

**TABLE TENNIS TASMANIA (INC.)**  
Incorporation Number: IA08747  
**CONSTITUTION (As Amended — 20/2/2022)**  
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## TABLE TENNIS TASMANIA ( INC.)

### **A. THE ASSOCIATION**

#### **Name of Association**

1. The name of the association shall be Table Tennis Tasmania (Incorporated) (in these rules called “the Association”).

#### **Interpretation**

2. (1) In these rules, unless the contrary intention appears —  
“Board” means Board of Directors as defined by Rule 23;  
“Council” means the Council of the Association as defined in Rule 24;  
“Affiliated Body” means a Branch or Affiliated Branch.  
“Branch” or “Affiliated Branch” means a table tennis organisation affiliated with the Association.  
“Councillor” means a member of the Council to whom paragraph (b) of sub-rule (1) of rule 24 relates.  
“general meeting” means a general meeting of the Council convened in accordance with rule 14;
- (2) In these rules, expressions referring 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.
- (3) Words or expressions contained in these rules shall be interpreted in the provisions of the Acts Interpretation Act 1931 and the Act as in force on the date on which these rules are adopted by the Association.

#### **Association’s Office**

3. The office of the Association shall be at such place as the Council may, from time to time, determine.

#### **Objects and purposes of the Association**

4. (1) In addition to the basic objects of the Association, the objects and purposes of the Association shall be deemed to include —
  - (a) the purchase, taking on lease or in exchange, and the hiring or otherwise acquiring of any real or personal property that may be deemed necessary or convenient for any of the objects or purposes of the Association;
  - (b) the buying, selling, and supplying of, and dealing in, goods of all kinds;
  - (c) the construction, maintenance, and alteration of buildings or works necessary or convenient for any of the objects or purposes of the Association;
  - (d) the accepting of any gift, whether subject to a special trust or not, for any one or more of the objects or purposes of the Association;
  - (e) the taking of such steps from time to time as the Board or the Council may deem expedient for the purpose of procuring contributions to the funds of the Association, whether by way of donations, subscriptions, or otherwise;
  - (f) the printing and publishing of such newspapers, periodicals, books, leaflets, or other documents, either in hard copy or electronic format, as the Board or the Council may think desirable for the promotion of the objects and purposes of the Association;
  - (g) the borrowing and raising of money in such manner and on such terms as the Board may think fit or as may be approved or directed by resolution passed at a general meeting;
  - (h) subject to the provisions of the Trustee Act 1898, the investment of any money of the Association not immediately required for any of its objects or purposes in such manner as the Board may from time to time determine;
  - (i) the making of gifts, subscriptions, or donations to any of the funds, authorities, or institutions to which paragraph (a) of sub-section (1) of section 78 of the Income Tax Assessment Act 1936 of the Commonwealth relates;

- (j) the establishment and support, or aiding in the establishment and support, of associations, institutions, funds, trusts, schemes, and conveniences calculated to benefit servants or past servants of the Association and their dependants and the granting of pensions, allowances, or other benefits to servants or past servants of the Association and their dependants, and the making of payments towards insurance in relation to any of those purposes;
  - (k) the establishment and support, or aiding in the establishment or support, of any other body formed for any of the basic objects of the Association;
  - (l) the purchase or acquisition, and undertaking, of all or any part of the property, assets, liabilities, and engagements of any associations with which the Association may at any time become amalgamated in accordance with the provisions of the Act and the rules of the Association; and
  - (m) the doing of all such other lawful things as are incidental or conducive to the attainment of the basic objects of the Association to any of the objects and purposes specified in the foregoing provisions of this sub-rule.
- (2) The basic objects of the Association, as stated in the application under subsection (2) of section 7 of the Act for the incorporation of the Association lodged with the Commissioner pursuant to that section shall be:
- (a) to promote the game of Table Tennis in Tasmania;
  - (b) to maintain uniformity in the laws under which the game is played in Tasmania;
  - (c) to promote and/or control Intrastate matches and State Championships and any other Statewide activities that the Board or the Council may decide;
  - (d) to affiliate with Table Tennis Australia Limited and fully accept the responsibilities and obligations involved in such affiliation;
  - (e) to decide any matters relating to Table Tennis which may arise between any affiliated Branch or Associate Branch; and
  - (f) to mutually recognise any penalty imposed by any affiliated Branch.

## **Membership of the Association**

5. (1) (a) The Association shall be comprised of any table tennis associations located in Tasmania which are affiliated under Clause 5(4).  
 (b) Each affiliated body shall have no less than 5 financial members over the age of 18 years in order to remain affiliated with the Association.
- (2) In the event that any unincorporated affiliated body becomes incorporated, the membership of the unincorporated body shall automatically be transferred to the incorporated body.
- (3) No affiliated body shall be represented at any meeting of the Association while any amount due and payable by such body remains unpaid. In the event of default continuing for a period of three months from the due date of indebtedness, the defaulting body shall be dealt with as the Council thinks fit.
- (4) (i) Table Tennis associations wishing to affiliate with the Association shall apply in writing to the Association and shall provide the following information: -  
 (a) a copy of the association's constitution (or legal equivalent);  
 (b) the names, addresses and responsibilities of all members of the association's management committee;  
 (c) the postal address of the association for service of notices;  
 (d) a list of all current players showing their names, addresses, dates of birth and contact telephone numbers;  
 (e) details of all venues to be used by the association including but not limited to, the location, number of courts, toilet and catering facilities;  
 (f) a copy of the association's latest audited financial statements.
- (ii) Within 14 days after the receipt of an application for affiliation, the Public Officer shall refer the application to the Board. The Board shall investigate the application and make a recommendation to the Council as to whether to accept or reject the application. The Board's recommendation shall be sent to all Councillors no later than 60 days after the receipt of the application by the Public Officer.
- (iii) The Council shall vote upon the acceptance or rejection of the application within 30 days of the despatch to it of the Board's recommendation. A 2/3 majority (rounded to the nearest whole

- number) in favour of acceptance of the affiliation shall be required in order for the applicant association to be accepted as an affiliated body. Council may attach such conditions, as it deems appropriate to any approval given to an application for affiliation including, but not limited to, a bond or security deposit in respect of monies which may become payable to the Association from time to time.
- (iv) Upon an application for affiliation being approved by the Council, the Public Officer shall, with as little delay as possible, notify the applicant, in writing, that the body has been granted affiliation with the Association and, upon receipt of the sum payable by the affiliated body as its affiliation fee, shall enter that body in a register of affiliated bodies to be kept by the Public Officer, whereupon the applicant becomes an affiliated Branch or an affiliated Associate Branch of the Association.
  - (v) Upon an application for affiliation being rejected by Council the Public Officer shall, with as little delay as possible, notify the applicant association in writing of the Council's decision. Council may, at its discretion, provide the applicant association with reasons for the rejection.
- (5) As a condition of continued affiliation, all affiliated bodies shall provide the Association with the following: -
- (a) a copy of the annual audited financial statements and annual report (within 30 days of the holding of the annual general meeting of the affiliated body);
  - (b) an updated copy of the constitution of the affiliated body (within 30 days of any changes being approved by the members of the affiliated body);
  - (c) a list of all current registered players' names, addresses, dates of birth and contact telephone numbers (as required from time to time by the Public Officer);
  - (d) names, addresses and responsibilities of the members of the management committee (within 14 days of any change thereto).
  - (e) an email address to which all notices of General Meetings will be sent by the Association.
- (6) Any affiliated body wishing to withdraw from the Association may do so by giving not less than three months notice in writing to the Public Officer of the Association.
- (7) Upon receipt of a notice under sub-rule (6) of this rule, the Public Officer shall refer the notice to the Council which shall only accept such withdrawal when it is satisfied that the withdrawing body is not involved in any liability contingent or otherwise to the Association. On acceptance of the withdrawal, the Public Officer shall remove the name of the affiliated body by which the notice was given from the Register of Affiliated Branches, whereupon that body ceases to be a member of the Association.
- (8) A right, privilege, or obligation of a body by virtue of its membership of the Association —
- (a) is not capable of being transferred or transmitted to another body; and
  - (b) terminates upon cessation of its membership.
- (9) In the event of the Association being wound up —
- (a) every affiliated body currently a member of the Association; and
  - (b) every body, which, within the period of twelve months immediately preceding the commencement of the winding up, was a member of the Association, is liable to contribute to the assets of the Association for payment of the debts or liabilities of the Association and for the costs, charges, and expenses of the winding up and for the adjustment of the rights of the contributories among themselves such sum, not exceeding \$50.00, as may be required, but a former member is not liable so to contribute in respect of any debt or liability of the Association contracted after it ceased to be a member.
- (10) Life Members —
- (a) the Board may, by unanimous resolution of members present and eligible to vote, nominate any person who has given outstanding service to the Association for Life Membership of the Association, provided that person has given not less than 15 years service to the game.
  - (b) upon such nomination that person may be elected by a 2/3 majority (rounded to the nearest whole number) at an Annual General Meeting;
  - (c) a person so elected to Life Membership may —
    - (i) attend any general meeting of the Association and any sub-committee of the Association to which he/she is elected or appointed and may speak and vote on any matter at any such meeting;
    - (ii) stand for election to the Board of Management;
    - (iii) wear the Life Membership Badge of the Association; and

(iv) obtain free admission to all Table Tennis fixtures conducted by the Association, any body affiliated with the Association and any club affiliated with any such affiliated body.

(11) The Association shall comply with the Privacy Act 1968 when collecting, storing and using private information collected from Affiliated Branches and table tennis participants in Tasmania.

