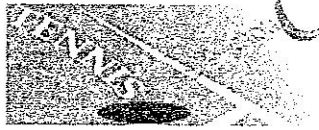
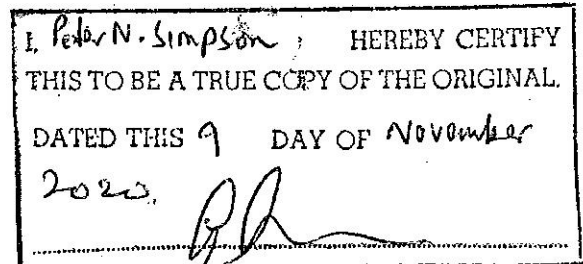


ALBURY



**Albury Tennis Association Incorporated
("the Association")**

Rules of the Association



As adopted at the AGM 25.8.08

PETER NORMAN SIMPSON
An Australian Legal Practitioner
within the meaning of the Legal
Profession Uniform Law (NSW&VIC)
Albury/Wodonga

PS

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Part 1: Preliminary

1. Name

The name of the Association shall be the Albury Tennis Association Incorporated (hereinafter referred to as "the Association".)

2. Objects

2.1. The objects of the Association are to:

- (a) control, advance and promote the game of tennis in the Albury district ;
- (b) conduct tournaments, matches, competitions and social functions associated with tennis;
- (c) provide recreation, sports and other facilities for members of the Association;
- (d) supply liquor, goods and refreshments;
- (e) conduct the affairs of a tennis Association;
- (f) Generally to afford to members the usual privileges, advantages and conveniences of an Association;
- (g) establish, develop and maintain an area or areas for the purposes of providing tennis and other recreational facilities and such other activities that may be agreed by the Association;
- (h) establish various categories of membership to promote participation in the Association and the standing of the Association in the local community; and
- (i) to foster tennis on a wider scale by developing relationships and partnerships with State and Federal bodies whose objects are similar to those of the Association.

2.2. In carrying out its objects, the Association has power to:

- (a) sell, lease, licence, hire, lend, encumber, charge or otherwise deal with any real or personal property of the Association in any manner necessary for the purposes of the Association;
- (b) purchase, lease, hire, borrow or acquire in manner whatsoever any real estate or goods of all kind;
- (c) construct, maintain, remove or modify any buildings or other structures including any vegetation on any land owned or occupied by the Association;
- (d) seek or accept a gift, whether subject to a special trust or not, for the purposes of the Association;
- (e) hire and employ all classes of persons for the purposes of the Association and to pay to them in return for services rendered salaries, wages and gratuities;
- (f) take such steps from time to time as is considered necessary for the purpose of procuring contributions to the funds of the Association, whether by way of donations, subscriptions or otherwise;
- (g) borrow and raise monies and give security for its repayment or the payments of a debt or liability of the Association by giving mortgages, charges or securities upon or over all or any of the real or personal property of the Association;
- (h) invest any monies of the Association not immediately required for the purposes of the Association;
- (i) make gifts, loans, subscriptions or donations to funds, authorities, institutions charities or members with or without terms or security;

- (j) establish or support financially or otherwise any other Association or body whether incorporated or not which has or is to be formed for any of the basic objects of the Association;
- (k) act as guarantor for loans or borrowings undertaken by any Associate Club;
- (l) enter into and carry out any joint venture style development with other person or persons including any members for the purpose of development or redevelopment of any of the Association's land;
- (m) affiliate with any other body, association or club; and
- (n) do all such other things as are required or permitted by these Rules or as are necessary or convenient for carrying out the objects of the Association.

3. Definitions

3.1. In these Rules:

- (a) **Act** means the *Associations Incorporation Act 1984*.
- (b) **Amendment Date** means 25 August 2008 (being the date upon which these Rules replaced the Constitution of the Association).
- (c) **Associate Club** means any Incorporated or Unincorporated Associate member of the Association.
- (d) **Code of Conduct** means any document or documents adopted by the Association as such pursuant to Rule 13.
- (e) **Commissioner** means the Commissioner of the Office of Fair Trading.
- (f) **Committee** means the Committee of the Association.
- (g) **Financial Member** means a member of the Association who has paid all money owing to the Association or who may owe money to the Association but payment of that money is still within any terms stipulated by the Association for payment.
- (h) **Regulations** means the *Associations Incorporation Regulation 1999*.
- (i) **Secretary** means
 - i. the person holding office under these Rules as secretary of the Association, or
 - ii. if no such person holds that office – the public officer of the Association.
- (j) **Special general meeting** means a general meeting of the Association other than an annual general meeting.
- (k) **Voting members** means those members entitled to vote at a general meeting.

3.2. In these Rules unless the context otherwise requires:

- (a) A reference to a function includes a reference to a power, authority and duty, and
- (b) A reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty, and
- (c) A reference to a member or members is a reference to all categories of members of the Association, and
- (d) A reference to a person includes a reference to an incorporated or unincorporated body, and
- (e) Reference to the singular includes a reference to the plural and vice versa.
- (f) A reference to one gender includes a reference to the other gender.

3.3. The provisions of the *Interpretation Act 1987* apply to and in respect of these Rules in the same manner as those provisions would so apply if these Rules were an instrument made under the Act.

Part 2: Membership

4. The Association shall consist of the following categories of membership:

- 4.1. Honorary Life members who are persons the Association wishes to recognize for their contribution to tennis or for their support to the Association. Honorary members are exempt from paying all levies, calls, debentures, entrance fees and other fees or subscriptions whatsoever, but are not entitled to vote
- 4.2. Life Members who are persons who have been members of the Association for at least 10 years and who in the opinion of the Committee have rendered outstanding service to the Association. Life members are entitled to vote and are liable to pay all levies, calls, debentures and other fees but not subscription fees. Life members who are unfinancial in any way may, at the discretion of the Committee, be permitted to retain all rights of membership but shall not be entitled to vote.
- 4.3. Incorporated Associate Clubs who at the Amendment Date comprise the following incorporated bodies or clubs so long as they continue to remain as members in accordance with these Rules.

- (a) Albury Tennis Club Inc
- (b) East Albury Tennis Club Inc
- (c) Forrest Hill Tennis club (Albury) Inc
- (d) Glenly Tennis Club Inc
- (e) Lavington Tennis Club Inc
- (f) North Albury Sacred Heart Tennis Club Inc
- (g) SS&A Albury Tennis Club
- (h) St. Patricks Tennis Club Inc
- (i) Uiver Park Tennis Club Inc

and such other Incorporated Associate Club or body as may be admitted to membership from time to time.

- 4.4. Unincorporated Associate Clubs who at the Amendment Date comprise the following unincorporated bodies or clubs so long as they continue to remain as members in accordance with these Rules.

- (a) The Scots School Albury Tennis Club
- (b) Thurgoona Tennis Club

and such other Unincorporated Associate Club or body as may be admitted to membership from time to time.

- 4.5. Ordinary Members being all members not otherwise enunciated in this Rule enjoying the full rights of membership.
- 4.6. Special Members who are able to join as such or convert from another form of membership to Special Membership and who enjoy voting rights but who cannot nominate new members. As Special Members they will not be required to pay any levies, debentures but will be required to pay any joining fee and subscription fees fixed for Special Members. On application for Ordinary Membership, a Special Member will be required to pay all levies and debentures that have accrued since

becoming a Special Member (but not past subscription fees) and thereafter will be required to comply with the obligations of an Ordinary Member.

- 4.7. Associate Members being all persons who are members of an Associate Club. Associate members do not enjoy voting rights and may not nominate new members. However Associate Members may serve and vote on the Committee of the Association or any sub committee of the Committee of the Association.
- 4.8. Junior Members being persons falling into one of the other categories of membership and having the benefit of that membership but who are under the age of 19 years. Junior members under the age of 16 years do not enjoy a right to vote and may not nominate new members. As from the beginning of the financial year subsequent to the day on which a junior member attained the age of 19 years, that member ceases to be a Junior Member.

5. Membership conditions

- 5.1. Admission of an incorporated or unincorporated body as an Associate Club member of the Association is limited to incorporated or unincorporated bodies whose usual place of residence is within a radius of 65 kilometres of the Albury Post Office. For the purposes of this clause, the usual place of residence for an incorporated or unincorporated club or body is the physical location of that club's or body's tennis courts.
- 5.2. Admission of persons as Ordinary Members or Special Members of the Association is limited to persons whose usual place of residence within a radius of 150 kilometres of the Albury Post Office (the "Residential Condition").
- 5.3. The following persons are not required to fulfill the Residential Condition:
 - (a) A member who fulfilled the Residential Condition at the time of gaining membership of the Association but whose usual place of residence has subsequently altered;
 - (b) A spouse, de facto partner or life partner of a current member; and
 - (c) Any person who is a member of the Association as at amendment date being the date upon which this residential condition is deemed to commence.
 - (d) Honorary Life Members, Life Members and Associate Members.
- 5.4. The Committee has power to provide for further conditions of membership to the Association which in the Committee's view are reasonably necessary to achieve the objectives and maintain the standards of the Association. The Committee must ensure that any such conditions are clearly displayed and open for inspection by any member or prospective member of the Association upon reasonable notice.
- 5.5. The Secretary shall submit a membership application, following its receipt by the Association, to the next committee meeting of the Association. If an application for membership is approved by a resolution of the Committee, that applicant becomes a member of the Association provided the Association has received all fees due relating to that category of membership.
- 5.6. The Committee is not required to give reasons for refusing an application for membership and no appeal lies from any such refusal.

6. Life Members and Honorary Life Members

- 6.1. The Committee alone has the power to nominate Honorary Life Member and Life Member for membership. Any such nomination must be approved by ordinary resolution of a general meeting of the Association before that person is admitted as an Honorary Life Member or Life Member of the Association.

7. Financial Issues

- 7.1. A member of the Association must on admission to membership pay to the Association a joining fee of \$1.00 or if some other amount is determined by the Committee for a particular category of membership then that other amount.
- 7.2. In addition to the amount payable by the member under rule 7.1, a member of the Association must pay to the Association an annual membership fee of \$2.00 or if some other amount is determined by the Committee for a particular category of membership then that other amount.
- 7.3. A member of the Association must pay any other fees fixed by the Committee such as event entrance fees, court hire fees, pennant fees, ball fees, cancellation fees, forfeit fees or any such other fees as may be determined by the Committee from time to time for any particular category of membership.

8. Cessation of membership

- 8.1. A person ceases to be a member of the Association if the person:
 - (a) dies, or in the case of an incorporated or unincorporated club or body, is wound up or placed into liquidation,
 - (b) gives notice of his, her or its resignation,
 - (c) fails to pay any money owing to the Association within a period fixed by the notice being not less than 30 days from the date of service of a final written demand for payment, providing the demand is described as a final demand and refers to the consequences of failing to make the payment in accordance with the time period prescribed by this Rule.
 - (d) is expelled from the Association.
- 8.2. The Secretary must record in the Register of Members the date upon which any member ceased to be a member.
- 8.3. A member who owes any money to the Association at the time they cease to be a member remains liable to the Association for payment of that money notwithstanding their resignation as a member.
- 8.4. A person who ceases to be a member and who has paid a levy or debenture to the Association while a member remains entitled to participate in any repayment of that levy or debenture.
- 8.5. Nothing in this Rule prevents a member from being temporarily suspended from the Association.

9. Membership entitlements not transferable

- 9.1. A right, privilege or obligation which a person has by reason of being a member of the Association:
- (a) is not capable of being transferred or transmitted to another person, and
 - (b) terminates on cessation of the person's membership.

10. Resignation of membership

- 10.1. A member of the Association may resign his, her or its membership upon giving one months notice to the Association or such other period as the Association may determine or which the Committee may accept in the circumstances.

11. Register of members

- 11.1. The public officer of the Association must establish and maintain a register of members of the Association specifying the name and address of each person who is a member of the Association together with the date on which the person became a member.
- 11.2. The register of members must be kept at the principal place of administration of the Association and must be open for inspection, free of charge, by any member of the Association at any reasonable hour.
- 11.3. A member of the Association may upon reasonable notice obtain a copy of any part of the register on payment of a fee of \$1.00 for each page copied or, if some other amount is determined by the Committee, that other amount.
- 11.4. An Associate Club must at least once every calendar year and at other times upon request by the Committee provide to the Association sufficient particulars of that Associate Club's members to enable the Association to maintain its register of Associate Members as required by Rule 11.1. The Association is entitled to treat the registration details provided by each Associate Club as being true and correct and each Associate Club must inform the Association in a timely fashion of any change to the registration details of an Associate Member.
- 11.5. Except for Associate Members, it is the responsibility and obligation of each other member to notify the public officer of the Association in a timely fashion of any change to that member's registration details to enable the Association to maintain its register as required by Rule 11.1.

12. Members' Liabilities

- 12.1. The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by Rule 7.

13. Code of Conduct, discipline and dispute resolution

- 13.1. The Committee is required to establish or adopt a Code of Conduct setting out the standards of conduct expected of its members and within that code to establish a

procedure for investigating a complaint, resolving a dispute and for the imposition of penalties for a breach of the code and of these Rules.

13.2. A complaint may be made to the Committee by a person that a member of the Association has persistently refused or neglected to comply with the provision or provisions of these Rules, has persistently and willfully acted in a manner prejudicial to the interests of the Association, or has breached to code of conduct of the Association. In that event the Committee is to deal with the complaint in accordance with the Code of Conduct.

13.3. A resolution by the Committee to fine, suspend or expel a member does not take effect until the expiration of the period within which the member is entitled to appeal against the resolution concerned expires; or if within that period the member exercises the right of appeal.

14. Right of appeal from penalty

14.1. Notwithstanding anything contained in the Code of Conduct, a member may appeal to the Association in general meeting against a resolution of the Committee under Rule 13 which has the effect of expelling a member, suspending the member for a continuous period of more than 6 months or from fining a member more than 25% of the monetary value of the maximum fine available.

14.2. The appeal must be lodged with the secretary in writing within 14 days after notice of the resolution by the Committee is served on the member.

14.3. The notice may but need not be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.

14.4. On receipt of the notice from a member under rule 14.1, the secretary must notify the Committee, which is to convene a general meeting of the Association to be held within 28 days after the date on which the secretary receives the notice.

14.5. At the general meeting of the Association convened under this rule,

- (a) No business other than the question of the appeal is to be transacted; and
- (b) The Committee and member must be given an opportunity to state their respective cases orally or in writing or both; and
- (c) The members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

14.6. If at the general meeting the Association passes a special resolution in favour of the confirmation of the resolution by the Committee then the resolution is confirmed. If the resolution is revoked or fails to carry, then the resolution may be debated again and any amended resolution put to the meeting for resolution. If the second resolution fails to carry, then the matter is to be referred back to the Committee to be dealt with by the Committee in accordance with these Rules.

Part 3: The Committee

15. Powers of the Committee

15.1. The Committee is to be called the Committee of the Association and, subject to the Act, the Regulations, these Rules and subject to any resolution passed by the Association in general meeting:

- (a) is to control and manage the affairs of the Association; and
- (b) may exercise all such functions as may be exercised by the Association, other than those functions that are required by these Rules to be exercised by a general meeting of members of the Association; and
- (c) has powers to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the Association.

15.2. Without limiting the powers of the Committee, the Committee may do such things as:

- (a) setting competition fees such as ball fees and the like;
- (b) determining the eligibility and conditions of entry of teams and Associate Clubs into pennant and other competitions;
- (c) team grading;
- (d) setting terms and conditions for membership, competitions, playing rights and social events and functions;
- (e) transfer of members between Associate Clubs and other clubs and teams for the purposes of any competition or tennis event;
- (f) require members as a condition of membership, playing rights or entry into any social or competition event to join or affiliate with a State or Federal Tennis body which the Committee determines is in the interests of the Association or its members; and
- (g) establish a patron or patrons of the Association.

15.3. The Committee shall as soon as practicable after the annual general meeting convene to appoint:

- (a) a person from the Committee to serve as the public officer of the Association; and
- (b) the Association's auditor.

