

# ELTHAM TENNIS CLUB INCORPORATED

## CONSTITUTION

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## Rules for an Incorporated Association

### Note

The persons who from time to time are members of the Association are an incorporated association by the name given in rule 1 of these Rules.

Under section 46 of the *Associations Incorporation Reform Act 2012*, these Rules are taken to constitute the terms of a contract between the Association and its members.

## PART 1 - PRELIMINARY

### 1. Name

- (1) The name of the Incorporated Association is "Eltham Tennis Club Incorporated" ("the Club").

#### Note

Under section 23 of the Act, the name of the association and its registration number must appear on all its business documents.

### 2. Mission and purposes

The Club is a partner organisation within the broader Victorian community.

We play tennis to create enjoyment, develop social connections and promote physical and mental wellbeing.

We support the maintenance and development of friendships and social relationships.

We seek to develop and support competitive and social tennis for individuals and teams.

The purposes of the Club are to:

- (1) foster the game of tennis;
- (2) manage, maintain and develop the tennis courts and facilities situated in Andrew Park in Eltham under powers vested in the Club by the Nillumbik Shire Council;
- (3) arrange entries in competition tennis;
- (4) promote club tournaments; and
- (5) arrange social functions.

### 3. Financial year

- (1) The financial year of the Club is each period of 12 months ending on 30 June.

### 4. Definitions

In these Rules -

***absolute majority of the Committee***, means a majority of the Committee members currently holding office and entitled to vote at the time (as distinct from a majority of Committee members present at a Committee Meeting);

***Chair*** of a General Meeting or Committee Meeting, means the person chairing the meeting as required under rule 46;

**Club Coach** means the person appointed by the Committee as the Club's Coach;

**Committee** means the Committee having management of the affairs of the Club;

**Committee Meeting** means a meeting of the Committee held in accordance with these Rules;

**Committee member** means a member of the Committee elected or appointed under Division 3 of Part 5;

**Disciplinary Appeal Committee Meeting** means a meeting of the Committee convened under sub-rule 23(5);

**disciplinary meeting** means a meeting of an Investigatory Sub-committee convened for the purposes of rule 22;

**financial year** means the 12 month period specified in rule 3;

**General Meeting** means a general meeting of the members of the Club convened in accordance with Part 4 and includes an Annual General Meeting and a Special General Meeting;

**Investigatory Sub-committee** means a Sub-committee appointed under rule 20;

**member** means a member of the Club;

**member entitled to vote** means a member who under sub-rule 13(2) is entitled to vote at a General Meeting;

**Register of Members** means the register of members maintained in accordance with rule 18;

**special resolution** means a resolution that requires not less than three-quarters of the members voting at a General Meeting, whether in person or by proxy, to vote in favour of the resolution;

**the Act** means the *Associations Incorporation Reform Act 2012* and includes any Regulations made under that Act; and

**the Registrar** means the Registrar of Incorporated Associations.

## **PART 2 - POWERS OF THE CLUB**

### **5. Powers of the Club**

- (1) Subject to the Act, the Club has power to do all things incidental or conducive to achieve its mission and purposes.
- (2) Without limiting sub-rule 5(1), the Club may -
  - (a) acquire, hold and dispose of real or personal property;
  - (b) open and operate accounts with financial institutions;
  - (c) invest its money in any security in which trust monies may lawfully be invested;
  - (d) raise and borrow money on any terms and in any manner as it thinks fit;
  - (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;

- (f) appoint agents to transact business on its behalf; and
  - (g) enter into any other contract it considers necessary or desirable.
- (3) The Club may only exercise its powers and use its income and assets (including any surplus) for its purposes.

## **6. Not for profit organisation**

- (1) The Club must not distribute any surplus, income or assets directly or indirectly to its members.
- (2) Sub-rule 6(1) does not prevent the Club from paying a member -
- (a) reimbursement for expenses properly incurred by the member; or
  - (b) for goods or services provided by the member -
- if this is done in good faith on terms no more favourable than if the member was not a member.
- (3) The Club may pay a Committee member reimbursement for expenses properly incurred by the Committee member.
- (4) Committee members cannot use the Club or their positions on the Committee to profit themselves either directly or indirectly (with the exception of the Club Coach in relation to services provided pursuant to that Coach's Coaching Agreement with the Club).

### **Note:**

Section 33 of the Act provides that an Incorporated Association must not secure pecuniary profit for its members. Section 4 of the Act sets out in more detail the circumstances under which an Incorporated Association is not taken to secure pecuniary profit for its members.

## **PART 3 - MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES**

### **Division 1 - Membership**

## **7. Minimum number of members**

- (1) The Club must have at least 5 members.

## **8. Who is eligible to be a member**

- (1) Any person who supports the purposes of the Club is eligible for membership.

## **9. Application for membership**

- (1) Subject to sub-rule 9(2), to become a member of the Club, a person must complete and submit the Club's online membership application stating that the person -
- (a) wishes to become a member of the Club;
  - (b) supports the purposes of the Club; and
  - (c) agrees to comply with these Rules.
- (2) The Club Coach will deliver to the President or Membership Secretary all information required to enable the Membership Secretary to submit applications for membership

on behalf of all coaching class members. By the Club Coach's delivery of this information, coaching class members are deemed to have expressed the wish to become coaching class members and to have agreed to comply with these Rules.

- (3) Each membership application (other than a coaching class membership application) must be accompanied by the -
  - (a) applicable membership fee (if any); and
  - (b) applicable joining fee (if any).

**Note**

The joining fee is the fee (if any) determined by the Club under sub-rule 12(6).

- (4) Subject to sub-rule 9(5), a person will become a conditional member of the Club on successful submission of the online membership application form and payment of the required fees.
- (5) A coaching class member will become a conditional member of the Club when the Club Coach delivers the required information to the President or Membership Secretary pursuant to sub-rule 9(2).

## **10. Approval of application**

- (1) The Membership Secretary must provide to the Committee at each Committee Meeting details of all new members who have joined the Club since the previous Committee Meeting.
- (2) The Committee may, by resolution, determine that the conditional membership of any new member be rejected. The Committee may do so for any reason it deems appropriate, provided that reason does not contravene any law.
- (3) In the event the Committee passes a resolution pursuant to sub-rule 10(2), the Secretary must notify the member in writing of the Committee's decision as soon as practicable after that decision is made. No reason need be given to the member for the passing of such a resolution.
- (4) If the Committee passes a resolution pursuant to sub-rule 10(2), it must promptly return any monies paid by the conditional member, without deduction.
- (5) A member's conditional membership will automatically become unconditional if the Committee does not pass a resolution pursuant to sub-rule 10(2) with respect to that member.

## **11. New membership**

- (1) Subject to rule 10, a person becomes a member of the Club and is entitled to exercise their rights of membership from the date the person successfully submits an application for membership and pays the required fees.

## **12. Membership and joining fees**

- (1) The Committee must determine -
  - (a) the amount of the fees (if any) for membership; and
  - (b) the date for payment of membership fees.



- (2) The Committee may review and adjust the amount of membership fees at any time. However, no adjustment will affect the fee already paid by a member. Any increase or decrease to membership fees for existing members will only take effect in the next year (in the case of annual fees) or payment cycle (when fees are paid monthly, quarterly or half-yearly).
- (3) The Committee may determine that a lower membership fee (including no fee) is payable with respect to any member or class of member.
- (4) The Committee may determine that membership fees be paid:
  - (a) on a monthly, quarterly, half-yearly or annual basis;
  - (b) on a rolling annual basis, with the first membership year commencing on the date the member became a member of the Club and subsequent years commencing on the anniversary of that date; or
  - (c) on a financial year basis, with each membership year commencing on 1 July, with the first membership fee to be determined on a pro rata basis reflecting the remaining part of the current financial year.
- (5) The rights of a member who has not paid the membership fee within 30 days of the due date will be automatically suspended until the fee is paid, subject to any resolution to the contrary by the Committee. A member who has been suspended pursuant to this sub-rule is not permitted to play at the Club (unless the applicable visitor's fee is paid) and is not permitted to vote at any meeting of the Committee or of the members.
- (6) The Committee may determine that new members pay a joining fee.
- (7) The Committee may review and adjust the amount of joining fees (if any) at any time.
- (8) When the Committee determines any membership or joining fee, or an adjustment to any membership or joining fee, the Secretary will, within 30 days, notify all members of that fee or adjustment.
- (9) In relation to membership renewal, in all cases except where fees are being paid monthly, members may be notified by the Membership Secretary of their membership fees and the due dates for payment of those fees at least 30 days prior to expiry of their membership. In the case of monthly membership fees, the Membership Secretary may notify members of their membership fees and the due dates for payment of those fees at least 7 days prior to expiry of their membership. These notifications can be made by delivery of a suitable invoice.
- (10) The Committee may, at any time, introduce any special membership or other fees (whether as an addition to regular fees or a one off fee). The Membership Secretary must notify members of any such special fees and the due date for payment of those fees, within 14 days of introduction.

### **13. General rights of members**

- (1) A member of the Club who is entitled to vote has the right -
  - (a) to receive notice of General Meetings of members and of proposed special resolutions in the manner and time prescribed by these Rules;
  - (b) to submit items of business for consideration at a general meeting;
  - (c) to attend and be heard at General Meetings;
  - (d) to vote at a General Meeting;

- (e) to have access to the minutes of General Meetings and other documents of the Club as provided under rule 74; and
  - (f) to inspect the Register of Members.
- (2) A member (other than a coaching class member) is entitled to vote if -
- (a) they have attained the age of 18 years at the date of the meeting;
  - (b) more than 1 month has passed since the member became a member of the Club; and
  - (c) the member's membership rights are not suspended for any reason.
- (3) A member (other than a coaching class member) has the right to access and utilise the Club's facilities and is eligible to play competitive tennis as a representative of the Club, subject to these Rules and any other rules made from time to time by the Committee.

#### **14. Membership categories**

- (1) The Club has the following membership categories -
- (a) adult members - being those over the age of 21 at the time of becoming a member or renewing membership;
  - (b) junior members - being those under the age of 21 at the time of becoming a member or renewing membership;
  - (c) student members - being those under the age of 25 at the time of becoming a member or renewing membership and who are students;
  - (d) family members - being two domestic partners and any number of dependents who live with them and who are eligible for junior or student membership;
  - (d) coaching class members - being those who are enrolled in a class with the Club Coach and who have the right to use the Club's courts and facilities during coaching sessions, but who are not entitled to vote at meetings of the Club's members or to play competitive tennis as a representative of the Club (other than as an emergency player);
  - (e) life members - being those elected to life membership pursuant to sub-rule 14(2);
  - (f) honorary members - being those granted honorary membership pursuant to sub-rules 14(3) or 14(4); and
  - (g) concessional members - being a member in one of categories (a) to (d) above who the Committee has decided, at its discretion, to reduce their membership fee.
- (2) A maximum of 2 life members may be elected at each Annual General Meeting for exceptional services to the Club. Nominations for life membership must be received by the Secretary no less than 28 days before the Annual General Meeting and be noted in the Notice of Meeting given to members pursuant to rule 33. Life members are not required to pay membership fees.

- (3) All Committee members are granted honorary memberships while holding office. In the case of the President, Treasurer, Secretary and Junior Manager, these honorary memberships extend to their domestic partners and any number of dependents who live with them and who are eligible for either junior or student memberships.
- (4) The Committee may grant an honorary membership to any member on an annual basis.

#### **15. Rights not transferable**

- (1) The rights of a member are not transferable and end when membership ceases.

#### **16. Ceasing membership**

- (1) The membership of a person ceases on resignation, expulsion, death or, in the case of coaching class members, on cessation of their enrolment with the Club Coach.
- (2) The Club Coach will notify the President or Membership Secretary within 14 days of the commencement of each term of any coaching class member who has ceased to be enrolled in a class with the Club Coach.
- (3) If a person ceases to be a member of the Club, the Membership Secretary must, as soon as practicable, enter the date the person ceased to be a member in the Register of Members.

#### **17. Resigning as a member**

- (1) A member may resign by notice in writing given to the Club.

##### **Note**

Sub-rule 73(3) sets out how notice may be given to the Association. It includes by post or by handing the notice to a member of the Committee.

- (2) A member is taken to have resigned if -
  - (a) the member's membership fee is more than 90 days in arrears; or
  - (b) where no membership fee is payable -
    - (A) the Membership Secretary has made a written request to the member to confirm that the member wishes to remain a member; and
    - (B) the member has not, within 1 month after receiving that request, confirmed in writing that the member wishes to remain a member.

#### **18. Register of Members**

- (1) The Secretary and Membership Secretary must keep and maintain a Register of Members that includes -
  - (a) for each current member -
    - (A) the member's name;
    - (B) the member's membership category;
    - (C) the address for notice last given by the member;
    - (D) the email address last given by the member;

- (E) the date of becoming a member;
- (F) any other information determined by the Committee; and
- (b) for each former member, the date of ceasing to be a member.
- (2) Any member may, at a reasonable time and free of charge, inspect the Register of Members.

**Note**

Under section 59 of the Act, access to the personal information of a person recorded in the Register of Members may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the Register of Members.

## **Division 2 - Disciplinary action**

### **19. Grounds for taking disciplinary action**

- (1) Disciplinary action may be taken against a member in accordance with this Division if the member -
  - (a) has failed to comply with these Rules;
  - (b) has failed to comply with any rules made from time to time by the Committee;
  - (c) has deliberately refused to comply with a decision of the Committee;
  - (d) has deliberately refused to comply with any reasonable direction of a Committee member;
  - (e) has withdrawn from competition tennis after being selected in a team, unless the member obtained the relevant Selection Committee's prior approval;
  - (f) has engaged in any behaviour on court which is liable to bring the Club into disrepute;
  - (g) refuses to support the purposes of the Club; or
  - (h) has engaged in any conduct (including conduct unrelated to the affairs of the Club) prejudicial to the Club.

### **20. Investigatory Sub-committee**

- (1) If the Committee is satisfied that there may be sufficient grounds for taking disciplinary action against a member, the Committee must appoint an Investigatory Sub-committee of 3 or more people to investigate the matter and determine what action, if any, to take against the member.
- (2) The members of the Investigatory Sub-committee -
  - (a) may be Committee members, members of the Club or anyone else; and
  - (b) must be impartial and not subject to any conflict of interests.
- (3) The first task of the Investigatory Sub-committee is to explore, as best it can, what happened and why.

## **21. Notice to member**

- (1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member -
  - (a) stating that the Club is considering taking disciplinary action against the member;
  - (b) stating the grounds for the possible disciplinary action;
  - (c) informing the member of the appointment of an Investigatory Sub-committee and identifying the members of that Sub-committee;
  - (d) specifying the date, place and time of the meeting at which the Investigatory Sub-committee intends to consider the matter (the disciplinary meeting);
  - (e) advising the member that the member may do one or both of the following -
    - (A) attend the disciplinary meeting and address the Investigatory Sub-committee at that meeting;
    - (B) give a written statement to the Investigatory Sub-committee at any time before the disciplinary meeting;
  - (f) advising the member that the member may be accompanied by a support person during the disciplinary meeting (subject to sub-rule 21(3)); and
  - (g) setting out the member's appeal rights under rule 23.
- (2) The notice must be given at least 14 days before the disciplinary meeting is to be held.
- (3) The role of a support person is to provide companionship and support to the member, not to advocate on the member's behalf during a disciplinary meeting. The Investigatory Sub-committee may, at its discretion, exclude a support person from any disciplinary meeting if it forms the view that the support person is disrupting the meeting.

## **22. Decision of the Investigatory Sub-committee**

- (1) At the disciplinary meeting, the Investigatory Sub-committee must -
  - (a) give the member an opportunity to be heard; and
  - (b) consider any written statement submitted by the member.
- (2) Other than as set out in sub-rule 22(1), the procedure of any Investigatory Sub-committee will be determined by that Sub-committee at its discretion and that Sub-committee will not be subject to the rules of natural justice.
- (3) The Investigatory Sub-committee may decide to -
  - (a) take no further action against the member;
  - (b) reprimand the member;
  - (c) suspend some or all of the membership rights of the member for a specified period; or
  - (d) expel the member from the Club.
- (4) The Investigatory Sub-committee may not fine the member.
- (5) A suspension of membership rights or expulsion of a member takes effect immediately after the Investigatory Sub-committee makes its decision.

- (6) A suspension may be for a limited purpose (for example, to preclude participation in a particular event or competition) or from membership of the Club.
- (7) In the case of a suspension precluding participation in any form of competition tennis, the suspension must not exceed 2 seasons (excluding the season in which the withdrawal occurred in the case of suspension for an unauthorised withdrawal).
- (8) A member of the Investigatory Sub-committee must take minutes of each meeting of the Sub-committee.
- (9) The Investigatory Sub-committee must inform the member and the Secretary of its decision within 48 hours of making that decision.

### **23. Appeal rights**

- (1) A member whose membership rights have been suspended or who has been expelled from the Club under rule 22, may give notice to the effect that the member wishes to appeal against the suspension or expulsion.
- (2) The notice of appeal must be in writing and be given -
  - (a) to the Investigatory Sub-committee; or
  - (b) to the Secretary;
 not later than 7 days after receipt of notification of the Investigatory Sub-committee's decision.
- (3) A notice of appeal must specify the grounds of the appeal.
- (4) If the member appeals a decision to suspend or expel them, implementation of that suspension or expulsion will be deferred pending completion of the appeal process.
- (5) If a member has given notice under sub-rule 23(2), the Secretary must, as soon as practicable, but, in any event, not later than 21 days, after the appeal notice is received, convene a special Committee Meeting to be known as a Disciplinary Appeal Committee Meeting.
- (6) Notice of the Disciplinary Appeal Committee Meeting must be given to each member of the Committee and must -
  - (a) specify the date, time and place of the meeting; and
  - (b) state -
    - (A) the name of the member against whom the disciplinary action has been taken;
    - (B) the grounds for taking that action;
    - (C) the grounds of the appeal; and
    - (D) that at the Disciplinary Appeal Committee Meeting the Committee members must vote on whether the decision to suspend or expel the member should be upheld or revoked.

### **24. Conduct of disciplinary appeal meeting**

- (1) At a Disciplinary Appeal Committee Meeting -
  - (a) no business other than the question of the appeal may be conducted;

- (b) the Secretary must state the grounds for suspending or expelling the member and the reasons for taking that action; and
  - (c) the member whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- (2) The member whose membership has been suspended or who has been expelled may be accompanied by a support person during the Disciplinary Appeal Committee Meeting (subject to sub-rule 24(3)).
  - (3) The role of a support person is to provide companionship and support to the member, not to advocate on the member's behalf during the Disciplinary Appeal Committee Meeting. The Committee may, at its discretion, exclude a support person from any Disciplinary Appeal Committee Meeting if it forms the view that the support person is disrupting the meeting.
  - (4) Other than as set out in sub-rule 24(1), the procedure of any Disciplinary Appeal Committee Meeting will be determined by the Committee at its discretion and the Committee will not be subject to the rules of natural justice.
  - (5) The Committee members must vote by secret ballot on the question of whether the decision to suspend or expel the member should be upheld or revoked. If the Disciplinary Appeal Committee Meeting is being held virtually (i.e. some or all Committee members are attending by some form of electronic means), an electronic ballot must be conducted to enable secret voting by those attending virtually. See sub-rule 24(10).
  - (6) If the member who has been disciplined is a Committee member, they may not vote at the Disciplinary Appeal Committee Meeting.
  - (7) The decision is upheld if three quarters or more of the Committee members voting at the Disciplinary Appeals Committee Meeting vote in favour of that decision.
  - (8) There is no right of appeal from a decision of a Disciplinary Appeals Committee Meeting.
  - (9) A decision of a Disciplinary Appeals Committee Meeting cannot be subject to judicial review.
  - (10) Electronic voting must be conducted in the manner determined by the Committee prior to the Disciplinary Appeal Committee Meeting. This may involve the use of a voting website or any other electronic means selected by the Committee.

#### **24A Interim suspensions**

- (1) Notwithstanding anything else in this Division 2, the Committee may suspend, on an interim basis, some or all of the membership rights of a member if it is satisfied that -
  - (a) there may be sufficient grounds for taking disciplinary action against a member; and
  - (b) it is in the Club's best interests that the member be suspended, on an interim basis, while an Investigatory Sub-committee is formed and investigates the matter.
- (2) Before imposing any interim suspension, a representative of the Committee will inform the member of the proposal for that suspension and give the member an opportunity to be heard on the question of suspension at the Committee meeting at which the suspension might be imposed.

- (3) Any interim suspension imposed by the Committee pursuant to sub-rule 24A(1) will come to an end at the time the Investigatory Sub-committee makes its decision under sub-rule 22(3).
- (4) There is no right of appeal against a Committee decision to impose an interim suspension.
- (5) Notwithstanding anything else in this Division 2, any one of the Womens and Mens Selection Committees and, subject to sub-rule 24A(7), the Junior Manager, may suspend, on an interim basis, a member's right to play competitive tennis as a representative of the Club, in a competition for which the relevant Selection Committee or Manager is responsible, if they are satisfied that -
  - (a) there may be sufficient grounds for taking disciplinary action against a member; and
  - (b) it is in the Club's best interests that the member be suspended, on an interim basis, while an Investigatory Sub-committee is formed and investigates the matter.
- (6) Before imposing any interim suspension, a representative of the relevant Selection Committee will inform the member of the proposal for that suspension and give the member an opportunity to be heard on the question of suspension at the Selection Committee meeting at which the suspension might be imposed.
- (7) The Junior Manager may only impose an interim suspension with the prior approval of the President.
- (8) Before imposing any interim suspension, the Junior Manager will inform the member of the proposal for that suspension and give the member an opportunity to be heard on the question of suspension.
- (9) Any interim suspension imposed by the Womens or Mens Selection Committee or Junior Manager pursuant to sub-rule 24A(5) will come to an end at the time the Investigatory Sub-committee makes its decision under sub-rule 22(3).
- (10) There is no right of appeal against a Womens or Mens Selection Committee or Junior Manager decision to impose an interim suspension.

### **Division 3 - Grievance procedure**

#### **25. Application**

- (1) The grievance procedure set out in this Division applies to disputes between -
  - (a) a member and another member;
  - (b) a member and any Sub-Committee; or
  - (c) a member and the Committee.
- (2) A member may not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure under Division 2 until the disciplinary procedure has been completed.



## **26. Parties must attempt to resolve the dispute**

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

## **27. Appointment of mediator**

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 26, the parties must within 10 days -
  - (a) if the dispute is one referred to in sub-rules 25(1)(a) or (b), notify the Committee of the dispute;
  - (b) agree to or request the appointment of a mediator; and
  - (c) attempt in good faith to settle the dispute by mediation.
- (2) The mediator must be -
  - (a) a person chosen by agreement between the parties; or
  - (b) in the absence of agreement -
    - (A) if the dispute is between a member and another member—a person appointed by the Committee; or
    - (B) if the dispute is between a member and either a Sub-committee or the Committee - a person nominated by the President of Tennis Victoria.
- (3) A mediator appointed by the Committee may be a member or former member of the Club, but in any case must not be a person who -
  - (a) has a personal interest in the dispute; or
  - (b) is otherwise subject to a conflict of interests.

## **28. Mediation process**

- (1) The mediator to the dispute must determine the process for the mediation.
- (2) In conducting a mediation, the mediator must -
  - (a) give each party every opportunity to be heard; and
  - (b) allow due consideration by all parties of any statements submitted by any party.
- (3) The mediator's role is to facilitate discussions between the parties and assist the parties to resolve their difference on their own terms. The mediator's role is not to make any decisions or to impose any outcome on the parties.

## **PART 4 - GENERAL MEETINGS OF THE CLUB**

### **29. Annual General Meetings**

- (1) The Committee must convene an Annual General Meeting of members within 5 months after the end of each financial year.
- (2) The Committee will determine the date, time, place and format of the Annual General Meeting.

- (3) The ordinary business of the Annual General Meeting is as follows -
  - (a) to confirm the minutes of the previous Annual General Meeting and of any Special General Meeting held since then;
  - (b) to receive and consider -
    - (A) the Annual Report of the Committee on the activities of the Club during the preceding financial year; and
    - (B) the financial statements of the Club for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act;
  - (c) to elect the members of the Committee; and
  - (d) to elect the specified number of members of the Sub-committees referred to in rule 43.
- (4) The Annual General Meeting may also conduct any other business of which notice has been given in accordance with these Rules.
- (5) At the discretion of the Chair, the Annual General Meeting may also discuss (without resolution) any other matter.

### **30. Special General Meetings**

- (1) Any General Meeting of the Club, other than an Annual General Meeting, is a Special General Meeting.
- (2) The Committee may convene a Special General Meeting whenever it thinks fit.
- (3) No business other than that set out in the notice under rule 32 may be conducted at a Special General Meeting.

#### **Note**

General business may be considered at the meeting if it is included as an item for consideration in the notice under rule 33 and the majority of members at the meeting agree.

### **31. Special General Meeting held at request of members**

- (1) The Committee must convene a Special General Meeting if a request to do so is made in accordance with sub-rule 31(2) by at least 10% of the total number of members who are eligible to vote.
- (2) A request for a Special General Meeting must -
  - (a) be in writing;
  - (b) state the business to be considered at the meeting and any resolutions to be proposed;
  - (c) include the names and signatures of the members requesting the meeting; and
  - (d) be given to the Secretary.
- (3) If the Committee does not convene a Special General Meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the Special General Meeting.
- (4) A Special General Meeting convened by members under sub-rule 31(3) -
  - (a) must be held within 3 months after the date on which the original request was made; and

- (b) may only consider the business stated in that request.
- (5) The Club must reimburse all reasonable expenses incurred by the members convening a Special General Meeting under sub-rule 31(3).

### **32. Notice of General Meetings**

- (1) The Secretary (or, in the case of a Special General Meeting convened under sub-rule 31(3), the members convening the meeting) must give to each member of the Club -
  - (a) at least 21 days' notice of a General Meeting if a special resolution is to be proposed at the meeting; or
  - (b) at least 14 days' notice of a General Meeting in any other case.
- (2) The notice must -
  - (a) specify the date, time and place of the meeting;
  - (b) indicate the general nature of each item of business to be considered at the meeting;
  - (c) if a special resolution is to be proposed -
    - (A) state in full the proposed resolution; and
    - (B) state the intention to propose the resolution as a special resolution; and
  - (d) comply with sub-rule 33(5).
- (3) The Membership Secretary will make the Register of Members available to the members convening a Special General Meeting to the extent reasonably required to enable those members to give the notice required by this rule 32.

### **33. Proxies**

- (1) A member may appoint another member as that member's proxy to vote and speak on their behalf at a General Meeting.
- (2) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (3) The member appointing the proxy may give specific directions as to how the proxy is to vote on their behalf, otherwise the proxy may vote on behalf of the member in any manner the proxy sees fit.
- (4) If the Committee has approved a form for the appointment of a proxy, the member may use the approved form or any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.
- (5) Notice of a General Meeting given to a member under rule 32 must -
  - (a) state that the member may appoint another member as a proxy for the meeting; and
  - (b) include a copy of any form that the Committee has approved for the appointment of a proxy.
- (6) An original signed form appointing a proxy is of no effect unless it is given to the Chair of the meeting before or at the commencement of the meeting.

- (7) A signed form appointing a proxy may be sent by post or electronically to the Secretary but is of no effect unless it is received by the Secretary no later than 24 hours before the commencement of the meeting.

#### **34. Use of technology**

- (1) A member not physically present at a General Meeting may be permitted to participate in the meeting by the use of technology that allows that member, and the members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a member participating in a General Meeting as permitted under sub-rule 34(1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

#### **35. Quorum at General Meetings**

- (1) No business may be conducted at a General Meeting unless a quorum of members is present.
- (2) The quorum for a General Meeting is the presence (physically, by proxy or as allowed under rule 34) of 10% of the members entitled to vote.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a General Meeting -
  - (a) in the case of a meeting convened by, or at the request of, members under rule 31 - the meeting must be dissolved;

##### **Note**

If a meeting convened by, or at the request of, members is dissolved under this sub-rule, the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business re-considered at another special meeting, the members must make a new request under rule 31.

- (b) in any other case -
  - (A) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
  - (B) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.
- (4) If a quorum is not present within 30 minutes after the time to which a General Meeting has been adjourned under sub-rule 35(3)(b), the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

#### **36. Adjournment of General Meetings**

- (1) The Chair of a General Meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting sub-rule 36(1), a meeting may be adjourned -
  - (a) if there is insufficient time to deal with the business at hand; or

- (b) to give the members more time to consider an item of business.

**Example**

The members may wish to have more time to examine the financial statements submitted by the Committee at an Annual General Meeting.

- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 32.

**37. Voting at General Meetings**

- (1) On any question arising at a General Meeting -
  - (a) subject to sub-rule 37(3), each member who is entitled to vote has one vote;
  - (b) members may vote personally or by proxy; and
  - (c) except in the case of a special resolution, the question must be decided on a majority of votes.
- (2) If votes are divided equally on a question, the Chair of the meeting has a second or casting vote.
- (3) If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.
- (4) Upon any issue arising at a General Meeting, members entitled to one vote include adult members; junior members who are over 18 years of age at the time of the vote; all members of any family membership who are over 18 years of age at the time of the vote; life members; honorary members; and concessional members who are over 18 years of age at the time of the vote.

**38. Special resolutions**

- (1) A special resolution is passed if three quarters or more of the members voting at a General Meeting (whether in person or by proxy) vote in favour of the resolution.

**Note**

In addition to certain matters specified in the Act, a special resolution is required -

- (a) to remove a Committee member from office; and
- (b) to alter these Rules, including changing the name or any of the purposes of the Club.

**39. Determining whether resolution carried**

- (1) Subject to sub-rule 39(2), the Chair of a General Meeting may, on the basis of a show of hands, declare that a resolution has been -
  - (a) carried;
  - (b) carried unanimously;
  - (c) carried by a particular majority;
  - (d) lost -and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.

- (2) If a poll (where votes are cast in writing) is demanded by three or more members on any question -
  - (a) the poll must be taken at the meeting in the manner determined by the Chair of the meeting; and
  - (b) the Chair must declare the result of the resolution on the basis of the poll.
- (3) A poll demanded on the election of the Chair or on a question of an adjournment must be taken immediately.
- (4) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chair.

#### **40. Minutes of General Meetings**

- (1) The Committee must ensure that minutes are taken and kept of each General Meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken, and the result of the vote.
- (3) In addition, the minutes of each Annual General Meeting must include -
  - (a) the names of the members attending the meeting;
  - (b) proxy forms given to the Chair of the meeting under sub-rule 33(6);
  - (c) the financial statements submitted to the members in accordance with sub-rule 29(3)(b)(B);
  - (d) the certificate signed by two Committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Club; and
  - (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

## **PART 5 - COMMITTEE**

### **Division 1 - Powers of the Committee**

#### **41. Role and powers**

- (1) The business of the Club must be managed by or under the direction of the Committee.
- (2) The Committee may exercise all the powers of the Club except those powers that these Rules or the Act require to be exercised by the members in a General Meeting of the members of the Club.
- (3) The Committee may -
  - (a) appoint and remove staff and other service providers (including the Club Coach);
  - (b) establish Sub-committees (in addition to those referred to in rule 43) consisting of members with terms of reference it considers appropriate; and

- (c) make rules from time to time for the better administration of the Club (provided such rules are consistent with these Rules and all provisions of the Act).

#### **42. Delegation**

- (1) The Committee may delegate to a member of the Committee, a Sub-committee or staff, any of its powers and functions other than -
  - (a) this power of delegation; or
  - (b) a duty imposed on the Committee by the Act or any other law.
- (2) The delegation must be in writing and may be subject to any conditions and limitations the Committee considers appropriate.
- (3) The Committee may, in writing, revoke any delegation wholly or in part.

#### **43. Sub-committees**

- (1) The following committees will be standing Sub-committees of the Committee:
  - (a) Womens Selection Committee - with responsibility for the selection, organising and running of womens and, in conjunction with the Mens Selection Committee, mixed and unisex competition teams;
  - (b) Mens Selection Committee - with responsibility for the selection, organising and running of mens and, in conjunction with the Womens Selection Committee, mixed and unisex competition teams;
  - (c) Junior Committee - to assist the Junior Manager with the selection of junior teams (in consultation with the Club Coach) and the organisation and running of junior competitions;
  - (d) Social Committee - with responsibility for the organisation and promotion of social activities and fundraising and welcoming of new members; and
  - (e) Maintenance Committee - with responsibility to oversee the maintenance of courts, grounds, clubhouse and other Club facilities.
- (2) The Womens Selection Committee will consist of 5 members, 3 of whom will be elected by the members at the Annual General Meeting and 2 of whom will be appointed by the Committee.
- (3) The Mens Selection Committee will consist of 5 members, 3 of whom will be elected by the members at the Annual General Meeting and 2 of whom will be appointed by the Committee.
- (4) The Junior Committee will consist of the Junior Manager and any number of members appointed by the Committee.
- (5) The Social Committee will consist of 3 members to be elected by the members at the Annual General Meeting and any number of members appointed by the Committee.
- (6) The Maintenance Committee will consist of 3 members to be elected by the members at the Annual General Meeting and any number of members appointed by the Committee.

- (7) The President and Secretary are ex-officio members of each of these sub-committees with the exception of the Womens and Mens Selection Committee.
- (8) Each of the Womens Selection, Mens Selection, Social and Maintenance Committees will, from time to time, select (or elect) one member of their Committee to represent that sub-committee at each meeting of the Committee.

## **Division 2 - Composition of the Committee and duties of members**

### **44. Composition of the Committee**

- (1) The Committee consists of -
  - (a) a President;
  - (b) a Vice-President;
  - (c) a Secretary;
  - (d) a Treasurer;
  - (e) the Club Coach;
  - (f) a representative of the Womens Selection Committee;
  - (g) a representative of the Mens Selection Committee;
  - (h) a representative of the Social Committee; and
  - (i) a representative of the Maintenance Committee;
  - (j) a Membership Secretary; and
  - (k) a Junior Manager.
- (2) Subject to sub-rule 44(3), the Committee also consists of any number of additional positions, including General Committee Members who do not hold a specific office, as determined by the Committee from time to time. The duties of these additional Committee members will be determined by the Committee.
- (3) In the event the Committee resolves to create additional Committee positions pursuant to sub-rule 44(2), those positions will be filled by election at the Club's next Annual General Meeting or at a Special General Meeting called for this purpose. If any such position is not filled at that Annual General Meeting or Special General Meeting, then the Committee may appoint an eligible member of the Club to fill that vacancy.

### **45. General duties**

- (1) As soon as practicable after being elected or appointed to the Committee, each Committee member must become familiar with these Rules.
- (2) The Committee is collectively responsible for ensuring that the Club complies with the Act and that the Committee and individual members of the Committee comply with these Rules.



- (3) All Committee members must exercise their powers and discharge their duties -
  - (a) with reasonable care and diligence;
  - (b) in good faith;
  - (c) in the best interests of the Club; and
  - (d) consistently with the purposes of the Club.
- (4) Committee members and former Committee members must not make improper use of -
  - (a) their positions; or
  - (b) information acquired by virtue of holding their positions -to gain an advantage for themselves or any other person or to cause detriment to the Club.

**Note**

See also Division 3 of Part 6 of the Act which sets out the general duties of the office holders of an Incorporated Association.

- (5) In addition to any duties imposed by these Rules, a Committee member must perform any other duties imposed upon them from time to time by resolution at a Committee Meeting.
- (6) Committee members are expected to attend every Committee Meeting, save for reasonable excuse.

**46. President and Vice-President**

- (1) The President is the Chair for all General Meetings and Committee Meetings.
- (2) If the President is to be absent from a meeting, the President may appoint a Committee member to Chair the meeting. Failing any such appointment, the Vice-President will appoint a Chair (who may be the Vice-President).
- (3) If a Chair is not appointed pursuant to sub-rule 46(2), the Chair of the meeting must be -
  - (a) in the case of a General Meeting—a member elected by the other members present; or
  - (b) in the case of a Committee Meeting—a Committee member elected by the other Committee members present.

**47. Secretary**

- (1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an Incorporated Association.

**Example**

Under the Act, the secretary of an Incorporated Association is responsible for lodging documents of the association with the Registrar.

- (2) The Secretary must -
  - (a) in conjunction with the Membership Secretary, maintain the Register of Members in accordance with rule 18;
  - (b) keep custody of the common seal (if any) of the Club and, except for the financial records referred to in sub-rule 69(3), all books, documents and securities of the Club in accordance with rules 71 and 74;
  - (c) subject to the Act and these Rules, provide members with access to the Register of Members, the minutes of General Meetings and other books and documents; and
  - (d) perform any other duty or function imposed on the Secretary by these Rules.
- (3) The Secretary must give to the Registrar a notice of appointment within 14 days after their appointment.

#### **48. Treasurer**

- (1) The Treasurer must -
  - (a) receive all moneys paid to the Club and, when the Treasurer deems it appropriate, issue receipts for those moneys in the name of the Club;
  - (b) ensure that all moneys received are paid into a bank account of the Club within 5 working days after receipt;
  - (c) make any payments authorised by the Committee or by a General Meeting of the Club from the Club's funds; and
  - (d) ensure that cheques are signed by at least 2 Committee members who are signatories to the bank account; and
  - (e) ensure that EFT transactions are authorised by at least 2 Committee members who are signatories to the bank account.
- (2) The Treasurer must -
  - (a) ensure that the financial records of the Club are kept in accordance with the Act; and
  - (b) coordinate the preparation of the financial statements of the Club and their certification by the Committee prior to their submission to the Annual General Meeting of the Club.
- (3) The Treasurer must ensure that at least one other Committee member has access to the accounts and financial records of the Club.

### **Division 3 - Election of Committee members and tenure of office**

#### **49. Who is eligible to be a Committee member**

- (1) A member is eligible to be elected or appointed as a Committee member if the member is -
  - (a) 18 years or over; and
  - (b) entitled to vote at a General Meeting.

## **50. Positions to be declared vacant**

- (1) This Rule applies to every Annual General Meeting of the Club and is to be implemented after the Annual Report and financial statements of the Club have been received.
- (2) The Chair of the meeting must declare all positions on the Committee (with the exception of Club Coach and representatives of the Womens Selection, Mens Selection, Social and Maintenance Committees) vacant and hold elections for all elected positions in accordance with rules 51 to 53.

### **Note**

The positions of Club Coach and representatives of the Womens Selection, Mens Selection, Social and Maintenance Committees are not positions filled by election at Annual General Meetings. The representatives of the Womens Selection, Mens Selection, Social and Maintenance Committees will be appointed, from time to time, by those Committees.

## **51. Nominations**

- (1) Nominations for elected positions must be received by the Secretary no later than 2 days before the Annual General Meeting. A late nomination may only be accepted by the Secretary if there is no nomination to fill a position.
- (2) Nominations must be signed by the nominator, seconder and the nominee.
- (3) If no nominations have been received for a position pursuant to sub-rule 51(1), the Chair must at the Annual General Meeting call for nominations to fill that position.
- (4) An eligible member of the Club present at the meeting may then -
  - (a) nominate for such a position; or
  - (b) with the member's consent, be nominated for that position by another member.
- (5) An eligible member may be nominated for and, if elected, hold multiple positions.

## **52. Elections**

- (1) At the Annual General Meeting, separate elections must be held for each elected position.
- (2) If only 1 member is nominated for an individual office, the Chair must declare that member elected to that office.
- (3) If more than 1 member is nominated, a ballot must be held in accordance with rule 53.
- (4) If only 1, 2 or 3 members are nominated for a position on any of the Womens Selection, Mens Selection, Social or Maintenance Committees, the Chair must declare those nominated members elected to those Committees.
- (5) If more than 3 members are nominated for a position on any of the Womens Selection, Mens Selection, Social or Maintenance Committees, a ballot must be held in accordance with rule 53.
- (6) Upon election, the new President may take over as Chair of the Annual General Meeting.

### **53. Ballot**

- (1) If a ballot is required for the election for a position, the Chair must appoint a member to act as Returning Officer to conduct the ballot.
- (2) The Returning Officer must not be a member nominated for the position.
- (3) Before the ballot is taken, each candidate may make a short speech in support of their election.
- (4) The election must be by secret ballot. If the Annual General Meeting is being held virtually (i.e. some or all members are attending by some form of electronic means), an electronic ballot must be conducted to enable secret voting by those attending virtually. See sub-rule 53(11).
- (5) The Returning Officer must give a blank piece of paper to -
  - (a) each member present in person; and
  - (b) each proxy appointed by a member.

#### **Example**

If a member has been appointed the proxy of 5 other members, the member must be given 6 ballot papers - one for the member and one each for the other members.

- (6) In relation to an election for an individual office, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.
- (7) In relation to elections for the Womens Selection, Mens Selection, Social or Maintenance Committees, in each case the voter must write on the ballot paper the name of one of the candidates, being the member for whom they wish to vote.
- (8) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- (9) The Returning Officer must declare elected the candidate or, in the case of an election for the Womens Selection, Mens Selection, Social or Maintenance Committees, the 3 candidates, who received the most votes.
- (10) If the Returning Officer is unable to declare the result of an election because multiple candidates received the same number of votes, the Returning Officer must -
  - (a) conduct a further election for the position (in accordance with the above sub-rules) to decide which of those tied candidates is to be elected; or
  - (b) with the agreement of the tied candidates, decide by lot which of them is to be elected.

#### **Example**

The choice of candidate may be decided by the toss of a coin, drawing straws or drawing a name out of a hat.

- (11) Electronic voting must be conducted in the manner determined by the Committee prior to the Annual General Meeting. This may involve the use of a voting website or any other electronic means selected by the Committee.

### **54. Terms of office**

- (1) Subject to sub-rule 54(3) and rule 55, a Committee member (with the exception of the Club Coach) holds office until the positions of the Committee are declared vacant at the next Annual General Meeting.

- (2) A Committee member may be re-elected.
- (3) A Special General Meeting of the Club may -
  - (a) by special resolution remove a Committee member (with the exception of the Club Coach) from office; and
  - (b) elect an eligible member of the Club to fill the vacant position in accordance with this Division.
- (4) A member who is the subject of a proposed special resolution under sub-rule 54(3)(a) may make representations in writing to the Secretary or President of the Club (not exceeding a reasonable length) and may request that the representations be provided to the members of the Club at least 2 days prior to the Special General Meeting.
- (5) The Secretary or the President may give a copy of the representations to each member of the Club or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

#### **55. Vacation of office**

- (1) A Committee member or member of the Womens Selection, Mens Selection, Social, Maintenance or Junior Committees may resign from their position by written notice addressed to the Committee.
- (2) A person ceases to be a Committee member or a member of the Womens Selection, Mens Selection, Social, Maintenance or Junior Committee, if they -
  - (a) cease to be a member of the Club;
  - (b) if a Committee member, fails to attend 3 consecutive Committee Meetings (other than special or urgent Committee Meetings) without leave of absence under rule 66 and the Committee passes a resolution removing them from office; or
  - (c) if a Committee member, otherwise ceases to be a Committee member by operation of section 78 of the Act.

**Note**

A Committee member may not hold the office of Secretary if they do not reside in Australia.

- (3) This rule does not apply to the Club Coach.

#### **56. Filling casual vacancies**

- (1) The Committee may appoint an eligible member of the Club to fill any position that -
  - (a) has become vacant under rule 55; or
  - (b) was not filled by election at the last Annual General Meeting.
- (2) If the position of Secretary becomes vacant, the Committee must appoint a member to the position within 14 days after the vacancy arises.
- (3) Rule 54 applies to any Committee member appointed by the Committee under sub-rules 56(1) or (2).
- (4) The Committee may continue to act despite any vacancy in its membership.

## **Division 4 - Meetings of the Committee**

### **57. Meetings**

- (1) The Committee must meet at least 4 times in each year at the dates, times and places determined by the Committee.
- (2) The date, time and place of the first Committee Meeting must be determined by the members of the Committee as soon as practicable after the Annual General Meeting of the Club at which the members of the Committee were elected.
- (3) Special Committee Meetings may be convened by the President or by any 4 members of the Committee.

### **58. Notice of meetings**

- (1) Notice of each Committee Meeting must be given to each Committee member no later than 7 days before the date of the meeting.
- (2) Notice may be given of more than one Committee Meeting at the same time.
- (3) The notice must state the date, time and place of the meeting(s).
- (4) If a special Committee Meeting is convened, the notice must include the general nature of the business to be conducted.
- (5) The only business that may be conducted at a special Committee Meeting is the business for which that meeting was convened.

### **59. Urgent meetings**

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 58 provided that as much notice as practicable is given to each Committee member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the Committee.
- (3) The only business that may be conducted at an urgent Committee Meeting is the business for which that meeting was convened.

### **60. Procedure and order of business**

- (1) The procedure to be followed at a Committee Meeting may be determined from time to time by the Committee.
- (2) The order of business may be determined by the members present at the meeting.

### **61. Use of technology**

- (1) A Committee member who is not physically present at a Committee Meeting may participate in the meeting by the use of technology that allows that Committee member and the Committee members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a Committee member participating in a Committee Meeting as permitted under sub-rule 61(1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

## **62. Quorum**

- (1) No business may be conducted at a Committee Meeting unless a quorum is present.
- (2) The quorum for a Committee Meeting is the presence (in person or as allowed under rule 61) of a majority of the Committee members holding office.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a Committee Meeting -
  - (a) in the case of a special meeting—the meeting lapses;
  - (b) in any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 58.

## **63. Voting**

- (1) On any question arising at a Committee Meeting, each Committee member present at the meeting has one vote.
- (2) Any vote at a Committee Meeting must be determined on a show of hands.
- (3) A motion is carried if a majority of Committee members present at the meeting vote in favour of the motion.
- (4) Sub-rule 63(3) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Committee.
- (5) If votes are divided equally on a question, the Chair of the meeting has a second or casting vote.
- (6) Voting by proxy is not permitted at Committee Meetings.

## **64. Conflict of interest**

- (1) A Committee member who has a material personal interest in a matter being considered at a Committee Meeting must disclose the nature and extent of that interest to the Committee.
- (2) The member -
  - (a) must not be present while the matter is being considered at the meeting; and
  - (b) must not vote on the matter.

### **Note**

Under section 81(3) of the Act, if there are insufficient Committee members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a General Meeting may be called to deal with the matter.

- (3) This rule does not apply to a material personal interest -
  - (a) that exists only because the member belongs to a class of persons for whose benefit the Club is established; or
  - (b) that the member has in common with all, or a substantial proportion of, the members of the Club.

**65. Minutes of meetings**

- (1) The Committee must ensure that minutes are taken and kept of each Committee Meeting.
- (2) The minutes must record the following -
  - (a) the names of the members in attendance at the meeting;
  - (b) the business considered at the meeting;
  - (c) any resolution on which a vote is taken and the result of the vote; and
  - (d) any material personal interest disclosed under rule 64.

**66. Leave of absence**

- (1) The Committee may grant a Committee member leave of absence from Committee Meetings for a period not exceeding 3 months.
- (2) The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Committee member to seek the leave in advance.

**PART 6 - FINANCIAL MATTERS**

**67. Source of funds**

- (1) The funds of the Club may be derived from joining fees, membership fees, donations, fundraising activities, grants, interest and any other sources approved by the Committee.

**68. Management of funds**

- (1) The Club must open an account (or accounts) with a financial institution (or institutions) from which all expenditure of the Club is made and into which all of the Club's revenue is deposited. These accounts must be with an Authorised Deposit-Taking Institution which is authorised under the *Banking Act 1959*.
- (2) Subject to any restrictions imposed by a General Meeting of the Club, the Committee may approve expenditure on behalf of the Club.
- (3) The Committee may authorise the Treasurer to expend funds on behalf of the Club (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 Committee members. All electronic funds transfers must be approved by 2 Committee members.
- (5) All funds of the Club must be deposited into a financial account of the Club no later than 5 working days after receipt.
- (6) With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or into the float is accurately recorded at the time of the transaction.



## **69. Financial records**

- (1) The Club must keep financial records that -
  - (a) correctly record and explain its transactions, financial position and performance; and
  - (b) enable financial statements to be prepared as required by the Act.
- (2) The Club must retain the financial records for 7 years after the transactions covered by the records are completed.
- (3) The Treasurer must keep in the Treasurer's custody, or under the Treasurer's control -
  - (a) the financial records for the current financial year; and
  - (b) any other financial records as authorised by the Committee.

## **70. Financial statements**

- (1) For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Club are met.
- (2) Without limiting sub-rule 70(1), those requirements include -
  - (a) the preparation of the financial statements;
  - (b) if required, the review or auditing of the financial statements;
  - (c) the certification of the financial statements by the Committee;
  - (d) the submission of the financial statements to the Annual General Meeting of the Club; and
  - (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

## **PART 7 - GENERAL MATTERS**

### **71. Common seal**

- (1) The Club may have a common seal.
- (2) If the Club has a common seal -
  - (a) the name of the Club must appear in legible characters on the common seal;
  - (b) a document may only be sealed with the common seal by the authority of the Committee and the sealing must be witnessed by the signatures of two Committee members; and
  - (c) the common seal must be kept in the custody of the Secretary.

### **72. Registered address**

The registered address of the Club is -

- (1) the address determined from time to time by resolution of the Committee; or
- (2) if the Committee has not determined an address to be the registered address - the postal address of the Secretary.

### 73. Notice requirements

- (1) Any notice required to be given to a member or a Committee member under these Rules may be given -
  - (a) by handing the notice to the member personally;
  - (b) by sending it by post to the member at the address recorded for the member on the Register of Members; or
  - (c) by email to the member at the email address recorded for the member on the Register of Members.
- (2) Sub-rule 73(1) does not apply to notice given under rule 59.
- (3) Any notice required to be given to the Club or the Committee may be given -
  - (a) by handing the notice to a member of the Committee;
  - (b) by sending the notice by post to the registered address;
  - (c) by leaving the notice at the registered address; or
  - (d) by email to the email address of the Club or the Secretary.

### 74. Custody and inspection of books and records

- (1) Members may on request inspect free of charge -
  - (a) the Register of Members;
  - (b) the minutes of General Meetings; and
  - (c) subject to sub-rule 74(2), the financial records, books, securities and any other relevant document of the Club, including minutes of Committee Meetings.

#### Note

See the note following rule 18 for details of access to the Register of Members.

- (2) The Committee may refuse to permit a member to inspect records of the Club that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Club.
- (3) The Committee must on request make copies of these Rules available to members and applicants for membership free of charge.
- (4) Subject to sub-rule 74(2), a member may make a copy of any of the other records of the Club referred to in this rule and the Club may charge a reasonable fee for provision of a copy of such a record.
- (5) For purposes of this rule -

**relevant documents** means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Club and includes the following -

  - (a) its membership records;
  - (b) its financial statements;
  - (c) its financial records; and
  - (d) records and documents relating to transactions, dealings, business or property of the Club.

**75. Winding up and cancellation**

- (1) The Club may be wound up voluntarily by special resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of the Club, the surplus assets of the Club must not be distributed to any members or former members of the Club.
- (3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Club and which is not carried on for the profit or gain of its individual members.
- (4) The body to which the surplus assets are to be given must be decided by special resolution.

**76. Alteration of Rules**

- (1) These Rules may only be altered by special resolution of a General Meeting of the Club.

**Note**

An alteration of these Rules does not take effect unless or until it is approved by the Registrar.