

CCTTA DRAFT CONSTITUTION

DATE OF SECOND 2020 DRAFT: 25th May, 2020

DATE OF ADOPTION: TBC

**CENTRAL COAST TABLE TENNIS INCORPORATED**

1. **NAME**

The official name of the body is “Central Coast Table Tennis Incorporated”. It operates as “Central Coast Table Tennis Association” or “CCTTA”. In this document it is referred to by its abbreviation, the “Association”.

1. **DEFINITIONS AND INTERPRETATION**

## 2.1) Definitions

In this Constitution unless the contrary intention appears:

* + - 1. **“Constitution”** means this Constitution of the Association.
      2. **“Objects”** means the Objects of the Association in **clause 3**.
      3. **“Committee”** means the body managing the Association and consisting of the committee members.
      4. **“Committee Member”** means a Member of the Committee and includes any person acting in that capacity from time to time appointed in accordance with this Constitution.
      5. **“Executive Committee”** means those members of the Committee who have the authorisation to sign for the Association’s financial transactions.
      6. **“Judiciary Committee”** means the role taken by the committee when meeting to deal with complaints forwarded by the Complaints Officer.
      7. **“Complaints Officer”** means the member, appointed by the committee, to whom any complaints must be submitted.
      8. **“Public Officer”** means the person appointed to be the public officer of the Association.
      9. **“General Meeting”** means the annual or any special general meeting of the Association.
      10. **“Special Resolution”** means a Resolution passed by a majority vote at a Special General Meeting.
      11. **“Member”** means a Member of the Association for the time being under **clause 5**.
      12. **“Life Member”** means an Individual appointed as a Life Member of the Association under **clause 5.1)** and who has the same rights as an Individual Member.
      13. **“Individual Member”** means a registered, financial Member of the Association who is at least 18 years of age.
      14. **“Junior Member”** means a registered, financial Member of the Association who is younger than 18 years of age.
      15. **“Social Member”** means a registered financial member of the Association who is entitled to play socially but does not have voting rights attached to their membership.
      16. **“Register”** means a register of Members kept and maintained in accordance with **clause 7**.
      17. **“Intellectual Property”** means all rights subsisting in copyright, business names, names, trade marks (or signs), logos, designs, equipment including computer software, images (including photographs, videos or films) or service marks relating to the Association or any activity of or conducted, promoted or administered by the Association in New South Wales.
      18. **“Local area”** means the geographical area for which the Association is responsible as recognised by the regional and/or state organisations for [Sport] of which the Association is a member.
      19. **“NSO”** means the National Sporting Organisation
      20. **“RSO”** means the Regional Sporting Organisation being Table Tennis New South Wales.
      21. **“SSO”** means State Sporting Organisation being Table Tennis New South Wales.
      22. **“TTNSW”** means Table Tennis New South Wales.

## 2.2) Interpretation

In this Constitution:

### A reference to a function includes a reference to a power, authority and duty.

### A reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty.

### Words importing the singular include the plural and vice versa;

### Words importing any gender include the other genders.

### References to persons include corporations and bodies politic.

### References to a person include the legal personal representatives, successors and permitted assigns of that person.

### A reference to a statute, ordinance, code or other law includes Regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction), and

### A reference to "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, including messages sent by electronic mail.

## 2.3) Severance

## If any provision of this Constitution or any phrase contained in it is invalid or unenforceable, the phrase or provision is to be rewritten, so as to be valid and enforceable, without affecting the remaining provisions of this Constitution. That change in provision or phase must be validated by a Special General Meeting.

# 3) OBJECTS OF THE ASSOCIATION

The Association is established solely for the Objects. The Objects of the Association are established to:

### Conduct, encourage, promote, advance and administer Table Tennis throughout the Central Coast.

### Act, at all times, on behalf of and in the interest of the Members of the CCTTA and the sport of Table Tennis in the local area.

### Affiliate and otherwise liaise with the RSO, SSO and/or NSO of which the Association is a member and adopt their rule and policy frameworks to further these Objects.

### Abide by, promulgate, enforce and secure uniformity in the application of the rules of Table Tennis as may be determined from time to time by NSO or if and as may be necessary for the management and control of Table Tennis and related activities in New South Wales.

### Advance the operations and activities of the Association throughout the local area.

### Have regard to the public interest in its operations.

### Undertake and/or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objects, and

### Raise funds and do all such things to further the above objectives.

# 4) POWERS OF THE ASSOCIATION

Solely for furthering the Objects, the Association has, in addition to the rights, powers and privileges conferred on it, the legal capacity and powers of a company as set out under section 124 of the *Corporations Act 2001 (Cth)*.

