

CONSTITUTION OF THE KOHIMARAMA TENNIS CLUB (INCORPORATED)

1. NAME

The Club shall be called 'Kohimarama Tennis Club (Incorporated)'.

2. OBJECTS

To promote and encourage the game of tennis in all its branches and to do all things, deeds, acts incidental thereto or calculated to be in the interests of the Club.

3. MEMBERSHIP

Members of the Club shall consist of those who have been accepted and who have agreed to abide by the Constitution and By-laws of the Club.

4. APPLICATION FOR MEMBERSHIP

Application for membership must be made to the Secretary on the appropriate application form(s) in force at the time.

5. CLASSES OF MEMBERSHIP

Classes of membership, in accordance with the By-laws, shall be approved at each Annual General Meeting.

6. SUBSCRIPTIONS

Annual Membership subscriptions and other fees shall be payable according to the scale approved at each Annual General Meeting. All fees are to be paid within one month of invoicing.

The Executive Committee may, at its discretion, approve a reduced subscription and/or other fees in special circumstances notwithstanding that all members, except Associate Members and Honorary Members, shall be affiliated to Auckland Tennis Inc.

7. CONTROL OF MEMBERS

The Executive Committee may suspend, or after full consideration, strike off the register of membership, any member guilty of misconduct, in accordance with the Club By-laws, such member having a right of appeal from expulsion as specified in the By-laws.

8. DEFAULT IN PAYMENT OF FEES

No member whose membership fee is in arrears may speak or vote at any meeting of the Club. If default in payment continues the Executive Committee may strike the name of such member off the Register of the Club. Until so dealt with, every member shall be liable for annual membership fees unless written notice of resignation is delivered to the Secretary.

9. VISITORS

Visitors may be permitted to play at the Club during periods of organised tennis, at the discretion of the Club Captain and/or duty member, each visitor to be limited to a total of three visits in any one season before being liable to pay the membership fee.

Casual visitors pay an appropriate fee set by the Executive Committee.

10. ANNUAL MEETING

The Annual General Meeting of the Club shall be held no later than two months from the end of the financial year for the election of officers during the ensuing year and to receive the report and financial accounts of the outgoing Committee, and for the transaction of any other general business of the Club. Not less than fourteen clear days notice shall be given by the Secretary, in writing, to each member at his or her place of address.

11. EXTRAORDINARY GENERAL MEETINGS

An extraordinary General Meeting shall be called by the Secretary if and when directed by the Executive Committee, or by a general meeting, within fourteen days after receiving a requisition signed by three members of the Executive Committee or by ten ordinary members.

A notice calling such meeting and stating the nature of the business to be dealt with at such meeting shall be displayed in the Clubhouse, and be sent to each member eligible to vote, at least seven days before the date fixed for such meeting. No business other than that stated in the notice shall be dealt with at such meeting.

12. IRREGULARITY OF MEETING

In case any irregularity shall occur in the convening or holding of any Annual General Meeting or in any election or other proceedings at or ancillary to any such meeting and the same shall not be noticed or objected to at the next confirmatory meeting all proceedings at such meeting shall be of the same force and validity as if no such irregularity had occurred, but if any irregularity should be noticed that is to say at the next meeting in which the minutes of the meeting in question are to be read and certified, such meeting shall then decide thereon and the decision shall be final and conclusive.

13. NOTICES

Any letter or notice relating to any matter concerning the Club shall be sent by or on behalf of the Club to a member at his or her address as recorded in the Register of the Club shall be deemed sufficient notice of the contents of such letter or notice. Notice may be in the form of letter, email or facsimile or other such means of written communication.

14. QUORUM

Ten members in person shall constitute a quorum at all general meetings and the Annual General Meeting.

Six members in person shall constitute a quorum at all Executive Committee meetings.

If within half an hour from the appointed time for any meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week at the same time and place. If at such adjourned meeting a quorum is not present, those members who are present shall constitute a quorum and may transact the business for which the meeting was called.

15. VOTING

Only full paying financial members over the age of 18 shall be entitled to vote at any General Meeting.

16. METHOD OF VOTING

Any resolution submitted shall be decided by a majority show of hands, but a secret ballot may be demanded by the Chairperson or by one-fourth of the members present.

In the event of the votes cast being equal, the Chairperson shall have a casting vote in addition to a deliberative vote.

17. EXECUTIVE COMMITTEE

The management of the Club shall be conducted by an Executive Committee consisting of the Officers of the Club as outlined in Clause 18.

18. OFFICERS

The Officers of the Club shall be:

President, Vice-President, Secretary, Treasurer, Club Captain(s), and up to six Committee members provided that no Officer should at any one time fill more than one office within the Club unless so approved by a General Meeting.

19. POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE

The Executive Committee shall convene the General Meetings of the Club, transact the business affairs of the Club, control its finances and investments, decide the limits of its membership, make rules or By-laws binding the members in any matter not dealt with herein, but shall obey the directions of any General Meeting. All funds may be retained in a trading or savings bank, or invested on term deposits in such banks, or in authorised trustee interest-bearing securities.

The Common Seal shall be in the custody of the Secretary who shall affix it as directed from time to time by resolution of the Executive to any document required by law or by these rules to be under Seal, provided always that the Seal shall not be affixed except in the presence of two members of the Executive who shall affix their signatures to every document so sealed, and every document shall be countersigned by the Secretary.

