

CONSTITUTION

OF

HARARE METROPOLITAN TENNIS BOARD

**HARARE METROPOLITAN
TENNIS BOARD**



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HARARE METROLOPITAN TENNIS BOARD

1. PREAMBLE

We the Harare Metropolitan Tennis Board(HMTB) as full citizens of Zimbabwe are an association affiliated to Tennis Zimbabwe (TZ), the Sports and Recreation Commission of Zimbabwe (SRC), Zimbabwe Olympic Committee (ZOC), and the International Tennis Federation (ITF) . We decided to establish an association at law which is the focal point of all Tennis groups, clubs and teams in Harare and its environs, who share the same vision and action to positively influence the development of tennis in Harare at all levels.

1.1 Name of the Association

The Name of the Association is the Harare Metropolitan Tennis Board herein referred to as HMTB.

1.2 Office and Location of the HMTB

The board shall operate from a registered office in the capital (Harare) or at any other place it deems fit. The office shall house the secretariat of the board and shall serve as its domicilium citandi.

1.3 Legal Status and Jurisdiction of the HMTB

The HMTB shall have jurisdiction in all matters pertaining to tennis in Harare and shall operate under the laws of Zimbabwe and this constitution shall be interpreted to those laws. It shall function as a body corporate operating as a common law universitas affiliated to Tennis Zimbabwe, the Sports and Recreation Commission of Zimbabwe. It shall have power to issue out in its name judicial processes and receive the same, and it shall enjoy perpetual succession.

2. DEFINITIONS

In this Constitution unless the contrary intention appears:

“Affiliate Member” means a committee / society who is associated with the Board but who is not an Individual Member.

“Board” means Harare Metropolitan Tennis Board

“HMTB” means Harare Metropolitan Board.

“Club” means a tennis club which is otherwise affiliated with the HMTB in Harare and its environs.

“Constitution” means this Constitution of the HMTB. Should the constitution be translated into one or more other languages, the English version shall prevail in the event of any inconsistency between it and any other version thereof.

“Delegate” means the person(s) appointed from time to time to act for and on behalf of a Club, Committee or Society and to represent the Club, Committee or Society at General Meetings.

“Director” means a member of the Harare Metropolitan Tennis Board and includes any person acting in that capacity from time to time appointed in accordance with this Constitution.

“Financial year” means the year ending on the next 31 December following incorporation and thereafter a period of 12 months commencing on 1 January and ending on 31 December each year.

“General Meeting” means the annual or any special general meeting of the HMTB.

“Individual Member” means a registered, financial member of a Club, Committee, Society or Association or a natural person who is otherwise recognised by the, Club, Society or Association as an Individual Member.

“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 HMTB or any activity of or conducted, promoted or administered by the HMTB.

“Life Member” means an individual appointed as a Life Member of the HMTB under clause 7.

“Member” means a member for the time being of the HMTB under clause 7.

“Governing Bodies” means the SRC, ZOC, TZ and ITF.

“SRC” means the Sport and Recreation Commission of Zimbabwe

“TZ” means Tennis Zimbabwe

“ZOC” means the Zimbabwe Olympic Committee

“ITF” means the International Tennis Federation.

“Provinciall Executive Board” means the body consisting of the Directors of HMTB.

“Chairman ” means the Chairman of HMTB for the time being appointed under this Constitution.

“Province” means the Harare, Chitungwiza, Ruwa, and Epworth, known as Harare Metropolitan, which is an Affiliate Member of TZ.

“Register” means a register of Affiliate Members club kept and maintained in accordance with clause 8.

“Regulations” mean any Regulations made by the Provincial Executive Board under clause 35.

“Sport” means the sport of tennis.

3. INTERPRETATIONS

In this Constitution;

- i. a reference to a function includes a reference to a power, authority and duty;
- ii. 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;
- iii. words importing the singular include the plural and vice versa;
- iv. words importing any gender include the other genders;
- v. references to persons include corporations and bodies politic;

vi. references to a person include the legal personal representatives, successors and permitted assigns of that person;

vii. 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

viii. 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.

4. ELIGIBILITY AND RIGHTS

4.1 The Board is encouraged to include at least one woman on the Provincial Executive Board.

4.2 All members must be members of a Tennis Club/ parents/guardians representing club members/players, and representatives of schools appointed by the Ministry of Education or school associations.

