

CONSTITUTION
Of
MANLY LAWN TENNIS CLUB LIMITED
As amended at the AGM 25th Nov, 2023

CORPORATIONS ACT 2001
A Company limited by guarantee
and not having a share capital

PRELIMINARY

1. In this Constitution unless there be something in the subject or context inconsistent therewith:-

“The Club” means the above named Company.

“The Club Notice Board” means a board designated as such within the Club premises on which notices for the information of members are posted.

“The Committee” means the Management Committee of the Club, and the Directors. The President, Honorary Secretary, Honorary Treasurer and the two Vice-Presidents are the Directors of the Club within the meaning of the Act.

“The Office” means the registered office for the time being of the Club.

“Officer” means any person elected to the Management Committee of the Club and includes Trustees, President, Vice-Presidents, Honorary Secretary, Honorary Treasurer, Club Captain, Assistant Club Captain Social Secretary, Assistant Honorary Secretary/Treasurer, and any other members of the Committee who may be elected to office in accordance with these Clauses but does not include the Auditor.

“Ordinary Members” are those members so specified in this Constitution as such and are the only members entitled to attend and vote at General Meetings

“Financial Member” means a member who has paid the joining fee for membership to the Club and the membership fee within 30 days of the due date for payment or within such further time as the Committee shall in respect of any member or members allow and shall have paid all other

monies due by him to the Club within fourteen days after formal demand has been made therefore in pursuance of a resolution of the Committee.

“The Register” means the Register of Members to be kept pursuant to the Act.

“The Act” means the Corporations Act 2001. When any provision of the Act is referred to the reference is to that provision as modified by any law for the time being in force. Unless the contrary intention appears expressions defined in the Act or any modifications thereof made by any law in force on the date on which these regulations become binding on the Club shall have the meaning so defined.

“Special Resolution” has the meaning assigned thereto by the Act.

“Secretary” includes Acting Secretary, Honorary Secretary or Acting Honorary Secretary.

“Month” means calendar month.

“In writing” and **“written”** include printing typing lithography and other modes of representing or reproducing words in visible form in the English language whether in hard copy or transmitted by electronic means.

“By-Laws” shall mean and include Rules enacted by the Committee or by the members in General Meeting. By-Laws remain in force until rescinded or amended as determined by the Committee of the day.

2. Words importing the singular number also include the plural and vice versa and masculine and feminine and vice versa. Words importing persons include corporations.

MEMBERS

3. Members of the Club include all those persons who have been elected to a class of membership as specified in this Constitution who have fulfilled their financial obligations according to this Constitution and who are entered in the Register of Members according to their class of membership and they shall be deemed to have read a copy of the Constitution and By-Laws of the Club and to be bound thereby.
4. The ‘nominal’ number of all classes of playing members of the Club is 300 and the Committee may from time to time increase or reduce the number of members.

5. Membership of the Club shall consist of:-

PLAYING MEMBERS

Classes of Ordinary Members-

Full Playing Members

Intermediate Members

Life Members

Veteran Members

Overseas/Interstate members

Junior/Student members under 21 by Sept. 30th

Restricted Members

Classes of Other Members-

Sponsored Members

Honorary Members

NON-PLAYING MEMBERS

Social Members

Full Playing Members are entitled to the full use of the tennis facilities available to the Club together with the amenities of the Clubhouse and the grounds, subject to agreements reached between the Committee and the Club Professional.

Intermediate Members

Players between the age of 21 and 30 years of age as at the beginning of the Club's fiscal year

Honorary Life Members are entitled to the same facilities and amenities as Full Playing Members.

Veteran Members are entitled to the same facilities and amenities as Full Playing Members.

Restricted Members are entitled to the use of courts on restricted days and times as determined by the Committee from time to time and full use of the Clubhouse.

Sponsored Members are those male or female persons who by virtue of their playing ability contribute to the Club by being selected to play in the Club's Premier Division team in the Tennis Sydney or such other equivalent competition. Persons so selected are entitled to Club membership for one calendar year only and are expected to support the Club in its various activities in return for their membership which is given to the respective players for a nominal subscription. Conditions for selection are as determined by the members in General Meeting, but the Committee may exercise its sole discretion whether or not to select any persons who may comply with the selection requirements.

Honorary Members are those persons specified in Clause 21 and who are not required to pay a membership subscription.

Overseas/Interstate Members are those persons, subject to Committee validation, whose permanent address is interstate or overseas who are assigned to work or are holidaying in Sydney for a period of not less than two months and who otherwise qualify for membership. Membership fees are to be paid annually.

Junior/Student Members are those persons in full-time study of age not exceeding 20 years at the beginning of the Club's fiscal year. The Committee shall determine the conditions of play and the availability of the Club's amenities applicable to this class of member.

Social Members are those persons who are not eligible to play tennis but who wish to use the facilities of the Clubhouse and the grounds other than the tennis courts and participate in the social activities promoted by the Club.

While Social Members are not accorded playing privileges, they can, if invited by an Ordinary Member, play as a visitor up to six times per financial year upon payment of the appropriate visitor's fee. Social members are encouraged to apply for playing membership, by completing an application form as per Clause 9 of the Constitution, and, if accepted by the Committee paying the joining and annual membership fees.

The members may add new or delete existing membership classes by resolution at a General Meeting requiring a simple majority of those present and entitled to vote.

6. (a) No person shall be admitted to membership of the Club unless and until he has signed an Application for Membership in the form prescribed by the Committee.
- (b) The Committee has the authority to decline an application for membership or change the membership class of a member and is under no obligation to assign any reason for its decision."