20. REMOVAL OF OFFICERS AND VACANCIES

Any Officer of the Club may be removed from office by a resolution of members at an Extraordinary General Meeting convened in accordance with Clause 11 giving notice specifying the resolution proposed, such resolution to be passed by a two-thirds majority of those present. Any vacancy occurring among the officers shall be filled at the next Annual General Meeting and the Executive Committee may, in the meantime, fill the vacancy. The Officers of the Club shall hold office until the annual election following their appointment and shall be eligible to stand for re-election.

21. ATTENDANCES AT MEETINGS OF THE EXECUTIVE COMMITTEE

Any member of the Executive Committee failing to attend three consecutive meetings of the Committee without such cause as shall be considered reasonable by the Committee shall ipso facto cease to be a member of such Committee.

22. PRESIDENT

The President of the Club shall be the Chairperson at all General Meetings and Executive Committee Meetings at which he/she shall be present. The President ex officio shall be a member of all committees.

23. VICE-PRESIDENT

The Vice-President shall perform the office of Chairperson and shall take the chair in the absence of the Chairperson at any meeting. In the absence of both the President and the Vice President the meeting shall elect its own Chairperson.

24. SECRETARY

The Secretary shall provide minutes of the proceedings of the Club and of the Executive Committee, shall issue notices of meetings convened by the Executive Committee, shall have the custody of all papers and documents and of the Common Seal and shall conduct all correspondence. The Secretary ex officio shall be a member of all committees.

25. TREASURER

The Treasurer shall keep proper books of accounts in respect of the Club finances and shall receive and disburse all money promptly, keeping accounts in the name of the Club in banks approved by the Executive Committee into which all money shall be promptly deposited. All withdrawals on these accounts must be signed by any two of the following officers - President, Vice-President, Secretary, Treasurer or the Club Manager and any such withdrawals shall be approved by the Executive Committee at its meetings.

The Treasurer shall present an annual Balance Sheet and Income & Expenditure Account for adoption at each Annual General Meeting.

26. AUDITOR

At each Annual General Meeting the Club shall appoint for the ensuing year an auditor who shall be a Chartered Accountant. The Auditor shall audit the books of the Club and the annual Balance Sheet and Income & Expenditure Account. When satisfied of the correctness of the Balance Sheet he/she will append his certificate thereto. The Auditor shall not hold any other office in the Club.

27. DELEGATES

The delegate(s) to the Auckland Tennis Association shall be appointed by the Executive Committee to represent the Club and use his/her best endeavours to promote the Club's interests in connection therewith.

28. PROPERTY

The income and the property of the Club from whatsoever source shall be applied solely towards the promotion of the object of the Club.

29. BORROWING POWERS

The Club shall have power to borrow money from any bank or from any other body or person whether by ordinary or secured loan, whether by overdraft or in the form of debentures, at such rate of interest and upon and subject to such terms and conditions generally as the Executive Committee shall think fit, and to give security over any property real or personal now or hereafter belonging to the Club for the repayment of such moneys.

30. PAYMENT TO MEMBERS

No member of the Club or any person associated with a member shall participate in or materially influence any decision made by the Club in respect of the payments to or on behalf of that member or associated person of any income, benefit, or advantage whatsoever.

Any such income paid shall be reasonable and relative to that which would be paid in an arm's length transaction. The provision and affect of this clause shall not be removed from this document, and shall be included and implied into any document replacing this document.

31. DISSOLUTION OR WINDING UP

If upon the winding up or dissolution of the Club there remains after satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Club but shall be given or transferred to some other organisation or body having objects similar to the Club's, or to some other charitable organisation or purpose, within New Zealand.

The winding up or dissolution of the Club shall be decided by a majority decision of those present at a meeting called for that purpose.

Notice of the resolution shall be sent to the Registrar of Incorporated Societies by the Secretary.

32. ALTERATION OF CONSTITUTION

i. No alteration, addition or deletion of Constitution rules shall be made except at a General meeting. Any member wishing to propose alteration(s) to the rules of the Club shall give a notice of motion in writing of such intention to the Secretary, to be brought up at the Annual General Meeting or any other meeting called for that purpose. A notice of intention to propose such alteration, addition or deletion shall be displayed in the Clubhouse and be sent to each member eligible to vote at least fourteen days before the date fixed for such meeting. Such alteration must be carried by a majority of at least two-thirds of the members present at the meeting.

ii. No addition or alteration of the non-profit aims, payments to member clause (30) or the dissolution or winding-up clause (31) shall be approved without the approval of Inland Revenue.

iii. The provisions and affect of this clause (32ii) shall not be removed from this document and shall be included and implied into any document replacing this document.

33. COURT MAINTENANCE FUND

A fund shall be held for the purpose of replacement and/or repair of the court surfaces of the Club. The Executive Committee shall determine the use of the fund. The amount to be levied for each class of member shall be decided at each Annual General Meeting or any other meeting called for that purpose. The amount, net of GST, collected during the finance year will be shown as a separate item in the Balance Sheet.

34. RULES OF PLAY

The rules governing play shall be those adopted from time to time by the New Zealand Tennis Association.

35. CLUB BADGE AND CLUB COLOURS

The colours of the Club shall be Blue and Gold but the Executive Committee may at its discretion use other colours for marketing or other purposes.

36. REGISTERED OFFICE

The registered office of the Club shall be at the Club premises at 30 Melanesia Rd, Kohimarama.

The foregoing constitution in substitution of the Club's existing constitution was passed at an Extraordinary General Meeting of the Kohimarama Tennis Club Incorporated held on 25 May 2003 duly called in accordance with the Constitution.

DATED at AUCKLAND this 7th day of August 2005

The Common Seal was affixed hereto pursuant to a resolution passed at an Annual General Meeting held on the 7th August 2005 in the presence of: