

# 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. ~~1~~ Name

- (1) The name of the ~~incorporated association~~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~~ Purposes

#### 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 ~~association~~Club are to:

- (1) ~~(1) Foster~~foster the game of tennis;
- (2) ~~(2) Manage~~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) ~~(3) Arrange~~arrange entries in competition tennis;
- (4) ~~(4) Promote~~promote club tournaments; and
- (5) ~~(5) Arrange~~arrange social functions.

#### 3. ~~3~~ Financial year

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

#### 4. ~~4~~ Definitions

In these Rules— :

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

~~associate member~~ means a member referred to in rule 14(1);

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~~Chairperson, of a general meeting or 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 business affairs of the ~~Association~~ Club;

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

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

~~disciplinary appeal meeting~~ Disciplinary Appeal Committee Meeting means a meeting of the ~~members of the Association~~ Committee convened under ~~rule~~ sub-rule 23(35);

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

~~disciplinary subcommittee~~ means the subcommittee appointed under rule 20;  
*financial year* means the 12 month period specified in rule 3;



~~*general meeting*~~General Meeting means a general meeting of the members of the AssociationClub convened in accordance with Part 4 and includes an ~~annual general meeting, a special general meeting and a disciplinary appeal meeting~~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 AssociationClub;

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

~~*preserved rule* means any rule that is preserved from the Incorporated Association's previous Constitution. A rule from the Incorporated Association's previous Constitution will only be preserved if it is not in conflict with the Model Rules drafted by Consumer Affairs Victoria (the unaltered rules contained in this document). Preserved rules are numbered throughout this document as PR1, PR2 and so forth whereby PR1 refers to the first preserved rule contained in the document and PR2 the second. Preserved Rules have equal force to all other rules contained in this document.~~

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~~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~~Regulations made under that Act; and

*the Registrar* means the Registrar of Incorporated Associations.

## PART 2— : POWERS OF ~~ASSOCIATION~~THE CLUB

### 5. 5-Powers of Associationthe Club

- (1) ~~(1)~~ Subject to the Act, the AssociationClub has power to do all things incidental or conducive to achieve its mission and purposes.
- (2) ~~(2)~~ Without limiting ~~subrule~~ sub-rule 5(1), the AssociationClub may— :
  - (a) ~~(a)~~ acquire, hold and dispose of real or personal property;
  - (b) ~~(b)~~ open and operate accounts with financial institutions;
  - (c) ~~(c)~~ invest its money in any security in which trust monies may lawfully be invested;
  - (d) ~~(d)~~ raise and borrow money on any terms and in any manner as it thinks fit;
  - (e) ~~(e)~~ secure the repayment of money raised or borrowed, or the payment of a debt or liability;
  - (f) ~~(f)~~ appoint agents to transact business on its behalf; and
  - (g) ~~(g)~~ enter into any other contract it considers necessary or desirable.
- (3) ~~(3)~~ The AssociationClub may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6. **6-Not for profit organisation**

(1) ~~(1)~~ The ~~Association~~Club must not distribute any surplus, income or assets directly or indirectly to its members.

(2) ~~(2) Subrule~~ Sub-rule 6(1) does not prevent the ~~Association~~Club from paying a member— =

(a) ~~(a)~~ reimbursement for expenses properly incurred by the member; or

(b) ~~(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~~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~~Incorporated Association is not taken to secure pecuniary profit for its members.

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

### **Division 1— Membership**

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

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

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

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

#### **9. ~~9~~ Application for membership**

- (1) Subject to sub-rule 9(12) ~~To apply,~~ to become a member of the ~~Association~~Club, a person must complete and submit ~~a written~~ the Club's online membership application ~~to a committee member~~ stating that the person— :

- (a) ~~(a)~~ wishes to become a member of the ~~Association; and~~Club;
- (b) ~~(b)~~ supports the purposes of the ~~Association~~Club; and
- (c) ~~(c)~~ agrees to comply with these Rules.

#### **~~(2) The application—~~**

- (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) ~~(a) must be signed by the applicant~~applicable membership fee (if any); and
  - (b) ~~(b) may be accompanied by the~~applicable joining fee (if any).

**Note**

The joining fee is the fee (if any) determined by the ~~Association~~Club under ~~rules~~sub-rule 12(36).

- (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. ~~10~~ **Consideration**Approval of application

- ~~(1) As soon as practicable after an application for membership is received, the Committee must decide by resolution whether to accept or reject the application.~~
- ~~(2) The Committee must notify the applicant in writing of its decision as soon as practicable after the decision is made.~~
- (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) ~~(3) If the Committee rejects the application~~ passes a resolution pursuant to sub-rule 10(2), it must promptly return any ~~money accompanying the application to the applicant~~ 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.
- ~~(4) No reason need be given for the rejection of an application.~~

~~**PR1**—Members of the Committee may permit waiting applicants for membership to play on the courts until election to, or rejection of, membership eventuates on payment of visitor's fees.~~

## 11. ~~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.
- ~~(1) If an application for membership is approved by the Committee—~~
- ~~(a) the resolution to accept the membership must be recorded in the minutes of the committee meeting; and~~
- ~~(b) the Secretary must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members.~~
- ~~(2) A person becomes a member of the Association and, subject to rule 13(2), is entitled to exercise his or her rights of membership from the date, whichever is the later, on which—~~
- ~~(a) the Committee approves the person's membership; or~~
- ~~(b) the person pays the joining fee.~~

## 12. 12 Annual subscriptionMembership and fee on joining fees

- (1) ~~(1) At each annual general meeting, the Association~~The Committee must determine — :
  - (a) ~~(a) the amount of the annual subscription fees~~ (if any) for ~~the following financial year~~membership; and
  - (b) ~~(b) the date for payment of the annual subscription 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) ~~(2)~~The AssociationCommittee may determine that a lower ~~annual subscription membership fee~~ (including no fee) is payable ~~by associate members~~with respect to any member or class of member.
- (4) ~~(3)~~The AssociationCommittee may determine that ~~any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to~~—membership fees be paid:
  - (a) ~~(a) the full~~on a monthly, quarterly, half-yearly or annual subscription basis; or
  - (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.
  - ~~(b) a pro rata annual subscription based on the remaining part of the financial year; or~~
    - ~~(e) a fixed amount determined from time to time by the Association.~~
- (5) ~~(4)~~The rights of a member (including the right to vote) who has not paid the annual subscription by membership fee within 30 days of the due date arewill be automatically suspended until the ~~subscription is paid.~~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.