ELECTION OF MEMBERS

7. The election of members shall be by the Committee at a meeting duly convened and a record shall be kept by the Secretary of the names of the members present and voting at such meetings. The Committee shall have the power to make By-Laws regulating all matters in connection with the election of members not otherwise provided by this Constitution.
8. Subject to Clause 7 any member of more than three months standing desiring to nominate a person for membership in accordance with Clause 6 (hereinafter called "the nominee") shall fill in a Nomination Form as

a proposer and shall obtain a seconder of similar standing in respect of such nominee.

9. The Nomination Form shall set out the full name address and occupation of the nominee and shall be in the form and containing such particulars as are from time to time prescribed by Section 90 of the Liquor Act 2007 and shall be signed by the proposer and seconder and the nominee. The Nomination Form shall be lodged with the Secretary of the Club who shall forthwith cause the same to be exhibited in a conspicuous place on the Club's Notice Board for a continuous period of not less than two weeks. A prospective member shall be introduced to at least two members of the Committee prior to his application being dealt with.
10. No election of a nominee to membership of the Club shall take place until at least fourteen days shall have expired from the date of the posting of his Nomination Form on the Club Notice Board and the nominee has satisfied the Committee that he is a person of good character and is of sufficient playing standard to meet criteria set by the Committee.
11. The Committee may on the written application of a member transfer that member from any class of playing membership to another class of playing membership. Any member so transferred shall not be entitled to any refund or reduction of any joining fee or membership fee paid by or payable by him for the then financial year. The Committee may reinstate him to his original class of membership without any such election as is prescribed in Clause 7 provided that such member is then eligible as a member of that class.
12. The joining fee (if any) and first membership fee which a nominee must pay must be lodged with the Secretary not later than twenty-one days from the date of election of such nominee as a member. The nominee upon election shall become a member of the Club and will be bound by the Constitution and By-Laws of the Club. The Secretary shall forthwith advise such nominee of his election and class of membership for which he has been elected and shall also advise he is bound by the Constitution and By-Laws of the Club.
13. Any nominee elected to any class of membership except an Overseas/Interstate Member during the term of a financial year shall in respect of that period pay a full joining fee and an annual membership fee pro-rated for each quarter or part thereof remaining for the current financial year.
14. The joining fees, annual membership fees or charges payable by members of the Club in respect of each class of membership shall be such as the Committee may determine from time to time provided that no variation shall be greater than ten percent per annum unless otherwise prescribed by members in the form of a specific resolution carried by a

simple majority at a properly constituted General Meeting in accordance with this Constitution. The establishment of new membership classes and the fees pertaining thereto requires the approval by simple majority of members in General meeting.

15. Membership fees shall be paid in advance. Annual membership fee shall be due for payment on the first day of September in each year. If overdue by one month or more, the joining fee must be paid to re-activate membership. Members whose fees are overdue may not participate in any Club activities.
16. If the membership fee of any member shall not be paid within a period of 30 days from the date upon which it shall fall due for payment the Secretary shall give to the member in default fourteen days written notice within which such membership fee must be paid and if the same shall not have been paid within the time limited by such notice the defaulting member shall be debarred from all privileges of membership and their name shall be removed from the register of members by the Committee and they shall be disqualified by the Committee from all competitions in which he is participating. Members desirous of being selected in a competition team must be financial prior to selection and extending for the duration of the competition.

PATRON

17. Patrons may be appointed from time to time by the members in General Meeting and they shall thereupon be deemed to be Honorary Members of the Club.

HONORARY LIFE MEMBERS

18. Any Ordinary Member who has rendered long or meritorious service to the Club may on account of service or for any other commendable reason be elected at any General Meeting an Honorary Life Member of the Club provided the Committee has recommended such nomination. The nomination shall be considered as a special resolution and shall be voted on as such.

VETERAN MEMBERS

19. Members who have maintained continuous membership of the Club for a period of forty (40) years shall be entitled to continuing membership at a membership fee of half the full playing membership fee and those

attaining fifty (50) years shall be entitled to continuing membership free of annual membership fees.

HONORARY MEMBERS

20. The following may at the discretion of the Committee be made Honorary Members of the Club:-
 - (a) The Patron or Patrons for the time being.
 - (b) An interstate or overseas visitor to the club who otherwise complies with the requirements of the Act
 - (c) Any prominent citizen visiting the Club for some special occasion.
 - (d) A Life Member elected in accordance with Clause 18.
 - (e) Competitors in any competition tournament or games staged by the Club on its courts or its premises for the day or days of such competition only.
21. An Honorary Member (other than a Life Member) shall be entitled only to the social privileges of the Club and to play such games recreations and pastimes as determined by or on the invitation of the Committee from time to time.
22. Honorary Members only shall be relieved of any obligation or liability with respect to the payment of joining fees and/or membership fees provided such honorary membership shall be for no greater period than one month with the exception of the Patron, whose tenure extends for the period of holding that office.
23. Honorary Members granted playing rights attaching to participation in competitions, tournaments and suchlike shall not be required to sign a Visitors' Book. Their name entered onto an entry form, draw, or score sheet shall be deemed to be sufficient compliance with the Act, otherwise the Secretary shall keep appropriate records of the names and addresses of all other temporary Honorary Members. Such record shall specify the occasion or period in respect of which such honorary membership is granted.
24. Honorary Members are obligated to comply with the By-Laws and any reasonable direction of an officer of the Club.
The Committee shall have the power to cancel the membership of any Honorary Member without notice and without assigning any reason therefore.

JUNIOR AND STUDENT MEMBERS

(Under age 21 as of September 30 of the relevant financial year)

25. (a) Any person over the age of twelve years and under twenty-one years of age may be admitted as a Junior/Student Member.
- (b) Junior and Student Members shall have such privileges and be subject to such conditions and restrictions as the Committee may from time to time impose. No joining fee is required for this membership class.
- (c) Junior members under the age of 18 shall not participate in the management of the Club nor be entitled to vote at meetings and shall be subject to any limitations imposed by the Registered Clubs Act.

SOCIAL MEMBERS

26. A Social Member shall mean a member who is not entitled to play tennis and who having been elected a Social Member pays the annual membership fee provided in these Clauses and/or established by the Committee. A Social member shall be entitled only to the social privileges of the Club. A Social Member shall not be entitled to vote at meetings called in accordance with this Constitution, nor participate in the Management of the Club.

PROVISIONAL STATUS

27. The Committee in its sole discretion may elect a member to the class of membership applied for but require that member to serve a provisional period not exceeding three (3) months. At the completion of the provisional period the Committee shall either revoke the membership or conclude the provisional status, or otherwise the provisionally elected member may seek an annulment of his election to membership. In any case if the provisional member does not proceed with membership, any joining fee and/or membership fee paid in advance shall be refunded and neither party shall have any additional claim upon the other.

ADDRESS AND CONTACT DETAILS OF MEMBERS

28. Members shall from time to time promptly communicate to the Secretary of the Club any change of address, communication details or any other data reasonably required to permit the effective administration of the Club.

Any data so collected and entered onto a file shall be available for contact purposes of the Club and its members but shall remain private with the express written instruction of any member or otherwise as required by law.

A Club membership list providing each member's name, membership class and contact details (email address and telephone numbers) will be maintained/updated by the Secretary and provided to any member requesting it. The current list will be included in the Annual Report. If a member does not wish their contact details to be made available they must notify the Secretary.

RESIGNATION

29. (a) A member may at any time by giving notice in writing to the Secretary resign his membership from the Club but shall continue liable for any annual membership fee and all arrears thereof due and unpaid at the date of his resignation. One calendar month's notice of Resignation must be given at the commencement of any financial year otherwise such member shall be and remain liable for the current year's membership fee. Upon resignation and being in financial arrears, a member shall be refused a clearance to join another Club and the relevant authorities shall be notified of his default. On payment of the full amount of defaulted monies, any authorities notified re the default shall be promptly advised of the clearing payment.
- (b) Should any member who has paid a joining fee resign or have his membership terminated in accordance with Clauses 16 or 31 and subsequently apply for membership and be re-elected as a member of the Club, he shall be required to pay a joining fee in accordance with the provisions of Clause 14.

DISCIPLINARY PROCEEDINGS

30. If a member shall wilfully refuse or neglect to comply with any of the provisions of the Constitution of the Club or the By-Laws thereof or be in the opinion of the Committee guilty of any conduct prejudicial to the interests of the Club or be guilty of conduct which in the opinion of the Committee is unbecoming of a member or which shall render the member unfit for membership, the Committee shall have the power to fine, reprimand, suspend for such period it considers fit, expel or accept the resignation of such member and to remove the person's name from the Register of Members provided that:
- a. Such member shall be notified of any charge against the member pursuant to this Constitution by notice in writing by a prepaid letter posted to his or her last known address at least 14 days clear before the meeting of the Committee at which

- such charge is to be heard. The notice shall set out the facts, matters and circumstances giving rise to the charge.
- b. The member charged shall be entitled to attend the hearing for the purpose of answering the charge or may answer the charge in writing.
 - c. The voting by the members of the Committee present at such meeting shall be by secret ballot and no resolution by the Committee to fine, reprimand, suspend or expel a member shall be deemed to be passed unless two-thirds of the members of the Committee present vote in favour of such resolution.
 - d. If the member fails to attend such meeting the charge may be heard and dealt with and the Committee may decide on the evidence before it, the member's absence notwithstanding, but having regard to any representations made to it in writing by the member charged.
 - e. Any decision of the Committee at such hearing or any adjournment thereof shall be final and the Committee shall not be required to assign any reason for its decision. No appeal whatsoever shall lie from a decision of the Committee pursuant to this Constitution and any member reprimanded, suspended, or expelled pursuant to this Rule shall have no right of action whether at law or in equity or other remedy whatsoever against the Club or Committee or any member thereof by reason of such reprimand, suspension, or expulsion, or by reason of any act done or notice given prior to, consequent on, or incidental to the same.
 - f. In the event that a notice of charge is issued to a member pursuant to Clause 30(a), the Committee shall have the power to immediately suspend that member from all privileges of the Club until the charge is heard and determined. Notice of an immediate suspension imposed by the Committee on a member shall be notified in writing to that member.

CESSATION OF MEMBERSHIP

31. Every person ceasing to be a member of the Club shall forfeit all rights to or claim upon the Club which he would have by reason of membership and in no case is membership transferable.

VISITORS

32. (a) A visitor accompanied by a member may on his name being duly entered in the Visitors' Book have the use of the Club amenities up to six times per year. No member shall introduce a visitor or visitors more frequently than may be provided by By-Law.

(b) Members shall be responsible for the conduct of any visitors they may introduce to the Club.

(c) The Committee shall have power to make By-Laws from time to time regulating visitors to the Club.

(d) Visitors to the Club must be signed in according to NSW liquor laws.

(e) Any Ordinary or Honorary Life Member may invite a visitor to play tennis on the playing area provided that such member gives the Secretary requisite notice as provided for by By-Law. No visitor shall be entitled to play more frequently than that specified in the By-Laws. The member shall be responsible for the payment of a visitor's fee as provided by the By-Law prior to commencement of play and shall be responsible for the visitor's conduct on the day. The Committee or its representative shall have the power to restrict or refuse permission in any case or on any day without giving any reason.

