



# **CAREEL BAY TENNIS CLUB**

## **CONSTITUTION**

### **TABLE OF CONTENTS**

1. Date Subscribed: This Constitution was adopted at General Meeting of members held on 16 September 2012
2. Regulations & By-Laws
3. The name of the company is Careel Bay Tennis Club
4. Objectives of the company
5. Powers of the company – restricted to pursuit of objectives
6. Application of Income and Property (no distributions to members)
7. Limited Liability
8. Guarantee given by Members
9. Dissolution of the Company
10. Accounts and Records to be kept

### **REGULATIONS**

1. Regulations part of Constitution
2. Definitions
3. Membership – general rules
4. Cessation of Membership – general rules
5. General Meetings – general rules
6. Notice of General Meetings
7. Minutes
8. Proceedings at General Meetings
9. Board of Directors
10. Power and Duties of the Board
11. Proceedings of the Board
12. Secretary
13. Accounts, Audit & Notices to Members
14. Winding Up
15. Indemnity of Officers and Insurance
16. Additional Regulations – By-Laws

**CONSTITUTION**  
**OF**  
**CAREEL BAY TENNIS CLUB**

A Company Limited By Guarantee

**1. DATE SUBSCRIBED:**

16 September 2012

**2. REGULATIONS AND BY LAWS:**

The Regulations and By laws referred to in Schedule one are part of this Constitution.

**3. NAME:**

The name of the Company is CAREEL BAY TENNIS CLUB

**4. OBJECTIVES:**

The company is established to pursue the following principal objectives:

- (a) To foster and promote the game of tennis and to cultivate sportsmanship amongst its members at Careel Bay or elsewhere in the state of New South Wales.
- (b) To foster and promote the game of tennis amongst juniors and youth in the community.
- (c) To make tennis courts available for hire to members of the community at a reasonable cost consistent with the proper financial management of the Company.
- (d) To improve the standard of play of the game of tennis amongst its members.
- (e) To promote and sponsor social activities amongst its members.
- (f) To acquire by purchase, lease, licence of otherwise tennis courts and grounds at Careel Bay or elsewhere within the State of New South Wales and to manage, prepare, improve, cultivate and maintain the same for tennis or other sports or pastimes in as good and satisfactory condition as practicable.
- (g) To provide amenities for the members which are as comprehensive as possible and subject to any prior requirements of the Company for its members or hirers of the tennis courts, to make the Clubhouse available for hire at a reasonable cost consistent with the proper financial management of the Company, by any community group or the public generally.
- (h) To affiliate with the governing tennis body of the district.
- (i) To hold or arrange competitions and provide or contribute towards the provision of prizes, awards and distinctions in connection therewith. Provided that no member of the company shall receive any prize, award or distinction of monetary value except as a successful competitor at any competition held or promoted by the company.

**5. POWERS:**

Solely for the purpose of carrying out the aforesaid objectives and not otherwise the company shall have the following powers:

- (a) To enter into any arrangements with any Government or authority, supreme, municipal, local or otherwise, that may seem conducive to the Company's objectives or any of them and to obtain from any such Government or authority any rights, privileges and concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.

## CONSTITUTION

- (b) To appoint, employ, remove or suspend such staff or other persons as may be necessary or convenient for the objectives of the Company.
- (c) To construct, improve, maintain, develop, work, manage, carry out, alter or control any buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Company's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.
- (d) To invest and deal with money of the Company not immediately required in such manner as may be permitted by law as the Board thinks fit.
- (e) To sell, improve, manage, develop, exchange, lease, dispose of, turn to account, or otherwise deal with all or any part of the property and rights of the Company.
- (f) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Company in the shape of donations, annual subscriptions or otherwise.
- (g) To print and publish any newspapers, periodicals, books or leaflets that the Company may think desirable for the promotion of its objectives.
- (h) To transfer all or any part of the property, assets, liabilities, and engagements of the Company to any one or more of the companies, institutions, societies or associations with which the Company is authorised to amalgamate.
- (i) The provisions of Section 124 of the Corporations Act 2001 (Cth) (Corporations Act) shall apply to the Company.

### **6. APPLICATION OF INCOME & PROPERTY:**

The income and property of the Company, whensoever derived, shall be applied solely towards the promotion of the objectives of the Company as set forth in this Constitution, and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise, to the members of the Company.

PROVIDED that nothing herein contained shall prevent the payment in good faith of remuneration to any officer or employee of the Company or to any member of the Company in return for any services rendered to the Company or for goods supplied in the ordinary course of business, nor prevent the payment of interest at a reasonable rate, or reasonable rent for premises let by any member to the Company, but so that no director shall be appointed to any salaried office of the Company and that no remuneration or other benefit shall be given by the Company to any director except repayment of out-of-pocket expenses or as aforesaid.

### **7. LIMITED LIABILITY:**

The liability of the members is limited.

### **8. GUARANTEE BY MEMBERS:**

Every member of the Company undertakes to contribute to the property of the Company in the event of the same being wound up while he or she is a member, or within one year after he or she ceases to be a member, for payment of the debts and liabilities of the Company (contracted before he or she ceases to be a member) and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding one hundred dollars (\$100).