5. OBJECTS OF THE BOARD

The Association (HMTB) is established solely for the Objects which shall be to foster, encourage, promote and protect the game of tennis throughout Harare and its environs and to create a space for development for the sport thus encouraging participating at national and international games. The Objects of the HMTB are to;

5.2 conduct, encourage, promote, advance and administer tennis throughout Harare,

5.3 ensure the maintenance and enhancement of the HMTB, Governing Bodies, International Tennis Federation the Affiliate Clubs, its standards, quality and reputation for the benefit of the Affiliate Members and Tennis,

5.4 at all times promote mutual trust and confidence between the HMTB, Governing Bodies, International Tennis Federation and the Affiliate Clubs in pursuit of these Objects,

5.5 at all times act on behalf of, and in the interest of, the Affiliate Clubs and Tennis in Harare,

5.6 promote the economic and community service success, strength and stability of the HMTB, the Affiliate Clubs and Tennis in Harare,

5.7 affiliate and otherwise liaise with Governing Bodies and the International Tennis Federation and adopt their rule and policy framework to further these Objects and Tennis through Tennis Zimbabwe,

5.8 use and protect the Intellectual Property,

5.9 apply the property and capacity of the HMTB towards the fulfillment and achievement of these Objects,

5.10 strive for Government, commercial and public recognition of the HMTB as the controlling body for Tennis in Harare,

5.11 abide by, promulgate, enforce and secure uniformity in the application of, the Laws of Tennis as may be determined from time to time by the International Tennis Federation and as may be necessary for the management and control of Tennis and related activities Harare,

5.12 advance the operations and activities of the HMTB throughout Harare,

- 5.13 further develop Tennis into an organised institution and with these Objects in view, to foster, regulate, organise and manage examinations, competitions, displays and other activities and to issue badges, medallions and certificates and award trophies to successful Affiliate Clubs and Individual Members,
- 5.14 review and/or determine any matters relating to Tennis which may arise, or be referred to it, by any Affiliate Club,
- 5.15 recognise any penalty imposed by any Affiliate Club,
- 5.16 act as arbiter (as required) on all matters pertaining to the conduct of Tennis in Harare including disciplinary matters,
- 5.17 pursue such commercial arrangements, including sponsorship and marketing opportunities as are appropriate to further the interests of Tennis in Harare,
- 5.18 adopt and implement such policies as may be developed by Governing Bodies and the International Tennis Federation, including (as relevant and applicable) Affiliate Clubs protection, anti-doping , health and safety, junior sport, infectious diseases and such other matters as may arise as issues to be addressed in Tennis,
- 5.19 represent the interests of its Affiliate Clubs and of Tennis generally in any appropriate forum in Harare and Zimbabwe,
- 5.20 have regard to the public interest in its operations,
- 5.21 do all that is reasonably necessary to enable these Objects to be achieved and enable Affiliate Clubs to receive the benefits which these Objects are intended to achieve,
- 5.22 promote the health and safety of Affiliate Club Members and all other participants in Tennis in Harare,
- 5.23 seek and obtain improved facilities for the enjoyment of Tennis in Harare,
- 5.24 undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objects,
- 5.25 have the exclusive right to represent the Province at any national or international level conference, seminar and event called for by the Governing Bodies and the International Tennis Federation,
- 5.26 To coordinate the participation of tennis teams throughout Harare,
- 5.27 To build the capacity of the technical teams in order for them to articulate the needs of Tennis,
- 5.28 To facilitate the sharing of information amongst its members,
- 5.29 To form strategic alliance with other Provincial Sporting Associations locally, regionally and internationally for the furtherance of its objects, and,
- 5.30 To mobilize and manage resources on behalf of and in conjunction with its Affiliate Club Members.

6. PRINCIPLES

In pursuance of its objectives HMTB recognizes and upholds the following principles:

- (a) Professionalism.
- (b) Support and commitment.
- (c) Non-discrimination in terms of race and gender.
- (d) Equitable distribution of responsibilities.
- (e) Volunteerism.
- (f) Continuous learning.
- (g) Respect for every person's dignity.
- (h) Pooling of resources.

7. MEMBERS

7.1 Categories of Members

The Members of the Association shall consist of;

7.1.1 Affiliate Club Members which subject to this Constitution, shall be represented by a Delegate, and who shall have the right to receive notice of General Meetings and to be present, debate and vote on behalf of the Club / Committee / Society at General

6.1.2 Clubs and Schools which subject to this Constitution, shall be represented by a Delegate, and who shall have the right to receive notice of Provincial and School General Meetings and to be present, debate and vote on behalf of the Club or School at Provincial or School General Meetings;

6.1.3 Individual Members who shall have the right to be present at General Meetings but shall have no rights, to debate or to vote at General Meetings;

6.1.4 Life Members, who subject to this Constitution, shall have the right to receive notice of General Meetings and to be present and to debate at General Meetings, but shall have no voting rights, and;

6.1.4 Such new or other categories of Members as may be established by the Provincial Executive Board. Any new category of Member established by the Provincial Executive Board cannot be granted voting rights without the approval of the HMTB in General Meeting.

8. AFFILIATIONS

8.1 Clubs/Committees/Societies

8.1.1 To be, or remain, eligible for membership, a Club/Committee/Society must be incorporated or in the process of incorporation. This process must be complete in order to apply for membership under this Constitution.

8.1.2 Any dispute or uncertainty as to the application of this Constitution to an unincorporated club/Committee/Society shall be resolved by the Provincial Executive Board in its sole discretion.

8.1.3 An expelled Club/Committee/Society shall not be entitled to re-apply for membership until it becomes incorporated.

8.2 Application for Affiliation

An Application for Affiliation must be;

8.2.1 In writing on the form prescribed from time to time by the Provincial Executive Board, from the applicant or its nominated representative and lodged with the HMTB,

8.2.2 Accompanied by a copy of the applicant's constitution (which must be acceptable to the HMTB and must substantially conform to this Constitution) and the applicant's register of members, and;

8.2.3 Accompanied by the appropriate fee (if any).

8.3 Discretion to Accept or Reject Application

8.3.1 The HMTB may accept or reject an application whether the applicant has complied with the requirements in clauses 8.2.2 and 8.2.3 or not. The HMTB shall not be required or compelled to provide any reason for such acceptance or rejection,

8.3.2 Where the HMTB accepts an application, the applicant shall, become an Affiliate Club Member. Membership shall be deemed to commence upon acceptance of the application by the HMTB.

The Provincial Executive Committee shall amend the Register accordingly as soon as practicable,

8.3.3 Where the HMTB rejects an application the HMTB shall refund any fees forwarded with the application and the application shall be deemed rejected by the HMTB.

8.4 Re-Affiliation

8.4.1 Clubs/Committees/Societies must re-affiliate annually with the HMTB in accordance with the procedures set down by the HMTB in Regulations from time to time,

8.4.2 Upon re-affiliation a Club/Committee/Society must lodge with the HMTB an updated copy of its constitution (including all amendments) and must provide details of any change in its Delegate and any other information reasonably required by the HMTB. Each Club/Committee/Society must ensure that its constitution is amended to conform to any amendments made to this Constitution.

8.5 HMTB Affiliated Club Members

The following are Affiliate Club Members of the HMTB providing they conform to clause 8.2 and 8.3;

(a) Chitungwiza

(b) Ruwa

(c) Harare Coaches Association

(d) Epworth Local Board

(e) Schools Tennis Representative

9. REGISTER

9.1 HMTB to keep Register

The HMTB shall keep and maintain a Register in which shall be entered (as a minimum);

9.1.1 the full name, address, category of membership and date of entry to membership of each Club committee/Society; and,

9.1.2 the full name, residential address and date of entry to membership of each Director and Life Member; and,

9.1.3 where applicable, the date of termination of membership of any Club /Committee/Society.

Affiliate Members, Directors and Life Members shall provide notice of any change and required details to the HMTB within one month of such change.

10. EFFECT OF MEMBERSHIP

Members acknowledge and agree that;

10.1 this Constitution constitutes a contract between each of them and the HMTB and that they are bound by this Constitution and the Regulations and the Governing Bodies and International Tennis Federation constitution and regulations;

10.2 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 Provincial Executive Board or other entity with delegated authority;

10.3 by submitting to this Constitution and Regulations they are subject to the jurisdiction of the HMTB and Governing Bodies and International Tennis Federation;

10.4 the Constitution and Regulations are necessary and reasonable for promoting the Objects and particularly the advancement and protection of Tennis in Harare; and,

10.5 they are entitled to all benefits, advantages, privileges and services of HMTB membership from time to time.

11. DISCONTINUANCE OF MEMBERSHIP

11.1 Notice of Resignation

11.1.1 An Affiliate Club Member may not resign, disaffiliate or otherwise seek to withdraw from the HMTB without approval by the HMTB.

11.2 Discontinuance for Breach

11.2.1 Membership of the HMTB may be discontinued by the Provincial Executive Board 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 HMTB, failure to comply with the Regulations or any resolutions or determinations made or passed by the Provincial Executive Board or any duly authorised committee.

11.2.2 Membership shall not be discontinued by the Provincial Executive Board under clause 11.2.1 without the Board first giving the accused Affiliated Club Member the opportunity to explain the breach and/or remedy the breach.

11.2.3 Where an Affiliated Member fails, in the Provincial Executive Board's view to adequately explain the breach, that Affiliated Club Member's membership shall be discontinued under clause

11.2.1 by the HMTB giving written notice of the discontinuance to the Affiliate Member. The Register shall be amended to reflect any discontinuance of membership under this clause as soon as practicable.

11.3 Discontinuance for Failure to Re-affiliate

Membership of the HMTB may be discontinued by the Provincial Executive Board if an Affiliate Member has not re-affiliated with the HMTB within one month of re-affiliation falling due. The Register shall be amended to reflect any discontinuance of membership under this clause 11.3 as soon as practicable.

11.4 Member to Re-apply

A Club Member whose membership has been discontinued under clauses 11.2 ;

11.4.1 must seek renewal or re-apply for membership in accordance with this Constitution;

11.4.2 may be re-admitted at the discretion of the Provincial Executive Board.

11.5 Forfeiture of Rights

An Affiliate Member who or which ceases to be an Affiliate Member, for whatever reason, shall forfeit all rights in and claims upon the HMTB and its property and shall not use any property of the HMTB including Intellectual Property. Any HMTB documents, records or other property in the possession, custody or control of that Affiliate Member shall be returned to the HMTB immediately. Where a Club/Committee/Society ceases to be an Affiliate Member it shall also forfeit all representation rights on the Provincial Executive Board and at General Meetings.

11.6 Delegate Position Lapses

The position of Delegate shall lapse immediately on cessation of membership of a Club/Committee/Society.

11.7 Membership may be Re-instated

Membership which has been discontinued under this clause 11 may be reinstated at the discretion of the Provincial Executive Board, with such conditions as it deems appropriate.

11.8 Refund of Membership Fees

Membership fees or subscriptions paid by the discontinued Affiliate Member may be refunded on a pro-rata basis to the Affiliate Member upon discontinuance.

12. DISCIPLINE

12.1 Where the Provincial Executive Board is advised or considers that an Affiliate Member has allegedly;

12.1.1 breached, failed, refused or neglected to comply with a provision of this Constitution, the Regulations, the Governing Bodies and International Tennis Federations constitution or regulations or any resolution or determination of the Provincial Executive Board, or prejudicial to the purposes and interests of the HMTB, Governing Bodies, International Tennis Federations and/or Tennis; or,

12.1.2 brought the HMTB, Governing Bodies and International Tennis Federations, any other Individual Member or Tennis into disrepute; the Provincial Executive Board may commence or cause to be commenced, disciplinary proceedings against that Affiliated Member, and that Affiliated Member, will be subject to, and submits unreservedly to the jurisdiction, procedures, penalties and the appeal mechanisms of the HMTB set out in the Regulations.

12.2 The Provincial Executive Board may appoint a Judiciary Committee to deal with any disciplinary matter referred to it. Such a Judiciary Committee shall operate in accordance with the procedures expressed in the Regulations.

13. SUBSCRIPTION AND FEES

The annual membership subscription (if any) and any fees or other levies payable by Affiliate Members to the HMTB, the time for and manner of payment, shall be as determined by the Provincial Executive Board.

The HMTB shall have power to levy a nominal fee from any player registered with a club. The fee shall be forwarded to the Board at the beginning of the year by the Clubs.

14. IMPLEMENTATION OF ACTIVITIES

14.1 Activities of the HMTB shall be implemented through its special committees appointed to run each entity; overall coordination shall be done by the Secretariat and the Provincial Executive Board.

14.2 Definitions and mandates of these special committees formed from time to time will be defined by the Provincial Executive Board to ensure they act within the confines of the mandate given and according to set policy and this constitution.

15. ANNUAL GENERAL MEETING

15.1 An Annual General Meeting of the HMTB shall be held in accordance with this Constitution and on a date and at a venue to be determined by the Provincial Executive Board.

15.2 All General Meetings other than the Annual General Meeting shall be General Meetings and shall be held in accordance with this Constitution.

15.3 Every Annual General Meeting shall have the Tennis Zimbabwe President as moderator, or an appointed representative from Tennis Zimbabwe.

16. NOTICE OF A GENERAL MEETING

16.1 Notice of every General Meeting shall be given to every Provincial Executive Board Member or other Member entitled to receive notice at the address appearing in the Register kept by the HMTB, or by electronic means. No other person shall be entitled as of right to receive notices of General Meetings.

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

16.3 At least thirty (30) days' notice of an Annual General Meeting shall be given to those Members entitled to receive notice (to be held within the first month of the calendar year, in an election year as determined by the Provincial Executive Board), together with;

16.3.1 the agenda for the meeting,

16.3.2 any notice of motion received from Members entitled to vote; and,

16.3.3 forms of authority in blank for proxy votes, for current provincial executive board members only.

16.3.4 Minutes of the previous Annual General Meeting.

16.4 Notice of every General Meeting shall be given in the manner authorised in clause 37.

17. BUSINESS

17.1 The business to be transacted at the Annual General Meeting includes the consideration of accounts and the reports of the Provincial Executive Board and auditors, the election of the

Provincial Executive Board under this Constitution, the appointment of the auditors, to consider amendments to this Constitution and to dissolve or wind up the affairs of the HMTB.

17.2 All business that is transacted at an Annual General Meeting with the exception of those matters set down in clause 17.1 shall be any other business.

17.3 No business other than that stated on the notice for an Annual General Meeting shall be transacted at that meeting.

18. PROCEEDINGS AT GENERAL MEETINGS

18.1 Quorum

18.1.1 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 shall be 50% of the voting membership.

18.1.2 If within one hour from the time appointed for the General Meeting, a quorum is not constituted, the Chairperson/moderator shall postpone the meeting and the Board shall at once give notice for another General Meeting within fourteen (14) days. At the re-convened General Meeting voting members present shall constitute a quorum irrespective of their numbers.

18.1.3 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 but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

18.2 Chairperson to Preside

The HMTB Chairman, subject to this Constitution, preside as chair at every General Meeting except;

(a) in relation to any election for which the chairperson is a nominee; or,

(b) where a conflict of interest exists.

If the HMTB Chairman is not present, or is unwilling or unable to preside one of the HMTB Vice Chairman shall preside as chairperson for that meeting only.

Where either the chairman and vice chairman are not available or in an elective year where both chairman and vice-chairman are standing for re-election, the Tennis Zimbabwe President or his appointed delegate shall appoint a moderator to chair the proceedings of the Annual General Meeting and whose term of office expires at the end of the Annual General Meeting.

18.3 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;

- (a) the chairperson; or,
- (b) a simple majority of voting Members on behalf of their Members and stakeholders.

18.4 Members Entitled to Vote

Each Affiliate Club Member shall be entitled to one (1) vote at Annual General Meetings which, subject to this clause shall be exercised by the respective Delegate. 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 7.1.

Votes shall come from:

- (a) Affiliate Club Members – 1 vote each
- (b) Coaches representative - 1 vote
- (c) In the event of equality of votes, the member presiding over the meeting shall be entitled to casting a vote – 1 vote

19. PROXY VOTING

19.1 Proxy voting shall be permitted at all Annual General Meetings provided a proxy form in the form approved by the Provincial Executive Board from time to time, has been duly completed and executed and is lodged with the HMTB Chairman at or before the commencement of the meeting. Proxies shall only be exercised by current Board Members entitled to vote. No Member entitled to vote shall exercise more than one (1) proxy vote at any one (1) time.

19.2 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A Delegate shall be entitled to instruct his proxy to vote in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may exercise the proxy vote as he thinks fit.

20. ELECTIONS

Elections of HMTB Chairmanship and Board members shall be held after every two years.
The Harare Metropolitan Tennis Board Chairman may serve a maximum of two consecutive terms
Executive board members' term of office will be limited to three consecutive terms.
The term of office will begin in the first month and end in the twelfth month of a calendar year. If the year of election is less than six month, then the twelfth month will be considered to be the last month of the next calendar year.

21. EXTRAORDINARY GENERAL MEETING

21.1 The Provincial Executive Board or two thirds of HMTB Affiliate Members may convene an Extra – Ordinary General meeting (hereinafter referred to as the EGM).

21.2 Mandate of the EGM;

21.2.1 To fill in vacant posts in the Provincial Executive Board in the event that there are at least two vacancies. These appointments are made by the Provincial Executive Board.

21.2.2 To consider any other urgent issues that may arise from time to time.

21.2.3 To pass a vote of no confidence in the Provincial Executive Board or an Affiliate Member provided that two thirds of the voting members present agree.

21.3 A notice for the convening of the EGM shall be sent to all members entitled to attend by the Secretariat no less than 21 days before the date of the EGM. The notice must include an agenda and venue for the meeting.

21.4 Clauses 18.1, 18.2 and 18.3 shall apply for purposes of the EGM.

22. POWERS OF THE HARARE METROPOLITAN TENNIS BOARD

22.1 Subject to this Constitution, the business of the HMTB shall be managed, and the powers of the HMTB shall be exercised, by the Metropolitan Executive Board. In particular, the Board as the governing body for Tennis in Harare shall be responsible for acting on provincial and local issues in accordance with the Objects and shall operate for the benefit of the Members and the community throughout the Province and shall govern Tennis in Harare in accordance with this Constitution and in particular the Objects.

23. COMPOSITION OF THE HARARE METROPOLITAN TENNIS BOARD

23.1 Composition of the Board

The Board shall comprise of;

23.1.1 Fifteen (15) elected Directors, who must all be Club Members, or parents of club members/players and school representative forwarded by the Ministry of Education or school associations ;

(a) Chairman

Whose functions shall include convening and chairing Board meetings and any General Meeting. The Chairman shall be elected on the basis of the following criteria;

- i. Experience in leadership,
- ii. Ability to conceptualize and analyze issues at policy level,
- iii. Passion and understanding of Tennis,
- iv. Visionary and strategic thinker,
- v. Excellent interpersonal skills,
- vi. Involvement in Zimbabwe Tennis for at least 3 years.

(b) Other Board members to head the different Committees,

(c) Chairman of Tennis Coaches Association,

(d) Chairman of Wheelchair Tennis Association

23.1.2 One (1) appointed Director, who need not be an Individual Member;

(a) HMTB Honorary Treasurer.

23.1.3 One (1) employed, who need not be an Individual Member;

(b) HMTB General Manager (no voting powers).

The appointed Directors may have specific skills in commerce, finance, marketing, law or business generally or such other skills which complement the Board composition. They do not need to be Individual Members but must be natural persons.

23.1.4 Life Membership

The Provincial Executive Board may elect a life member of Harare Metropolitan Board as a life member in recognition of distinguished service to the sport of tennis.

A board member may propose a life member, and the member will be required to submit a written resume of the prospective life member in advance before any meeting, so that directors may have the opportunity to consider the resume.

The life member must be elected by at least 75% of the current provincial executive board members.

23.2 Casual Vacancies

23.2.1 Any casual vacancy occurring in the position of Director may be filled by the remaining Directors from among appropriately qualified persons.

23.3 Grounds for Termination of Director

In addition to the circumstances in which the office of a Director becomes vacant, the office of a Director becomes vacant if the Director;

- (a) Dies;
- (b) 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;
- (c) resigns his office in writing to the HMTB;
- (d) is absent without the consent of the Provincial Executive Board from meetings of the Provincial Executive Board held during a period of three (3) consecutive months;
- (e) is absent from Zimbabwe for a continuous period of six months, unless authorized by the board; If in the opinion of the Provincial Executive Board (but subject always to this Constitution);
- (f). has acted in a manner unbecoming or prejudicial to the Objects and interests of the HMTB; or,
- (g). has brought the HMTB into disrepute.

24. MEETINGS OF THE PROVINCIAL EXECUTIVE BOARD

24.1 Provincial Executive Board to Meet

The Board shall meet as often as is deemed necessary in every calendar year for the dispatch of business and subject to this Constitution may adjourn and otherwise regulate its meetings as it thinks fit. A Director may at any time convene a meeting of the Provincial Executive Board within a reasonable time, if the director wishes to bring an urgent issue to the board.

24.2 Decisions of the Provincial Executive Board

Subject to this Constitution, questions arising at any meeting of the Provincial Executive Board shall be decided by a majority of votes and a determination of a majority of Directors shall for all purposes be deemed a determination of the Provincial Executive Board. All Directors shall have one (1) vote on any question. Where voting is equal, the chairperson may exercise a casting vote. If the chairperson does not exercise a casting vote, the motion will be lost.

24.3 Notice of Provincial Executive Board Meetings

Unless all Directors 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 Provincial Executive Board shall be given to each Director. The agenda shall be forwarded to each Director not less than four (4) days prior to such meeting.

24.4 Chairperson

The Provincial Executive Board shall be chaired by the Chairman. The chairperson shall be the head of the HMTB and will act as chair of any Executive Board meeting or General Meeting at which he is present. If the chairperson is not present, or is unwilling or unable to preside at an Executive Board meeting the Vice Chairman shall preside as chair of the meeting. If the vice - chairperson is not present, or is unwilling or unable to preside at a Executive Board meeting in the absence of the chairman the remaining Directors shall appoint another Director to preside as chair for that meeting only.

24.5 Conflict of Interest

A Director shall declare his interest in any;

- (a) contractual matter,
- (b) selection matter,
- (c) disciplinary matter; or,
- (d) financial matter,

in which a conflict of interest arises or may arise, and shall, unless otherwise determined by the Provincial Executive Board, absent himself from discussions of such matter and shall not be entitled to vote in respect of such matter. If the Director votes the vote shall not be counted. In the event of any uncertainty as to whether it is necessary for a Director to absent himself from discussions and refrain from voting, the issue should be immediately determined by vote of the Provincial Executive Board, or if this is not possible, the matter shall be adjourned or deferred.

24.6 Disclosure of Interests

24.6.1 The nature of the interest of such Director must be declared by the Director at the meeting of the Provincial Executive Board, at which the relevant matter is first taken into consideration. If the interest then exists or in any other case at the first meeting of the Provincial Executive Board after the acquisition of the interest. If a Director 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 Provincial Executive Board held after the Director becomes so interested.

24.7 Recording Disclosures

Any declaration made, any disclosure or any general notice given by a Director in accordance with clauses 24.5 and/or 24.6, must be recorded in the minutes of the relevant meeting.

25. HARARE METROPOLITAN TENNIS BOARD COMPOSITION

25.1 This shall consist of the following members:

- (a) The Chairman,
- (b) The Vice Chairman
- (c) The Secretary
- (d) Honorary Treasurer
- (e) The Development Director
- (f) The League Director
- (g) The Membership Director
- (h) The Fund Raising Director
- (i) The Tournaments Director
- (j) The Tennis Coaches Representative
- (k) The National Selector Representative
- (l) The General Manager
- (m) Chairman of Wheelchair Tennis Association
- (n) Schools representative
- (o) Any other appointments agreed to in meeting of the Board

25.2 The Provincial Executive Board shall act as and carry out the duties of the Executive Board and shall administer and manage the HMTB in accordance with this Constitution.

25.3 Grounds for termination are in line with clause 23.3.

26. MANDATE OF THE PROVINCIAL EXECUTIVE BOARD

- 26.1 Oversee the implementation of HMTB activities.
- 26.2 To hire staff for the management, administration and implementation of the objectives and aims of HMTB.
- 26.3 To dismiss HMTB employed staff in terms of the Labour laws of Zimbabwe.
- 26.4 To institute and defend for and on behalf of HMTB any legal action that may arise.
- 26.5 To carry out or implement resolutions and mandates of HMTB members passed at a General Meeting in terms of this constitution.
- 26.6 To fundraise for the activities of HMTB and to administer the funds raised.
- 26.7 To invest the capital amount and any such income from HMTB which may not be immediately required for HMTB purposes, in such a manner they deem fit and to realize, vary and transpose any securities, assets, investment and property from time to time and at such times as it shall determine to be in the best interests of HMTB.
- 26.8 To purchase, sell, let and hire movable and immovable property in due and customary form.
- 26.9 To expand HMTB funds on maintenance, construction, improvement, rates, insurance premiums and other charges in and pertaining to movable and immovable property.
- 26.10 To borrow money and, in order to provide security for such borrowing, to mortgage and/or pledge HMTB assets and to arrange for the repayment and/or pledge HMTB assets and to arrange for the repayment of such loans it may, in its sole discretion, decide.
- 26.11 To pay all expenses incurred in connection with the administration of HMTB.
- 26.12 To allow for the payment of debts due to HMTB and to compromise claims by HMTB in their discretion.
- 26.13 To open and control bank accounts or building society accounts including offshore accounts.
- 26.14 To open books of accounts for inspection by members and to ensure that audits are conducted as per grant specifications or annually as the case maybe.
- 26.15 To purchase or otherwise acquire any equipment that may be necessary to promote the aims and objectives of HMTB.
- 26.16 To appoint an agent or agents to represent them for any specific purpose, including the power to employ accountants, attorneys, advocates, and other professional persons for any specific purpose and to remunerate such persons at the usual professional or business rates. In engaging these, preference shall be given to HMTB Members and the Secretariat shall advertise any professional consultancies to all Members.
- 26.17 To take action in a court of law for the recovery of any amounts due to HMTB or to compel the fulfillment of obligations in its favor and to defend any proceedings that may be instituted against it.
- 26.18 To exercise or cause to be exercised, such further powers, including the right to take out such insurance as is in its sole discretion may consider necessary to carry out the objectives of this constitution and in this respect members of the Provincial Executive Board are exempted from any personal liability for losses that HMTB may suffer as a result of bona fide exercise of any of their powers in terms hereof.
- 26.19 To create committees and or sub-committees out of its members and prescribe terms of reference for each.
- 26.20 To conduct proper handover to an incoming board and to induct the new board or new Board members within fourteen days (14) of being elected.

27. DELEGATIONS

27.1 Provincial Executive Board may Delegate Functions

The Provincial Executive Board may by instrument in writing create or establish or appoint special committees, individual officers and consultants to carry out such duties and functions, and with such powers, as the Executive Board determines from time to time. In exercising its power under this clause the Executive Board must take into account broad stakeholder involvement.

27.2 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 Board under clause 24 above. The entity exercising delegated powers shall make decisions in accordance with the Objects, and shall promptly provide the Executive Board with details of all material decisions and shall provide any other reports, minutes and information as the Executive Board may require from time to time.

27.3 Revocation of Delegation

The Executive Board may by instrument in writing, at any time revoke wholly or in part any delegation made under this clause, and may amend or repeal any decision made by such body or person under this clause.

28. AREA COORDINATING COMMITTEES

28.1 There shall be Area Coordinating Committees set in the Chitungwiza, Norton, Ruwa, Epworth and Marondera areas surrounding Harare.

28.1.1 The Area Coordinating Committees shall be responsible for coordinating HMTB activities in their respective Areas.

28.1.2 Each Areal Coordinating Committees shall have committee members appointed by the chairperson appointed by the HMTB.

28.2 The Area Coordinating Committee members shall be elected at a HMTB meeting held once every year. **The quorum of the HMTB meeting shall be half its membership, provided that within one hour from the time appointed for the meeting, a quorum is not present, the chairperson of the HMTB shall postpone the meeting and shall at once give notice for another meeting within fourteen (14) days. At the re-convened meeting, the members present shall constitute a quorum irrespective of their numbers.**

28.3 The term of office for the Area Coordinating Committee members shall be two years with a member not serving more than two terms.

29. MANDATE OF THE SECRETARIAT

There shall be a Secretariat to run the day to day affairs of the HMTB with guidance of the Executive Board. The Secretariat shall consist of a General Manager and any other members of staff that may from time to time be appointed by the Executive Board. The Secretariat shall perform functions on behalf of HMTB as guided by the Constitution, organizational policies and objects of HMTB.

30. STATUS AND COMPLIANCE OF THE HMTB

30.1 Recognition of the HMTB

The HMTB is a member of the Tennis Zimbabwe and is recognised by the TZ as the controlling authority for Tennis in Harare and subject to compliance with this Constitution and the TZ constitution shall continue to be so recognised and shall administer Tennis in Harare in accordance with the Objects.

30.2 Compliance of the HMTB

The Members acknowledge and agree the HMTB shall;

30.2.1 Be or remain incorporated in Zimbabwe;

30.2.2 Apply its property and capacity solely in pursuit of the Objects and Tennis;

30.2.3 Do all that is reasonably necessary to enable the Objects to be achieved;

30.2.4 Act in good faith and loyalty to ensure the maintenance and enhancement of Tennis, its standards, quality and reputation for the benefit of the Members and Tennis;

30.2.5 At all times act in the interests of the Members and Tennis;

30.2.6 Not resign, disaffiliate or otherwise seek to withdraw from the TZ without approval; and,

30.2.7 Abide by the TZ and SRC constitution and the Laws of The Game of Tennis.

30.3 Operation of Constitution

The HMTB and the Members acknowledge and agree;

30.3.1 That they are bound by this Constitution and that this Constitution operates to create uniformity in the way in which the Objects and Tennis are to be conducted, promoted, encouraged, advanced and administered throughout Zimbabwe and;

30.3.2 To ensure the maintenance and enhancement of Tennis, its standards, quality and reputation for the benefit of the Members and Tennis;

30.3.3 Not to do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of Tennis and its maintenance and enhancement;

30.3.4 To promote the economic and community service success, strength and stability of each other and to act interdependently with each other in pursuit of their respective objects;

30.3.5 To act in the interests of Tennis and the Members;

30.3.6 That should a Member have administrative or operational difficulties the HMTB may act to assist the Member in whatever manner the HMTB considers appropriate.

