employees who may be required and to decide their remuneration, conditions of employment, and duties.
- (d) To delegate to any of its Members or to any employee of the Association the carrying out of duties where it is reasonably necessary to do so.
- (e) To appoint a delegate or delegates to represent the Association at any meeting of any tennis or other body, attendance at which is considered appropriate by the Management Committee.
- (f) To form a Selection Committee of six (6) members (three females and three males) to choose players to represent Queensland in Seniors' events and to assist affiliated clubs, and directors of State events with their tournament seedings. Membership of the Selection Committee may be terminated at any time by resolution of the Management Committee, and is to cease automatically at the date of the Annual General Meeting following appointment, at which any former Member of the Committee may be again appointed.
- (g) To open and operate any banking account in Queensland in the name of the Association and to invest any moneys of the association for the time being available for investment in

any form of deposit with any Bank, Building Society, or trustee company or in such other form of investment as the Management Committee may from time to time decide upon, and to vary such investments as may to the Management Committee seem appropriate. All investments to be as permitted under the Trust Act (Qld).

- (h) Generally to manage and conduct the business of the Association in accordance with its Rules.
- (i) The Management Committee must not acquire by purchase, lease or otherwise, or sell otherwise dispose of, any land or buildings without the prior approval of a Special Resolution carried at a General Meeting, For the purposes of notice of the relevant meeting notice given to their respective Affiliated Clubs is to be taken to be notice.
- (j) To allow the Office Bearers to meet when necessary to undertake routine business on a day to day basis.

*MEETINGS OF THE MANAGEMENT COMMITTEE*

- 17. (a) The management committee must decide how a meeting is to be called..
- (b) A special meeting of the Management Committee is to be convened by the Secretary (or in his or her absence by another Office Bearer chosen by the President) on the requisition in writing signed by not less than one third of its Members, which requisition, to be valid, must clearly state the reasons for calling of the meeting and the nature of the business to be put forward for consideration. A notice convening the meeting, accompanied by a copy of the requisition, must be given to all Members of the Management Committee at least 28 days before it is held.
- (c) Three Members of the Management Committee constitute a quorum for any of its meetings.
- (d) Subject as previously provided in this sub-rule, the Management Committee may meet together and regulate its proceedings as its Members think fit; provided that questions arising at any of its meetings are to be decided by a majority of votes, unless a special voting majority is otherwise prescribed by these Rules.
- (e) At all Management Committee Meetings the Chairman is entitled to vote and in the case of equality of votes may exercise a casting vote.
- (f) The President is to preside at every meeting of the Management Committee, or if there is no President, or if at any meeting he or she is not present within ten minutes after the time appointed for holding the meeting, the Vice President is to take the chair, or failing him or her doing so, the Members present may choose one of their number to take the chair. The person so taking the chair is to occupy it for the duration of the meeting, unless otherwise unanimously agreed by the Members then present.
- (g) A resolution in writing signed by all Members of the Management Committee for the time being entitled to receive notice of meeting of the Committee is as valid and effectual as if it had been passed at a meeting of the committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more Members.
- (h) A meeting of the Management Committee for which a period of notice calling the meeting is provided for may be held on short notice of any duration if 90 per cent of Members entitled to receive notice of the meeting so agree prior to the commencement of the meeting.