## **B. FINANCIAL**

### **Income and property of the Association**

6. (1) The income and property of the Association, however derived, shall be applied solely towards the promotion of the objects and purposes of the Association and no portion thereof shall be paid or transferred, directly or indirectly, by dividends, bonus, or otherwise, to any member of a body affiliated with the Association.
- (2) The Association shall not —
- (a) appoint a person who is a member of the Council to any office in the gift of the Association to the holder of which there is payable any remuneration by way of salary, fees or allowances; or
  - (b) pay to any such person any remuneration or other benefit in money or money's worth (other than the repayment of out-of-pocket expenses).
- (3) Nothing in the foregoing provisions of this rule prevents the payment in good faith to a servant or member of an affiliated body of the Association of —
- (a) remuneration in return for services actually rendered to the Association by the servant or member or for goods supplied to the Association by the servant or member of an affiliated body in the course ordinary course of business;
  - (b) interest at a rate not exceeding seven and one-quarter percent on moneys lent to the Association by the servant or member of an affiliated body; or
  - (c) a reasonable and proper sum by way of rent for premises let to the Association by the servant or member of an affiliated body.

### **Accounts of Receipts, Expenditure, etc**

7. (1) True accounts shall be kept —
- (a) of all sums of money received and expended by the Association and the matter in respect of which the receipt or expenditure takes place; and
  - (b) of the property, credits, and liabilities of the Association and subject to any reasonable restrictions as to time and manner of inspecting them that may be imposed by the Association for the time being, those accounts shall be open to the inspection of the Directors and Councillors of the Association.
- (2) The Director of Finance of the Association shall faithfully keep all general records, accounting books, and records of receipts and expenditure connected with the operations and business of the Association in such form and manner as Board may direct.
- (3) The accounts, books, and records referred to in sub-rule (1) and (2) of this rule shall be kept at the Association's office or at such other place as the Board may decide.

### **Banking and Finance**

8. (1) The Director of Finance of the Association shall, on behalf of the Association, receive all moneys paid to the Association and forthwith after the receipt thereof issue official receipts therefore.
- (2) The Director of Finance shall cause to be opened with such bank as the Board selects a banking account in the name of the Association into which all moneys received shall be paid by the Director of Finance as soon as possible after receipt thereof.
- (3) The Board may receive from the Association's bank or bankers for the time being the cheques drawn by the Association on any of its accounts with the bank or bankers and may release and indemnify the bank or bankers from and against all claims, actions, suits, or demands that may be brought against the bank or bankers arising directly or indirectly out of these cheques or the surrender thereof to the Association.

- (4) Except with the authority of the Board, no payment shall be made from the funds of the Association otherwise than by funds drawn on the Association's bank account.
- (5) No funds shall be drawn on the Association's bank account except for the payment of expenditure that has been authorised by the Board.
- (6) All cheques, drafts, bills of exchange, promissory notes, and other negotiable instruments shall be signed by two directors, one of whom shall be the Director of Finance unless the Director of Finance is absent from the State of Tasmania or temporarily incapacitated. In that event one of the two signatories shall be either of the Chairman of Directors and Director of Administration.
- (7) Online withdrawals of funds from the Association's bank account shall be authorised by two directors, one of whom shall be the Director of Finance unless the Director of Finance is absent from the State of Tasmania or temporarily incapacitated. In that event one of the two authorisers shall be either of the Chairman of Directors and the Director of Administration.

## **Auditor**

9. (1) Except as provided in Clause 10, at each Annual General Meeting of the Association, the Council shall appoint a person as the Auditor of the Association.
- (2) A person so appointed shall hold office until the Annual General Meeting next after that at which he is appointed, and is eligible for re-appointment.
- (3) The first Auditor of the Association may be appointed by the Council before the first Annual General Meeting, and if so appointed, shall hold office until the first Annual General Meeting, unless previously removed by a resolution of the members present at a general meeting, in which case the members present at that meeting may appoint an Auditor to act until the first Annual General Meeting.
- (4) Except as provided in Clause 10, if an appointment is not made at an Annual General Meeting the Board shall appoint an Auditor of the Association for the then current financial year of the Association.
- (5) Except as provided in sub-rule (3) of this rule, the Auditor may only be removed from office by special resolution.
- (6) If a casual vacancy occurs in the office of Auditor during the course of a financial year of the Association, the Board may appoint a person as the Auditor and the person so appointed shall hold office until the next succeeding Annual General Meeting.
10. (1) Except where and audit is required by Law, at each Annual General Meeting of the Association, the Council may by special resolution agree to dispense with the audit of the Association's accounts.
- (2) To be considered passed the special resolution shall require a majority of not less than 75% of the eligible votes to be cast in favour of the special resolution.

## **Audit of Accounts**

11. (1) Once at least in each financial year of the Association, the Accounts of the Association shall be examined by the Auditor except if, as provided in Clause 10, the Council has voted to dispense with the audit
- (2) The auditor, unless as provided in Clause 10 one is not appointed, shall report on the Accounts of the Association to the members present at the Annual General Meeting in accordance with Australian Auditing Standards.
- (3) The Board shall cause the report of the Auditor, unless as provided in Clause 10 one is not appointed, to be attached to the Accounts of the Association and presented to the Annual General Meeting.
- (4) The Public Officer of the Association shall cause to be delivered to the Auditor a list of all the Accounts, books, and records of the Association.
- (5) The Auditor —
  - (a) has a right of access to the Accounts, books, records, vouchers, and documents of the Association;
  - (b) may require from the servants of the Association such information and explanations as may be necessary for the performance of his duties as Auditor;
  - (c) may employ persons to assist him in investigating the Accounts of the Association; and
  - (d) may, in relation to the accounts of the Association, examine any member of the Council or any servant of the Association.

## **C. GENERAL MEETINGS**

## **Types of Meetings**

12. (1) All general meetings other than the Annual General Meeting and Special General Meetings shall be called Council Meetings.
- (2) There shall be at least 3 Council Meetings in each financial year of the Association.
- (3) Those entitled to attend and vote at Annual General, Special General and Council Meetings shall be the Directors of the Association, the eligible representatives from each Affiliated Branch (as defined in Clause 24) and Life Members of the Association.

## **Annual General Meeting**

- (4) The Association shall, in each year, hold an Annual General Meeting.
- (5) The Annual General Meeting shall be held on such day (being not later than three months after the close of the financial year of the Association) as the Board may determine.
- (6) The Annual General Meeting shall be in addition to any other general meetings that may be held in the same year.
- (7) The Annual General Meeting shall be specified as such in the notice convening it.
- (8) The ordinary business of the Annual General Meeting shall be —
  - (a) to confirm the minutes of the previous Annual General Meeting;
  - (b) to receive from the Board, Auditor (if one is in office), and servants of the Association reports upon the transactions of the Association during the previous financial year;
  - (c) to elect the Directors of the Association and receive advice of Councillors appointed by affiliated bodies;
  - (d) to appoint the Auditor and determine his remuneration or to decide by special resolution to dispense with the audit and apply to the Commissioner for Corporate Affairs for approval of exemption from audit; and
  - (e) to, at its discretion, elect a Patron.
- (9) The Annual General Meeting may transact special business of which notice has been given in accordance with these rules.
- (10) Any person other than a Director, Councillor or Life Member may attend an Annual General meeting as an observer, but may not speak or vote on any matter.

## **Special General Meetings**

13. (1) The Board may, whenever it thinks fit, convene a Special General Meeting of the Association.
- (2) The Board shall on the requisition in writing of not less than two Affiliated Branches, convene a Special General Meeting of the Association.
- (3) A requisition for a Special General Meeting shall state the objects of the meeting and shall be signed by the requisitionists and deposited at the office of the Association and may consist of several documents in the like form, each signed by any one or more of the requisitionists.
- (4) If the Board does not cause a Special General Meeting to be held within twenty-one days from the date on which a requisition therefore is deposited at the office of the Association, the requisitionists, or any of them, may convene the meeting; but any meeting so convened shall not be held after three months from the date of the deposit of the requisition.
- (5) A Special General Meeting convened by requisitionists in pursuance of these rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Council, and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring them.

## **Notices of General Meetings**

14. (1) The Public Officer of the Association shall, at least fourteen days before the date fixed for holding an Annual General Meeting of the Association, cause to be sent by email to all members of the Association a notice specifying the place, day and time for holding the meeting, and the nature of the business to be transacted thereat. At the same time the Public Officer shall also cause the same notice to be posted on

the website of the Association. The Public Officer shall also take reasonable steps to have the notice published in Community Notices sections offered by newspapers and radio within the State of Tasmania.

- (2) The Public Officer shall, at least fourteen days before the date for holding a Council Meeting or Special General Meeting, cause to be sent to all Directors, Councillors and affiliated bodies a notice specifying all details as in 14(1). Such notice may be sent by email or any other electronic means.

### **Business and Quorum at General Meetings**

15. (1) All business that is transacted at Special General Meeting and all business that is transacted at the Annual General Meeting, with the exception of that specifically referred to in these rules as being the ordinary business of the Annual General Meeting shall be deemed to be special business.
- (2) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time when the meeting is considering that item.
- (3) The number of persons personally present (and entitled under these rules to vote thereat) which constitute a quorum for the transaction of the business of a general meeting shall be equal to the number of Affiliated Branches plus one.
- (4) If within one hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of Affiliated Branches, shall be dissolved; and in any other case it shall stand adjourned to the same day in the next week, at the same time and (unless specified by the Chairman at the time of adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place, and if at the adjourned meeting a quorum is not present within one hour after the time appointed for the commencement of the meeting, the meeting shall be dissolved.

### **Chairman to Preside at General Meeting**

16. (1) The Chairman of Directors shall preside at every general meeting of the Association.
- (2) If the Chairman of Directors is absent from a general meeting, the members present shall elect one of their number to preside as chairman thereat.

### **Adjournment of General Meeting**

17. (1) The chairman of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where a meeting is adjourned for fourteen days or more, the like notice of the adjourned meeting shall be given as in the case of the original meeting.
- (3) Except as provided in the foregoing provisions of this rule, it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

### **Determination of Questions Arising at General Meetings**

18. A question arising at a general meeting of the Association shall be determined on a show of hands and, unless before or on the declaration of the result of the show of hands a poll is demanded, a declaration by the chairman that a resolution has been carried on a show of hands, or carried unanimously, or carried by a particular majority, or lost, and a note to that effect in the minute book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

### **Votes**

19. (1) Upon any question arising at general meeting of the Association an eligible voter as defined in 12(3) has one vote only.



- (2) All votes shall be given personally.
- (3) In the case of an equality of voting on a question the chairman of the meeting is entitled to exercise a second or casting vote.

### **Taking a Poll**

20. If at a meeting a poll on any question is demanded it shall be taken at that meeting by secret ballot, and the result of the poll shall be deemed to be the resolution of the meeting on that question.

### **When Poll to be Taken**

21. A poll that is demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith, and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the chairman may direct.

## **D. COUNCIL & BOARD OF DIRECTORS**

### **Affairs of the Association to be managed by a Board**

22. (1) The affairs of the Association shall be managed by a Board constituted as provided in rule 23.
- (2) The Board -
- (a) shall control and manage the business and affairs of the Association;
  - (b) may, subject to these rules, exercise all such powers and functions as may be exercised by the Association, other than those powers and functions that are required by these rules to be exercised by general meetings of the Council of the Association; and
  - (c) subject to the Act and these rules, has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Association;
  - (d) make, and from time to time alter, amend, or repeal bye-laws for the conduct of the business of the Association and the carrying out of its objects and purposes; and
  - (e) shall in the case of misconduct, or other conduct, which, in its opinion may be detrimental to the best interests of the Association, have power to call upon any Director, Councillor, official or registered player of the Association, or of any affiliated body to attend a meeting of the Board to reply to any relevant questions that may be put, and should the said Director, Councillor, official or registered player be found guilty or fail to comply without reasonable excuse, or make misleading statements, the said Director, Councillor, official or player may be expelled, disqualified, suspended, debarred or otherwise dealt with at the discretion of the Board. In the case of expulsion of a member of the Association rule 32 sub-rules (1) to (8) shall apply.
  - (f) Shall provide regular written reports on its activities to Councillors and affiliated bodies.
  - (g) Shall implement any decisions reached by the Council at a general meeting.

### **Directors of the Association**

23. (1) (i) The Association shall have a minimum of 5 directors and a maximum of 10 directors.
- (ii) The first 4 Directors of the Association shall be —
- (a) a Chairman of Directors;
  - (b) a Director of Administration;
  - (c) a Director of Finance;
  - (d) a Director of Coaching and High Performance.
- (iii) Unless otherwise determined by the Council the other 6 directors shall be – Development, Technical Director, Director of Media and Marketing, Para Activities, Tournaments and Female Participation.

In the event that any of these 6 directorships are not filled then the responsibilities associated with such a directorship shall be absorbed by the other members of the Board.

- (2) The provisions of sub-rules (2), (3) and (4) of rule 25, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the directorships mentioned in sub-rule (1) of this rule.
- (3) Each Director of the Association shall hold office until the Annual General meeting next after the date of his election but is eligible for re-election.
- (4) In the event of a casual vacancy in any directorship mentioned in this sub-rule (1) of this rule, the Board may appoint a person to the vacant office, and the members so appointed may continue in office up to and including the conclusion of the Annual General Meeting next following the date of his appointment.
- (5) The Director of Administration shall act as the Public Officer of the Association.

- 24.** The Board may appoint Associate Directors to assist the Directors and shall assign such persons specific duties at any time by notice in writing. An Associate Director shall:-
- (a) hold office from the date of appointment until the next Annual General Meeting of the Association;
  - (b) attend all meetings of the board but shall not be entitled to vote;
  - (c) carry out all duties as assigned by the Board from time to time;
  - (d) attend all Council meetings but shall not be entitled to vote

### **Constitution of the Council**

- 25.** (1) The Council shall consist of —
- (a) the Directors of the Association; and
  - (b) 2 Councillors nominated by each Affiliated body, all of whom shall normally be determined at the Annual General Meeting of the Association in each year.
- (2) Each Councillor shall be over the age of 18 years and a registered member of an Affiliated Body at the date of his nomination as a Councillor.
  - (3) Each Councillor shall, subject to these rules, hold office until the Annual General Meeting next after the date of his appointment, but is still eligible for re-appointment.
  - (4) In the event of a casual vacancy occurring in the office of Councillor, the Affiliated Body which originally nominated the member whose seat has become vacant in accordance with clause 26 of this constitution shall appoint a replacement to fill the vacancy, and the member so appointed shall hold office, subject to these rules, until the conclusion of the Annual General Meeting next following the date of his appointment.
  - (5) An Affiliated Body may, by notification in writing, appoint a proxy delegate to attend one or more specified general meetings in the place of a Councillor who will be absent and such proxy delegate shall be afforded the same rights to speak and vote on any matter.