31. RECORDS AND ACCOUNTS

31.1 Records

The HMTB shall establish and maintain proper records and minutes concerning all transactions, business, meetings and dealings of the HMTB and the Executive Board and shall produce these as appropriate at each Executive Board or General Meeting.

31.2 Board to Submit Accounts

The Provincial Executive Board shall submit to the Members at the Annual General Meeting the statements of account of the HMTB in accordance with this Constitution.

31.3 Accounts Conclusive

The statements of account when approved or adopted by an Annual General Meeting shall be conclusive except as regards any error discovered in them within three months (3) after such approval or adoption.

31.4 Accounts to be Sent to Members

The Provincial Executive Board shall cause to be sent to all persons entitled to receive notice of Annual General Meetings in accordance with this Constitution, a copy of the statements of account, the Executive Board's report, the auditor's report and every other Committee report and document required (if any).

32. AUDITOR

32.1 A properly qualified auditor or auditors shall be appointed by the HMTB in General Meeting. The auditor's duties shall be regulated in accordance with generally accepted principles, and/or any applicable code of conduct. The auditor may be removed by the HMTB in General Meeting.

32.2 The accounts of the HMTB 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.

33. WINDING UP

33.1 The decision to wind up or dissolve the HMTB shall be made by a resolution to that effect passed by at least two thirds majority of the members present and entitled to vote at an Extraordinary General Meeting convened specifically for that purpose, provided that not less than sixty (60) days notice shall be given in accordance with the provisions of this constitution, setting out terms of the proposed resolutions and reasons thereof.

33.2 In the event of the HMTB being wound up for any reason herein and in such event, the HMTB shall if necessary, sell all its movable and immovable property to pay any unpaid liabilities and any remaining funds shall be donated to a charitable organization which the HMTB deems fit.

34. LIABILITY OF MEMBERS

34.1 In the event of HMTB winding up or dissolving, there shall be no personal liability to the members.

35. REGULATIONS AND POLICIES

35.1 Board to Formulate Regulations

The Executive Board may formulate, issue, adopt, interpret and amend such Regulations for the proper advancement, management and administration of the HMTB, the advancement of the purposes of the HMTB and Tennis in Zimbabwe as it thinks necessary or desirable. Such Regulations must be consistent with the Constitution, the TZ and SRC constitution, any regulations made by the TZ and SRC.

35.2 Regulations Binding

All Regulations are binding on the HMTB and all Members.

35.3 Regulations Deemed Applicable

All clauses, rules, by-laws and regulations of the HMTB in force at the date of the approval of this Constitution insofar 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.

35.4 Bulletins Binding on Members

Amendments, alterations, interpretations or other changes to Regulations shall be advised to Members by means of Bulletins approved by the Executive Board and prepared and issued by the HMTB Chairman, Clubs, Committees, Societies and Schools shall take reasonable steps to distribute information in the Bulletins to Individual Members. The matters in the Bulletins are binding on all Members.

36. STATUS AND COMPLIANCE OF CLUBS

36.1 Compliance

Clubs acknowledge and agree that they shall;

36.1.1 be or remain incorporated in Zimbabwe;

36.1.2 nominate a Delegate annually to attend Annual General Meetings, and shall inform the HMTB of the details of that person accordingly;

36.1.3 provide the HMTB with copies of their audited accounts, annual financial reports, updated annual club register of players and officials and other associated documents as soon as practicable, following the Club's annual general meeting;

36.1.4 recognise the HMTB as the authority for Tennis in Harare and the TZ as the national authority for Tennis in Zimbabwe and the SRC as the national authority for Sport;

36.1.5 adopt and implement such communications and Intellectual Property policies as may be developed by the HMTB from time to time; and,

36.1.6 have regard to the Objects in any matter of the Club pertaining to Tennis.

36.2 Club Constitutions

36.2.1 The constituent documents of Clubs will clearly reflect the Objects and will conform to this Constitution.

36.2.2 Clubs will take all reasonable steps necessary to ensure their constituent documents conform to this Constitution.

36.2.3 Clubs shall provide to the HMTB a copy of their constituent documents and all amendments to these documents. Clubs acknowledge and agree that the HMTB has power to veto any provision in a Club constitution which, in the HMTB's opinion, is contrary to the Objects.

37. NOTICE

37.1 Notices may be given by the HMTB to any person entitled under this Constitution to receive any notice by sending the notice by pre-paid post or facsimile transmission or where available, by electronic mail, to the Member's registered address or facsimile number or electronic mail address, or in the case of a Delegate, to the last notified address, facsimile number or electronic mail address.

37.2 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.

37.3 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.