

**BAW BAW TENNIS
ASSOCIATION INCORPORATED**

CONSTITUTION

Last Modified: July 2007

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PART 1 – THE ASSOCIATION

1.1. Name

The name of the Association shall be “Baw Baw Tennis Association Incorporated” --- herein called the BBTA or Association.

1.2. Objects

To promote, encourage, control and advance the game of Tennis within the area of the Associations activities, and for such purpose to co-ordinate and regulate the activities of its members.

For that purpose to do things which the Council of the Association shall deem to be necessary or desirable and in particular to arrange, manage and conduct inter-club matches (including Tennis Victoria sponsored activities), association tournaments, development programmes and social functions.

1.3. Membership

The membership of the Association shall comprise of clubs within the Baw Baw Shire area and surrounding municipalities that have been admitted to membership as bona-fide tennis clubs by the Council of the Association and are otherwise qualified for membership according to these rules. It will be a condition of membership that all member clubs **affiliate with Tennis Victoria** or the **Victorian Country Tennis Association**. The Secretary/ shall keep a register of all member clubs and their secretaries’ addresses that shall be available for inspection at the address of the Public Officer.

1.3.1. *Resignation of Member Club from Association*

- (a) A Member Club - which has paid all monies due and payable by the member club to the Association - may resign from the Association by first giving one months notice in writing to the Secretary of intention to resign. Upon the expiration of that period of notice, the member club shall cease to be a member.
- (b) Upon the expiration of a notice given under sub-clause (a), the Secretary shall make in the register of member clubs an entry recording the date on which the member club, by whom the notice was given, ceased to be a member.

1.3.2. *Expulsion of Member Club from Association*

Subject to these rules, the Council may by resolution:

- (a) Expel a member club from the Association - including expulsion for non-payment of any monies owing to the Association in which case sub-clauses 1.3.3, 1.3.4, 1.3.5 do not apply.
- (b) Suspend a member club from membership of the Association for a specific period, or
- (c) Fine a member club if the Council is of the opinion that the member club -
 - has refused or neglected to comply with this constitution;
 - or
 - has been guilty of conduct unbecoming a member club or prejudicial to the interests of the Association.

1.3.3. *Confirmation from Club/Appeal from Club Re: Expulsion*

A Resolution of the Council under sub-clause (1.3.2.) -

- (a) Does not take effect unless the Council at a meeting held not earlier than 14 and not later than 28 days after the service on the member club of a notice under sub-clause (1.3.4.) confirms the resolution in accordance with this clause; and
- (b) Where the member club exercises a right of appeal to the Council under this clause does not take effect unless the Association confirms the resolution in accordance with this clause.

1.3.4. Advice of Expulsion from Association to Member Club

Where the Council passes a resolution under sub-clause (1.3.2.), the Secretary shall, as soon as practicable, cause to be served on the member club a notice in writing: -

- (a) Setting out the resolution of the Council and the grounds on which it is based;
- (b) Stating that a member club may address the Council at a meeting to be held not earlier than 14 and not later than 28 days after service of the notice;
- (c) Stating the date, place and time of that meeting;
- (d) Informing the member club that such member club may do one or more of the following;
 - Attend that meeting;
 - Give to the Council before the date of that meeting a written statement seeking the revocation of the resolution;

1.3.5. Appeal Meeting for Expelled Member Club

At a meeting of the Council held in accordance with sub-clause (1.3.3.) the Council:-

- (a) Shall give to the member club an opportunity to be heard;
- (b) Shall give due consideration to any written statement submitted by the member club; and
- (c) Shall be resolution determine whether to confirm or to revoke the resolution.

1.3.6 Disputes and Mediation

1.3.6.1 The grievance procedure set out in this rule applies to disputes under these Rules between:

- (a) a member and another member; or
- (b) a member and the Association.

1.3.6.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties

1.3.6.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.

1.3.6.4 The mediator must be

- (a) a person chosen by agreement between the parties: or

- (b) in the absence of agreement:
 - i. in the case of a dispute between a member and another member, a person appointed by the committee of the Association; or
 - ii. in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the dispute Settlement Centre of Victoria (Department of Justice).