### **Election of Members of the Board**

- 26.** (1) Nominations of candidates for election as Directors of the Association —
- (a) shall be made in writing signed by two registered players of an affiliated Branch of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
  - (b) shall be delivered to the Public Officer of the Association at least ten days before the date fixed for the holding of the Annual General Meeting.
- (2) Each nominee shall be over the age of 18 years and a registered member of an Affiliated Branch at the date of his consent to his nomination.
  - (3) If no nomination is received for a directorship on the Board by the closing date for nominations then that particular directorship shall not be filled at the Annual General Meeting. The Board shall, within 14 days of holding the Annual General Meeting, call for nominations for any vacant directorship and shall appoint a director to fill each vacant position in accordance with Clause 23 (4). In the event that no nomination is received for a particular vacant directorship within 28 days of the holding of the Annual General Meeting then that directorship shall remain vacant until filled as a casual vacancy at the discretion of the Board or until the next Annual General Meeting whichever is earliest.

- (4) If only one nomination is received for a directorship on the Board by the closing date for nominations in respect of a particular Annual General Meeting then the person nominated shall be deemed to be elected.
- (5) If more than one nomination is received for a directorship on the Board by the closing date for nominations in respect of a particular Annual General Meeting then a secret ballot shall be held as in Sub-rule (6) below.
- (6) The order of ballots for the election of Directors at an Annual General Meeting shall be decided by the members present and eligible to vote at each Annual General Meeting.
- (7) Where more than one nomination has been received, the method of voting shall be as follows:
  - (a) eligible voters shall allot, in order of preference, a number to all candidates whose names appear on the ballot paper.
  - (b) the numbers then allotted shall be counted by scrutineers appointed by the chairman of the meeting; and
  - (c) the candidate with the lower or lowest total shall be declared elected.
  - (d) In the event that two or more candidates have the lowest total the tie shall be separated by: -
    - (i) firstly determining which candidate or candidates has the most number 1 votes. The candidate determined to have the most number one votes shall be declared elected.
    - (ii) If after (i) above two or more candidates remain tied then the candidate with the most number two votes shall be declared elected.
    - (iii) If after (i) and (ii) above two or more candidates still remain tied then a new vote shall be conducted with only the remaining candidates involved. Voting will be conducted precisely as in the original vote, including, if necessary, the procedures in Clause 25 (7) (d) as appropriate.

### **Vacation of Office**

27. For the purposes of these rules, the office of a Director of the Association or of a Councillor becomes vacant if the Director or Councillor —
  - (a) dies;
  - (b) becomes bankrupt or applies to take advantage of any law relating to bankrupt or insolvent debtors or compounds with their creditors, or makes any assignment of their estate for their benefit;
  - (c) becomes of unsound mind;
  - (d) resigns their office by writing under their hand addressed to the Chairman of the Board;
  - (e) ceases to be a resident in the State;
  - (f) fails, without leave granted by the Council, to attend three consecutive meetings of the Council; or
  - (g) fails to pay all arrears of subscription due by them within fourteen days after they have received a notice in writing signed by the Public Officer stating that they have ceased to be a financial member of the Association.

### **Meetings of the Board and of Sub-committees**

28. (1) The Board shall meet at least four times in every year at such place and at such times as the Board may determine. The Board may determine whether its meetings will be held face-to-face, by teleconference or a combination of both or by any other electronic means.
- (2) Special meetings of the Board may be convened by the Chairman, or any three of its Directors.
- (3) Notice shall be given to members of the Board of any special meeting, specifying the general nature of the business to be transacted, and no other business shall be transacted at such a meeting.
- (4) A quorum for the transaction of the business of a meeting of the Board shall be one half of the Directors in office at the time, rounded up to the next whole number. Solely for the purpose of this rule, a Director who has been granted a leave of absence will not be considered to be “in office”.
- (5) No business shall be transacted unless a quorum is present and, if within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a special meeting, in which case it lapses.
- (6) At meetings of the Board —
  - (a) the Chairman of Directors; or

- (b) if the Chairman of Directors is absent, such one of the remaining Directors as may be chosen by the Directors present, shall preside.
- (7) Questions arising at meetings of the Board or of any sub-committee appointed by the Council or the Board shall be determined on a show of hands or by electronic response or, if demanded by a member, by a secret ballot.
  - (8) Each member present at a meeting of the Board or of any sub-committee appointed by the Council or the Board, including the person presiding at the meeting, is entitled to one vote, and in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
  - (9) Written notice of each Board meeting shall be served on each Director by emailing or delivering it to him 7 days before the meeting or by sending it by post in a prepaid letter addressed to him at his usual or last-known place of abode in time to reach him in due course of post 7 days before the date of the meeting.
  - (10) In the event of a Director applying for and being granted leave of absence from duty, the Board may appoint a temporary replacement who shall have the rights and voting power of a Director until the leave of absence of the original member has expired.

#### **Disclosure of Interest in Contracts, etc.**

29. (1) A member of the Council who is interested in any contract or arrangement made or proposed to be made with the Association shall disclose his interest at the first meeting of the Council at which the contract or arrangement is first taken into consideration, if his interest then exists, or, in any other case, at the first meeting of the Council after the acquisition of his interest.
- (2) If a member of the Council becomes interested in a contract or arrangement after it is made or entered into he shall disclose his interest at the first meeting of the Council after he becomes so interested.
- (3) No member of the Council shall vote as a member of the Council or the Board in respect of any contract or arrangement in which he is interested and if he does so vote his vote shall not be counted.
- (4) The provisions of rule 28(1), (2) and (3) shall also apply to any Life Member, who is not a member of Council, and is present at any meeting at which a contract or arrangement is to be voted on.

#### **Sub-committees**

30. (1) The Council or the Board may at any time appoint sub-committees as it may think fit and shall prescribe the powers and functions thereof.
- (2) The Council or the Board may co-opt as members of the sub-committee such persons as it thinks fit, whether or not those persons are members of the Council.
- (3) Three appointed members of a sub-committee constitute a quorum at a meeting of the sub-committee.
- (4) The chairman of each sub-committee shall be appointed by the Council or the Board and shall be responsible for calling meetings of that sub-committee.

### **E. GENERAL**

#### **Annual Subscription**

31. (1) The annual subscription payable by affiliated bodies shall be the amount determined by Council by special resolution at the Annual General Meeting plus, if applicable any Goods and Services Tax or any similar tax enacted from time to time by the Australian Government.
- (2) In the event that no determination of the annual subscription is made at an Annual General Meeting then the annual subscription amount shall be equal to that of the previous financial year of the Association.
- (3) The annual subscription of an affiliated body shall be in respect of the 12 months commencing 1 January in each year and shall be payable by the date of the Annual Meeting in that same year unless the Council shall otherwise determine by Special Resolution.

#### **Financial Year**

- 32.** The financial year of the Association is the period beginning on the first day of January in each year and ending on the thirty first day of December next following.

### **Notice**

- 33.** A notice may be served by or on behalf of the Association upon any registered player or official either personally or by sending it through the post in a prepaid letter addressed to his usual or last-known place of abode.

### **Expulsion of Members**

- 34.** (1) Subject to this rule, the Board may expel a Director, Councillor, or other official or registered player hereinafter referred to in this rule as a 'member', from the Association if, in the opinion of the Board, that person has been guilty of conduct detrimental to the interests of the Association.
- (2) The expulsion of a member pursuant to sub-rule (1) of this rule does not take effect —
- (a) until the expiration of fourteen days after the service on the member of a notice under sub-rule (3) of this rule; or
- (b) until the conclusion of the Special General Meeting convened to hear the appeal, whichever is the later date.
- (3) Where the Board expels a member from the Association, the Public Officer of the Association shall, without undue delay, cause to be served on the member a notice in writing
- (a) stating that the Council has expelled the member;
- (b) specifying the grounds for the expulsion; and
- (c) informing the member that if he so desires he may, within fourteen days after the service of the notice on him, appeal against the expulsion as provide in this rule.
- (4) A member on whom a notice under sub-rule (3) of this rule is served may appeal against the expulsion to a Special General Meeting by delivering or sending by post to the Public Officer of the Association within fourteen days after the service of that notice, a requisition in writing demanding the convening of such a meeting for the purposes of hearing his appeal.
- (5) Upon receipt of a requisition under sub-rule (4) of this rule, the Public Officer shall forthwith notify the Board of its receipt and the Board shall thereupon cause a Special General Meeting to be held within twenty-one days after the date on which the requisition was received by the Public Officer.
- (6) At a Special General Meeting convened for the purpose of this rule —
- (a) no business other than the question of the expulsion shall be transacted;
- (b) the Board may place before the meeting details of the grounds of the expulsion and the Board's reasons for the expulsion;
- (c) the expelled member shall be given the opportunity to be heard; and
- (d) the members present shall vote by secret ballot on the question whether the expulsion should be lifted or confirmed.
- (7) If at a Special General Meeting a majority of the members present vote in favour of the lifting of the expulsion, the expulsion shall be deemed to be have been lifted and the expelled member is entitled to continue his membership of the Association.
- (8) If at a Special General Meeting a majority of the members present vote in favour of the confirmation of the expulsion, the expulsion takes effect, and the expelled member ceases to be a member of the Association.

### **Disputes**

- 35.** (1) Subject to this rule, a dispute between a member of the Association, in his capacity as a member, and the Association shall be determined by arbitration in accordance with the provisions of the Commercial Arbitration Act 1986 as amended.
- (2) Nothing in this rule affects the operation or effect of rule 33.

### **Common Seal of the Association**

36. (1) The common seal of the Association shall be in the form of a rubber stamp, inscribed with the name of the Association encircling the words "Common Seal".
- (2) The common seal of the Association shall not be affixed to any instrument except by the authority of the Board, and the affixing thereof shall be attested to by the signatures of two Directors, and that attestation is sufficient for all purposes that the common seal was affixed by authority of the Board.
- (3) The common seal shall remain in the custody of the Public Officer.

## **Affiliations**

37. (1) Affiliation with the Table Tennis Australia Limited. —
- (a) the Association shall be affiliated with Table Tennis Australia Limited.
- (b) the Chairman of Directors shall normally be the delegate to represent the Association on the Council of Table Tennis Australia Limited.
- (2) The Council shall have the power to accept for affiliation with the Association other Table Tennis organisations and the regulations herein shall apply and every application for affiliation, and the decision thereon, shall be made in accordance with Clause 5(4).
- (3) Table Tennis organisations affiliated under this rule shall not have any interests or rights in the property of this Association.
- (4) Affiliated bodies must obtain the sanction of this Association before conducting any OPEN tournament.
- (5) (a) an affiliated body, hereinafter in this rule referred to as the complainant, shall have power in accordance with its rules to impose penalties on or suspend local clubs, officials, members, or players, hereinafter in this rule referred to as the defendant, and to refuse transfers of players.
- (b) an affiliated body imposing such penalties, etc. shall notify the defendant and the Public Officer of the Association in writing of such penalty etc. and shall advise the defendant of the right of appeal if such right exists in that body's constitution or rules.
- (c) such penalties, etc. are to be compulsorily imposed by all affiliated bodies.
- (d) if an appeal has been made to his or her affiliated body according to its rules and such appeal has been dismissed, the defendant shall have the right to appeal to the Association whose decision shall be final.
- (e) in the event that no provision is made for an appeal to the defendant's affiliated body according to its rules then the defendant shall have the right to appeal direct to the Association whose decision shall be final.
- (f) any such appeal to the Association must be in writing and may be accompanied by any documentary evidence that may be available to the defendant.
- (g) such appeal must be received by the Public Officer of the Association within fourteen days of the notification to the defendant by the complainant that his or her appeal has been dismissed or in the appropriate case within 14 days of notification of the penalty that his or her affiliated body has decided to impose.
- (h) upon receipt of an appeal the Public Officer shall immediately request the complainant for copies of relevant documents relating to the matter under appeal.
- (i) all such appeals shall be dealt with by the Board of the Association.
- (j) if the appeal is upheld, all penalties shall be automatically lifted by the affiliated body concerned.
- (k) if the appeal is dismissed, the penalties shall be compulsorily imposed by the Association and all affiliated bodies.
- (l) if the appeal is against the severity of the penalty, the Board may, at its discretion, vary the penalty and the varied penalty will then be compulsorily imposed by the Association and all affiliated bodies.
- (m) not less than fourteen days after any such penalty etc. has been notified by a complainant to a defendant and, provided no appeal has been lodged and upon formal notification by the complainant to the Public Officer and through him to each affiliated body, any penalties, etc. shall be compulsorily imposed by all affiliated bodies.
- (n) reinstatement of any defendant by an affiliated body shall be automatically recognised by all affiliated bodies upon receipt of formal notification through the Public Officer of the Association.

## **Association Colours**

**38.** The colours of the Association shall be Bottle Green, Yellow and Red.

#### **National and International Participation**

**39.** The Association shall endeavour to ensure that its players and officials at all times comply with any requirements for eligibility to participate in national and international competitions and forums.

#### **Intellectual and Other Property of the Association**

- 40.** (1) All physical assets, records and information belonging to or pertaining to the Association, including intellectual property of any description, shall at all times remain the property of the Association.
- (2) All such physical assets, records and information (in whatever form they are held or stored) which are in the custody of a Director, Councillor or sub-committee member shall be returned to the Association in the event that the said Director, Councillor or sub-committee member ceases for any reason whatsoever to hold his position with the Association. Such return shall be made within 14 days of the cessation of the holding of the position.
- (3) Clauses 39 (1) and 39 (2) above shall apply equally, as appropriate, to physical assets, records and information belonging to or pertaining to the Association held by affiliated bodies which become disaffiliated at any time notwithstanding that disaffiliation may not have been finalised under Clause 5(7).