# 5) MEMBERS

The Members of the Association shall consist of:

### Life Members, who are subject to this Constitution, shall have the right to receive notice of General Meetings and to be present, to debate and to vote at General Meetings.

### Individual Members, who are subject to this Constitution, shall have the right to receive notice of General Meetings and to be present, to debate and to vote at General Meetings.

### Junior Members, who subject to this Constitution, shall have the right to receive notice of General Meetings and to be present, debate and vote at General Meetings.

### Social Members, who subject to this Constitution, shall have the right to receive notice of General Meetings and to be present, debate but not to vote at General Meetings.

## 5.1) Life Members

### Any member may recommend, in writing, to any committee meeting that any other member who has rendered distinguished service to the Association be appointed as a Life Member.

### A resolution at a committee meeting level to confer life membership (subject to **clause 5.1 (c)**) on the recommendation of the Committee must be a majority committee vote.

### A person must accept or reject the Association’s resolution to confer life membership. Upon written acceptance, the person’s details shall be entered upon the Register, and from the time of entry on the Register the person shall be a Life Member (subject to **clause 5.1 (e)**).

### Life Members are entitled to be exempt from Association membership fees. Association membership fees do not include Table Tennis NSW membership, competition or practice fees.

### Life membership may be revoked only if a majority vote at a committee meeting passes a resolution to revoke the membership which then requires a majority vote at a special general meeting. The life member is not to be present at that special general meeting.

# 6) MEMBERSHIP APPLICATION

## 6.1) Application for Membership

An application for membership must be:

### In writing on the form prescribed from time to time by the Committee, from the applicant or their nominated representative and lodged with the Association, and

### Accompanied by the appropriate fee (if any).

## 6.2) Discretion to Accept or Reject Application

### The Association may accept or reject an application whether the applicant has complied with the requirements in **clause 6.1** or not. If rejected the Association shall not be required to provide any reason for such rejection.

### Where the Association accepts an application, the applicant shall become a Member. Membership shall be deemed to commence upon acceptance of the application by the Association. The Register shall be amended accordingly as soon as practicable.

### Where the Association rejects an application, it shall refund any fees forwarded with the application and the application shall be deemed rejected by the Association.

## Renewal

### Members (other than Life Members) must renew their membership annually in accordance with the procedures set down by the Association in Regulations from time to time.

## Deemed Membership

### All persons who are, prior to the approval of this Constitution, Members of the Association shall be deemed Members from the time of approval of this Constitution.

### Any Members of the Association, prior to approval of this Constitution, who are not deemed Members under **clause 6.4(a)** shall be entitled to carry on such functions analogous to their previous functions as are provided for under this Constitution.

# 7) REGISTER OF MEMBERS

## Association to Keep Register

### The Association shall keep and maintain a Register in which shall be entered (as a minimum):

### The full name, address, email address and date of entry of each Member, and

### Where applicable, the date of termination of membership of any Member.

### Members shall provide notice of any change and required details to the association within one month of such changes.

### As Membership is an annual commitment, the Members’ Register will only contain current calendar year members. Membership Registers for previous years will be archived and stored by the Association.

## Inspection of Register

Taking into account confidentiality considerations and privacy laws, an extract of the Register, excluding the email, address or other direct contact details of any Member, shall be available for inspection (but not copying) by Members, upon reasonable request.

## Use of Register

Taking into account confidentiality considerations and privacy laws, the Register may be used to further the Objects, in such manner as the Committee considers appropriate.

# 8) EFFECT OF MEMBERSHIP

Members acknowledge and agree that:

### This Constitution forms a contract between each of them and the Association and that they are bound by this Constitution and the Regulations.

### They shall comply with and observe this Constitution and the Regulations and any determination, resolution or policy which may be made or passed by the Committee or other entity with delegated authority.

### By submitting to this Constitution and Regulations they are subject to the jurisdiction of the CCTTA.

### The Constitution and Regulations are necessary and reasonable for promoting the Objects and particularly the advancement and protection of Table Tennis, and

### They are entitled to all benefits, advantages, privileges and services of CCTTA membership.

# 9) DISCONTINUANCE OF MEMBERSHIP

## Notice of Resignation

### A Member who has paid all arrears of fees payable to the Association may resign or withdraw from membership of the Association by giving one month’s notice in writing to the Association.

### Once the Association receives a notice of resignation of membership given under **clause 9.1(a)**, it must make an entry in the Register that records the date on which the Member ceased to be a Member.

### As CCTTA membership renewals are annual registrations, any member who has not renewed membership for a calendar year will be deemed as a discontinued member of CCTTA.

## Discontinuance for Breach

### Membership of the Association may be discontinued by the Committee upon breach of any clause of this Constitution or the Regulations, including, but not limited to, the failure to pay any monies owed to the Association, failure to comply with the Regulations or any resolutions or determinations made or passed by the Committee or any duly authorised committee.

### Membership shall not be discontinued by the Committee under **clause 9.2(a)** without the Committee first giving the accused Member the opportunity to explain the breach and/or remedy the breach.

### Where a Member fails, in the Committee’s view to adequately explain the breach, that Member’s membership shall be discontinued under **clause 9.2(a)** by the Association giving written notice of the discontinuance to the Member. The Register shall be amended to reflect any discontinuance of membership under this **clause 9.2** as soon as practicable.

## Member to Re-Apply

A Member whose membership has been discontinued under **clauses 9.1 or 9.2**:

### Must seek renewal or re-apply for membership in accordance with this Constitution, and

### May be re-admitted at the discretion of the Committee.

## Forfeiture of Rights

A Member who ceases to be a Member, for whatever reason, shall forfeit all rights in and claims upon the Association and its property and shall not use any property of the Association including Intellectual Property. Any Association documents, records or other property in the possession, custody or control of that Member shall be returned to the Association immediately.

## Membership may be Reinstated

Membership which has been discontinued under **clause 9.1 or 9.2** may be reinstated at the discretion of the Committee, with such conditions as it deems appropriate.

## Refund of Membership Fees

Membership fees or subscriptions paid by the discontinued Member will not be refunded to the Member upon discontinuance.

# 10) DISCIPLINE

### The Committee may commence or cause to be commenced disciplinary proceedings against a Member who has allegedly:

#### (a) Breached, failed, refused or neglected to comply with a provision of this Constitution, the Regulations or any resolution or determination of the Committee or any duly authorised committee.

#### (b) Acted in a manner unbecoming of a Member, or prejudicial to the purposes and interests of the CCTTA, and

#### Brought the Association, any other Member or Table Tennis into disrepute.

That Member will be subject to and will submit unreservedly to the jurisdiction, procedures, penalties and the appeal mechanisms of the Association set out in the Regulations.

* + 1. The Committee will act as the Judiciary Committee to deal with any disciplinary matter referred to it by the Complaints Officer. Such a Judiciary Committee shall operate in accordance with the procedures expressed in the Regulations but is subject always to the SSO Member Protection Policy (The SSO Protection Policy as at the time of adoption of this Constitution is available on the CCTTA website.)

# MEMBERSHIP AND FINANCIAL YEAR

## The membership and financial years are to run concurrently. The membership and financial years will run from 1st January to 31st December.

## SUBSCRIPTIONS AND FEES

The annual membership subscription and any fees or other levies payable by Members to the Association and the time for and manner of payment shall be as determined by the Committee.

1. **POWERS OF THE COMMITTEE.**

Subject to this Constitution, the business of CCTTA shall be managed and the powers of the Association shall be exercised by the Committee. In particular, the Committee shall act in accordance with the Objects and shall operate for the benefit of the Members and the community throughout the local area. The Committee shall also have the power to interpret this Constitution and to make, alter or revoke rules for its own procedure and conduct of business, provided that such rules are not inconsistent with this constitution.

# COMPOSITION OF THE COMMITTEE.

## Composition of the Committee

### The Committee shall comprise:

### Nine elected Committee Members who must all be Members and who shall be elected under **clause 15**;

### The committee positions are:

### President,

### Vice President,

### Secretary,

### Treasurer,

### Public Officer,

### 4 Non portfolio members, and

### Up to two additional persons may be appointed as Committee Members by the Committee in accordance with **clause 16**.

## Election and Appointment of Committee Members

* + 1. The elected Committee Members shall be elected under **clause 15**.
    2. The additional appointed Committee Members may be appointed under **clause 16**.

## Portfolios

The “committee” may allocate or reallocate portfolios to Committee Members if deemed necessary.

# ELECTED COMMITTEE MEMBERS

## Nomination for Committee

## When calling for nominations, details of the necessary qualifications and job descriptions for the positions shall also be provided. Qualifications and job descriptions shall be determined by the Committee from time to time.

## Nominees for elected Committee Member positions must declare any position they hold in an NSO, SSO or RSO.

## Form of Nomination

Nominations must be either:

(a) Delivered to the Association not less than 7 days before the date fixed for the annual general meeting:

### (i) In writing,

### (ii) Signed by two Individual Members;

### (iii) Certified by the nominee (who must be a Member) expressing his willingness to accept the position for which he is nominated; or

### Made at the annual general meeting:

### (i) Verbally by a member,

### (ii) Seconded by another member,

### (iii) Accepted by the nominee (who must be a Member) expressing his/her willingness to accept the position for which he/she is nominated.

## Elections

### Immediately prior to the elections the chairperson will call from the floor, nominations for a Returning Officer and two Scrutineers, upon the election of the Returning Officer and Scrutineers the chair will be given to the Returning Officer to conduct the elections with the assistance of the scrutineers to count votes if and when required.

### If the number of nominations received is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Committee, then those nominated shall be declared elected only if approved by the majority of Members present who are entitled to vote.

### If there are insufficient nominations received to fill all vacancies on the Committee, or if a person is not approved by the majority of Members under **clause 15.3(b)**, the positions will be deemed casual vacancies under **clause 17.1**.

### If the number of nominations exceeds the number of vacancies to be filled, voting forms shall be prepared containing the names of the candidates in order of nomination for each vacancy on the Committee.

### Voting shall be conducted in such a manner and by such a method as determined by the Committee from time to time.

## Term of Appointment for Elected Committee Members.

### Subject to provisions in this Constitution relating to early retirement or removal of Committee Members, Committee Members elected under **clause 15** shall remain in office from the time the Returning Officer declares the election over at the annual general meeting at which the election occurred until the positions are declared vacant by the Returning Officer at the following annual general meeting.

### There is no requirement for compulsory retirement from the Committee in the CCTTA Constitution.

# APPOINTed COMMITTEE MEMBERS.

## Appointment of Committee Members

The elected Committee Members may appoint up to two (2) appointed Committee Members.

## Qualifications for Appointed Committee Members

The appointed Committee Members may have specific skills in commerce, finance, marketing, law or business generally or such other skills which complement the Committee composition. They do not need to be Members but are recommended to be members of CCTTA. The Appointed Committee Members will have the right to be present and to debate issues but not have voting rights at Committee Meetings. Their presence/absence is not to be considered in numbers required to provide a quorum for committee meetings.

## Term of Appointment

### Appointed Committee Members may be appointed by the elected Committee Members under this Constitution for a term of one year, which shall commence from the first Committee meeting after the annual general meeting until after the conclusion of the next annual general meeting that follows.

### Appointed Committee Members may be appointed to ensure rotational terms that coincide with the elected Committee Members’ rotational terms.

### Any adjustment to the term of appointed Committee Members appointed under this Constitution necessary to ensure rotational terms under this Constitution shall be determined by the Committee.

# VACANCIES On the Committee

## Casual Vacancies

Any casual vacancy occurring in the position of Committee Member may be filled by the remaining Committee Members from among appropriately qualified persons. Any casual vacancy may only be filled for the remainder of the Committee Member’s term under this Constitution.

## Grounds for Termination of Committee Member

In addition to the circumstances in which the office of a Committee Member becomes vacant, the office of a Committee Member becomes vacant if the Committee Member:

### Dies

### Becomes bankrupt or makes any arrangement or composition with his/her creditors generally.

### Becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health.

### Resigns his office in writing to the Association.

### Is absent without the consent of the Committee from meetings of the Committee held during a period of six months.

### Holds any office of employment with the Association without the approval of the Committee.

### Is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of that interest.

### In the opinion of the Committee (but subject always to this Constitution):

#### Has acted in a manner unbecoming or prejudicial to the Objects and interests of the Association.

(ii) Has brought the Association into disrepute.

### (iii) Is removed by Special Resolution.

## Committee May Act

In the event of a casual vacancy or vacancies in the office of a “committee member”, the remaining Committee Members may act. However, if the number of remaining Committee Members is not sufficient to constitute a quorum at a meeting of the Committee, they may act only for the purpose of increasing the number of Committee Member to a number sufficient to constitute a quorum.

# MEETINGS OF THE COMMITTEE

## Committee to Meet

The Committee shall meet as often as is deemed necessary in every calendar year for the dispatch of business. Subject to this Constitution, it may adjourn and otherwise regulate its meetings as it thinks fit. A Committee Member may at any time convene a meeting of the Committee within reasonable time. CCTTA committee will undertake to highlight Committee Meeting dates in advance on the online calendar. It is expected that there will be a minimum of 5 Committee meetings each calendar year

## Decisions of Committee

Subject to this Constitution, questions arising at any meeting of the Committee shall be decided by a majority of votes and a determination of a majority of Committee Members shall for all purposes be deemed a determination of the Committee. All Committee Members shall have one vote on any question. Where voting is equal, the President may exercise a casting vote. If the President does not exercise a casting vote, the motion will be lost.