1.3.6.5 A member of the Association can be a mediator.

1.3.6.6 The mediator cannot be a member who is a party to the dispute.

1.3.6.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

1.3.6.8 The mediator, in conducting the mediation, must

- (a) give the parties to the mediation process every opportunity to be heard; and
- (b) allow due consideration by all parties of any written statement submitted by any party; and
- (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process,

1.3.6.9 The mediator must not determine the dispute.

1.3.6.10 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act otherwise at law.

1.4. Association Rights

The Association shall have the right to use the courts of member clubs for the purpose of carrying out any Association fixture upon giving not less than 21 days notice to the Club concerned provided that in case of inter-club finals matches less than seven days notice may be given.

1.5. Seal

1.5.1. Custody of Common Seal

The common seal of the Association shall be kept in the custody of the Secretary.

1.5.2. Use of Common Seal

The common seal shall not be affixed to any instrument except by the authority of the Executive Committee and the affixing of the common seal shall be attested by the signature of two members of the Executive Committee.

1.6. Custody of Records

Except as otherwise provided in this Constitution; the Secretary shall keep in his/her custody or under his/her control all books, documents and securities of the Association.

All accounts, books, documents and securities of the Association shall be available for inspection and copying by any member of the Association upon request.

1.7. Winding Up or Cancellation

In the event of the winding up or cancellation of the Association, the assets of the Association shall be disposed of in accordance with the provisions of the Act (Refer Part VIII Associations Incorporation 1981 called Winding Up and Cancellation).

PART 2 - MANAGEMENT

2.1. Council

The management of the Association shall be controlled by a Council of one voting delegate from each affiliated club, together with the Executive Officers of the Association.

2.1.1. Council Meetings --- When Held

Except as provided in these rules for the holding of the Annual General Meeting of the Association, meetings of the Council shall be held when called by the Executive Committee. A Special Meeting of the Council may be called by the President or Secretary or by requisition signed by not less than 25% of the member clubs.

2.1.2. Annual General Meeting --- When Held

The Annual General Meeting of the Association shall be held on or before the 31st of August each year. Attendance is compulsory at this meeting. A Club not represented at this meeting will be fined as per the by-laws.

All committee nomination forms must be returned to the Secretary at least 30 days before the Annual General Meeting.

2.1.3. Notice

The Secretary shall give to all member clubs and Executive Officers at least 14 days notice in writing or email for Council Meetings and at least 30 days notice in writing or email for the Annual General Meeting stating specific reasons (if any) for the meeting including specific details of any notice of motion.

No business other than that set out in the notice convening the meeting shall be transacted at the meeting.

A member desiring to bring any business before a meeting may give notice of that business in writing to the secretary, who shall include that business in the notice calling the next Council meeting after the receipt of the notice.

2.1.4. Chairperson

The President, failing whom a Vice President, shall be Chairperson of all meetings of the Council. In the event of none such being available the delegates present shall elect, by show of hands, conducted by the Secretary or other officer, one of their number to be Chairperson of the meeting.

2.1.5. Quorum

At meetings of the Council a quorum shall consist of not less than 75% of the member clubs being personally present.

2.1.6. Voting

All matters arising at a meeting of the Council shall be determined by a simple majority of votes cast for and against (except as in 4.2.2.) with at least 50% of eligible clubs casting a vote.

Each member club present (except Chairperson) shall have one vote, except in the case of an equality of votes for and against any matter, in which case the Chairperson shall have the casting vote. Voting shall be by a show of hands provided that a secret ballot shall be taken instead on any particular matter if so requested by the Chairperson or not less than one third of the persons present entitled to vote.

All clubs should vote, in one of two ways:

- (a) Vote cast by the clubs delegate in person at the meeting; or
- (b) Vote cast by written proxy (including electronic mediums) by the clubs secretary. Proxy votes must be received 48 hours prior to the meeting.

2.1.7. Annual General Meetings Order of Business

The Order of Business at the annual general meeting of the Association shall be :

- * Business from the previous Annual Meeting
- * Business arising from the Minutes
- * Annual Reports
- * Financial Statements
- * Correspondence
- * Election of Office Bearers
- * Admission of new Clubs
- * Match Arrangements
- * Amendments to the By-Laws and Constitution.