~~PR2—In addition to the annual subscription, all members are obliged to pay a Joining Fee, the amount which will be determined by the Annual General Meeting or by a Special General Meeting.~~

### ~~PR3—Tennis Victoria Levy~~

~~The Tennis Victoria Levy, as set annually by Tennis Victoria, will be automatically added to Membership Fees without further recourse to the general membership. This Levy will apply to every member, whether individual or family members.~~

~~PR4—Annual subscriptions are due for payment on July 1 each year. When an account becomes 30 days overdue a reminder notice will be forwarded to non-financial members. Any membership fees unpaid by September 1 shall result in that membership being cancelled & a notice to that effect will be forwarded to the member(s) concerned. Committee will reinstate any member who makes payment subsequent to September 1.~~

## 13. ~~13~~ General rights of members

- (1) ~~(1)~~ A member of the Association Club who is entitled to vote has the right— :
- (a) ~~(a)~~ to receive notice of ~~general meetings~~ General Meetings of members and of proposed special resolutions in the manner and time prescribed by these Rules; ~~and~~
  - (b) ~~(b)~~ to submit items of business for consideration at a general meeting; ~~and~~
  - (c) ~~(e)~~ to attend and be heard at ~~general meetings~~ General Meetings; ~~and~~
  - (d) ~~(d)~~ to vote at a ~~general meeting~~ General Meeting; ~~and~~
  - (e) ~~(e)~~ to have access to the minutes of ~~general meetings~~ General Meetings and other documents of the Association Club as provided under rule 75/74; and
  - (f) ~~(f)~~ to inspect the ~~register~~ Register of ~~members~~ Members.
- (2) ~~(2)~~ A member (other than a coaching class member) is entitled to vote if— :
- ~~(a) the member is a member other than an associate member; and~~
  - (a) they have attained the age of 18 years at the date of the meeting;
  - (b) (b) more than 10 business days have 1 month has passed since he or she the member became a member of the Association Club; and
  - (c) ~~(e)~~ 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 Associate members~~

~~(1) Associate members of the Association include—~~

~~(a) any members under the age of 18 years; and~~

~~(b) any other category of member as determined by special resolution at a general meeting.~~

~~(2) An associate member must not vote but may have other rights as determined by the Committee or by resolution at a general meeting.~~

**14. PR5--Membership ~~Categories~~categories**

(1) The Club ~~shall have~~has the following ~~Membership~~membership categories: =

~~(1) Club Members~~ comprise the classes named in the Statement of Rules who have paid the subscription falling due on 1st July each year and payable in advance, the amount of which will be determined by the Annual General Meeting or by a Special General Meeting

~~(2) Full Members~~ who have the right to play on the courts all times and have paid their subscriptions, are required to pay a Joining Fee to be determined by the Annual General Meeting or by a Special General Meeting.

~~(3) Junior Members~~ are under the age of twenty one on or before June 30 and may use the courts on weekdays and Saturday and Sunday mornings; they may play on Saturday and Sunday afternoons only with the Committee's or Court Captain's sanction. They are required to pay a Joining Fee to be determined by the Annual General Meeting or by a ~~Special General Meeting~~Special General Meeting.

~~(4) Family Membership~~ will include Husband/Wife and any number of dependants who would be classified as junior subject to final approval and acceptance of the General Committee. The family is required to pay a Joining Fee to be determined by the Annual General Meeting or by a Special General Meeting.

~~(5) Coaching Class Members~~ to have use of courts only during coaching periods:

- (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.

~~(62) Life Members~~ A ~~Maximum of two~~maximum of 2 life members ~~per year can~~may be elected to ~~Life membership~~at each Annual General Meeting for exceptional services to the Club. ~~A member may be elected a Life Member at an Annual General Meeting following a Notice of Motion~~Nominations for life membership must be received ~~in writing~~ by the Secretary no less than 28 days before the Annual General Meeting and ~~placed on the Agenda for show to all~~be noted in the Notice of Meeting given to members pursuant to rule 33. Life ~~Members shall have the rights of Adult Members~~members are not required to pay membership fees.

~~(7) Honorarium~~ Will be offered, equal to the single membership rate, to all Committee members whilst in office, ~~with the exception of the Treasurer, Secretary & Junior Manager~~. These three office bearers will be offered an honorarium equal to the family membership rate.

(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.

~~(84) Concessional Rates of Membership~~ ~~The General~~The Committee may grant ~~a concessional rate of~~an honorary membership to any member on an annual basis.

~~membership to any member as it deems fit, e.g. to a member who is undertaking tertiary education.~~

~~PR6—The election of members to Life Membership is determined by a majority vote of eligible voters present, in person or by proxy authorised in writing, at the General Meeting.~~

~~PR7—Applicants for Full Membership (Adult Membership) must be over the age of 21 years and for selection must satisfy the Selection Committee that they possess a competent and practical knowledge of the game.~~

## 15. ~~15~~ Rights not transferable

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

## 16. ~~16~~ Ceasing membership

(1) ~~(1)~~ The membership of a person ceases on resignation, expulsion ~~or~~ 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) ~~(2)~~ If a person ceases to be a member of the ~~Association~~Club, the Membership Secretary must, as soon as

practicable, enter the date the person ceased to be a member in the ~~register~~Register of ~~members~~Members.



## 17. ~~17~~ Resigning as a member

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

### Note

~~Rule 74~~Sub-rule 73(3) sets out how notice may be given to the ~~association~~Association. It includes by post or by handing the notice ~~to a member of the committee.~~to a member of the Committee.

- (2) ~~(2)~~ A member is taken to have resigned if ~~—~~ :
- (a) ~~(a)~~ the member's ~~annual subscription~~membership fee is more than ~~60~~90 days in arrears; or
- (b) ~~(b)~~ where no ~~annual subscription~~membership fee is payable ~~—~~ :
- (A) ~~(i)~~ the Membership Secretary has made a written request to the member to confirm that ~~he or she~~the member wishes to remain a member; and
- (B) ~~(ii)~~ the member has not, within ~~3 months~~1 month after receiving that request, confirmed in writing that ~~he or she~~the member wishes to remain a member.

## 18. ~~18~~ Register of ~~members~~Members

- (1) ~~(1)~~ The Secretary ~~and Membership Secretary~~ must keep and maintain a ~~register of members~~Register of Members that includes ~~—~~ :

- (a) ~~(a)~~ for each current member ~~—~~ :

(A) ~~(i)~~ the member's name;

(B) the member's membership category;

(C) ~~(ii)~~ the address for notice last given by the member;

(D) the email address last given by the member;

(E) ~~(iii)~~ the date of becoming a member;

~~(iv) if the member is an associate member, a note to that effect;~~

(F) ~~(v)~~ any other information determined by the Committee; and

(b) ~~(b)~~ for each former member, the date of ceasing to be a member.

- (2) ~~(2)~~ Any member may, at a reasonable time and free of charge, inspect the ~~register~~Register of ~~members~~Members.

### Note

Under section 59 of the Act, access to the personal information of a person recorded in the ~~register~~Register of ~~members~~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. ~~19~~ Grounds for taking disciplinary action

- (1) ~~The Association may take disciplinary action~~Disciplinary action may be taken against a member in accordance with this Division if ~~it is determined that~~ the member ~~—~~ :

- (a) ~~(a)~~ has failed to comply with these Rules; ~~or~~

- (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;

~~(b) refuses to support the purposes of the Association; or~~

~~(c) has engaged in conduct prejudicial to the Association.~~

### **PR8 – Additional grounds for taking disciplinary action**

~~In addition to the grounds listed in rule 19, the Association may take disciplinary action against a member if it is determined that the member has:~~

- (f)  ~~Engaged in~~has engaged in any behaviour on ~~the courts~~court which is liable to bring the ~~club~~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

- ~~Wilfully infringed any club rule or reasonable direction by a Club Official;~~
- ~~Refused to abide by a decision of the Committee;~~
- ~~Not paid the relevant annual subscription for a period of more than 30 days after it becomes due and still has not paid the amount after a further 14 days after receiving written notice by the Club Secretary;~~
- ~~Withdrawn from competition tennis after being selected in a team unless he/she obtained the Selection Committee's prior approval. The Committee may suspend any member who withdraws from competition tennis without the Selection Committee's approval. In the case of a suspension precluding participation in any competition tennis, this suspension will not exceed 2 seasons, no including the season in which the withdrawal occurred. Repeated occurrences may result in termination of membership at the discretion of the Committee.~~

### **20 Disciplinary subcommittee**

- (1) ~~(1)~~ If the Committee is satisfied that there ~~are~~may be sufficient grounds for taking disciplinary action against a member, the Committee must appoint ~~a disciplinary subcommittee to hear 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) ~~(2)~~ The members of the ~~disciplinary subcommittee~~—Investigatory Sub-committee -
  - (a) ~~(a)~~ may be Committee members, members of the ~~Association~~Club or anyone else; ~~but~~and
    - ~~(b) must not be biased against, or in favour of, the member concerned.~~
    - (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. ~~21~~ Notice to member

- (1) ~~(1)~~ Before disciplinary action is taken against a member, the Secretary must give written notice to the member— :
- (a) ~~(a)~~ stating that the ~~Association proposes to take~~ Club is considering taking disciplinary action against the member; ~~and~~
  - (b) ~~(b)~~ stating the grounds for the ~~proposed~~ possible disciplinary action; ~~and~~
  - (c) informing the member of the appointment of an Investigatory Sub-committee and identifying the members of that Sub-committee;
  - (d) ~~(e)~~ specifying the date, place and time of the meeting at which the ~~disciplinary~~ Investigatory Sub-committee subcommittee intends to consider the ~~disciplinary action~~ matter (the disciplinary meeting); ~~and~~
  - (e) ~~(d)~~ advising the member that ~~he or she~~ the member may do one or both of the following— :
    - (A) ~~(i)~~ attend the disciplinary meeting and address the ~~disciplinary~~ subcommittee Investigatory Sub-committee at that meeting;
    - (B) ~~(ii)~~ give a written statement to the ~~disciplinary subcommittee~~ Investigatory Sub-committee at any time before the disciplinary meeting; ~~and~~
  - (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) ~~(e)~~ setting out the member's appeal rights under rule 23.
- (2) ~~(2)~~ The notice must be given ~~no earlier than 28 days, and no later than~~ 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. ~~22~~ Decision of ~~subcommittee~~ the Investigatory Sub-committee

- (1) ~~(1)~~ At the disciplinary meeting, the ~~disciplinary subcommittee~~ Investigatory Sub-committee must— :
- (a) ~~(a)~~ give the member an opportunity to be heard; and
  - (b) ~~(b)~~ consider any written statement submitted by the member.
- ~~(2) After complying with subrule (1), the disciplinary subcommittee may—~~
- (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) ~~(a)~~ take no further action against the member; ~~or~~
  - ~~(b) subject to subrule (3)—~~
  - (b) ~~(i)~~ reprimand the member; ~~or~~
  - (c) ~~(ii)~~ suspend some or all of the membership rights of the member for a specified period; or

- (d) ~~(iii)~~ expel the member from the Association Club.
- (4) ~~(3)~~ The ~~disciplinary subcommittee~~ Investigatory Sub-committee may not fine the member.
- (5) ~~(4)~~ The A suspension of membership rights or ~~the~~ expulsion of a member ~~by the disciplinary subcommittee under this rule~~ takes effect immediately after the ~~vote is passed~~ Investigatory Sub-committee makes its decision.

~~PR9~~—The Secretary (or in their absence a Committee Member) shall take minutes of the disciplinary meeting.

- (6) ~~PR10~~—A suspension may be for a limited purpose (~~e.g. for example,~~ to preclude participation in a particular, ~~or all,~~ 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. ~~23~~ Appeal rights

- (1) ~~(1)~~ A ~~person~~ member whose membership rights have been suspended or who has been expelled from the Association Club under rule 22, may give notice to the effect that ~~he or she~~ the member wishes to appeal against the suspension or expulsion.
- (2) ~~(2)~~ The notice of appeal must be in writing and be given ~~—~~ =
- ~~(a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or~~
- (a) to the Investigatory Sub-committee; or
- (b) to the Secretary;
- ~~(b) to the Secretary~~ not later than ~~48 hours after the vote~~ 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) ~~(3)~~ If a personmember has given notice under ~~subrule~~ sub-rule 23(2), ~~a disciplinary appeal meeting must be convened by the Committee~~ 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) ~~(4)~~ Notice of the ~~disciplinary appeal meeting~~ Disciplinary Appeal Committee Meeting must be given to each member of the ~~Association who is entitled to vote as soon as practicable~~ Committee and must — :
- (a) ~~(a)~~ specify the date, time and place of the meeting; and
- (b) ~~(b)~~ state — :
- (A) ~~(i)~~ the name of the personmember against whom the disciplinary action has been taken; ~~and~~
- (B) ~~(ii)~~ the grounds for taking that action; ~~and~~
- (C) the grounds of the appeal; and
- (D) ~~(iii)~~ that at the ~~disciplinary appeal meeting the~~ Disciplinary Appeal Committee Meeting the Committee members ~~present~~ must vote on whether the decision to suspend or expel the personmember should be upheld or revoked.

~~PR11—If the member appeals the Committee’s decision to suspend or terminate their membership, implementation of that suspension/termination shall be deferred pending completion of the appeal process.~~

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

- (1) ~~(1)~~ At a ~~disciplinary appeal meeting—~~ Disciplinary Appeal Committee Meeting -
- (a) ~~(a)~~ no business other than the question of the appeal may be conducted; ~~and~~
- (b) ~~(b)~~ the ~~Committee~~ Secretary must state the grounds for suspending or expelling the member and the reasons for taking that action; and
- (c) ~~(c)~~ the personmember whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- ~~(2) After complying with subrule (1), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.~~
- ~~(3) A member may not vote by proxy at the meeting.~~
- (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) ~~(4)~~ The decision is upheld if **not less than** three quarters **or more** of the Committee members voting at the ~~meeting~~Disciplinary Appeals Committee Meeting vote in favour of ~~the~~that decision.
- (8) ~~PR12~~ There **will be** no right of appeal from a decision of ~~the disciplinary appeal meeting~~. **No** a Disciplinary Appeals Committee Meeting.
- (9) A decision ~~shall~~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. ~~25~~ **Application**

- (1) ~~(1)~~ The grievance procedure set out in this Division applies to disputes ~~under these Rules~~ between— :
  - (a) ~~(a)~~ a member and another member;
  - (b) ~~(b)~~ a member and ~~the Committee~~ any Sub-Committee; or
  - (c) ~~(c)~~ a member and the ~~Association~~ Committee.
- (2) ~~(2)~~ A member ~~must~~ 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. ~~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. ~~27~~ **Appointment of mediator**

- (1) ~~(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) notify the Committee of the dispute; and~~
  - (a) if the dispute is one referred to in sub-rules 25(1)(a) or (b), notify the Committee of the dispute;
  - (b) ~~(b)~~ agree to or request the appointment of a mediator; and
  - (c) ~~(c)~~ attempt in good faith to settle the dispute by mediation.
- (2) ~~(2)~~ The mediator must be— :
  - (a) ~~(a)~~ a person chosen by agreement between the parties; or
  - (b) ~~(b)~~ in the absence of agreement— :
    - (A) ~~(i)~~ if the dispute is between a member and another member—a person appointed by the Committee; or
    - (B) ~~(ii)~~ if the dispute is between a member and either a Sub-committee or the Committee ~~or the Association~~— : a person ~~appointed or employed by the Dispute Settlement Centre of~~ nominated by the President of Tennis Victoria.

(3) ~~(3)~~ A mediator appointed by the Committee may be a member or former member of the Association Club, but in any case must not be a person who — :

(a) ~~(a)~~ has a personal interest in the dispute; or

~~(b) is biased in favour of or against any party.~~

(b) is otherwise subject to a conflict of interests.

## 28. ~~28~~ Mediation process

(1) ~~(1)~~ The mediator to the dispute, ~~in conducting~~ must determine the process for the mediation; ~~must —~~ :

(2) In conducting a mediation, the mediator must -

(a) ~~(a)~~ give each party every opportunity to be heard; and

(b) ~~(b)~~ allow due consideration by all parties of any ~~written statement~~ statements submitted by any party; ~~and~~ :

(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.

~~(c) ensure that natural justice is accorded to the parties throughout the mediation process.~~

~~(2) The mediator must not determine the dispute.~~

## ~~29~~ Failure to resolve dispute by mediation

~~If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.~~

### ~~PART 4 —~~ GENERAL MEETINGS OF THE ASSOCIATION CLUB

## 29. ~~30~~ Annual ~~general meetings~~ General Meetings

(1) ~~(1)~~ The Committee must convene an ~~annual general meeting of the Association to be held~~ Annual General Meeting of members within 5 months after the end of each financial year.

~~(2) Despite subrule (1), the Association may hold its first annual general meeting at any time within 18 months after its incorporation.~~

(2) ~~(3)~~ The Committee ~~may will~~ determine the date, time ~~and~~ place ~~of the annual general meeting and~~ format of the Annual General Meeting.



- (3) ~~(4)~~ The ordinary business of the ~~annual general meeting~~ Annual General Meeting is as follows— :
- (a) ~~(a)~~ to confirm the minutes of the previous ~~annual general meeting~~ Annual General Meeting and of any ~~special general meeting~~ Special General Meeting held since then;
- (b) ~~(b)~~ to receive and consider— :
- (A) ~~(i)~~ the ~~annual report~~ Annual Report of the Committee on the activities of the ~~Association~~ Club during the preceding financial year; and
- (B) ~~(ii)~~ the financial statements of the ~~Association~~ Club for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act;
- (c) ~~(e)~~ to elect the members of the Committee; and
- ~~(d) to confirm or vary the amounts (if any) of the annual subscription and joining fee.~~
- (d) to elect the specified number of members of the Sub-committees referred to in rule 43.
- (4) ~~(5)~~ The ~~annual general meeting~~ 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. ~~31~~ **Special ~~general meetings~~ General Meetings**

- ~~(1) Any general meeting of the Association, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.~~
- (1) Any General Meeting of the Club, other than an Annual General Meeting, is a Special General Meeting.
- (2) ~~(2)~~ The Committee may convene a ~~special general meeting~~ Special General Meeting whenever it thinks fit.
- (3) ~~(3)~~ No business other than that set out in the notice under rule ~~33~~ 32 may be conducted at ~~the meeting~~ 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. ~~32~~ **Special ~~general meeting~~ General Meeting held at request of members**

- (1) ~~(1)~~ The Committee must convene a ~~special general meeting~~ Special General Meeting if a request to do so is made in accordance with ~~subrule~~ sub-rule 31(2) by at least 10% of the total number of members who are eligible to vote.
- (2) ~~(2)~~ A request for a ~~special general meeting~~ Special General Meeting must— :
- (a) ~~(a)~~ be in writing; and
- (b) ~~(b)~~ state the business to be considered at the meeting and any resolutions to be proposed; and
- (c) ~~(e)~~ include the names and signatures of the members requesting the meeting; and
- (d) ~~(d)~~ be given to the Secretary.

- (3) ~~(3)~~ If the Committee does not convene a ~~special-general meeting~~ 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~~ Special General Meeting.
- (4) ~~(4)~~ A ~~special-general meeting~~ Special General Meeting convened by members under ~~subrule~~ sub-rule 31(3) — :
- (a) ~~(a)~~ must be held within 3 months after the date on which the original request was made; and
- (b) ~~(b)~~ may only consider the business stated in that request.
- (5) ~~(5)~~ The ~~Association~~ Club must reimburse all reasonable expenses incurred by the members convening a ~~special-general meeting~~ Special General Meeting under ~~subrule~~ sub-rule 31(3).

### 32. ~~33~~ Notice of ~~general meetings~~ General Meetings

- (1) ~~(1)~~ The Secretary (or, in the case of a ~~special general meeting~~ Special General Meeting convened under ~~rule 32~~ sub-rule 31(3), the members convening the meeting) must give to each member of the ~~Association—Club -~~
  - (a) ~~(a)~~ at least 21 days' notice of a ~~general meeting~~ General Meeting if a special resolution is to be proposed at the meeting; or
  - (b) ~~(b)~~ at least 14 days' notice of a ~~general meeting~~ General Meeting in any other case.
- (2) ~~(2)~~ The notice must — :
  - (a) ~~(a)~~ specify the date, time and place of the meeting; ~~and~~
  - (b) ~~(b)~~ indicate the general nature of each item of business to be considered at the meeting; ~~and~~
  - (c) ~~(c)~~ if a special resolution is to be proposed — :
    - (A) ~~(i)~~ state in full the proposed resolution; and
    - (B) ~~(ii)~~ state the intention to propose the resolution as a special resolution; and
  - (d) ~~(d)~~ comply with ~~rule 34~~ 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.

~~(3) This rule does not apply to a disciplinary appeal meeting.~~

#### **Note**

~~Rule 23(4) sets out the requirements for notice of a disciplinary appeal meeting.~~

### 33. ~~34~~ Proxies

- (1) ~~(1)~~ A member may appoint another member as ~~his or her~~ that member's proxy to vote and speak on ~~his or her~~ their behalf at a ~~general meeting other than at a disciplinary appeal meeting~~ General Meeting.
- (2) ~~(2)~~ The appointment of a proxy must be in writing and signed by the member making the appointment.
- (3) ~~(3)~~ The member appointing the proxy may give specific directions as to how the proxy is to vote on ~~his or her~~ their behalf, otherwise the proxy may vote on behalf of the member in any ~~matter as he or she~~ manner the proxy sees fit.
- (4) ~~(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) ~~(5)~~ Notice of a ~~general meeting~~ General Meeting given to a member under rule ~~33~~ 32 must — :
  - (a) ~~(a)~~ state that the member may appoint another member as a proxy for the meeting; and
  - (b) ~~(b)~~ include a copy of any form that the Committee has approved for the appointment of a proxy.
- (6) ~~(6)~~ An original signed form appointing a proxy ~~must be~~ is of no effect unless it is given to the ~~Chairperson~~ Chair of the meeting before or at the commencement of the meeting.

(7) ~~(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 ~~Association~~Secretary no later than 24 hours before the commencement of the meeting.

34. ~~35~~ **Use of technology**

(1) ~~(1)~~ A member not physically present at a ~~general meeting~~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) ~~(2)~~ For the purposes of this Part, a member participating in a ~~general meeting~~ General Meeting as permitted under ~~subrule-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. ~~36~~ Quorum at ~~general meetings~~ General Meetings

- (1) ~~(1)~~ No business may be conducted at a ~~general meeting~~ General Meeting unless a quorum of members is present.
- (2) ~~(2)~~ The quorum for a ~~general meeting~~ General Meeting is the presence (physically, by proxy or as allowed under rule ~~35~~ 34) of 10% of the members entitled to vote.
- (3) ~~(3)~~ If a quorum is not present within 30 minutes after the notified commencement time of a ~~general meeting~~ General Meeting -
- (a) ~~(a)~~ in the case of a meeting convened by, or at the request of, members under rule ~~32~~ 31 - the meeting must be dissolved;

#### Note

If a meeting convened by, or at the request of, members is dissolved under this ~~subrule~~ 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 ~~reconsidered~~ re-considered at another special meeting, the members must make a new request under rule ~~32~~ 31.

- (b) ~~(b)~~ in any other case — :
- (A) ~~(i)~~ the meeting must be adjourned to a date not more than 21 days after the adjournment; and
- (B) ~~(ii)~~ 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) ~~(4)~~ If a quorum is not present within 30 minutes after the time to which a ~~general meeting~~ General Meeting has been adjourned under ~~subrule-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. ~~37~~ Adjournment of ~~general meeting~~ General Meetings

~~(1) The Chairperson of a general meeting at which a quorum is present may, with the consent~~

- (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) ~~(2)~~ Without limiting ~~subrule-sub-rule 36~~ (1), a meeting may be adjourned — :
- (a) ~~(a)~~ if there is insufficient time to deal with the business at hand; or
- (b) ~~(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~~ Annual General Meeting.

- (3) ~~(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) ~~(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 ~~33~~32.

### 37. ~~38~~ Voting at ~~general meeting~~General Meetings

- (1) ~~(1)~~ On any question arising at a ~~general meeting~~General Meeting -
- (a) ~~(a)~~ subject to ~~subrule~~sub-rule 37(3), each member who is entitled to vote has one vote; ~~and~~
- (b) ~~(b)~~ members may vote personally or by proxy; and
- (c) ~~(e)~~ except in the case of a special resolution, the question must be decided on a majority of votes.
- (2) ~~(2)~~ If votes are divided equally on a question, the ~~Chairperson~~Chair of the meeting has a second or casting vote.
- (3) ~~(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.
- ~~(4) This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 24.~~

~~**PR13**—Upon any issue arising at a General Meeting, members entitled to one vote shall include Adult Members and Junior Members who have turned 18 years on or before June 30.~~

### 38. ~~39~~ Special resolutions

- (1) A special resolution is passed if ~~not less than~~ three quarters or more of the members voting at a ~~general meeting~~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~~Committee member from office; ~~and~~
- (b) to alter these Rules, including changing the name or any of the purposes of the ~~Association~~Club.

### 39. ~~40~~ Determining whether resolution carried

- (1) ~~(1)~~ Subject to ~~subsection~~sub-rule 39(2), the ~~Chairperson~~Chair of a ~~general meeting~~General Meeting may, on the basis of a show of hands, declare that a resolution has been— :
- (a) ~~(a)~~ carried; ~~or~~
- (b) ~~(b)~~ carried unanimously; ~~or~~
- (c) ~~(e)~~ carried by a particular majority; ~~or~~
- (d) ~~(d)~~ lost— :
- and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
- (2) ~~(2)~~ If a poll (where votes are cast in writing) is demanded by three or more members on any question— :

- (a) ~~(a)~~ the poll must be taken at the meeting in the manner determined by the ~~Chairperson~~Chair of the meeting; and
- (b) ~~(b)~~ the ~~Chairperson~~Chair must declare the result of the resolution on the basis of the poll.
- (3) ~~(3)~~ A poll demanded on the election of the ~~Chairperson~~Chair or on a question of an adjournment must be taken immediately.
- (4) ~~(4)~~ A poll demanded on any other question must be taken before the close of the meeting at a time determined by the ~~Chairperson~~Chair.

#### 40. ~~41~~ Minutes of ~~general meeting~~General Meetings

- (1) ~~(1)~~ The Committee must ensure that minutes are taken and kept of each ~~general meeting~~General Meeting.
- (2) ~~(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) ~~(3)~~ In addition, the minutes of each ~~annual general meeting~~Annual General Meeting must include— :
  - (a) ~~(a)~~ the names of the members attending the meeting; and
  - (b) ~~(b)~~ proxy forms given to the ~~Chairperson~~Chair of the meeting under ~~rule 34~~sub-rule 33(6); and
  - (c) ~~(c)~~ the financial statements submitted to the members in accordance with ~~rule 30~~sub-rule 29(~~43~~43)(b)(~~ii~~B); and
  - (d) ~~(d)~~ the certificate signed by two ~~committee~~Committee members certifying that the financial statements give a true and fair view of the financial position and performance of the ~~Association~~Club; and
  - (e) ~~(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. ~~42~~ Role and powers

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

~~PR14~~— Any matter not covered by these Rules must be submitted to the Committee whose ruling is valid until the next Annual or Special General Meeting.

- (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. ~~43~~ Delegation

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

## 43. Sub-committees

### ~~PR15 – Sub Committees~~

~~The President and Secretary are ex-officio members of all Committees with the exception of the Selection Committee. The following sub-committees are elected at the Annual General Meeting and are responsible to the General Committee:~~



(a1) ~~Selection~~ The following committees will be standing Sub-committees of the Committee ~~—Of five members three to be elected at the Annual General Meeting;~~

~~and two to be selected by the General Committee. To select Men's & Mixed teams as required. To elect one representative to the general 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.

(b5) ~~Ladies'~~ The Social Committee ~~—Of five will consist of 3 members, three to be elected by the members at the Annual General Meeting by lady full and any number of members and two to be selected appointed by the General Committee. To control and promote ladies' tennis & to select teams for Ladies Competition. To elect one representative to General Committee.~~

(e6) The Maintenance Committee ~~—Of three will consist of 3 members to be elected to take care of fencing, court furniture and to arrange for the watering and maintenance of court surfaces. Will elect one representative to the General by the members at the Annual General Meeting and any number of members appointed by the~~ Committee.

~~(d) Social Committee — Of five members to be elected to control and promote social activities and fundraising. Will elect one representative to the General 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.

(e) ~~Junior Committee~~ —the Junior Manager shall co-opt volunteers in order to run the junior competition section of the club.

Division 2 — Composition of the Committee and duties of members

44. ~~44~~ **Composition of the Committee**

(1) The Committee consists of ~~—~~ :

- (a) ~~(a)~~ a President; ~~and~~
- (b) ~~(b)~~ a Vice-President; ~~and~~
- (c) ~~(c)~~ a Secretary; ~~and~~
- (d) ~~(d)~~ a Treasurer; ~~and~~

~~(e) ordinary members (if any) elected under rule 53.~~

**PR16 — Additional Committee Members:**

~~In addition to the Committee members listed in rule 44, the Committee shall also comprise of:~~

- ~~☐ A Membership and Assistant Secretary;~~
- ~~☐ A Junior Manager;~~
- ~~☐ A Court Hire and Key Officer;~~
- ~~☐ A Publicity Officer;~~
- ~~☐ A Ball Officer;~~
- ~~☐ A Clubhouse Officer;~~
- (e) ☐ ~~A~~the Club Coach;
- (f) ☐ ~~A Ladies~~ a representative of the Womens Selection Committee ~~Representative;~~
- (g) ☐ ~~A Maintenance~~ a representative of the Mens Selection Committee ~~Representative;~~
- (h) ☐ ~~A~~ a representative of the Social Committee ~~Representative;~~ and

- (i) a representative of the Maintenance Committee;
- (j) a Membership Secretary; and
- (k) a Junior Manager.

~~These additional Committee members shall be elected via the procedure set out in rules 51-54.~~

- (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. ~~45~~ **General Duties**duties

- (1) ~~(1)~~ As soon as practicable after being elected or appointed to the Committee, each ~~committee~~Committee member must become familiar with these Rules ~~and the Act.~~
- (2) ~~(2)~~ The Committee is collectively responsible for ensuring that the ~~Association~~Club complies with the Act and that the Committee and individual members of the Committee comply with these Rules.
- (3) ~~(3)~~ All Committee members must exercise their powers and discharge their duties :-
  - (a) with reasonable care and diligence;
  - ~~(4) Committee members must exercise their powers and discharge their duties—~~
  - (b) in good faith;
  - (c) ~~(a) in good faith~~ in the best interests of the ~~Association~~Club; and ~~(b) for a proper purpose.~~
  - (d) consistently with the purposes of the Club.
- (4) ~~(5)~~ Committee members and former ~~committee~~Committee members must not make improper use of — :-
  - (a) ~~(a)~~ their ~~position~~positions; or
  - (b) ~~(b)~~ information acquired by virtue of holding their ~~position—~~positions - ~~so as~~ to gain an advantage for themselves or any other person or to cause detriment to the ~~Association~~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~~Incorporated Association.

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

46. ~~46~~ **President and Vice-President**

~~(1) Subject to subrule (2), the President or, in the President's absence, the Vice-President is the Chairperson for any general meetings and for any committee meetings.~~

(1) The President is the Chair for all General Meetings and Committee Meetings.

(2) ~~(2) If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be~~ 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) ~~(a) in the case of a general meeting~~ General Meeting—a member elected by the other members present; or

(b) ~~(b) in the case of a committee meeting—a committee~~ Committee Meeting—a Committee member elected by the other ~~committee~~ Committee members present.

47. ~~47~~ **Secretary**

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

**Example**

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

(2) ~~(2) The Secretary must—~~ :

(a) ~~(a) in conjunction with the Membership Secretary,~~ maintain the ~~register~~ Register of ~~members~~ Members in accordance with rule 18; ~~and~~

- (b) ~~(b)~~ keep custody of the common seal (if any) of the ~~Association~~Club and, except for the financial records referred to in ~~rule 70~~sub-rule 69(3), all books, documents and securities of the ~~Association~~Club in accordance with rules ~~72~~71 and ~~75~~74; and
  - (c) ~~(c)~~ subject to the Act and these Rules, provide members with access to the ~~register~~Register of ~~members~~Members, the minutes of ~~general meetings~~General Meetings and other books and documents; and
  - (d) ~~(d)~~ perform any other duty or function imposed on the Secretary by these Rules.
- (3) ~~(3)~~ The Secretary must give to the Registrar a notice of ~~his or her~~ appointment within 14 days after ~~the~~their appointment.

#### 48. ~~48~~ Treasurer

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

#### ~~Division 3~~ — ~~—~~ Election of Committee members and tenure of office

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

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

**50. ~~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.

~~(1) This rule applies to—~~

~~(a) the first annual general meeting of the Association after its incorporation; or~~

~~(b) any subsequent annual general meeting of the Association, after the annual report and financial statements of the Association have been received.~~

(2) ~~(2)~~ The ~~Chairperson~~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 ~~those~~all elected positions in accordance with rules 51 to ~~54~~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. ~~51~~ Nominations**

~~(1) Prior to the election of each position, the Chairperson of the meeting must call for nominations to fill that position.~~

- (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) ~~(2)~~ An eligible member of the Association Club present at the meeting may— then -
  - (a) ~~(a)~~ nominate himself or herself for such a position; or
  - (b) ~~(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

~~(3) A member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.~~

~~PR17—Nominations for all elected positions must be received by the Secretary no later than two days before the scheduled Annual General Meeting. Nominations must be signed by the nominator, seconder and the nominee. Late nominations will only be accepted if there are inadequate nominations to fill available positions.~~

### **52 Election of President etc.**

- (1) ~~(1)~~ At the annual general meeting Annual General Meeting, separate elections must be held for each of the following positions—elected position.
  - ~~(a) President;~~
  - ~~(b) Vice-President;~~
  - ~~(c) Secretary;~~
  - ~~(d) Treasurer.~~
- (2) ~~(2)~~ If only one member is nominated for the position, the Chairperson of the meeting an individual office, the Chair must declare the that member elected to the position that office.
- (3) ~~(3)~~ If more than one member is nominated, a ballot must be held in accordance with rule 54 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) ~~(4)~~ On his or her Upon election, the new President may take over as Chairperson Chair of the meeting Annual General Meeting.

### **53 Election of ordinary members**

- ~~(1) The annual general meeting must by resolution decide the number of ordinary members of the Committee (if any) it wishes to hold office for the next year.~~
- ~~(2) A single election may be held to fill all of those positions.~~

~~(3) If the number of members nominated for the position of ordinary committee member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position.~~

~~(4) If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 54.~~

### 53. ~~54~~ Ballot

- (1) ~~(1)~~ If a ballot is required for the election for a position, the ~~Chairperson of the meeting~~Chair must appoint a member to act as ~~returning officer~~Returning Officer to conduct the ballot.
- (2) ~~(2)~~ The ~~returning officer~~Returning Officer must not be a member nominated for the position.
- (3) ~~(3)~~ Before the ballot is taken, each candidate may make a short speech in support of ~~his or her~~their election.
- (4) ~~(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) ~~(5)~~ The ~~returning officer~~Returning Officer must give a blank piece of paper to —
  - (a) ~~(a)~~ each member present in person; and
  - (b) ~~(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) ~~(6) If the ballot is for a single position~~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) If the ballot is for more than one position —~~

(7) ~~(a)~~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 ~~each candidate~~one of the candidates, being the member for whom they wish to vote;

~~(b) the voter must not write the names of more candidates than the number to be elected.~~

~~(8) Ballot papers that do not comply with subrule (7)(b) are not to be counted.~~

(8) ~~(9)~~ Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.

(9) ~~(10)~~ The ~~returning officer~~Returning Officer must declare elected the candidate or, in the case of an election for the Womens Selection more than one position, the, Mens Selection, Social or Maintenance Committees, the 3 candidates, who received the most votes.

(10) ~~(11)~~ If the ~~returning officer~~Returning Officer is unable to declare the result of an election under subrule (10) because ~~2 or more~~multiple candidates received the same number of votes, the ~~returning officer~~Returning Officer must —



(a) ~~(a)~~ conduct a further election for the position (in accordance with subrules ~~(4)~~ the above sub-rules) to ~~(10)~~ to decide which of those tied candidates is to be elected; or

(b) ~~(b)~~ with the agreement of ~~those~~ the tied candidates, decide by lot which of them is to be elected.

**Examples**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. ~~55~~ Term Terms of office**

(1) ~~(1)~~ Subject to ~~subrule~~ sub-rule 54(3) and rule ~~56, a committee member~~ 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~~ Annual General Meeting.

(2) ~~(2)~~ A ~~committee~~ Committee member may be re-elected.

(3) ~~(3)~~ A ~~general meeting~~ Special General Meeting of the ~~Association~~ Club may — :

(a) ~~(a)~~ by special resolution remove a ~~committee member~~ Committee member (with the exception of the Club Coach) from office; and

(b) ~~(b)~~ elect an eligible member of the ~~Association~~ Club to fill the vacant position in accordance with this Division.

(4) ~~(4)~~ A member who is the subject of a proposed special resolution under ~~subrule~~ sub-rule 54(3)(a) may make representations in writing to the Secretary or President of the ~~Association~~ Club (not exceeding a reasonable length) and may request that the representations be provided to the members of the ~~Association~~ Club at least 2 days prior to the Special General Meeting.

(5) ~~(5)~~ The Secretary or the President may give a copy of the representations to each member of the ~~Association~~ 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. ~~56~~ Vacation of office**

(1) ~~(1)~~ A ~~committee member~~ Committee member or member of the Womens Selection, Mens Selection, Social, Maintenance or Junior Committees may resign from ~~the Committee~~ their position by written notice addressed to the Committee.

(2) ~~(2)~~ A person ceases to be a ~~committee member if he or she~~ Committee member or a member of the Womens Selection, Mens Selection, Social, Maintenance or Junior Committee, if they -

(a) ~~(a)~~ ceases cease to be a member of the ~~Association;~~ or Club;

- (b) ~~(b)~~ if a Committee member, fails to attend 3 consecutive ~~committee meetings~~ Committee Meetings (other than special or urgent ~~committee meetings~~ Committee Meetings) without leave of absence under rule ~~67~~ 66 and the Committee passes a resolution removing them from office; or
- (c) ~~(e)~~ if a Committee member, otherwise ceases to be a ~~committee~~ Committee member by operation of section 78 of the Act.

**Note**

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

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

56. **~~57~~ Filling casual vacancies**

- (1) ~~(1)~~ The Committee may appoint an eligible member of the ~~Association~~ Club to fill ~~a~~ any position ~~on the Committee~~ that ~~—~~ :
  - (a) ~~(a)~~ has become vacant under rule ~~56~~ 55; or
  - (b) ~~(b)~~ was not filled by election at the last ~~annual general meeting~~ Annual General Meeting.
- (2) ~~(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) ~~(3)~~ Rule ~~55~~ 54 applies to any ~~committee~~ Committee member appointed by the Committee under ~~subrule~~ sub-rules 56 (1) or (2).
- (4) ~~(4)~~ The Committee may continue to act despite any vacancy in its membership.

**Division 4 ~~—~~ Meetings of the Committee**

57. **~~58~~ Meetings of Committee**

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

58. **~~59~~ Notice of meetings**

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

59. ~~60~~ **Urgent meetings**

- (1) ~~(1)~~ In cases of urgency, a meeting can be held without notice being given in accordance with rule ~~59~~58 provided that as much notice as practicable is given to each ~~committee~~Committee member by the quickest means practicable.

- (2) ~~(2)~~ Any resolution made at the meeting must be passed by an absolute majority of the Committee.
- (3) ~~(3)~~ The only business that may be conducted at an urgent ~~meeting~~Committee Meeting is the business for which ~~the~~that meeting ~~is~~was convened.

## 60. ~~61~~ Procedure and order of business

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

~~PR18—Any issue arising at a General Meeting shall be determined on a show of hands.~~

## 61. ~~62~~ Use of technology

- (1) ~~(1)~~ A ~~committee~~Committee member who is not physically present at a ~~committee~~Committee Meeting may participate in the meeting by the use of technology that allows that ~~committee~~Committee member and the ~~committee~~Committee members present at the meeting to clearly and simultaneously communicate with each other.
- (2) ~~(2)~~ For the purposes of this Part, a ~~committee~~Committee member participating in a ~~committee~~Committee Meeting as permitted under ~~subrule~~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. ~~63~~ Quorum

- (1) ~~(1)~~ No business may be conducted at a Committee ~~meeting~~Meeting unless a quorum is present.
- (2) ~~(2)~~ The quorum for a ~~committee meeting~~Committee Meeting is the presence (in person or as allowed under rule ~~62~~61) of a majority of the ~~committee~~Committee members holding office.
- (3) ~~(3)~~ If a quorum is not present within 30 minutes after the notified commencement time of a ~~committee meeting~~Committee Meeting -
  - (a) ~~(a)~~ in the case of a special meeting—the meeting lapses;
  - (b) ~~(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 ~~59~~58.

## 63. ~~64~~ Voting

- (1) ~~(1)~~ On any question arising at a ~~committee meeting~~Committee Meeting, each ~~committee~~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) ~~(2)~~ A motion is carried if a majority of ~~committee~~Committee members present at the meeting vote in favour of the motion.
  - (4) Sub-rule 63(3) ~~Subrule (2)~~ 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) ~~(4)~~ If votes are divided equally on a question, the ~~Chairperson~~Chair of the meeting has a second or casting vote.
  - (6) ~~(5)~~ Voting by proxy is not permitted at Committee Meetings.
-

64. ~~65~~ Conflict of interest

(1) ~~(1)~~ A ~~committee~~Committee member who has a material personal interest in a matter being considered at a ~~committee meeting~~Committee Meeting must disclose the nature and extent of that interest to the Committee.