COMMITTEE

- 33 Subject as herein provided the business and general affairs of the Club shall be under the management of the Committee which shall consist of a President, two (2) Vice-Presidents, Honorary Secretary, Honorary Treasurer, Club Captain, Assistant Club Captain, Social Secretary, Assistant Honorary Secretary/Treasurer and three other members. The Committee shall be elected annually by the general body of members at each Annual General Meeting and retiring members of the Committee shall be eligible for re-election. The President, Honorary Secretary and Honorary Treasurer and the two Vice Presidents are Directors of the Club for the purposes of the Act. If any business of an urgent nature requiring immediate attention shall arise the Directors shall constitute an Executive Committee with power to deal with such business and take such action as they may consider necessary and shall make a report of such business and action taken at the next Committee meeting which shall confirm such report or otherwise deal with the business.
34. The Committee shall meet once in each calendar month (hereinafter called the "Monthly Management Meeting") for the transaction of business and in addition when it deems it necessary and a record of all members of the Committee present and of all resolutions and proceedings of the Committee shall be entered in a Minute Book to be provided for that purpose. The President shall preside at every meeting of the Committee or if at any meeting he is not present or is unwilling to act as Chairman a Vice-President shall act as Chairman of the meeting. If no Vice-President is present or being present is unwilling to act as Chairman then the members present may elect their own Chairman. The Chairman shall, in any case where the voting is equal,

Have a casting vote as well as a deliberative vote.

- 34(a) Signatories: Treasurer, President, Secretary and Vice-Presidents. If related persons hold 2 positions, only one of them may sign any given document.

QUORUM

35. The quorum for meetings of the Committee shall be five members. By prior arrangement with the Secretary, an absent Committee Member having been given not less than seven (7) days notice of the agenda items for a Committee meeting, may by telephone or other on-line communication device be counted as in attendance and shall be accorded the right to participate in the meeting and to vote accordingly.
36. The President, Honorary Secretary, or Honorary Treasurer may at any time, upon the request of not less than three Members of the Committee convene a special meeting of the Committee. The Honorary Secretary shall give each member at least seven days notice in writing of the place and time of the proposed meeting. The meeting shall be confined to the subject or subjects of the notice.
37. Subject to the provisions of this Constitution the members in General Meeting may by ordinary resolution remove any member or members of the Committee whomsoever or the whole of the Committee before the expiration of his or their period of office and may by ordinary resolution appoint another person or persons in his or their stead. Any person so appointed shall hold office during such time only as the person in whose place he is appointed would have held the same if he had not been so removed.
38. The office of President, Vice-President, Honorary Secretary, Honorary Treasurer, Club Captain, Assistant Club Captain, Social Secretary, Assistant Honorary Secretary/Treasurer or a member of the Committee shall be vacated-
 - (a) If he becomes bankrupt or suspends payment or compounds with his creditors or be convicted of a felony or misdemeanour.
 - (b) If he becomes of unsound mind or is a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.
 - (c) If he is absent from meetings of the Committee for a continuous period of three calendar months without leave of absence from the Committee and the Committee resolves that his office be vacated.
 - (d) If by notice in writing to the Club he resigns his Office.

- (e) If he becomes prohibited from being a member of the Committee by reason of any order made under the Act or the Registered Clubs Act.
- (f) If he ceases to be an Ordinary Member of the Club.

39. No Officer shall be disqualified by reason of his office from contracting with the Club either as vendor or purchaser or otherwise nor shall any such contract or contracts or arrangements entered into by or on behalf of the Club in which any Officer so contracting or being so interested be liable to account to the Club for any profit realised by any such contract or arrangement by reason only of such Officer holding that office or of the fiduciary relationship thereby established but in accordance with the provisions of Section 123 of the Act it shall be the duty of the Officer to declare the nature of his interest at a meeting of the Committee of the Club and it shall be the duty of the Secretary to record such declaration in the Minutes of the meeting. In the case of a proposed contract such declaration shall be made at the meeting of the Committee at which the question of entering into the contract is first taken into consideration or if the Officer was not at the date of that meeting interested in the proposed contract at the next meeting of the Committee held after he becomes so interested. A general notice given to the Committee by an Officer to the effect that he is a Director or a member of a specified company or firm and is to be regarded as interested in any contract which may after the date of the notice be made with that company or firm shall be deemed to be a sufficient declaration of interest in relation to any contract so made. An Officer so interested shall be counted in a quorum but shall not vote on any such contract or arrangements. An Officer shall not be deemed to be interested or to have been at any time interested in any contract or proposed contract relating to any loan to the Club merely by reason of the fact that he has guaranteed or joined in guaranteeing repayment of such loan or any part of such loan.

ELECTION OF COMMITTEE

40. (a) Except as hereinafter provided nominations for election to the Committee and the Selection Committee shall be made in writing signed by two (2) members of the Club and signed by the nominee who shall be an Ordinary Member or Honorary Life Member of the Club and shall state the office or offices for which the nominee is nominated and be delivered to the Secretary at least two full weeks before the Annual Meeting. The proposer, seconder and nominee shall be financial members at the time the nomination form is signed. The Secretary shall forthwith post the nominations on the Club notice board.
- (b) If there not be sufficient nominations for the office of President or Vice-President or Honorary Secretary or Honorary Treasurer or Club Captain or Assistant Club Captain or Social Secretary or Assistant Honorary Secretary/Treasurer or if a person or persons nominated for such office declare at the Annual General Meeting verbally or in writing

that he or they are unwilling to stand for that office the Chairman shall declare any nominee or nominees duly elected. The Chairman shall, if insufficient nominations for any position or positions is or are received as required by Clause 40(a), allow members to propose and second orally at such Annual General meeting Ordinary Members or Honorary Life Members to fill any such office or offices. If there be more than the required number nominated for election an election by ballot shall take place for the position or positions but if there be only the requisite number the Chairman shall declare those nominated to be duly elected.