## CONSTITUTION

### **9. DISSOLUTION OF THE COMPANY:**

If upon the winding-up or dissolution of the Company there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other company, fund, institution, or authority having objectives similar to the objectives of the Company, and whose Constitution prohibits the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Company under or by virtue of clause 7 hereof. Such institution or institutions to be determined by the members of the Company at or before the time of the dissolution and in default thereof by application to the Supreme Court of NSW for determination.

### **10. ACCOUNTS:**

True accounts shall be kept of the sums of money received and expended by the Company and the matter in respect of which such receipt and expenditure takes place, and of the property, credits and liabilities of the Company and, subject to any reasonable restrictions as to the time and manner of inspecting the same, shall be open to the inspection of the members. Once at least in every year, the accounts of the Company shall be examined by a properly qualified Auditor who shall report to the members in accordance with the provisions of the Corporations Act.

**REGULATIONS**  
**OF**  
**CAREEL BAY TENNIS CLUB**

A Company Limited By Guarantee

**1. DATE:**

These Regulations are part of the Constitution adopted on 16 September 2012

**2. DEFINITIONS:**

In this Constitution:

“the Board” or “the Board of Directors” or “Management Committee” means the Directors of the Company elected or appointed pursuant to these Regulations;

“members” means persons giving a guarantee pursuant to clause 9 of the Constitution, and may be referred to as “ordinary members” or “adult members” or the like.

“Secretary” means any person appointed to perform the duties of a secretary of the Company.

expressions referred to in writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form;

words or expressions contained in these Regulations shall be interpreted in accordance with the provisions of the Interpretation Act 1987 and of the Corporations Act and associated regulations as in force at the date at which these Regulations become binding on the Company.

**3. MEMBERSHIP**

- 3.1 Such persons as the Board shall admit to membership in accordance with these Regulations and who give a guarantee pursuant to clause 9 of the Constitution shall be members of the Company.
- 3.2 Every applicant for membership of the Company shall be proposed by the Club Captain. All applications for membership shall be made in writing, signed where required by the applicant, and shall be in such form as the Board from time to time prescribes.
- 3.3 When an applicant has been accepted for membership the Secretary shall forthwith send to the applicant written notice of his or her acceptance and a request for payment of his or her joining fee and first annual subscription. Upon payment of his or her entrance fee and first annual subscription the applicant shall become a member of the Company, provided nevertheless that if such payment is not made within two calendar months after the date of the notice, the Board may in its discretion cancel its acceptance of the applicant for membership of the Company.
- 3.4 The joining fees and annual subscriptions payable by members of the Company shall be such as the Board shall from time to time prescribe.
- 3.5 Unless otherwise resolved by the Board, all annual subscriptions shall become due and payable in advance on the first of January each year.

## **REGULATIONS**

### **4. CESSATION OF MEMBERSHIP**

- 4.1 If the subscription of a member remains unpaid for a period of two calendar months after it becomes due then the member may, after notice of the default has been sent to him/her by the Secretary or Honorary Treasurer, be barred by resolution of the Board from all privileges of membership PROVIDED that the Board may reinstate the member on payment of all arrears if the Board thinks fit to do so.
- 4.2 A member may at any time, by giving notice in writing to the Secretary, resign his/her membership of the Company but shall continue to be liable for any annual subscription and all arrears due and unpaid at the date of his or her resignation and for all other moneys due by them to the Company and in addition for any sum not exceeding the sum of the guarantee for which they are liable as a member of the Company under clause 9 of the Constitution.
- 4.3 If any member shall willfully refuse or neglect to comply with the provisions of this Constitution or shall be guilty of any conduct which in the opinion of the Board is unbecoming of a member or prejudicial to the interest of the Company the Board shall have power by resolution to censure fine suspend or expel the member from the Company.

PROVIDED that at least one week before the meeting of the Board at which such a resolution is passed the member shall have had notice of such meeting and of what is alleged against him or her and of the intended resolution and that he or she shall, at such meeting and before the passing of such resolution, have had an opportunity of giving orally or in writing any explanation or defence he or she may think fit and, PROVIDED FURTHER, that any such member may, by notice in writing lodged with the Secretary at least twenty four hours before the time for holding the meeting at which the resolution is to be considered by the Board, elect to have the question dealt with by the Company in general meeting. In that event a general meeting of the Company shall be called for the purpose and if, at the meeting such a resolution is passed by a majority of two-thirds of those present and voting (such vote to be taken by ballot), the member concerned shall be punished accordingly and in the case of a resolution for his or her expulsion the member shall be expelled.

### **5. GENERAL MEETINGS**

- 5.1 An Annual General Meeting of the Company shall be held in accordance with the provisions of the Corporations Act.
- 5.2 The Annual General Meeting of the Club shall be held during each year, within three (3) months of the close of the financial year.
- 5.3 All general meetings will be within the Pittwater Council area.
- 5.4 The Directors shall on the request of 5% of the members, convene a General Meeting within 21 days of receipt of such requisition. The General Meeting must be held not later than 2 months after the request is given to the Directors.
- 5.5 Members and honorary Life Members who are present in person or by proxy may vote at any General Meeting.

## **REGULATIONS**

- 5.6 The order of business at the Annual General Meeting shall be:
  - 5.6.1 Confirmation of minutes of previous General Meeting
  - 5.6.2 Apologies
  - 5.6.3 President's report and any other reports by Office Bearers
  - 5.6.4 Treasurer's report
  - 5.6.5 Election of Office Bearers and Auditor
  - 5.6.6 Election of Life Members on recommendation of Management Committee
  - 5.6.7 Consider motions of which notice has been given
  - 5.6.8 General business in accordance with paragraph (6.3) below
- 5.7 Only financial ordinary members or Honorary Life Members may be nominated as Office Bearers or Sub-Committee members.

### **6. NOTICE OF GENERAL MEETING**

- 6.1 Notice of an Annual General Meeting shall be given in writing accompanied by reports and balance sheets twenty one (21) days prior to the date set for the meeting. A copy of the notice may also be placed on the Club notice board and/or on the Club website.
- 6.2 Notice of a General Meeting must be given in writing to each member twenty one (21) days prior to the date set for the meeting.
- 6.3 The Notice of a General Meeting and accompanying reports and balance sheets may be given to a member:
  - 6.3.1 Personally; or
  - 6.3.2 By sending it by post to the address for the member on the register of members; or
  - 6.3.3 By sending it to the electronic address (if any) nominated by the member; or
  - 6.3.4 By notifying the member, by sending a message to the electronic address (if any) nominated by the member, that the notice of meeting is available on the Club website and how the member may access it.
- 6.4 A notice of meeting sent by post is taken to be given 3 days after it is posted. A notice of meeting sent by electronic means is taken to be given on the business day after it is sent.
- 6.5 Any business may be raised without notice and transacted at an Annual General Meeting or at a General Meeting except;
  - 6.5.1 at a General Meeting which shall be limited to the purpose for which it has been called and matters incidental thereto;

## **REGULATIONS**

- 6.5.2 for any business relating to the alteration or rescission of the Constitution, Regulations, or By Laws of the Club or any part thereof;
- 6.5.3 for any other business for which prior notice must be given as provided in these Regulations and By-Laws; or
- 6.5.4 for any business which the Chairman considers to be a matter of major importance for which prior notice to the members should be given (but excluding any motion of censure of or of non-confidence in the Chairman or the Management Committee or any member thereof).

### **7. MINUTES**

- 7.1 The Company shall keep minutes of all decisions reached in each General Meeting and each meeting of the Management Committee and the Executive Committee and shall record the names of the persons present thereat in accordance with Section 251A of the Corporations Act.
- 7.2 Such minutes shall be signed by the Chairman of the relevant Meeting or by the Chairman of the next succeeding General Meeting or Committee Meeting (as the case may be).
- 7.3 Such minutes shall be entered into a Minute Book or Minutes Books within one month which shall be available for inspection and copying by any member, the Auditor, any person authorised by the General Manager of Pittwater Council, or such other person or persons as the Executive Committee may think fit. The Minute Book or Books shall be available for inspection at each General Meeting of the Club.

### **8. PROCEEDINGS AT GENERAL MEETINGS**

- 8.1 No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. The number of members with voting rights representing at least 15% of total voting rights, present in person or by proxy, shall be a quorum.
- 8.2 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present (being not less than three) shall be a quorum.
- 8.3 The President shall preside as Chairman at every general meeting of the Company, or if there is no President or if he or she is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-President shall be the Chairman, or if the Vice-President is not present or is unwilling to act then the members present shall elect one of their number to be Chairman of the meeting.
- 8.4 The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, the notice of the adjourned meeting shall be given as in the case of an original



## REGULATIONS

meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or the business to be transacted at an adjourned meeting.

- 8.5 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is demanded:
- (a) By the Chairman; or
  - (b) By at least three members present in person or by proxy.

Unless a poll is duly demanded a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously, or by a particular majority, or lost, an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.

- 8.6 If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairman directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith.
- 8.7 In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded has a casting vote.
- 8.8 A member may vote in person or by proxy and on a show of hands every person present who is a member shall have one vote and on a poll every member present in person or by proxy shall have one vote.
- 8.9 The instrument appointing a proxy shall be in writing under the hand of the appointer duly authorised in writing. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A member shall be entitled to instruct their proxy in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may vote as they think fit.
- 8.10 The instrument appointing a proxy may be in the form required by the Corporations Act.

I, (insert name of member) of (address) being a member of Careel Bay Tennis Club hereby appoint (insert name of proxy) of (insert address of proxy) as my proxy to vote for me on my behalf at the \*annual general / \*general (strike out whichever not desired) meeting of the Company to be held on the (insert date) and at any adjournment thereof.

With regard to the resolution(s) to be voted on at the meeting, my proxy is hereby authorised to vote \*in favour of / \*against / \*as he/she thinks fit (strike out whichever not desired).

Signed this (insert date)

## **REGULATIONS**

8.11 The instrument appointing a proxy shall be deposited at the registered office of the Company, as is specified for that purpose in the notice convening the meeting, not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.

### **9. THE BOARD OF DIRECTORS**

9.1 The maximum number of Directors is nine, and the number of Directors shall not exceed the number specified.

9.2 At least three Directors from time to time shall be appointed to the offices of President, Vice-President and Treasurer.