16. Constitution and membership

16.1. Subject in the case of the first members of the Committee to section 21 of the Act, the Committee is to consist of:

- (a) the office-bearers of the Association; and
- (b) 6 other persons

each of whom is to be elected at the annual general meeting of the Association under Rule 17.

16.2. The office-bearers of the Association are to be:

- (a) the president;
- (b) two vice-presidents;
- (c) the treasurer; and
- (d) the secretary.

16.3. Each member of the Committee is, subject to these Rules, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.

- 16.4. In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a member of the Association to fill the vacancy and the member so appointed is to hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of the appointment.

17. Election of members

- 17.1. Any member of the Association may be nominated for and to serve on the Committee of the Association (the 'eligible members').
- 17.2. Nominations of candidates for election as office-bearers of the Association:
- (a) must be made in writing, signed by two members of the Association, one of whom must have voting rights at a general meeting, and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and
 - (b) must be delivered to the secretary of the Association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- 17.3. A ballot for each position on the Committee must be held irrespective of whether the number nominations received equal the number of vacancies to be filled.
- 17.4. The ballot for the election of office-bearers and ordinary members of the Committee is to be conducted at the annual general meeting in such usual and proper manner as the Committee may direct.
- 17.5. If insufficient nominations are received for the Committee or if one or more of the positions on the Committee remain unfilled, then they are taken to be casual vacancies.

18. Secretary

- 18.1. The Secretary of the Association must, as soon as practicable after being appointed as secretary, lodge a notice with the Association of his or her address. If no address is provided by the Secretary, then the Secretary's address will be the post office box address of the Association or if no post office box address exists, then the street address of the Association.
- 18.2. It is the duty of the secretary to keep minutes of:
- (a) all appointments of office-bearers and members of the Committee; and
 - (b) the names of members of the Committee present at a committee meeting or a general meeting; and
 - (c) all proceedings at committee meetings and general meetings.
- 18.3. Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

19. Treasurer

- 19.1. It is the duty of the treasurer of the Association to ensure:

- (a) that all money due to the Association is collected and received and that all payments authorised by the Association are made; and
- (b) that correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association; and
- (c) that the audited financial report for the prior year is presented to the annual general meeting.

20. Casual vacancies

20.1. For the purposes of these Rules, a casual vacancy in the office of a member of the Committee occurs if the member:

- (a) dies; or
- (b) ceases to be a member of the Association; or
- (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth; or
- (d) resigns office by notice in writing given to the secretary; or
- (e) is removed from office under Rule 21; or
- (f) becomes a mentally incapacitated person; or
- (g) is absent without the consent of the Committee from all meetings of the Committee held during a period of 6 months.

21. Removal of a member from the Committee

21.1. The Association in general meeting may by resolution remove any member of the Committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.

21.2. If a member of the Committee to whom a proposed resolution referred to in Rule 21.1 relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representation be notified to the members of the Association, the secretary or the president may send a copy of the representations to each member of the Association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

22. Meetings and quorum

22.1. The Committee must meet at least 10 times in each period of 12 months at such place and time as the Committee may determine.

22.2. Additional meetings of the Committee may be convened by the president or by a written request of three members of the Committee submitted to the president.

22.3. 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 such other period as may be unanimously agreed on by the members of the Committee) before the time appointed for the holding of the meeting.

22.4. Notice of a meeting given under Rule 22.3 must specify the general nature of the business to be transacted at the meeting and no business other than that business is

to be transacted at the meeting, except business which the Committee members present at the meeting unanimously agree to treat as urgent business.

22.5. A quorum for the transaction of the business of a meeting of the Committee is constituted when a minimum of half of the actual number of Committee members are present.

22.6. A Committee meeting may be conducted using teleconferencing subject to Rule 22.5 being satisfied and in accordance with procedures adopted by the Committee.

22.7. If no quorum is present, the meeting is to be adjourned to another date and the Committee is to be notified in accordance with this rule.

22.8. At a meeting of the Committee:

- (a) the president or, in the president's absence one of the vice-presidents as chosen by the members is to preside; or
- (b) if the president or vice-presidents are absent or unwilling to act such one of the remaining members of the Committee as may be chosen by the members present at the meeting is to preside.

23. Delegation by Committee to sub-committee

23.1. The Committee may, by instrument in writing, delegate to one or more sub-committees the exercise of such of the functions of the Committee as are specified in the instrument, other than:

- (a) this power of delegation; and
- (b) a function which is a duty imposed on the Committee by the Act or by any other law.

23.2. A sub-committee may comprise such members of the Association as the Committee thinks fit, regardless of whether those people have voting rights or not.

23.3. A function, the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.

23.4. A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.

23.5. Despite any delegation under this rule, the Committee may continue to exercise any function delegated.

23.6. Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Committee.

23.7. The Committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.

23.8. A sub-committee may meet and adjourn as it thinks proper.

23.9. The Committee shall as soon as practical after the Annual General Meeting confirm the establishment and composition of any such sub-committees and their responsibilities. Such sub-committees may include but do not necessarily have to include the following:

- (a) Working with Children co-ordination;
- (b) Privacy Officer co-ordination;
- (c) Code of Conduct and Discipline committee;
- (d) Pennant & Grading sub-committee;
- (e) Junior tennis sub-committee;
- (f) Ladies tennis sub-committee; and
- (g) such other sub-committees which the Committee regards as necessary to meet the needs and objectives of the Association.

24. Voting and decisions

24.1. Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee are to be determined by a majority of the votes of members of the Committee or sub-committee present at the meeting.

24.2. Each member present at a meeting of the Committee or of any sub-committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

24.3. Subject to Rule 22, the Committee may act despite any vacancy on the Committee.

24.4. Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or by a sub-committee appointed by the Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or sub-committee.

24.5. For the avoidance of doubt it is declared that the Committee of the Association may rescind or vary any decision made by a sub-committee.

Part 4: General Meeting

25. Annual general meeting

25.1. Subject to the Act, the Committee may determine the date, time and place of the annual general meeting of the Association once in each calendar year and at least within the period of 6 months after the expiration of each financial year of the Association.

25.2. The notice convening the annual general meeting must specify that the meeting is an annual general meeting.

25.3. The ordinary business of the annual general meeting shall be-

- (a) to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting; and

- (b) to receive from the Committee reports upon the transactions of the Association during the last preceding financial year; and
- (c) to elect officers of the Association and the ordinary members of the Committee; and
- (d) to receive annual reports and financial statements
- (f) to adopt or confirm any affiliations with other bodies, clubs and organisations.

25.4. The annual general meeting may conduct any special business of which notice has been given in accordance with these Rules.

26. Special general meetings

26.1. In addition to the annual general meeting, any other general meetings may be held in the same year.

26.2. All general meetings other than the annual general meeting are special general meetings.

26.3. The Committee may, whenever it thinks fit, convene a special general meeting of the Association.

26.4. If, but for this sub-rule, more than 15 months would elapse between annual general meetings, the Committee must convene a special general meeting before the expiration of that period.

26.5. A resolution by the Committee involving the following matters will not take effect unless and until the resolution is confirmed by a general meeting of the Association:

- (a) the entering into any contract or agreement which sells, mortgages, charges, transfers or assigns Association assets with a value in excess of \$25,000;
- (b) the entering into any contract or agreement to purchase, rent, lease or acquire assets with a value in excess of \$50,000; and/or
- (c) the entering into any contract or agreement for the purchase or acquisition of services that will result in a payment of more than \$45,000 in any one financial year.

26.6. The Committee must, on the request in writing of members holding an accumulated number of votes of 25 or more convene a special general meeting of the Association.

26.7. The request for a special general meeting must:

- (a) state the objects of the meeting; and
- (b) be signed by the members requesting the meeting; and
- (c) be sent to the address of the Secretary.

- 26.8. If the Committee does not cause a special general meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the members making the request, or any of them, may convene a special general meeting to be held not later than 3 months after that date.
- 26.9. If a special general meeting is convened by members in accordance with this rule, it must be convened in the same manner so far as possible as a meeting convened by the Committee and all reasonable expenses incurred in convening the special general meeting must be refunded by the Association to the persons incurring the expenses.
- 27. Special business**
- 27.1. All business that is conducted at a special general meeting and all business that is conducted at the annual general meeting, except for business conducted under these Rules as ordinary business of the annual general meeting, is deemed to be special business.
- 28. Notice**
- 28.1. The secretary must give a notice of a general meeting to each member of the Association specifying the place, date and time of a general meeting and the nature of the business proposed to be transacted at the meeting.
- 28.2. Notice required by Rule 28.1 will be deemed to have been provided in the case of Honorary Life Members, Life Members, Associate Clubs, Ordinary Members, Special Members if it is sent by prepaid mail to the member's address recorded in the Association's Register of members or where the member elects to receive notices by e-mail then to that member's e-mail address recorded in the Association's Register.
- 28.3. Notice required by Rule 28.1 will be deemed to have been provided to an Associate Member upon provision of notice to that member's Associate Club.
- 28.4. The Association is required to display a copy of the notice in a prominent position at its Club rooms.
- 28.5. No notice of a general meeting is required to be given to a Junior member under the age of 16 years.
- 28.6. If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association or if the general meeting is an annual general meeting of the Association, then the period of notice required by Rule 28.1 is 21 days. In all other cases, the period of notice is 14 days.
- 28.7. No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under Rule 25.3.
- 28.8. A member desiring to bring any business before a general meeting may give notice in writing 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.

29. Procedure

- 29.1. No item of business is to be transacted at a general meeting unless a quorum of members is present during the time the meeting is considering that item.
- 29.2. The presence of Financial Members holding a total of at least 25 votes or more who are present in person and able to vote constitute a quorum for the transaction of the business of a general meeting.
- 29.3. If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (a) if convened on the requisition of members, is to be dissolved; and
 - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the 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.
- 29.4. If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, but the number of financial votes is insufficient to constitute a quorum under Rule 29.2, then for the purposes of the adjourned meeting only, the number of Financial Members required to be present by Rule 29.2 to constitute a quorum is reduced from 25 to 20.
- 29.5. The place, date and time of the next meeting and the nature of the business to be transacted shall be specified at the present meeting.

30. Presiding member

- 30.1. The president or, in the president's absence, a vice-president, is to preside as chairperson at each general meeting of the Association.
- 30.2. If the president and a vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

31. Adjournment

- 31.1. The chairperson of 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 is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 31.2. 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 except notice of the business to be transacted at an adjourned meeting is not required to be given.

32. Making of decisions

- 32.1. A question arising at a general meeting of the Association is to be determined 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 chairperson 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.
- 32.2. At a general meeting of the Association, a poll may be demanded by the chairperson or by at least 3 members present in person or by proxy at the meeting.
- 32.3. If a poll is demanded at a general meeting, the poll must be taken;
- (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment, or
 - (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs,
- and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

33. Special resolution

- 33.1. A resolution of the Association is a special resolution:
- (a) if it is passed by a majority which comprises at least three-quarters of such members of the Association as, being entitled under these Rules so to do, vote in person or by proxy at a general meeting of which at least 21 days written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these Rules, or
 - (b) where it is made to appear to the Commissioner that it is not practicable for the resolution to be passed in the manner specified in paragraph (a) if the resolution is passed in a manner specified by the Commissioner.

34. Voting

- 34.1. This rule applies to any question arising at a general meeting of the Association.
- 34.2. Life Members, Ordinary Members, Special Members and Junior Members 16 years and older each have one vote.
- 34.3. These Rules recognise the important role the Associate Clubs have in achieving the objectives of the Association and to reflect this role, these Rules provide for additional weighting to each vote registered by an Associate Club. Each Associate Club is entitled to one Associate Club vote to be exercised by a representative of the Associate Club but that one vote is to be counted as the equivalent of five (5) ordinary votes.
- 34.4. If a person is eligible for membership under more than one category of membership then that person is only entitled to a single vote at a general meeting.
- 34.5. Notwithstanding Rule 34.4, if a person who votes as a voting representative on behalf of an Associate Club is also entitled to vote by reason of their personal

membership of the Association, then that person retains the entitlement to their personal vote.

34.6. A member or proxy is not entitled to vote at any general meeting of the Association unless that member or proxy is a Financial Member of the Association at the time the business of the meeting is being transacted.

34.7. To enable the Association to identify the voting representative from each Associate Club, each Associate Club must provide to the Association in writing the name or names of each of its voting representatives in order of seniority. In the absence of any agreement from the voting representatives present from that Associate Club, the most senior representative present from that Associate Club is the person who the Association will recognise as the person having the representative voting capacity of that Associate Club. The voting representative of the Associate Club need not be a Financial Member of the Association but the Associate Club must be a Financial Member of the Association in order to register its vote.

34.8. For the purposes of establishing a quorum at a general meeting, the presence of a representative of an Associate Club which is a Financial Member is to count as five voting members.

34.9. The Association must maintain a register of the voting representative(s) from each Associated Body and the register may be inspected by any member upon reasonable notice.

35. Appointment of proxies

35.1. Subject to this rule, each member is to be entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

35.2. Apart from Associate Clubs, all votes must be given personally or by proxy but no member may hold more than four (4) proxies.

35.3. All votes by Associate Clubs must be exercised personally by its voting representative and not by way of proxy.

35.4. Unless the Committee otherwise decides, the notice appointing a proxy is to be in the form set out in these Rules.

Part 5: Miscellaneous

36. Insurance

36.1. The Association may effect and maintain insurance.

37. Funds – source

37.1. The funds of the Association are to be derived from entrance fees, ball fees, hire fees and annual subscriptions of members, donations and other funds as provided

for in these Rules and, subject to any resolution passed by the Association in general meeting, such other sources as the Committee determines.

37.2. 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.

37.3. The Association must, as soon as practicable after receiving any money, receipt those funds. Receipts are not issued automatically by a member is entitled to a copy of the receipt upon request.

38. Funds – management

38.1. Subject to any resolution passed by the Association in general meeting, the funds of the Association are to be used in pursuance of the objects of the Association in such manner as the Committee determines.

38.2. 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 or employees authorised to do so by the Committee.

39. Alteration of objects and Rules

39.1. The statement of objects and these Rules may be altered, rescinded or added to only by a special resolution of the Association at an annual general meeting or special meeting.

39.2. No motion affecting the Rules of the Association shall be deemed to be carried unless supported by at least 75% of the total of number of eligible votes present at the meeting.

40. Common seal

40.1. The common seal of the Association must be kept in the custody of the public officer.

40.2. The common seal must not be affixed to any instrument except by the authority of the Committee and the affixing 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 public officer or secretary.

41. Financial Year

41.1. The financial year of the Association shall commence on 1 July in each year and end on 30 June in the following year.

42. Custody of books

42.1. Except as otherwise provided by these Rules, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

43. Inspection of books

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

44. Service of notices and documents

44.1. For the purpose of these Rules, a notice may be served on or given to a person:

- (a) by delivering it to the person personally; or
- (b) by sending it by pre-paid post to the address of the person; or
- (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.

44.2. For the purpose of these Rules, a notice is taken, unless the contrary is proved, to have been given or served:

- (a) in the case of a notice given or served personally, on the date on which it is received by the addressee; and
- (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post; and
- (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent, or if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

44.3. A notice need not include any supporting material and enclosures providing the same is referred to and would ordinarily be available to members on an internet web site.

45. Attendance at general meetings

Voting and non-voting members whether financial or not are entitled to attend a general meeting of the Association.

Appendix 1

Albury Tennis Association Inc

FORM OF APPOINTMENT OF PROXY

I, of
(full name) (address)

being a financial voting member of the Albury Tennis Association Inc

hereby appoint of
(full name of proxy) (address)

also being a financial voting member of the Albury Tennis Association Inc, as my proxy to vote for me on my behalf at the general meeting of the Association (annual general meeting or special general meeting, as the case may be) to be held on the

..... day of and at any adjournment of that meeting.
(month and year)

- * My proxy is authorised to vote in favour of /against (delete as appropriate) the resolution (insert details of resolution(s) if desired).

.....
Signature of member appointing proxy

.....
Category of membership of member appointing proxy

Date.....

NOTE: An Associate Club is not entitled to appoint a voting proxy.

- * insert details only if required