(c) The ballot shall be counted by two or more scrutineers appointed by the Chairman of the meeting. A candidate for any position shall not be a scrutineer and in the event of an equality of votes in favour of two or more candidates the Chairman of the meeting shall have a casting vote so as to ensure the election of the necessary number to fill the vacancies.

VACANCIES IN COMMITTEE

41. If the office of any Officer becomes vacant the Committee shall within a period of three calendar months of such vacancy occurring appoint a successor to that office to hold that office until the next Annual General Meeting of the members.

POWERS OF THE COMMITTEE

42. The management of the business of the Club shall be vested in the Committee and the Committee may exercise all such powers and do all such acts and things as the Club is by its Constitution or otherwise authorised to exercise and do and which are not hereby or by Statute directed or required to be exercised or done by the Club in General Meeting but subject nevertheless to the provisions of the Act and The Registered Clubs Act and these presents and to any regulations not being inconsistent with these presents from time to time made by the Club in General Meeting provided that no such regulation shall invalidate any prior act of the Committee which would have been valid if such regulation had not been made.
43. The Committee may delegate any of its powers to Sub-Committees comprising Standing Committees and/or Special Purpose Committees consisting of such member or members of its body and/or such members of the Club as it may from time to time think fit. Standing Committees shall normally be constituted for the duration of the Club's financial year to address matters of recurring responsibilities related to specific areas of operation (for example finance, property, social etc). Special Purpose Committees (if appointed) shall be for single purpose requirements and shall be disbanded on completion of their assignment. Notwithstanding the charter of a Committee, the Management Committee may from time to time revoke such delegation. Any Sub-Committee so formed shall in the exercise of the powers so delegated

conform to any regulation or restriction that may from time to time be imposed upon it by the Committee. The President Honorary Secretary and Honorary Treasurer shall be ex officio members of all such Sub-Committees and the meetings and proceedings of any Sub-Committee consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Committee so far as the same are applicable thereto and are not superseded by any regulation made by the Committee under this Clause. The delegation of powers to Sub-Committees is for the purpose of assisting the Committee in the management of the Club and shall in no way absolve the Committee from any responsibilities required of it under the Act.

44. The Committee shall negotiate the contractual conditions attaching to the appointment of the Club's Professional but this contract and any variation or renewal thereof shall be approved by a simple majority of Members present and entitled to vote at a duly constituted General Meeting.
45. The Committee may appoint a member to act on its behalf as a Court Captain and/or Clubhouse Manager on a particular day or time for the purpose of regulating play amongst members and visitors and supervising the amenity and activities in the Clubhouse. The members so appointed shall have the power of an officer of the Club with respect to all aspects of play on the grounds and conduct in the Clubhouse for the duration of his appointment.

THE SELECTION COMMITTEE

46. The Selection Committee shall consist of not less than three (3) or more than five (5) males and not less than three(3) or more than five (5) females who are Ordinary Members or Honorary Life members and shall be elected annually at the Annual General meeting in accordance with Clause 55. The number of selectors between three and five shall be in the ratio of twenty full playing members of each respective gender to each selector. The duties of the male selectors shall include the selection of all male players and teams and where necessary grading of male players. The duties of the female selectors shall include the selection of all female players and teams and where necessary grading of female players. It shall be the joint responsibility of the Selection Committee to appraise the playing standard of any proposed new members and report to the Committee upon such standard.
47. 46(a) Badge Team Selection Process: The Selectors pick the teams and submit them to the Secretary and Treasurer to confirm all those selected are financial members.

46(b) Player Withdrawal: Any player who withdraws from the competition after teams are ratified, without satisfactory explanation, will be ineligible to participate in the Badge competition for the financial year and may further be subject to disciplinary action in accordance with Clause 30 of this Constitution.

48. The Committee may from time to time at its discretion borrow or secure the payment or commit capital expenditure of any sum or sums of money for the purposes of the Club provided one or more of the following conditions are met:
 - a. Borrowings not to exceed \$5,000 without first obtaining the consent of a General Meeting (see Clause 89)
 - b. Committee may commit capital expenditure for the purpose of the Club for a project up to but not exceeding \$50,000 from profits retained in the Club's bank account without the consent of a General Meeting first being obtained.
49. Upon approval at a General Meeting (annual or special) the Committee may raise or secure the payment or repayment of such monies in such manner and upon such terms and conditions in all respects as it may think fit and in particular by the issue or sale of bonds perpetual or redeemable debentures or debenture stock or other obligations of the Club whether perpetual or otherwise and payable to bearer or otherwise and either without security or secured deposit or pledge of the securities or properties of the Club or by mortgage bills of exchange or promissory notes or other instruments or in any other manner and if considered advisable for any such purposes the Committee may charge assign and convey as security all or any of the Club's property and assets both present and future.
50. Bonds debentures debenture stock and other securities or obligations may be made assignable free from any equities between the Club and the person to whom the same may be issued.
51. The discharge and arrangement of the duties and powers of the Honorary Secretary and other officers shall be the responsibility of the Committee.

