

The Red Hill Tennis Club

Rules

Part 1 Preliminary

1 Name

The name of the incorporated association is The Red Hill Tennis Club.

2 Tennis ACT Affiliation

The Red Hill Tennis Club is and must remain a Tennis ACT affiliated Club or court operator.

3 Definitions

In these rules:

- a. **Act** means the *Associations Incorporation Act 1991*(ACT).
- b. **association** means The Red Hill Tennis Club.
- c. **committee** means the body described in Part 3.
- d. **financial year** means the year ending on 30 November.
- e. **junior member** means a person under the age of 18 years who has completed an application for membership of the association.
- f. **member** means a member of the association.
- g. **membership fee** means the annual fee for membership of the association in the amount determined by the committee from time to time.
- h. **office-bearer** has the meaning in rule 11b.
- i. **ordinary committee member** means a member of the committee who is not an office-bearer.
- j. **Regulation** means the *Associations Incorporation Regulation 1991* (ACT).

- k. **secretary** means the person holding office under **rule 13** or, if no such person holds that office, the public officer of the association.
- l. **special resolution** means a resolution passed by $\frac{3}{4}$ of the members given notice required by **rule 23**.
- m. **website** means <https://play.tennis.com.au/redhilltennisclub> or any other URL used by the association from time to time for its website address.

Part 2 Membership

1 Membership qualifications

Any person who supports the purposes of the association is qualified to be a member.

2 Application for membership

- a. Application by a person for membership of the association may be made:
 - i. via the website; or
 - ii. in writing to the secretary.
- b. The person becomes a member on payment of the membership fee.
- c. The register of members must be updated each financial year either:
 - i. automatically by the website application process; or
 - ii. the secretary must ensure the name, address, email address and phone number of the new member, and the date of becoming a member, is added to or removed from the register of members.

3 Membership entitlements not transferable

A right, privilege or obligation that a person has because of being a member of the association:

- a. cannot be transferred or transmitted to another person; and
- b. terminates when the person's membership end.

4 End of membership

A person ceases to be a member of the association if the person—

- a. dies or, for a corporation, is wound up; or
- b. resigns from membership of the association; or

- c. is expelled from the association; or
- d. fails to renew membership of the association.

5 Resignation of membership

- a. A member may resign by written notice to the association.
- b. A member is taken to have resigned if:
 - i. Payment of the member's membership fee is more than 12 months in arrears; or
 - ii. Where not membership fee is payable, the secretary has requested the member to confirm that they wish to remain a member and the member has not, within 1 month of receiving the request, confirmed in writing that they wish to remain a member.

6 Membership fee

The membership fee of the association will be determined each year by resolution of the committee and published on the website.

7 Junior membership

A junior membership includes the right to use the association facilities and take part in association competitions. A junior member has no voting rights in the association.

8 Life membership

- a. The committee can nominate any person to be a life member who, in the opinion of the committee, has given outstanding service to the association.
- b. The nomination for life membership must be put before the next AGM and if a 75% majority of members present and voting support the nomination, that member will become a life member of the association.
- c. A life member is entitled to free membership of the association during their lifetime but must pay competition fees at the same rate as ordinary members.

9 Members' liabilities

The liability of a member to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of

the association is limited to the amount (if any) unpaid by the member in relation to membership of the association as required by **rule 6**.

10 Disciplining of members

- a.** If the committee is of the opinion that a member:
 - i.** has persistently refused or neglected to comply with a provision of these rules; or
 - ii.** has persistently and wilfully acted in a manner prejudicial to the interests of the association, then

the committee may, by resolution:

- iii.** expel the member from the association; or
 - iv.** suspend the member from the rights and privileges of membership of the association that the committee may decide for a specified period.
- b.** A resolution of the committee under **sub-rule 8a** is of no effect unless the committee, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under **sub-rule 8c**, confirms the resolution in accordance with this section.
- c.** If the committee passes a resolution under **sub-rule 8a**, the secretary must, as soon as practicable, serve a written notice on the member:
 - i.** setting out the resolution of the committee and the grounds on which it is based; and
 - ii.** stating that the member may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice; and
 - iii.** stating the date, place and time of that meeting; and
 - iv.** informing the member that the member may do either or both of the following:
 - 1. attend and speak at that meeting;
 - 2. submit to the committee at or before the date of that meeting written representations relating to the resolution.