2.2. Council Powers --- By-Laws

The Council shall have the power to make or amend By-Laws when deemed necessary.

2.2.1. Membership

Council shall have the power to elect Life Members of the Association, after consideration and recommendation by the Executive Committee.

2.2.2. The Council may, at a meeting called for that purpose, remove any members of the Executive Committee before the end of their term.

2.3. Executive Officers

At the Annual Meeting of the Council, the Council shall elect the Executive Officers of the Association consisting of President, Vice President, Secretary, Treasurer, Score Secretary and the two ordinary officers. Any person nominated for office but unable to be present at the Annual Meeting must signify in writing prior to the commencement of the meeting that they are prepared to accept nomination. All retiring Executive Officers shall be eligible for re-election. In the absence of nomination by any eligible candidate dual positions may be held by any Executive Officer.

2.3.1. Executive Committee --- Powers

The Executive Committee shall act as directed by the Council, but otherwise shall have the power to do all things which it shall consider necessary or desirable to carry out the objects of the Association in accordance with the By-Laws and Constitution of the Association.

2.3.2. Meetings

Meetings of the Executive Committee shall be held when requisitioned by any member thereof and the rules for conduct of Annual Meetings shall, with the necessary amendments, apply thereto unless varied by the Executive Committee.

Quorum at Executive Committee meetings shall be at least 50% of those eligible to attend.

No business shall be conducted 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 for the same place and at the same time of the same day in the following week unless the meeting was a special meeting in which case it lapses.

At meetings of the Committee-

- (a) the President or in his absence the Vice-President shall preside; or
- (b) if the President or Vice-President are absent, such one of the remaining members of the Committee as may be chosen by the members present shall preside.

Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee shall be determined on a show of hands or, if demanded by a member, by a poll taken in such a manner as the person presiding at the meeting may determine.

Each member present at a meeting of the Committee or of any sub-committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second and casting vote.

Written notice or email of each committee meeting shall be served on each member of the Committee by delivering it to that person at a reasonable time before the meeting this being at least two business days before the date of the meeting.

2.3.3. *Vacation of Executive Officer Position*

The office of an Executive Officer of the Association shall become vacant if the Executive Officer -

- (a) Ceases to be a member of any member club of the Association
or
- (b) Becomes an insolvent under administration within the meaning of the Companies (Victoria) Code or
- (c) Resigns his office by notice in writing to the President or Secretary.

2.3.4. *Casual Vacancies of Executive Officers*

At any meeting of the Council, the Council can fill casual vacancies occurring on the Executive Committee.

2.3.5. *Minutes*

The secretary of the Association shall keep the minutes of the resolutions and proceedings of each Council meeting and each Committee meeting and store said minutes in books provided for that purpose together with a record of the names and persons present at the meetings.

The minutes of each meeting shall be distributed to all appropriate persons by standard post and/or email within 14 days of the completion of the meeting.

2.4. Other Committees

The Council or Executive Committee may appoint such other Committees as it may decide and may delegate any of its powers thereto. However such committees are responsible to the Executive Committee and shall report appropriately thereto.

2.4.1. *Permanent Sub-Committees*

The permanent sub-committees to be formed, number of members on each and the actual membership will be determined at the Annual Meeting.

- 2.4.2.** Permanent sub-committees shall be responsible for the management of relevant activities. Each sub-committee shall have the power to decide on all questions or matters pertaining to the activities which are expressly covered by the Association By-Laws. These decisions will stand for the duration of the relevant sub-committee's term. The permanent sub-committees can also make recommendations to the Executive Committee on any matters not covered by Association By-Laws.
- 2.4.3.** An executive officer of the Association shall be an ex-officio member of all permanent sub-committees.
- 2.4.4.** Each affiliated club can nominate one or more members for election at the Annual Meeting of the Association to the Executive Committee and/or a Permanent Sub-Committee.
- 2.4.5.** If a permanent sub-committee fails to attract sufficient nominated members, a paid position may be considered by the Executive Committee to perform the duties of the relevant permanent sub-committee.