## Resolutions in Committee Meetings

### A meeting of the Committee is to be held where the Committee Members are physically present at the meeting, provided that:

#### (a) Notice of the meeting is given to all the Committee Members entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Committee or this Constitution, and

#### (b) If a failure in communications prevents **clause 18.30** from being satisfied by the number of Committee Members which constitutes a quorum, and none of such Committee Members are present at the place where the meeting is deemed by virtue of the further provisions of this rule to be held, then the meeting shall be suspended until **clause 18.30** is satisfied again. If such condition is not satisfied within fifteen minutes from the interruption, the meeting shall be deemed to have been terminated or adjourned.

## Quorum

At meetings of the Committee the number of Committee Members whose presence is required to constitute a quorum is five (5).

## Notice of Committee Meetings

Unless all Committee Members agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their apology or presence) not less than fourteen (14) days written notice of the meeting of the Committee shall be given to each Committee Member. The agenda shall be forwarded to each Committee Member not less than one (1) day prior to such meeting.

## Chairperson

The President will act as Chairperson of any Committee meeting or General Meeting at which he/she is present. If the chairperson is not present, or is unwilling or unable to preside at a Committee or General Meeting the remaining Committee Members shall appoint another Committee Member to preside as chair for that meeting only.

## Conflict of Interest

A Committee Member shall declare his/her interest in any contractual, selection, disciplinary, or financial matter in which a conflict of interest arises or may arise. He/she shall, unless otherwise determined by the Committee, absent them self from discussions of such matters and shall not be entitled to vote in respect of such matters. If the Committee Member casts a vote, the vote shall not be counted. In the event of any uncertainty as to whether it is necessary for a Committee Member to absent himself from discussions and refrain from voting, the issue should be immediately determined by vote of the Committee. If this is not possible, the matter shall be adjourned or deferred.

## Disclosure of Interests

### The nature of the interest of a Committee Member must be declared at the meeting of the Committee at which the relevant matter is first taken into consideration, if the interest then exists. In any other case, the interest should be revealed to the Committee at the next meeting of the Committee. If a Committee Member becomes interested in a matter after it is made or entered into, the declaration of the interest must be made at the first meeting of the Committee held after the Committee Member becomes interested.

### All disclosed interests must also be disclosed to each annual general meeting.

## General Disclosure

A general notice stating that a Committee Member is a Member of any specified firm or company and that he/she is ‘interested’ in all transactions with that firm or company is sufficient for a declaration under **clause 18.8)**. After the distribution of the general notice, it is not necessary for the Committee Member to give a special notice regarding any particular transaction with that firm or company.

## Recording Disclosures

Any declaration made, any disclosure or any general notice given by a Committee Member in accordance with **clauses 18.7, 18.8** and/or **18.9** must be recorded in the minutes of the relevant meeting.

# DELEGATIONS

## Committee May Delegate Functions

The Committee may, by instrument in writing, create, establish or appoint special committees, individual officers and consultants to carry out specific duties and functions.

It will determine what powers these committees are given. In exercising its power under this clause, the Committee must take into account broad stakeholder involvement.

## Delegation by Instrument

In the establishing instrument, the Committee may delegate such functions as are specified in the instrument, other than:

### This power of delegation, and

### A function imposed on the Committee or the President by any other law, this Constitution, or by resolution of the Association in a General Meeting.

## Delegated Function Exercised in Accordance with Terms

A function, the exercise of which has been delegated under this clause, may, while the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.

## Procedure of Delegated Entity

The procedures for any entity exercising delegated power shall, subject to this Constitution and with any necessary or incidental amendment, be the same as that applicable to meetings of the Committee under **clause 18**. The entity exercising delegated powers shall make decisions in accordance with the Objects, and it shall promptly provide the Committee with details of all material decisions. The entity shall also provide any other reports, minutes and information required by the Committee.

## Delegation May Be Conditional

A delegation under this clause may be made subject to certain conditions or limitations regarding the exercise of any function. These may be specified in the delegation.

## Revocation of Delegation

At any time, the Committee may, by instrument in writing, revoke wholly or in part any delegation made under this clause. It may amend or repeal any decision made by a body or person under this clause.

# SEAL

### The Association may have a Seal upon which its corporate name shall appear in legible characters.

### The Seal shall not be used without the express authorisation of the Committee. Every use of the Seal shall be recorded in the Association’s minute book. Two Committee Members must witness every use of the Seal, unless the Committee determines otherwise.

# ANNUAL GENERAL MEETING

(a) The Association’s annual general meeting shall be held in accordance with this Constitution. It should be held on a date and at a venue determined by the Committee. The AGM will take place no later than 4 months after the start of Membership Year. Should extraordinary circumstances arise which make it impossible to conduct the AGM within the designated time of 4 months the Committee shall conduct the AGM at the earliest practical time following. The Committee Members shall continue to hold their positions and perform their duties in accordance with **clauses 15.4 (a) and 17** until the AGM.

### (b) All General Meetings other than the annual general meeting shall be special General Meetings and shall be held in accordance with this Constitution.

# SPECIAL GENERAL MEETINGS

## Special General Meetings May be Held

The Committee may, whenever it thinks fit, convene a special general meeting. When, but for this clause, more than fifteen months elapses between annual general meetings, the Committee shall convene a special general meeting before the expiration of that period.

## Requisition of Special General Meetings

### The secretary will convene a special general meeting when five per cent of Members (no less) submit a requisition in writing.

### The requisition for a special general meeting shall state the object(s) of the meeting, be signed by five per cent of the Members making the requisition and be sent to the Association. The requisition may consist of several documents in a like form, each signed by one or more of the Members making the requisition.

### If the Committee does not cause a special general meeting to be held one month after the date in which the requisition is sent to the Association, the Members making the requisition, or any of them, may convene a special general meeting to be held no later than three months after that date.

### A special general meeting convened by Members under this Constitution shall be convened in the same manner, or as close as possible, as those convened by the Committee.

# 23) NOTICE OF GENERAL MEETING

### Notice of every General Meeting shall be given to every Life Member and Individual Member entitled to receive notice. Notices shall be provided in Regular Newsletters as well as sent by email to members. The notice of General Meeting shall also be placed on CCTTA website. The auditor and Committee Members shall also be entitled to receive notice of every General Meeting. This will be sent to the auditor’s last known address. No other person shall be entitled, as of right, to receive notices of General Meetings.

### A notice of a General Meeting shall specify the place, day and hour of the meeting and shall state the business to be transacted at the meeting.

### At least twenty-one (21) days’ notice of a General Meeting shall be given to those Members entitled to receive notice, together with:

#### The agenda for the meeting, and

#### Any notice of motion received from Members entitled to vote.

### Notice of every general meeting shall be given in the manner authorised in **clause37**. *“vote” in clause 23(c)(ii) See also 26.*

# BUSINESS

### The business to be transacted at the annual general meeting includes the consideration of accounts and the reports of the Committee and auditors, the election of Committee Members under this Constitution and the appointment of the auditors.

### All business that is transacted at a general meeting and at an annual general meeting, with the exception of those matters set down in **clause 23(a)**, shall be special business.

### Any special business, other than that stated on the notice for a general meeting shall be transacted at the conclusion of that stated for that meeting.

### **NOTICES OF MOTION**

Members entitled to vote may submit notices of motion for inclusion as special business at a general meeting. All notices of motion should be submitted in writing to the Association no less than fourteen days (excluding receiving date and meeting date) prior to the general meeting.

# PROCEEDINGS AT GENERAL MEETINGS

## Quorum

No business shall be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for General Meetings of the Association shall be **a minimum of 5%** of current Members (Social members are excluded from this count).

## President to Preside

* 1. The President of the Committee shall, subject to this Constitution, preside as chair at every general meeting except:

### In relation to any election for which the chairperson is a nominee; or

### Where a conflict of interest exists.

* 1. If the President is not present, or is unwilling or unable to preside, the delegates present shall appoint another Committee Member to preside as chairperson for that meeting only.

## Adjournment of Meeting

### If within half an hour from the time appointed for the meeting a quorum is not present, the meeting shall be adjourned until the same day in the next week at the same time and place or to a date, time or place determined by the chairperson. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting will lapse.

### The chairperson 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. 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, notice of the adjourned meeting shall be given as in the case of an original meeting.

### Except as provided in **clause 25.3(c)** it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

## Voting Procedure

At any meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by:

### The chairperson; or

### A simple majority of the Members.

## Recording of Determinations

Unless a poll is demanded under **clause25.4**, the chairperson’s declaration shall be conclusive evidence of the result of a resolution decided by a show of hands. The declaration does not need to record the number of votes in favour of or against the resolution; the result of the resolution must be recorded in the Association’s book of proceedings.

## Where Poll Demanded

If a poll is duly demanded under **clause 25.4** it shall be taken in such a manner and either at once or after an interval or adjournment or otherwise as the chairperson directs. The result of the poll shall be the resolution of the meeting.

# VOTING AT GENERAL MEETINGS

## Members Entitled to Vote

Each Individual, Life, and Junior Member shall be entitled to one vote at General Meetings. No other Member shall be entitled to vote but shall, subject to this Constitution, have and be entitled to exercise those rights set out in **clause 5 (d).**

## Chairperson May Exercise Casting Vote

Where voting at General Meetings is equal, the chairperson may exercise a casting vote. If the chairperson does not exercise a casting vote the motion will be lost.