- d. Subject to the section 50 of the Act (**Rules of natural justice**), at a meeting of the committee mentioned in **sub-rule 8b**, the committee must:
 - i. give to the member mentioned in **sub-rule 8a** an opportunity to make oral representations; and
 - ii. give due consideration to any written representations submitted to the committee by that member at or before the meeting; and
 - iii. by resolution decide whether to confirm or to revoke the resolution of the committee made under **sub-rule 8a**.
- e. If the committee confirms a resolution under **sub-rule 8d**, the secretary must, within 7 days after that confirmation, by written notice inform the member of that confirmation and of the member's right of appeal under **rule 9**.
- f. A resolution confirmed by the committee under **sub-rule 8d** does not take effect:
 - i. until the end of the period within which the member is entitled to appeal against the resolution if the member does not exercise the right of appeal within that period; or
 - ii. if within that period the member exercises the right of appeal—unless and until the association confirms the resolution in accordance with **rule 9**.

11 Right of appeal of disciplined member

- a. A member may appeal to the association in general meeting against a resolution of the committee that is confirmed under sub-rule 8d, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- b. On receipt of a notice under **sub-rule 9a**, the secretary must notify the committee which must call a general meeting of the association to be held within 21 days after the date when the secretary received the notice or as soon as possible after that date.

- c.** Subject to the section 50 of the Act (**Rules of natural justice**), at a general meeting of the association called under **sub-rule 9b**:

 - i.** no business other than the question of the appeal may be transacted;
and
 - ii.** the committee and the member must be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
 - iii.** the members present must vote by secret ballot on the question of whether the resolution made under **sub-rule 8d** should be confirmed or revoked.
- d.** If the meeting passes a special resolution in favour of the confirmation of the resolution made under **sub-rule 8d**, that resolution is confirmed.

Part 3 Committee

12 Powers of committee

The committee, subject to the Act, the Regulation, these rules, and to any resolution passed by the association in general meeting:

- a. controls and manages the affairs of the association; and
- b. may exercise all functions that may be exercised by the association other than those functions that are required by these rules to be exercised by the association in general meeting; and
- c. has power to perform all acts and do all things that appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

13 Constitution and membership

- a. The committee consists of:
 - i. the office-bearers of the association; and
 - ii. between 1 to 3 ordinary committee members,each of whom must be elected under **rule 12** or appointed in accordance with **sub-rule 11d**.
- b. The office-bearers of the association are:
 - i. the president; and
 - ii. the vice-president; and
 - iii. the treasurer; and
 - iv. the secretary.
- c. Each member of the committee holds office, subject to these rules, until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.
- d. If there is a vacancy in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member

so appointed holds office, subject to these rules, until the conclusion of the next annual general meeting after the date of the appointment.

14 Election of committee members

- a.** Nominations of candidates for election as office-bearers of the association or as ordinary committee members may be made verbally during the annual general meeting or in writing to the secretary of the association minimum 2 days before the date fixed for the annual general meeting at which the election is to take place.
- b.** If the number of nominations is equal to or less than the vacant positions on committee to be filled, the candidates nominated are taken to be elected.
- c.** If the number of nominations received exceeds the number of vacancies to be filled, a ballot must be held.
- d.** The ballot for the election of office-bearers and ordinary committee members must be conducted at the annual general meeting in the way the committee may direct.
- e.** A person is not eligible to simultaneously hold more than 1 position on the committee.

15 Secretary

- a.** The secretary of the association must, as soon as practicable after being appointed as secretary, notify the association of his or her address.
- b.** The secretary must keep minutes of:
 - i.** all elections and appointments of office-bearers and ordinary committee members; and
 - ii.** the names of members of the committee present at a committee meeting or a general meeting; and
 - iii.** all proceedings at committee meetings and general meetings.
- c.** Minutes of proceedings at a meeting must be signed by the person presiding at the meeting or by the person presiding at the next succeeding meeting.

16 Treasurer

The treasurer of the association must:

- a.** collect and receive all amounts owing to the association and make all payments authorised by the association; and
- b.** keep correct accounts and books showing the financial affairs of the association with full details of all receipts and expenditure connected with the activities of the association.

17 Vacancies

For these rules, a vacancy in the office of a member of the committee happens if the member:

- a.** dies; or
- b.** ceases to be a member of the association; or
- c.** resigns the office; or
- d.** is removed from office under **rule 16**; or
- e.** becomes bankrupt or personally insolvent; or
- f.** suffers from mental or physical incapacity; or
- g.** is disqualified from office under the Act, section 63 (1); or
- h.** is absent without the consent of the committee from all meetings of the committee held during a period of 6 months.

18 Removal of committee members

The association in general meeting may by resolution, subject to the section 50 of the Act (**Rules of natural justice**), remove any member of the committee from the office of member of the committee before the end of the member's term of office.

19 Committee meetings and quorum

- a.** The committee must meet at least 3 times in each calendar year at the place and time that the committee may decide.
- b.** Additional meetings of the committee may be called by any member of the committee.

- c. Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or any other period that may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- d. Notice of a meeting given under **sub-rule 17c** must specify the general nature of the business to be transacted at the meeting and no business other than that business may be transacted at the meeting, except business that the committee members present at the meeting unanimously agree to treat as urgent business.
- e. Any 3 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- f. No business may be transacted by the committee unless a quorum is present and, if within half an hour after the time appointed for the meeting a quorum is not present, the meeting stands adjourned to the same place and at the same hour of the same day in the following week.
- g. If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting is dissolved.
- h. At meetings of the committee:
 - i. the president or, in the absence of the president, the vice president presides; or
 - ii. if the president and the vice-president are absent, 1 of the remaining members of the committee may be chosen by the members present to preside.

20 Delegation by committee to subcommittee

- a. The committee may resolve to delegate to 1 or more subcommittees (consisting of the member or members that the committee considers appropriate) the exercise of the functions of the committee that are specified in the instrument, other than:
 - i. this power of delegation; and

- ii. a function that is a function imposed on the committee by the Act, by any other Territory law, or by resolution of the association in general meeting.
- b. A function, the exercise of which has been delegated to a subcommittee under this section may, while the delegation remains unrevoked, be exercised from time to time by the subcommittee in accordance with the terms of the delegation.
- c. A delegation under this section may be subject to any conditions or limitations that may be specified in the resolution of delegation.
- d. Despite any delegation under this section, the committee may continue to exercise any function delegated.
- e. Any act or thing done or suffered by a subcommittee acting in the exercise of a delegation under this section has the same force and effect as it would have if it had been done or suffered by the committee.
- f. The committee may, in writing, revoke wholly or in part any delegation under this section.
- g. A subcommittee may meet and adjourn as it considers appropriate.

21 Voting and decisions

- a. Questions arising at a meeting of the committee or of any subcommittee appointed by the committee are decided by a majority of the votes of members of the committee or subcommittee present at the meeting.
- b. Each member present at a meeting of the committee or of any subcommittee (including the person presiding at the meeting) is entitled to 1 vote but, if the votes on any question are equal, the person presiding may exercise a second or casting vote.

Part 4 General meetings

22 Annual general meetings—holding of

With the exception of the first annual general meeting of the association, the association must, at least once in each calendar year and within 5 months after the end of each financial year of the association, call an annual general meeting of its members.

23 Annual general meetings—calling of and business at

- a. The annual general meeting of the association must, subject to the Act, be called on the date and at the place and time that the committee considers appropriate.
- b. In addition to any other business that may be transacted at an annual general meeting, the business of an annual general meeting is:
 - i. to confirm the minutes of the last annual general meeting and of any general meeting held since that meeting; and
 - ii. to receive from the committee reports on the activities of the association during the last financial year; and
 - iii. to elect members of the committee, including office-bearers; and
 - iv. to receive and consider the statement of accounts and the reports that are required to be submitted to members under the section 73(1) of the Act.
- c. An annual general meeting must be specified as such in the notice calling it in accordance with **rule 25** (Notice).
- d. An annual general meeting must be conducted in accordance with the provisions of this part.

24 General meetings—calling of

- a. The committee may, whenever it considers appropriate, call a general meeting of the association.

- b.** The committee must, on the requisition in writing of not less than 5% of the total number of members, call a general meeting of the association.
- c.** A requisition of members for a general meeting:
 - i.** must state the purpose or purposes of the meeting; and
 - ii.** must be signed by the members making the requisition; and
 - iii.** must be lodged with the secretary; and
 - iv.** may consist of several documents in a similar form, each signed by 1 or more of the members making the requisition.
- d.** If the committee fails to call a general meeting within 1 month after the date when a requisition of members for the meeting is lodged with the secretary, any 1 or more of the members who made the requisition may call a general meeting to be held not later than 3 months after that date.
- e.** A general meeting called by a member or members mentioned in **sub-rule 22d** must be called as nearly as is practicable in the same way as general meetings are called by the committee and any member who thereby incurs expense is entitled to be reimbursed by the association for any reasonable expense so incurred.