9.3 All Directors and Office-Bearers shall be members of the Company.

9.4 All Directors and Office-Bearers shall retire at each Annual General Meeting, but shall be eligible for re-election.

9.5 The election of Office-Bearers and other Directors shall take place in the following manner:

9.5.1 Any two members of the Company shall be at liberty to nominate any other member to serve as an Office-Bearer or other Director.

9.5.2 The nomination, which shall be in writing and signed by the member and his/her proposer and seconder shall be lodged with the Secretary at least fourteen days before the Annual General Meeting at which the election is to take place.

9.5.3 A list of the candidates' names in alphabetical order, with the proposers' and seconders' names, shall be posted in a conspicuous place in the registered office of the Company for at least seven days immediately preceding the Annual General Meeting.

9.5.4 Balloting lists shall be prepared (if necessary) containing the names of the candidates only in alphabetical order. Each member present at the Annual General Meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies.

9.5.5 In case there shall not be a sufficient number of candidates nominated, the Board may fill up the remaining vacancy or vacancies.

9.6 The Board shall have power at any time, and from time to time, to appoint any member of the Company as a Director, either to fill a casual vacancy or as an addition to the existing Office Bearers or other Directors, but so that the total number of Directors shall not at any time exceed the maximum number fixed in clause 9.1.

Any Office-Bearer or other Director so appointed shall hold office only until the next following Annual General Meeting.

## **REGULATIONS**

- 9.7 The Company may, by ordinary resolution of which special notice pursuant to the Corporations Act has been given, remove any Office-Bearer or other Director before the expiration of his/her period of office, and may, by an ordinary resolution, appoint another person in their stead; the person so appointed shall hold office only until the next following Annual General Meeting.
- 9.8 The office of an Office-Bearer or other Director shall become vacant if the Director resigns or becomes ineligible under the Corporations Act.

### **10. POWERS AND DUTIES OF THE BOARD**

- 10.1 The business of the Company shall be managed by the Board. The Board may exercise all such powers of the Company as are not, by the Corporations Act or these Regulations, required to be exercised by the Company in General Meeting, PROVIDED that no resolution passed by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that resolution had not been passed.
- 10.2 The Board may exercise all the powers of the Company to borrow money and to mortgage or charge its property, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability, or obligation of the Company.
- 10.3 For the purposes of clause 6 of the Constitution the rate of interest payable in respect of money lent by members to the Company shall not exceed the lowest rate paid for the time being by the Commonwealth Bank of Australia in respect of term deposits for a comparable amount of money and term.
- 10.4 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two Directors or in such other manner as the Board from time to time determines.

### **11. PROCEEDINGS OF THE BOARD OF DIRECTORS**

- 11.1 The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit.
- 11.2 Subject to these Regulations, questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of the Directors present shall for all purposes be deemed a determination of the Directors. In case of an equality of votes the Chairman shall have a casting vote.
- 11.3 The quorum necessary for the transaction of the business of the Board shall be a majority of the total number of Directors from time to time, or such greater number as may be fixed by the Board.
- 11.4 The continuing Directors may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by these Regulations as the quorum of the Board, the continuing Directors may act for the purpose of increasing the number of Directors to that number or of summoning a General Meeting of the Company, but for no other purpose.

## **REGULATIONS**

- 11.5 The President shall preside as Chairman at every meeting of the Board, 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 shall be Chairman, or if the Vice-President is not present at the meeting then the Directors may choose one of their number to be Chairman at the meeting.
- 11.6 The Board may delegate any of its powers and or functions (not being duties imposed on the board as the directors of the Company by the Corporations Act or the general law) to one or more committees consisting of such member or members of the Company as the Board thinks fit. Any committee so formed shall conform to any regulation that may be imposed by the Board and subject thereto shall have power to co-opt any member or members of the Company and all members of such committee shall have one vote.
- 11.7 The Board may appoint one or more advisory committees consisting of such members of the Board and such other members as the Board thinks fit. Such advisory committees shall act in an advisory capacity only. They shall conform to any regulations that may be given by the Board and, subject thereto, shall have power to co-opt other members and all members of such advisory boards shall have one vote.
- 11.8 Every committee or advisory committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the Chairman shall have a casting vote.
- 11.9 All acts done by any meeting of the Board, of a committee or by any Director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Board, committee or Director, or that the Directors or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director or committee member.
- 11.10 A resolution in writing signed by all Directors and agreed to by a majority of them shall be as valid and effectual as if it has been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more directors.

### **12. SECRETARY**

The Secretary shall in accordance with the Corporations Act be appointed by the Board for such term and upon such conditions as it thinks fit, and any Secretary so appointed may be removed by it. Nothing herein shall prevent the Board from appointing a member as Honorary Secretary and any member so appointed shall forthwith become an Office-Bearer of the Company.

### **13. ACCOUNTS, AUDIT & NOTICES TO MEMBERS**

- 13.1 The Board shall cause proper accounting and other records to be kept and shall distribute copies of every profit and loss account and balance-sheet (including every document required by law to be attached thereto) accompanied by a copy of the Auditors report thereon as required by the Corporations Act, PROVIDED, however, that the Board shall cause to be made out and laid before each Annual General Meeting a balance-sheet and profit and loss account made up to a date not more than five months before the date of the meeting.