(2) ~~(2)~~ The member ~~—~~ =

- (a) ~~(a)~~ must not be present while the matter is being considered at the meeting; and
- (b) ~~(b)~~ must not vote on the matter.

**Note**

Under section 81(3) of the Act, if there are insufficient ~~committee~~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~~General Meeting may be called to deal with the matter.

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

**65. ~~66~~ Minutes of ~~meeting~~meetings**

- (1) ~~(1)~~ The Committee must ensure that minutes are taken and kept of each ~~committee meeting~~Committee Meeting.
- (2) ~~(2)~~ The minutes must record the following — :
  - (a) ~~(a)~~ the names ~~of the members in attendance~~ at the meeting;
  - (b) ~~(b)~~ the business considered at the meeting;
  - (c) ~~(c)~~ any resolution on which a vote is taken and the result of the vote; and
  - (d) ~~(d)~~ any material personal interest disclosed under rule ~~65~~64.

**66. ~~67~~ Leave of absence**

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

**PART 6 — FINANCIAL MATTERS**

**67. ~~68~~ Source of funds**

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

**68. ~~69~~ Management of funds**

- (1) ~~(1)~~ The ~~Association~~Club must open an account (or accounts) with a financial institution (or institutions) from which all expenditure of the ~~Association~~Club is made and into which all of the ~~Association's~~Club's revenue is deposited. These

accounts must be with an Authorised Deposit-Taking Institution which is authorised under the *Banking Act 1959*.

- (2) ~~(2)~~ Subject to any restrictions imposed by a ~~general meeting~~ General Meeting of the ~~Association~~ Club, the Committee may approve expenditure on behalf of the ~~Association~~ Club.
- (3) ~~(3)~~ The Committee may authorise the Treasurer to expend funds on behalf of the ~~Association~~ 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) ~~(4)~~ All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 ~~committee~~ Committee members. All electronic funds transfers must be approved by 2 Committee members.
- (5) ~~(5)~~ All funds of the ~~Association~~ Club must be deposited into ~~the~~ financial account of the ~~Association~~ Club no later than 5 working days after receipt.
- (6) ~~(6)~~ With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or ~~paid~~ into the float is accurately recorded at the time of the transaction.

~~**PR19**— All monies are to be banked to the credit of the Club in an Authorised Deposit-Taking Institution (ADI) which is authorised under the Banking Act 1959.~~

**69. ~~70~~ Financial records**

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

**70. ~~71~~ Financial statements**

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

**PART 7 — GENERAL MATTERS**

**71. ~~72~~ Common seal**

- (1) ~~(1)~~ The Association Club may have a common seal.
- (2) ~~(2)~~ If the Association Club has a common seal — :
- (a) ~~(a)~~ the name of the Association Club must appear in legible characters on the common seal;
- (b) ~~(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~~ Committee members; and
- (c) ~~(c)~~ the common seal must be kept in the custody of the Secretary.



## 72. ~~73~~ Registered address

The registered address of the ~~Association~~Club is— :

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

## 73. ~~74~~ Notice requirements

- (1) ~~(1)~~ Any notice required to be given to a member or a ~~committee~~Committee member under these Rules may be given— :
  - (a) ~~(a)~~ by handing the notice to the member personally; ~~or~~
  - (b) ~~(b)~~ by sending it by post to the member at the address recorded for the member on the ~~register~~Register of ~~members~~Members; or
  - ~~(c) by email or facsimile transmission.~~
  - (c) by email to the member at the email address recorded for the member on the Register of Members.
- (2) ~~(2)~~ ~~Subrule~~ Sub-rule 73(1) does not apply to notice given under rule ~~60~~59.
- (3) ~~(3)~~ Any notice required to be given to the ~~Association~~Club or the Committee may be given— :
  - (a) ~~(a)~~ by handing the notice to a member of the Committee; ~~or~~
  - (b) ~~(b)~~ by sending the notice by post to the registered address; ~~or~~
  - (c) ~~(c)~~ by leaving the notice at the registered address; or
  - ~~(d) if the Committee determines that it is appropriate in the circumstances—~~
  - (d) ~~(i)~~ by email to the email address of the ~~Association~~Club or the Secretary; ~~or~~ ;  
~~(ii) by facsimile transmission to the facsimile number of the Association.~~

## 74. ~~75~~ Custody and inspection of books and records

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

### Note

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

- (2) ~~(2)~~ The Committee may refuse to permit a member to inspect records of the ~~Association~~Club that relate to confidential, personal, employment, commercial or

legal matters or where to do so may be prejudicial to the interests of the ~~Association~~Club.

- (3) ~~(3)~~ The Committee must on request make copies of these ~~rules~~Rules available to members and applicants for membership free of charge.
- (4) ~~(4)~~ Subject to ~~subrule~~sub-rule 74(2), a member may make a copy of any of the other records of the ~~Association~~Club referred to in this rule and the ~~Association~~Club may charge a reasonable fee for provision of a copy of such a record.
- (5) ~~(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 ~~Association~~Club and includes the following— =

~~These Rules may only be altered by special resolution of a general meeting of the Association.~~

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

## 75. ~~76~~ Winding up and cancellation

- (1) ~~(1)~~ The ~~Association~~Club may be wound up voluntarily by special resolution.
- (2) ~~(2)~~ In the event of the winding up or the cancellation of the incorporation of the ~~Association~~Club, the surplus assets of the ~~Association~~Club must not be distributed to any members or former members of the ~~Association~~Club.
- (3) ~~(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 ~~Association~~Club and which is not carried on for the profit or gain of its individual members.
- (4) ~~(4)~~ The body to which the surplus assets are to be given must be decided by special resolution.

## 76. ~~77~~ 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. ~~If these Rules (other than rule 1, 2 or 3) are altered, the Association is taken to have adopted its own rules, not the model rules.~~

<b>Summary report:</b>	
<b>Litera® Change-Pro for Word 10.14.0.46 Document comparison done on 16/10/2023 3:11:11 PM</b>	
<b>Style name:</b> Default Style	
<b>Intelligent Table Comparison:</b> Active	
<b>Original filename:</b> ETC New Constitution - approved at AGM August 2013.pdf	
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<b>Changes:</b>	
<a href="#">Add</a>	1546
<del>Delete</del>	1297
<del>Move From</del>	32
<del>Move To</del>	32
<del>Table Insert</del>	1
<del>Table Delete</del>	1
<del>Table moves to</del>	0
<del>Table moves from</del>	0
Embedded Graphics (Visio, ChemDraw, Images etc.)	0
Embedded Excel	0
Format changes	0
<b>Total Changes:</b>	<b>2909</b>