RULES (OR BY-LAWS)

52. The Committee may from time to time make alter and repeal all such By-Laws as it may deem necessary or expedient for the proper conduct

and management of the Club or in any wise in relation thereto and in particular but not exclusively it may by By-Law regulate:

- (a) Such matters as, by these Clauses, they are specifically empowered to do.
 - (b) The general management control and trading activities of the Club.
 - (c) The control and management of the Club premises.
 - (d) The management and control of the playing area and other premises.
 - (e) The conduct of members.
 - (f) The privileges to be enjoyed by members.
 - (g) The relationship between the members and Club employees.
 - (h) The Club premises and playing areas shall be open at such times as the Committee shall determine.
 - (i) And generally all such matters as are commonly the subject matter of Club Rules or By-Laws or which by the Constitution are not reserved for decision by the Club in General Meeting.
53. Any By-Laws made under these Clauses shall come into force and have the full authority of a By-Law of the Club on being posted upon the Club Notice Board and shall remain in force until revoked or amended.

GENERAL MEETINGS

54. A General Meeting shall be held once at least in every calendar year at such time and place as may be determined by the Committee but within three months of the close of the financial year. Such meetings shall be called Annual General Meetings.
55. The Committee may whenever it thinks fit convene an Extraordinary General Meeting and it shall on the requisition of not less than twenty members of the Club having at the date of deposit of the requisition at the office of the Club a right to vote at General Meetings of the Club forthwith proceed to convene an Extra-Ordinary General Meeting of the Club and in the case of such requisition the following provisions shall have effect:-
- (a) The requisition must state the objects of the meeting and must be signed by the requisitionists and deposited at the office and may consist of several documents in like form each signed by one or more of the requisitionists.

- (b) If the Committee does not within twenty-one days from the date of the requisition being so deposited duly proceed to convene the meeting to be held the requisitionists or any of them may themselves convene the meeting but any meeting so convened shall not be held after the expiration of three months from the date of such deposit.
 - (c) In the case of a meeting at which a resolution is to be proposed as a special resolution the Committee shall be deemed not to have duly convened the meeting if it does not give such notice as is required by the Act.
 - (d) Any meeting convened under this Clause by the requisitionists shall be convened in the same manner or as nearly as possible as that in which meetings are convened by the Committee.
 - (e) Any reasonable expenses incurred by the requisitionists in convening any such meeting shall be repaid to the requisitionists by the Club.
56. Subject to Clause5, Financial Ordinary Members shall be the only members entitled to attend and to vote at Annual General Meetings or Extraordinary General Meetings of the members. Each such member shall have one vote.
57. Subject to the provisions of the Act relating to special resolutions twenty-one days notice (exclusive of the day on which the notice is served or deemed to be served and of the day for which notice is given) specifying the place day and hour of the meeting and in case of special business the general nature of that business shall be given in the manner hereinafter mentioned to all members but the accidental omission to give notice of the meeting to or the non-receipt of the notice of the meeting by any member shall not invalidate the proceedings at such meeting.
58. **PROCEEDINGS AT GENERAL MEETINGS**
The business of any Annual General meeting shall be to receive and consider the Balance Sheet and Income and Expenditure Account and the reports of the Committee and of the Auditors and to elect in the manner hereinbefore provided the President, Vice Presidents, Honorary Secretary, Honorary Treasurer, and Club Captain, Assistant Club Captain, Social Secretary Assistant Honorary Secretary/ Treasurer and other members of the Committee and subject to the Act to elect an Auditor or Auditors.

59. All other business transacted at an Annual General Meeting and all business transacted at an Extraordinary General meeting shall be deemed special and notice thereof shall be inserted in the notice convening the meeting.

QUORUM

60. No business shall be transacted at any General Meeting of members unless a quorum of members is present at the time when the meeting proceeds to business. A quorum at all Annual General Meetings and all Extraordinary General Meetings shall be not less than fifteen (15) members present and entitled to vote.

PROXY VOTES

61. Under the Registered Clubs Act, proxy votes are not permitted. If within fifteen minutes 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 during the next week at the same time and place or to such other day time and place as the Committee may by notice to the members appoint but such period shall not exceed 21 days. If at such adjourned meeting a quorum is not present members who are present shall be a quorum and may transact the business for which the meeting was called.
62. The President shall be entitled to take the chair at every General Meeting. If the President is not present within fifteen minutes after the time appointed for holding such meeting or is unwilling to act then a Vice-President shall act as Chairman. If no Vice-President is present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act then a member of the Committee or Ordinary Member of the Club at the meeting shall act as Chairman.
63. At all meetings of the members the voting (except for the election of Committees) shall be decided by a show of hands but if demanded by at least five members present and entitled to vote the question shall be decided by ballot or division. In the case of an equality of votes the Chairman shall have a casting vote.
63. At any General Meeting a declaration by the Chairman that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book of proceedings of the Club shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.
64. The Chairman of a General Meeting may with the consent of the meeting adjourn the same 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. A resolution passed at any adjourned meeting shall for all purposes be treated as having been passed on the date when it was in fact passed and shall not be deemed to have been passed on any earlier date.

65. Minutes of all resolutions and proceedings at General Meetings shall be made in a book provided for that purpose and any such Minutes shall be signed by the Chairman of the meeting to which it relates or by the Chairman of the next succeeding meeting and if purporting to be so signed shall be receivable as evidence of the facts therein stated without further proof.

ACCOUNTS AND AUDIT

66. The Committee shall cause proper accounts and records to be kept with respect to all monetary and all other transactions of the Club pursuant to the Act and The Registered Clubs Act.
67. The books of account shall be kept at the Registered Office of the Club or at such other places as the Committee thinks fit and shall at any time be available for the inspection of members of the Committee in pursuance of any resolution made by the Committee.
68. The Committee shall comply with the provision of Section 162 of the Act and once in every calendar year lay before the Club in General Meeting a Balance Sheet as at the end of the Club's financial year and an Income and Expenditure Account made up to the end of the financial year. Such Balance Sheet and Income and Expenditure Account shall be accompanied by all documents required by law to be annexed thereto. The report of the Committee in addition to the statutory requirements shall include the following:
 - (a) The number of members of each class registered in the Register of Members at the date of the preparation of the report.
 - (b) The names of the members of the Committee.

A copy of the Balance Sheet and Income and Expenditure Account accompanied by all documents required to be annexed thereto shall be distributed to every member at least fourteen clear days before the date of the Annual General Meeting at which the said Balance Sheet and Income and Expenditure Account are to be presented.

69. The financial year of the Club shall commence on the first day of September and end on the last day of August in each year.
70. Auditors shall be appointed and their duties regulated in accordance with the Act and their remuneration shall be fixed by the Committee.

HONORARY TREASURER

71. The Honorary Treasurer shall cause to be kept correct accounts and books showing the financial affairs of the Club and the particulars usually shown in books of account of a like nature and shall cause to be paid into such bank as the Committee may from time to time direct to the credit of the Club all moneys received and he shall submit a statement of the financial affairs of the Club to the Annual General Meeting in each year such statement having been previously vouched by the Auditor. The Honorary Treasurer shall present to the Committee at each monthly meeting a summary of the financial position of the Club.

HONORARY SECRETARY

72. The Honorary Secretary shall:-
 - (a) Carry out all duties and instructions which the Committee shall direct.
 - (b) Convene and attend meetings of the Committee and of Sub-Committees taking minutes of the business transacted thereat and shall enter them in the Minute Book.
 - (c) Conduct keep and produce the correspondence in connection with the Club.
 - (d) Keep at the Club premises a register containing the names addresses occupations and any other such data as reasonably required by the Club of all members, the class of membership to which each member belongs and a record showing the dates of payment by them of membership fees, joining fees and all other moneys due by them.
 - (e) Post on the Club Notice Board all notices required to be so posted either by this Constitution or as directed by the Committee.
 - (f) Prepare and submit to the Committee for approval the Annual Report of the Club's affairs for presentation to the Annual General meeting.

- (g) Apply within the times prescribed for such registration and renewals required by Statute or Regulations made thereunder as are necessary for the business and carrying on of the Club.
- (h) Generally perform and carry out all the duties pertaining to the office of Honorary Secretary for the benefit of the Club and the well-being of its members.
- (i) For the time being, be appointed as the Licensee of the Club and as such shall ensure compliance with the requirements of the Act.
- (j) Ensure there is a current copy of this Constitution and By-Laws kept in the Club's Registered Office for reference purposes and made available to any person having a right of access to them.

SEAL

73. The Committee shall provide for the safe custody of the Seal and the Seal shall never be used except by the authority of the Committee previously given and in the presence of two members of the Committee at least who shall sign every instrument to which such Seal is affixed and every such instrument to which the Seal is affixed shall be countersigned by the Secretary or some other person appointed by the Committee.

NOTICES

74. A notice may be served by the Club upon any member either personally, by email or by sending it through the post in a prepaid letter envelope or wrapper addressed to such member at his place of address shown in the register of members (hereinafter called "his registered place of address") or by leaving it in an envelope or wrapper addressed as aforesaid at his registered place of address.
75. Any member whose registered place of address is not in the Commonwealth of Australia may from time to time notify in writing to the Club an address in the Commonwealth of Australia which shall be deemed his registered place of address within the meaning of Article 74.
76. As regards those members who have no registered place of address in the Commonwealth of Australia a notice posted up in the Club premises shall be deemed to be well served on such members at the expiration of twenty-four hours after it is so posted up.

77. Any notice sent by post, or email shall be deemed to have been served on the day following that on which the letter envelope or wrapper containing same is posted and in providing such service it shall be sufficient to prove that the letter envelope or wrapper containing the notice was properly addressed and put into the post office or some postal receptacle. A certificate in writing signed by the Secretary or other officer of the Club that the letter envelope or wrapper containing the notice was so addressed and posted or emailed shall be prima facie evidence thereof.
78. Any notice or document sent by email, or post whether by posting it at a post office or in some postal receptacle or left at the registered address of any member in pursuance of these presents shall notwithstanding such member be then deceased and whether or not the Club have notice of his decease be deemed to have been duly served and such shall for all purposes of those presents be deemed sufficient service of such notice or document on his heirs executors or administrators.
79. The signature to any notice to be given by the Club may be written or printed.
80. Where a given number of days' notice or notice extending over any period is required to be given the day of service shall not be counted in such number of days or other period.

INDEMNITY

81. Every Committee member or Officer of the Club or any person (whether an Officer of the Club or not) employed by the Club as Auditor shall be indemnified out of the funds of the Club against all liability incurred by him as such Committee member or Officer or Auditor in defending proceedings whether civil or criminal in which judgement is given in his favour or in which he is acquitted or in connection with any application under the Act in which relief is granted to him by the Court in respect of any negligence default breach of duty or breach of trust. The amount for which such indemnity is provided shall immediately attach as a lien on the property of the Club and have priority as against the members over all other claims.
82. No Officer of the Club shall be liable for the accounts receipts neglects or defaults of any other Officer or for the joining in any receipt or other act of conformity or for any loss or expense happening to the Club through the insufficiency or deficiency of any securities in or upon which any of the monies of the Club shall be invested or for any loss or damage arising from the bankruptcy insolvency or tortious acts of any person with whom any monies securities or effects shall be deposited or for any loss damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same

happen through his own negligence default breach of duty or breach of trust subject to the provisions of The Act.