## **REGULATIONS**

- 13.2 The Board shall from time to time determine in accordance with clause 10 of the Constitution at what times and places and under what conditions or regulations the accounting and other records of the Company shall be open to the inspection of members.
- 13.3 A properly qualified Auditor or Auditors shall be appointed and their duties regulated in accordance with the Corporations Act.
- 13.4 Subject to clause 6.4, any notice required by law or by or under these Regulations to be given to any member shall be given by sending it by post to them at their registered address, or to the address, if any, supplied by them for the giving of notices, including an electronic address.
- 13.5 Notice of every General Meeting shall be given in any manner herein before authorised to the Auditor or Auditors for the time being of the Company, and to every member entitled to cast a vote except those members for whom the Company has no registered address or an address for the giving of notices to them. No other person shall be entitled to receive notices of General Meetings.

### **14. WINDING UP**

The provisions of clause 10 of the Constitution relating to the winding-up or dissolution of the Company shall have effect and be observed as if the same were repeated in these Regulations.

### **15. INDEMNITY AND INSURANCE**

Every officer or auditor of the Company shall be indemnified against liability to third parties incurred by him or her in good faith in his or her capacity as officer or auditor to the extent permissible by law. Such indemnity includes a liability for costs and expenses incurred by the officer or auditor in defending proceedings, civil or criminal, in which judgement is given in favour of the officer or auditor or in connection with an application in relation to such proceedings in which the Court grants relief to the officer or auditor under the Corporations Act.

The Company shall effect and maintain directors and officers insurance for the benefit of each Director and Office-Bearer.

### **16. ADDITIONAL PROVISIONS TO REGULATIONS**

The By Laws are set out in Schedule 1 hereto. The Board of Directors may at any time propose a set of By Laws pertaining to the day to day management of the Company.

These By Laws will be put to a General Meeting and if passed by a majority of at least 75% of the members present in person or by proxy shall be binding on all members.

The By Laws may subsequently be varied or deleted by the same majority at a meeting of the members provided that not less than twenty-one days notice has been given to the members of the proposed amendments to the By Laws to be voted upon at that meeting.

Where there is any inconsistency between the provisions of this Constitution, The Regulations and the By-Laws and the Corporations Act and any associated regulations the provisions of the Corporations Act and associated regulations shall prevail.

## **SCHEDULE 1 OF THE CONSTITUTION**

### **CAREEL BAY TENNIS CLUB BY-LAWS**

**16<sup>th</sup> September 2012**

1. Membership
2. Termination or Suspension of Membership
3. Membership Subscriptions
4. Calls
5. Receipts and Disbursements
6. The Committee (including Office Bearers)
7. Powers and Duties of the Committee – Management Committee
8. Meetings
9. Competition Tennis
10. Honorarium
11. Dress
12. Club Colours
13. Conduct
14. Social Tennis Playing Times

**BY-LAWS**  
**OF**  
**CAREEL BAY TENNIS CLUB**

**16<sup>th</sup> September 2012**

**1. MEMBERSHIP**

- 1.1 The number of persons able to become members of the Club is currently restricted to 220 based on court capacity and attendance experience, but the Management Committee may increase this number from time to time by a majority of members voting in favour at a General Meeting.
- 1.2 Membership of the Careel Bay Tennis Club shall be open to any person of adequate tennis standard and potential who meets general requirements of the Management Committee.
- 1.3 The Management Committee shall have the right to determine the standard required and to reject any application or membership on any grounds whatsoever.
- 1.4 Membership fees shall be determined from time to time by the Management Committee and are due and payable on the 1st of January of each year.
- 1.5 A member may resign from the Club at any time by giving notice in writing to the Secretary.
- 1.6 Members of the Club shall be comprised of the following categories determined as at 1st January of that year:
  - 1.6.1 Ordinary members are over 18 years
  - 1.6.2 Life Members
  - 1.6.3 Junior members are under 18 years
- 1.7 All candidates for membership (other than Life Members) shall submit an application for membership in writing to the Secretary in such form as the Management Committee may from time to time determine.
- 1.8 Candidates for membership will be required to present themselves at the courts for trial on an occasion determined by the Management Committee, so that their standard can be assessed by the Selection Committee.
- 1.9 Applications for membership shall be considered by the Management Committee in order of receipt, and the Management Committee shall decide whether or not a candidate shall be accepted for membership.
- 1.10 If without leave of absence any member fails to participate in club tennis activities during organised club playing times (as set out in the By-Laws) at least twice in any period of twelve months, that member may be asked to offer an explanation to the Management Committee.

## **BY-LAWS**

- 1.11 A candidate accepted for Ordinary membership shall on payment of a fee and subscription for the current year, and any member transferred to Ordinary membership shall on payment of any difference in subscription therefore and the subscriptions paid for the current year, become entitled for that year to all the rights and privileges of being an Ordinary member of the club. In case of hardship, fee payment may be paid by instalments at the Management Committee's discretion.
- 1.12 A candidate accepted for Junior membership shall on payment of subscription, be entitled to all rights and privileges as determined by these By-Laws, but is ineligible to vote at a General Meeting.
- 1.13 A person who has rendered excellent service to the Club for a period of at least ten (10) years may be elected as a Life Member by resolution duly passed by three-quarters of the members whether present in person or by proxy at an Annual General Meeting provided that such person shall be first nominated by the Management Committee and notice of such nomination shall have been given in the notice convening the meeting.
- 1.14 Not more than one (1) person may be elected as a Life Member in any one (1) calendar year.
- 1.15 Life Members shall be exempt from the payment of subscriptions but shall be subject in every other way to these By-Laws, Constitution and Regulations.
- 1.16 Life Members shall have all the rights and privileges of a financial Ordinary member including the right to vote at General Meetings of the Company.
- 1.17 The Secretary shall keep a register of persons being members of the Club showing full name and address, date of birth, telephone number, membership category and date of joining as a member.
- 1.18 The register shall be available for inspection and copying by any member, the auditor, any person authorised by the General Manager of Pittwater Council, or such other person as the Executive Committee may think fit. The register shall be available for inspection at each General Meeting of the Club.
- 1.19 A member shall notify the Secretary of any change of postal address and electronic address.

### **2. TERMINATION OR SUSPENSION OF MEMBERSHIP**

- 2.1 If in the opinion of the Committee, any member who has failed to observe any provision of the By-Laws, Constitution and Regulations or has acted in a manner prejudicial or detrimental to the interest of the Club, the Management Committee may require such member by written notice to appear before the Management Committee at a specified and reasonable time and date to show cause why he or she should not have his or her membership suspended or terminated for such alleged failure or act, details of which shall be set forth in the notice.
- 2.2 At the specified time and date, such member may attend and be heard with any one witness in explanation or defence. If such member does not attend at the specified time and date, the Management Committee may nevertheless consider the matter in the member's absence.
- 2.3 The Management Committee shall duly inform such member in writing as to its decision, but shall not be required to give any reason for the decision in regard to 2.1 and 2.2.



## **BY-LAWS**

- 2.4 Any member whose membership has been suspended, shall be barred from enjoying any of the rights and privileges of membership for the duration of the period of suspension but nevertheless shall remain liable during such period to observe the By-Laws, Constitution and Regulations including the due payment of subscriptions.
- 2.5 Any member whose membership has been terminated, shall cease to be a member and lose all his or her rights and privileges as a member.
- 2.6 Any member whose membership has been suspended or terminated shall have no right or claim whatsoever against the Management Committee or the Club for wrongful suspension or termination by the Management Committee even if the decision of the Management Committee is modified, reversed or upset by a special general meeting or otherwise and any such member shall have no claim whatsoever for a refund of subscription.

### **3. MEMBERSHIP SUBSCRIPTIONS**

- 3.1 Membership subscriptions to the Club shall be due and payable by each member annually on the first day of January.
- 3.2 The amount of the subscription and joining fee for membership shall be such sum as shall be determined by the Management Committee from time to time.
- 3.3 Any member two calendar months in arrears in the payment of subscriptions shall be deemed to be unfinancial and his or her rights and privileges as a member (including the right to participate in the activities of the Club) may be suspended.
- 3.4 Notwithstanding Clause (3.3) if a member suspended has not paid the arrears of subscription to the Treasurer within 14 days of receipt of a notice of arrears from the Treasurer, the Management Committee may (irrespective of any subsequent tender or payment of such subscriptions) remove such member's name from the register of members and thereby terminate his or her membership.
- 3.5 Any member becoming unfinancial may reapply for membership and if accepted no joining fee is applicable.

### **4. CALLS**

- 4.1 The Management Committee may make calls for funds on the members of the Club (other than junior members) subject to the approval and the amount of the Call being given by a General Meeting duly convened for such purpose.
- 4.2 Approval of a Call shall require a three quarter majority of the financial ordinary members present in person or by proxy.
- 4.3 Forms of proxy shall be sent to the members with the notice of such General Meeting.

### **5. RECEIPTS AND DISBURSEMENTS**

- 5.1 Subject to the By-Laws, Constitution and Regulations, all Club monies, funds assets and other property of the Club, shall be under the control of the Management Committee.

## **BY-LAWS**

- 5.2 The Treasurer shall collect subscriptions, joining fees (if any) and other monies due and owing to the Club.
- 5.3 All monies received by or on behalf of the Club, shall be paid as soon as possible after receipt to the credit of such bank account or accounts in the name of the Club with such bank or financial institutions as may from time to time be determined by the Management Committee.
- 5.4 All such bank accounts shall be operated by two (2) Office Bearers. Any two (2) of them may endorse payments.
- 5.5 No liability on behalf of the Club shall be incurred without the prior authority of the Management Committee.
- 5.6 No account shall be paid unless passed for payment by the Management Committee and all accounts so passed shall be recorded in the minutes for the relevant meeting except that in the case of any continuing liability which requires regular payment of a certain amount (including payments in connection with any building loan or the payment of rent). Such payments may be made as and when due if general authority in relation thereto has been given by the Management Committee and if such general authority has not been revoked. In the event that an account requires payment prior to the Management Committee meeting a majority of the members of the Executive Committee can authorise the payment and such payment shall be reported to the next meeting of the Management Committee.

### **6. THE COMMITTEE – (INCLUDING OFFICE BEARERS)**

- 6.1 The Office Bearers of the Club shall be elected at the Annual General Meeting and consist of President, Vice-President, Treasurer, Club Captain, Secretary and up to (4) four other members of the Club who shall be called Ordinary Committee Members. The Secretary will be appointed by the Management Committee after considering the person nominated by members at the Annual General Meeting.
- 6.2 The Executive Committee will comprise the President, Vice-President, Treasurer, Secretary and Club Captain.
- 6.3 The Management Committee shall consist of all Office Bearers who shall be elected and act in an honorary capacity.
- 6.4 Sub-Committees may be appointed by the Management Committee or elected by members at the Annual General Meeting, provided that no more than three members of the Management Committee may be appointed to the Selection Committee.
- 6.5 The respective duties of the Office Bearers shall include the following:
  - 6.5.1 The President shall preside at all meetings, and as the Chief Executive Officer shall be responsible for the implementation of the policy and objectives of the Club in accordance with the Constitution and Regulations and these By-Laws and with decisions of the Management Committee, subject to any limitations imposed by the directions of the members in General Meeting;
  - 6.5.2 The Vice-President shall preside at all meetings in the absence of the President and otherwise deputise for the President

## BY-LAWS

- 6.5.3 The Secretary shall administer all records, correspondence and notice of meetings as directed, and shall maintain a register of all members of the Club;
- 6.5.4 The Treasurer shall be responsible for the receipt, disbursement and reconciliation of all monies of the Club, the banking of the same and the preparation of monthly and annual statements of accounts and annual balance sheet; and
- 6.5.5 The Club Captain shall be responsible for the supervision of the tennis playing activities of members during Club playing times (as set forth in the By-Laws) including such activities as:
- (i) social tennis
  - (ii) intra club competitions, tournaments and championships
  - (iii) inter club competitions.

He or she shall head the Selection Committee.

- 6.6 The Executive Committee, subject to the final control and direction of the Management Committee, may deal with any matter of urgency which may require decision or action prior to the next scheduled meeting of the Management Committee, provided that all matters of major importance should whenever possible be referred to the Management Committee and provided further that all matters so dealt with by the Executive Committee shall be reported fully to such next meeting of the Management Committee.
- 6.7 The Management Committee shall have power at any time, and from time to time to appoint any member to the Management Committee, either to fill a casual vacancy or as an addition to the existing Office Bearers or other members of the Management Committee but so that the total number of Office Bearers or the members of the Management Committee shall not at any time exceed the number fixed in accordance with the Constitution and Regulations. Any Office Bearer or other member of the Management Committee so appointed shall hold office only until the next following Annual General Meeting.
- 6.8 The Club may by ordinary resolution of which special notice has been given remove any Office Bearers or other member of the Management Committee before the expiration of his or her period of office and may by an ordinary resolution appoint another person in his or her stead; the following person so appointed shall hold office only until the next following Annual General Meeting.
- 6.9 The office of a member of the Management Committee shall become vacant if a member:
- 6.9.1 resigns by letter to the Secretary;
  - 6.9.2 becomes ineligible to be a Director under the Corporations Act;
  - 6.9.3 for more than three (3) consecutive meetings is absent without the permission of the Management Committee from meetings of the Management Committee held during that period;
  - 6.9.4 holds any office of profit under the Club;
  - 6.9.5 ceases to be a member of the Club;

## **BY-LAWS**

6.9.6 is directly or indirectly interested in any contract or proposed contract with the Club. Provided always that nothing in this paragraph shall affect the operation of the processes of the Regulations or By Laws of the Club.

### **7. POWERS AND DUTIES OF THE MANAGEMENT COMMITTEE**

- 7.1 The Management Committee shall meet on at least ten (10) occasions per year and at such other times as may be deemed necessary.
- 7.2 The Management Committee shall exercise all the powers especially when conferred upon it by these rules:
- 7.2.1 To manage and control the affairs of the Club and to give direction to the officials and members of the Club;
  - 7.2.2 To call General Meetings and Annual Meetings;
  - 7.2.3 To amend the Rules of the Club;
  - 7.2.4 To terminate any membership, if it is considered to be in the best interests of the Club.
- 7.3 The Management Committee may have powers to appoint Sub-Committees or have Committees elected at the Annual General Meeting with such duties as shall be specified, to consider and report to the Management Committee, may appoint any financial member of the Club to be a member of any Sub-Committee with the Office Bearers and Committee Members be ex-officio members of all Sub-Committees. All Sub-Committees shall report regularly to the Management Committee of their deliberations or recommendations.
- 7.4 Five (5) Directors shall form a quorum and if a quorum is not present within 30 minutes from the time appointed for its commencement, such meeting shall stand adjourned to the same day in the next week at the same place and time, if that day be a public holiday, and if a quorum is not present within 30 minutes of the time appointed the Directors present shall form a quorum competent to transact any business of which the first meeting was convened.
- 7.5 All acts done by any meeting of the Management Committee or of a Sub-Committee or by any person acting as a member of the Management Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Committee or person acting as aforesaid, or that the members of the Committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Committee.
- 7.6 A person may not serve on the Executive Committee in any one capacity for any more than three (3) consecutive years and for no more than a total of four (4) consecutive years. A committee member can only be elected for another term outside the term in this clause if agreed to by members at the AGM.
- 7.7 No member of the Management Committee shall be appointed to any salaried office of the Club or any office of the Club paid by fees. Out of pocket expenses, will be repaid.