*GENERAL MEETINGS*

18. (a) A general meeting of Members may be either an Annual General Meeting or a Special General Meeting.
- (b) A General Meeting to be called the Annual General Meeting must be held each year within three months after the close of the financial year upon a date chosen by the Management Committee.
- (c) The business of the Annual General Meeting is to receive the President's Annual Report, and the audit report or verification statement upon the books and accounts and financial statements for the preceding financial year" and Statement of mortgages charges and securities for the past financial year, to elect the Office Bearers and an Auditor if required by the Act for the then current year, and to consider such other business as may be properly before the meeting.
- (d) Not less than twenty-eight (28) days notice of an Annual General Meeting is to be given to each Affiliated Club, together with a draft agenda and copies of the documents specified in the preceding sub-clause.
- (e) General Meetings of the Association other than Annual General Meetings are Special General Meetings.
- (f) Not less than twenty-eight (28) days notice in writing of any Special General Meeting must be given to each Affiliated Club, the notice to include a statement of reasons for the calling of the meeting and the business proposed to be considered. At any such meeting no business other than that of which notice is so given may be put forward. For the purposes of notice under this subclause notice is given to their respective Affiliated Clubs is to be taken to be notice to Members.
- (g) A quorum for a general meeting is formed by the presence of six Members.
- (h) Members may attend general meetings and take part in debates in accordance with normal meeting procedures but may not (except where they are appointed representatives) move or second motions nor vote on any issue.
- (i) A Patron of the Association may be elected at any General Meeting of Members if so nominated by the Management Committee and at least thirty days' notice in writing has been duly given by or on behalf of the Management Committee to all Affiliated Clubs of the proposal to nominate a person of prominence and good repute to that office. A person is to be appointed as Patron for a period not greater than three years but may be reappointed.
- (j) A Special General Meeting is to be convened by the Secretary whenever so directed by the President or by the Management Committee or by four Affiliated Clubs
- (k) At all General Meetings the President may not exercise a deliberate vote but in the case of equality of votes may exercise a casting vote.
- (l) A resolution is a special resolution if it is passed by a majority of not less that 75 per cent of the votes cast upon the resolution at duly convened general meeting the notice of which has specified that the resolution is to be proposed as a special resolution.

*VOTING RIGHTS*

- 19 (a) At an Annual or General Meeting each Affiliated Club has one vote each and an additional vote for each
- i) 40 Members in respect of a club in the Metropolitan Area – *(which for the purposes of this clause is an area of land bounded as follows, that is to say, commencing at the junction of the Pacific coast with the easterly extension of an east-west line drawn through a point which is 5 kilometres due north of the Post Office at Noosa, then due west from the commencing point to a north-south line drawn through a point which is 5 kilometres due west of the Post Office at Ipswich, then due south along the last mentioned line to the northern bank of the Tweed River, then along that bank to the Pacific coast, then northerly along that coast to the point of commencement) ; **OR***
- ii) 20 Members in respect of a Club in a Country Area *(which for the purposes of this clause is the State of Queensland other than the Metropolitan Area).*
- (b) If an Affiliated Club cannot be present at a meeting and wishes to vote, it may upon application to the Secretary be issued with a specific ballot paper in respect of :-
- The election of Office Bearers.
  - The appointment of an Auditor, if required by the Act.
  - Any other specific business matter.

The ballot paper must be counter-signed by their President or Secretary and be in the Associations Secretary's hand prior to the commencement of the Meeting.

*MINUTES OF MEETINGS.*

20. (a) The Secretary must cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Management Committee meeting and general meeting to be entered in a minute book to be open for inspection at all reasonable times by any financial Member who previously applies to the Secretary for that inspection.
- (b) For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every Management Committee meeting must be signed by the Chairperson of that meeting or the Chairperson of the next succeeding Management Committee meeting verifying their accuracy.
- (c) Similarly the minutes of every general meeting are to be signed by the Chairperson of that meeting or the Chairperson of the next succeeding general meeting.
- (d) However, the minutes of any Annual General Meeting are to be signed by the Chairperson of that meeting or the Chairperson of the next succeeding general meeting.

*BY-LAWS*

21. (a) The Management Committee may from time to time make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the Association and any by-law may be set aside at a General Meeting.
- (b) The Members of the Association adopt the Tennis Australia Member Protection By-Law as amended from time to time, as the By-Law of the Association.

*FUNDS AND ACCOUNTS*

22. (a) The funds of the Association must be banked in the name of the Association in a Bank chosen by the Management Committee from time to time.
- (b) Proper books and accounts must be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of the Association and the particulars usually shown in books of a like nature.
- (c) All moneys must be banked as soon as practical after receipt thereof.
- (d) All payments of more than one hundred dollars (\$100.00) must be made by cheque or electronic transfer of funds. All cheques are to be signed and counter signed by any two of the President, Vice President, Treasurer, and Secretary, and such other member as the Management Committee as it may nominate from time to time. All electronic transfers of funds must be authorised and approved by any two of the President, Vice President, Treasurer, and Secretary, and such other member as the Management Committee as it may nominate from time to time.
- (e) All expenditure is to be approved before payment, but if through error or an emergency it is not then it shall be presented for ratification at the Management Committee meeting next following such payment.
- (f) As soon as practical after the end of the Financial Year the Treasurer must cause to be prepared Financial Statements comprising a Balance Sheet and a Profit and Loss Account which, so far as it is within the Treasurer's competency, complies with all statutory requirements.
- (g) The Financial Statements referred to in subclause (f) above must be examined by the Auditor, as and if required by the Act,. The Auditor must present his or her report to the Secretary prior to the holding of the Annual General Meeting next following the financial year in respect of which such audit or verification was made.

*INDEMNITY*

23. The Association indemnifies the Members of the Management Committee, and each and all of them and each of their estate or estates, from and against all actions, claims and demands, charges and expenses which may be instituted against or made upon them or any of them as Members of the Committee, or as an Office Bearer in respect of any covenant, agreement, deed, matter or thing of any kind lawfully entered into or performed by any or all of them in or about the execution of powers conferred upon the Members of the Management Committee or the Office Bearers by law or under these Rules.

*ALTERATION OF RULES*

24. (a) Subject to the Associations Incorporation Act 1981, these Rules may be amended, repealed or added to by a special resolution carried at any general meeting.
- (b) Notice in writing of any proposed amendment, recession or addition to these Rules must be given to the Secretary at least twenty-eight (28) days prior to the general meeting at which it is to be considered. The secretary must post or otherwise deliver to all members at least fourteen (14) days before such general meeting details of the proposed amendment, recession or addition; provided that the purposes of notice under this subclause notice given to their respective Affiliated Clubs is to be taken as notice to Members.

- (c) However an amendment, repeal or addition is valid only if it is registered by the chief executive.

*COMMON SEAL*

- 25. (a) The Management Committee does not provide for the use of a Common Seal of the Association.

*DOCUMENTS*

- 26. The Management Committee shall provide for the safe custody of books, documents, instruments of title and securities of the Association. All records of the Association are to be open to inspection by a duly appointed representative of an Affiliated Club at any reasonable time upon request to the Secretary.

*NOTICES*

- 27 (a) Each Affiliated Club must supply to the Secretary the current details of its office bearers and their postal, telephone, and E-mail addresses and shall at all times keep those details supplied up-to-date.
- (b) Except where otherwise expressly stated in these Rules, good and effective service of any notice to a Member is made if it is given to an Affiliated Club of which the Member to be served is a member, even though the notice may not be addressed to the Member personally.
- (c) Without prejudice to the provisions of subclause (b) notices given hereunder may be given in any lawful manner, and if posted are to be addressed to the last-known postal address, or E-mail address of the party to be served.

*NON-PROFIT CLAUSE*

- 28. The assets and income of the Association must be applied solely in furtherance of its above mentioned objectives and no portion is to be distributed directly or indirectly to the Members of the Association except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.

*DISTRIBUTION OF SURPLUS ASSETS*

- 29. (a) This clause applies if the Association is wound up under Part 10 of the Act and there are surplus assets.
- (b) The surplus assets must not be distributed among the Members but must be given to another entity:
  - i. that has objects similar to the Association's objects; and
  - ii. the rules of which prohibit the distribution of the entity's income and assets to its members.
- (c) In this section: "surplus assets" has the meaning given by section 92 (3) of the Act.

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**December 2020**

*APPENDIX A – AFFILIATED CLUBS*

BRISBANE SENIORS CLUB

BUNDABERG SENIORS TENNIS CLUB

DAWSON CALLIDE VALLEY SENIORS TENNIS

GOLD COAST SENIORS TENNIS CLUB

GYMPIE QUEENS PARK TENNIS CLUB

HERVEY BAY SENIORS

MOOLOOLABA TENNIS CLUB

MURGON SENIORS

TENNIS VETERANS SUNSHINE COAST ASSN

TOOWOOMBA & DISTRICT VETERANS TENNIS CLUB

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