CLUB ACTIVITIES

83. The Committee shall arrange and control all competitions and matches and their decision on all points connected therewith shall be final.
84. No member of any class shall compete for any prize whilst he or she shall be more than one calendar month in arrears as to any money due by him or her to the Club. Penalty for any breach of this Clause shall be disqualification. The acceptance of any entrance fee for any competition by any officer or servant of the Club shall not exonerate any member from this penalty.

LIQUOR AND GAMBLING

85. (a) No liquor shall be sold or supplied to any person under eighteen years of age.

(b) No person under eighteen years of age shall use or operate or be allowed to use or operate gaming machines or participate in any gambling activities on the Club premises.

GENERAL

86. No payment or part payment of the remuneration of the officers or employees of the Club shall be made by way of commission or allowance from or upon the receipts of the Club for liquor supplied.
87. The Constitution shall be read and construed subject to the provisions of the Liquor Act 2007 and the Acts amending the same and to the extent that any of the provisions in the Clauses are inconsistent therewith and might prevent the Club being registered under the provisions of the said Act they shall be inoperative and have no effect.
- 87(a) Copies of By-Laws and Procedures, including Member Protection and Complaint Procedure are to be available from the Club office.

APPLICATION OF PROFITS

88. The Club is a non-proprietary Club. The profits and other income of the Club shall be applied to the promotion of the purposes for which the members of the Club are associated together and no payment of any dividends or distribution of profits or income to or amongst the members of the Club shall be made provided that nothing herein contained shall prevent the payment by way of honorarium to any officer of the Club

for services actually rendered to the Club provided same is approved by the members at the Annual General Meeting.

89. The President, Honorary Secretary and Honorary Treasurer of the Club for the time being shall be ex-officio the Trustees of the Club and the property of the Club shall be deemed to be vested in them in trust for the members of the Club and they shall deal with the property of the Club as directed from time to time by the Management Committee. Any action suit or other proceedings may be taken or brought on behalf of the Club and in the name of the Trustees or in accordance with Clause 47.
90. Such Trustees for the time being or any two of them are hereby empowered to sign seal or otherwise execute and complete all debentures securities leases and other documents which may be required to be made in connection with any of the Club's properties or affairs and any such documents so executed as aforesaid by the trustees for the time being or any two of them shall be deemed to have been authorised and approved by the Management Committee and the members of the Club provided that in the case of the borrowing or raising of money or the giving of a mortgage or charge over the property of the Club or the issue of debentures this may only be done after the same has been submitted to an Annual General Meeting or Special General Meeting of members of the Club and approval obtained for such action from such meeting.

WINDING UP

91. Except as may be required by a court order, the winding up of the Club shall only be effected by the passing of a Special Resolution by a two thirds majority of Members at a duly constituted General Meeting called for the purpose. The procedure and proceeds of winding up shall be placed in the hands of a Trustee or Liquidator as the case may be and shall be distributed to an organisation or organisations having similar synergies objects and activities as the Club. Distribution to members is prohibited save for those who may be legitimate creditors.
91. The use of headings or any index in these Clauses is solely for the purpose of ease of reference and does not construe any particular meaning or intent upon the Clauses.

Manly Lawn Tennis Club **Vision, Principles, Mission, Strategies and Tactics**

Vision

Established in 1884, we aim to be one of the most successful tennis clubs in Sydney. We promote an enviable Club culture, which requires us to provide an environment and facilities that foster the enjoyment of tennis, social interaction, good sportsmanship and the continuous improvement of playing skills for our members. We are committed to the continued long-term success of our Club and its members.

Principles

Members must respect and exercise consideration for each other, regardless of gender, age, political or social affiliation and abide by anti-discrimination laws.

Members will be treated equally, with courtesy and respect, regardless of their tennis skills.

Mission

To participate enthusiastically in the annual Tennis Sydney Badge competitions, while providing strong support for social tennis.

To annually assess the appropriate number of members in each membership class and recruit new members as necessary. To explore creative options that can provide sufficient court time for all members.

To continually upgrade facilities, add services and promote social events that increase member enjoyment, contribute financial revenue and enhance Club atmosphere. To operate debt free, maintaining sufficient financial reserves to ensure that the courts, Clubhouse, grandstand and grounds are kept in excellent condition. We will ensure that adequate liability and property insurance is contracted annually.

To sponsor and promote the annual Open Seaside Tournament. This international event is an important element of the NSW Tennis Calendar. It brings prestige to our Club, provides entertainment for the community and is an integral part of our Club's heritage.

Strategies

We will recruit a Management Committee with a broad range of technical, business, professional, administrative and tennis skills to provide enthusiastic, informed and exceptional leadership. This Committee will develop and annually update a long term business plan.

We will promote communication among members via an array of vehicles including; website, emails, bulletin board announcements and make members contact details available so that members are fully informed of social events, Badge teams' progress, internal competitions, social activities and any issue affecting the Club.

We will maintain a "best in class" web site to attract new members, keep current membership informed and encourage visitors to play socially.

We will host a range of social and inter- club events that meet the expectations of members, promote club spirit and that may contribute financially. We will maintain a mutually beneficial, contractual relationship with the Club Professional whose operations should be designed to create non-conflicting, commercially viable business opportunities for himself and ideally, membership opportunities for the Club.

Tactics

We will ensure that all areas of the Clubhouse and grounds present a professional, tidy and well organised appearance at all times.

The courts will be resurfaced in accordance with “best practices”.

Our grounds will always be kept rubbish free.

Repairs to any portion of the Club will be implemented, when needed and without delay.