## **BY-LAWS**

- 7.7.1 At each Annual General Meeting, the Office Bearers and the Committee Members (who shall each be an adult member) shall be elected from amongst the financial members of the Club and shall subject to Clause 6.9 hold office until the conclusion of the succeeding Annual General Meeting or in the case of Office Bearers until a successor is appointed in his or her stead;
- 7.7.2 The election of Office Bearers shall be held separately but the election of the four (4) Committee Members may be held collectively.

### **8. MEETINGS**

- 8.1 For Management Committee meetings and other meetings a typical agenda would be:
- 8.1.1 Opening (President)
  - 8.1.2 Apologies (Secretary)
  - 8.1.3 Minutes of previous meeting (Secretary)
  - 8.1.4 Business arising out of minutes
  - 8.1.5 Correspondence inward (Secretary)
  - 8.1.6 Correspondence outward (Secretary)
  - 8.1.7 Business arising out of correspondence
  - 8.1.8 President's report (President)
  - 8.1.9 Treasurer's report (Treasurer)
  - 8.1.10 Accounts for payment (Treasurer)
  - 8.1.11 Club Captain's report (Club Captain)
  - 8.1.12 Tennis Northern Beaches Association Delegate's report
  - 8.1.13 Reports from Sub-Committees:
    - Social
    - Works
    - Editorial
  - 8.1.14 Motions on Notice (Secretary)
  - 8.1.15 General business
  - 8.1.16 Notice of motions
  - 8.1.17 Date and place of next meeting (President)
  - 8.1.18 Close meeting (President)

## **BY-LAWS**

### **9. COMPETITION TENNIS**

- 9.1 The Careel Bay Tennis Club shall nominate teams to compete in the Tennis Northern Beaches Competitions.
- 9.2 Nominations will be called from members by the Club Captain by a notice placed on the Club notice board. This notice will state closing dates and competitions.
- 9.3 Nominations are to be placed on the notice board as directed by the Club Captain. Fees are to be paid to the Team Captain before the second match of the Competition.
- 9.4 Teams will be selected by the Selection Committee but subject to ratification by the Management Committee.
- 9.5 Persons who withdraw from a team will disqualify themselves for selection in the next competition and must pay the prescribed competition fee.
- 9.6 The Selection Committee, when selecting teams, will nominate a Captain for each team for the first match in the competition. The Captain must then by the completion of the first match declare the Captaincy open and the team is to select a Captain for the remainder of the competition.
- 9.7 Team Captains are responsible for the conduct of their teams during the competition and are to supply the Club Captain and Tennis Northern Beaches with the details of the team's results as required by the Club Captain at the conclusion of the competition.

### **10. HONORARIUM**

- 10.1 An honorarium is to be paid to all members of the Management Committee for out of pocket expenses to be the equivalent of the Annual Subscription for that year.

### **11. DRESS**

- 11.1 Members playing during Club playing times must at all times be attired in recognised tennis apparel and approved tennis shoes.

### **12. CLUB COLOURS**

- 12.1 The Club colours are dark blue, light blue and white.
- 12.2 The Club logo design is:



### **13. CONDUCT**

- 13.1 Members are expected to conform to reasonable codes of behavior and sportsmanship both on and off the court. Members breaching this rule may be asked to appear before the Management Committee.

## BY-LAWS

### 14. SOCIAL TENNIS

#### 14.1 Playing Times

##### 14.1.1 Non controlled play:

Court allocation and times for non controlled play are at the discretion of the Management Committee. The maximum number of hours allocated for non controlled play is thirty (30) hours per week, any increase in the number of hours for non controlled play must be agreed by members at an AGM. Junior development courts are allocated at the discretion of the Management Committee.

##### 14.1.2 Controlled play – weekends and public holidays

###### (a) During competition period

Saturday	Courts 2,4 and 5	1.00pm – 6.00pm
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Two (2) courts only are made available to our competition teams during competition season.

Sunday	Courts 1, 2, 3, 4 and 5	1.00pm – 6.00pm
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###### (b) During non-competition period

Saturday	Courts 1, 2, 3, 4 and 5	1.00pm – 6.00pm
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Sunday	Courts 1, 2, 3, 4 and 5	1.00pm – 6.00pm
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Public Holidays	As per Sunday times	
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The above times are for non daylight saving time, during daylight saving times the starting time will be 2.00pm to 6pm in all cases.

14.2 All members are invited to play in Club times. Members wishing to play outside Club playing times must pay the casual public hiring fee.

14.3 During Saturday, Sunday and Public Holiday afternoon sessions organisation will be under the direction of the Club Captain or his or her delegate (Captain of the Day). Singles will not be permitted while other members are waiting during any Club time period. Generally eight (8) game sets will be played.

14.4 During Club times as in 14.1.2 each member must ensure their name is placed on the social tennis board upon arrival and removed by the member after playing their last set.

14.5 Visitors must be accompanied by a member who is to ensure the visitor's playing fee per attendance is paid. Visitors are limited to six (6) visits per year unless otherwise determined by the Management Committee.

14.6 Only the Club Captain or Captain of the Day is authorised to select sets.

14.7 Any complaints concerning social or competition tennis should be directed to the Club Captain at an appropriate time and/or in writing.