25 Notice

- a.** Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, send by email to each member at the member's email address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- b.** If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, send notice to each member in the way provided in **sub-rule 23a** specifying, in

addition to the matter required under that subsection, the intention to propose the resolution as a special resolution.

- c.** No business other than that specified in the notice calling a general meeting may be transacted at the meeting except, for an annual general meeting, business that may be transacted under **sub-rule 21b**.
- d.** A member desiring to bring any business before a general meeting may give written notice of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

26 General meetings—procedure and quorum

- a.** No item of business may be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- b.** 3 members present in person (who are entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- c.** If within 30 minutes after the appointed time for the start of a general meeting a quorum is not present, the meeting if called on the requisition of members is dissolved and in any other case stands adjourned to the same day in the following week at the same time and (unless another place is specified at the time of adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

27 Presiding member

- a.** The president, or in the absence of the president, the vice-president, presides at each general meeting of the association.
- b.** If the president and the vice-president are absent from a general meeting, the members present must elect 1 of their number to preside at the meeting.

28 Adjournment

- a.** The person presiding at a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business may be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- b.** If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- c.** Except as provided in **sub-rules 26a** and **26b**, notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

29 Making of decisions

- a.** A question arising at a general meeting of the association is to be decided on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the person presiding that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry 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.
- b.** At a general meeting of the association, a poll may be demanded by the person presiding or by not less than 3 members present in person or by proxy at the meeting.
- c.** If the poll is demanded at a general meeting, the poll must be taken:
 - i.** immediately if the poll relates to the election of the person to preside at the meeting or to the question of an adjournment; or

- ii. in any other case—in the way and at the time before the close of the meeting that the person presiding directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

30 Voting

- a. Subject to **sub-rule 28c**, on any question arising at a general meeting of the association a member has 1 vote only.
- b. All votes must be given personally or by proxy but no member may hold more than 5 proxies.
- c. If the votes on a question at a general meeting are equal, the person presiding is entitled to exercise a second or casting vote.
- d. A member or proxy is not entitled to vote at any general meeting of the association unless all money due and payable by the member or proxy to the association has been paid.

31 Appointment of proxies

- a. Each member is entitled to appoint another member as proxy by emailed notice given to the secretary no later than 24 hours before the time of the meeting for which the proxy is appointed.
- b. The notice appointing the proxy must:
 - i. be sent by the appointing member's email address;
 - ii. the email address of the proxy;
 - iii. identify the date of the association meeting which the proxy will attend, and

the proxy must accept the appointment by email to the secretary.

Part 5 Miscellaneous

32 Funds—source

- a. The funds of the association must be derived from entrance fees and membership fees, donations and, subject to any resolution passed by the association in general meeting and subject to section 114 of the Act (**Investment with associations**), any other sources that the committee decides.
- b. All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank account.
- c. The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

33 Funds—management

- a. Subject to any resolution passed by the association in general meeting, the funds of the association must be used for the objects of the association in the way that the committee decides.
- b. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the committee or employees of the association, being members of the committee or employees authorised to do so by the committee.

34 Alteration of objects and rules

Neither the objects of the association mentioned in section 29 of the Act (**Objects**) nor these rules may be altered except in accordance with the Act.

35 Common seal

- a. The common seal of the association must be kept in the custody of the secretary.
- b. The common seal must not be attached to any instrument except by the authority of the committee and the attaching of the common seal must be

attested by the signatures either of 2 members of the committee or of 1 member of the committee and of the secretary.

36 Custody of books

Subject to the Act, the regulation and these rules, the secretary must keep in their custody or under their control all records, books, and other documents relating to the association.

37 Inspection of books

The records, books and other documents of the association must be open to inspection at a place in the ACT, free of charge, by a member at any reasonable hour.

38 Service of notice

For these rules, the association may serve a notice on a member by sending it by email to the member at the member's email address shown in the register of members.

Note For how documents may be served, see the Part 19.5 *Legislation Act*.

39 Surplus property

a. At the first general meeting of the association, the association must pass a special resolution nominating:

- i.** another association for section 92(1)(a) of the Act; or
- ii.** a fund, authority or institution for section 92(1)(b) of the Act;

in which it is to vest its surplus property in the event of the dissolution or winding up of the association.

b. An association nominated under **sub-rule 37a** must fulfil the requirements specified in section 92(2) of the Act (**Property of defunct association**).

*[Approved by special resolution at *meeting date etc]*