## Proxy Voting

Proxy voting shall not be permitted at all General Meetings.

## Postal Voting

Postal voting shall not be permitted at all General Meetings.

# GRIEVANCE PROCEDURE

### The grievance procedure set out in this rule applies to disputes under these rules between a Member and:

#### Another Member; or

#### The Association.

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

* 1. If the parties are unable to resolve the dispute at the meeting or if a party fails to attend that meeting, then the parties must, within ten (10) days, refer the dispute for resolution to an independent tribunal established by the SSO in accordance with the procedures determined by the SSO from time to time. (The SSO Constitution as at the time of adoption of this Constitution is available on the CCTTA website.)

### The Committee may prescribe additional grievance procedures in the Regulations consistent with the SSO member protection policy. (The SSO Protection Policy as at the time of adoption of this Constitution is available on the CCTTA website.)

# RECORDS, ACCOUNTS AND FINANCIAL

## 28.1) Records

The Association shall establish and maintain proper records and minutes concerning all its transactions, business, meetings and dealings (including those of the Association and the Committee). It shall produce these as appropriate at each Committee or general meeting.

## Records Kept

Proper accounting and other records shall be kept. The books of account shall be kept in the care and control of the Treasurer with copies to be made available to the other Committee Members.

## 28.3) Committee to Submit Accounts

The Committee shall submit the Association’s statements of account to the Members at the annual general meeting in accordance with this Constitution.

## 28.4) Accounts Conclusive

The statements of account, when approved or adopted by an annual general meeting, shall be conclusive except when errors have been discovered within three months after such approval or adoption.

## 28.5) Accounts to be sent to Members

The Secretary may if requested send notices of annual general meetings in accordance with this Constitution, a copy of the statements of account, the Committee’s report, the auditor’s report and every other document required, to any member who reasonably requests this information.

## 28.6) Negotiable Instruments

All cheques, promissory notes, bankers, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Association, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two duly authorised Executive Committee Members or in such other manner as the Committee determines.

**28.7 Financial**

(a)The funds of the Association shall be derived from affiliation fees, registration of players, donations and, subject to any resolution passed by the Association in general meetings, such other sources as the Committee determines.

(b) All money received by the Association shall be deposited as soon as practicable and without deduction to the credit of the Association's bank account.

(c) Bank accounts in the name of the Association shall be opened, if not already opened and such maybe operated by the Executive Committee with any two to sign.

(d) In addition to the above sub-clause, accounts may at the discretion of the Committee, be opened for specified purposes with a building society or an investment account with a bank in NSW and operated on by any two (2) of the officers mentioned in the previous sub-clause, or as decided by the committee.

(e) Payments from the funds of the Association shall be made by cheque – All Payments shall be – authorised in advance by at least two Executive Committee members.

(f) The Committee shall have power to spend amounts or incur liabilities within limits of the approved business plan and budget without the sanction of the Committee. The Committee shall be severally reimbursed by the Association for any personal loss sustained by them in spending or incurring liabilities for such amounts, except where such loss is the result of their several personal negligence or default.

(g) The financial year of the Association shall end on the last day of December and all books and accounts shall close for the year on that day. The Annual Report shall be published within 120 days of the end of the financial year.

### (h) Any registered member or affiliated Association in arrears with any payment due to the Association may be declared unfinancial by the Committee.

# AUDITOR

### A properly qualified auditor or auditors shall be appointed by the Association in a general meeting. The auditor’s duties shall be regulated in accordance with the Constitution. If no relevant provisions exist under the Constitution, the duties shall be regulated in accordance with the *Corporations Act 2001 (Cth.)* and generally accepted principles and/or any applicable code of conduct. The auditor may be removed by the Association in a general meeting.

### The accounts of the Association shall be examined, and the correctness of the profit and loss accounts and balance sheets ascertained by an auditor or auditors at the conclusion of each financial year.

# INCOME

## Income and property of the Association shall be derived from such sources as the Committee determines from time to time.

## The income and property of the Association shall be applied solely towards the promotion of the Objects.

## Except as prescribed in this Constitution:

### (c) No portion of the income or property of the Association shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise to any Member, and

### (d) No remuneration or other benefit in money or money's worth shall be paid or given by the Association to any Member who holds any office of the Association.

## Payment in good faith of or to any Member can be made for:

## (e) Any services actually rendered to the Association whether as an employee, Committee Member or otherwise,

## (f) Goods supplied to the Association in the ordinary and usual course of operation,

### (g) Interest on money borrowed from any Member,

### (h) Rent for premises demised or let by any Member to the Association, or

### Any out-of-pocket expenses incurred by a Member on behalf of the Association.

Nothing in **clauses (b) or (e) to (i)** preclude such paymentsprovided they do not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm’s length in a similar transaction.

# WINDING UP

### Subject to this Constitution the Association may be wound up due to financial reasons.

### The liability of the Members of the Association is limited.

### Every Member undertakes to contribute to the assets of the Association in the event of it being wound up while a Member, or within one year after ceasing to be a Member, for payment of the debts and liabilities of the Association contracted before the time at which they ceased to be a Member and towards the costs, charges and expenses of winding up the Association, such an amount not exceeding one dollar ($1.00).

# DISTRIBUTION OF PROPERTY ON WINDING UP

If upon winding up or dissolution of the Association there remains, after satisfaction of all its debts and liabilities, any assets or property, they shall not be paid to or distributed among the Members. Instead, the assets or property shall be given or transferred to another organisation(s) that has Objects similar to those of the Association. The organisation(s) must prohibit the distribution of its income and property among its Members to an extent at least as great as that imposed on the Association by this Constitution. The organisation(s) is to be determined by the Members in a general meeting at or before the time of dissolution. If this does not occur, the decision is to be made by a judge of the Supreme Court of New South Wales or other court as may have or acquire jurisdiction in the matter.

1. **MEMBERS LIABILITIES**

The liability of a Member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the Member in respect of membership of the Association.

# ALTERATION OF CONSTITUTION

### This Constitution shall not be altered except by Special Resolution at a Special General Meeting.

# REGULATIONS

## Committee to Formulate Regulations

The Committee may formulate, issue, adopt, interpret and amend Regulations for the proper advancement, management and administration of the Association, the advancement of the purposes of the Association and Table Tennis in the local area. Such Regulations must be consistent with the Constitution and any policy directives of the Committee.

## Regulations Binding

All Regulations are binding on the Association and all Members.

## Regulations Deemed Applicable

All clauses, rules, by-laws and regulations of the Association in force at the date of the approval of this Constitution (as long as such clauses, rules, by-laws and regulations are not inconsistent with or have been replaced by, this Constitution) shall be deemed to be Regulations and shall continue to apply.

## Newsletters Binding on Members

Amendments, alterations, interpretations or other changes to Regulations shall be advised to Members by means of Newsletters approved by the Committee and prepared and issued by the Association. The Association shall take reasonable steps to distribute information in the Newsletters to Members. The matters in the Newsletters are binding on all Members.

# STATUS AND COMPLIANCE OF ASSOCIATION SSO/NSO.

## Region and SSO

The Association may not resign, disaffiliate or otherwise seek to withdraw from its regional and/or state body without approval by Special Resolution.

# NOTICE

### Notices may be given by the Association to any person entitled under this Constitution to receive any notice. The notice can be sent by email or facsimile transmission or, where email is not possible, by physical mail to the Member’s registered address or facsimile number or electronic mail address. In the case of a delegate, the notice can be sent to the last recorded address, facsimile number or electronic mail address.

### Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been effected three days after posting.

### Where a notice is sent by facsimile transmission, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the facsimile was sent to/or received at the facsimile number to which it was sent.

### Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected the next business day after it was sent.

# INDEMNITY

### Every Committee Member and employee of the Association will be indemnified out of the property and assets of the Association against any liability incurred by them in their capacity as Committee Member or employee in defending any proceedings, civil or criminal, in which judgement is given in their favour or in which they are acquitted or connected with any application in relation to any such proceedings in which relief is granted by the Court.

### The Association shall indemnify its Committee Members and employees against all damages and losses (including legal costs) for which any such Committee Member or employee may be or become liable to any third party in consequence of any act or omission, except wilful misconduct.

(c) In the case of a Committee Member, performed or made while acting on behalf of and with the authority, express or implied, of the Association, or

* + - 1. (d) In the case of an employee, performed or made in the course of, and within the scope of, their employment by the Association.

## BY-LAWS:

This constitution has By-Laws that are to be managed and updated by the Committee. Their purpose is to let the Committee determine the day-to-day running of the Association without the need to make changes to this Constitution.

Changes to the By-Laws must be made at Committee Meetings by a majority vote. No By-Law can override or change this Constitution.

**40) DISSOLUTION:**

a) The Organisation shall be dissolved in the event of membership being fewer than five (5) persons, or by 75% majority resolution at a Special General Meeting called to the matter.

b) Upon dissolution, the assets of the Organisation after settlement of liabilities may disposed of as determined by a majority of those present at the dissolution meeting in accordance with **clause 32)**.