

GEELONG LAWN TENNIS CLUB INC.

RULES

DECEMBER 2017

CERTIFICATE OF INCORPORATION REG. NO. A0004431P

Date of Incorporation 22 March 1985

ABN 62 847 443 461

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**RULES FOR AN INCORPORATED ASSOCIATION
GEELONG LAWN TENNIS CLUB INCORPORATED**

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ASSOCIATIONS INCORPORATION REFORM ACT 2012 STATEMENT OF PURPOSES

1. The name of the proposed Incorporated Association is GEELONG LAWN TENNIS CLUB INCORPORATED.
2. The purposes for which the proposed Incorporated Association is established are:
 - a. To provide tennis, squash, racquetball, social and other activities to encourage and facilitate the playing of tennis, squash, racquetball, fitness studio and other activities to encourage and facilitate these sports.
 - b. To provide and maintain club premises including to sell or supply food or drink.
 - c. To promote, improve, develop and support the interests of tennis, squash, racquetball and fitness.
 - d. To make rules, regulations, By-Laws concerning the operation of the Club.
 - e. To do such other things as the Committee thinks fit to further the interests of the Club.
3. For the purposes of carrying out the aforesaid objects and not otherwise the Club shall have the following powers:
 - a. To indemnify any person for any loss or damage incurred as a result of having on behalf of the Unincorporated Association become liable to pay any amount by way of damages or otherwise.
 - b. To affiliate to, become a member of and co-operate with any other association, club or organisation, whose objects are altogether or in part similar to those of the Club.
 - c. To buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the Club or persons frequenting the Club's premises.
 - d. The General Committee shall comply with the Liquor Control Reform Act 1998 whilst the club is a holder of a Liquor Licence. This authorises the Club to sell and supply liquor to its members and their guests upon premises lawfully occupied by the Club in good faith and to apply from time to time to the said authority for renewal of the Club licence.
 - e. To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Club. Provided that in case the Club shall take or hold any property which may be subject to any trusts the Club shall only deal with the same in such manner as is allowed by law having regard to such trusts.

- f. To enter into any arrangements with any Municipality Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Club; to obtain from any such Municipality Government or Authority any rights, privileges and concessions which the Club may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- g. To appoint, employ, remove or suspend such employees, contractors, sub contractors, volunteers as may be necessary or convenient for the purposes of the Club.
- h. To construct improve, maintain, develop, work manage, carry out, alter or control any clubrooms, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Club's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management carrying out, alteration or control thereof.
- i. To invest and deal with the money of the Club not immediately required in such manner as may from time to time be thought fit.
- j. To take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate.
- k. To lend and advance money or give credit to any person or body corporate; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate.
- l. To borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys with further advances borrowed or to be borrowed alone and with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the Incorporated Association's property or assets present or future and to purchase, redeem or pay-off any such securities.
- m. To draw, make, accept, endorse, discount execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- n. To sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Club.
- o. To take or hold mortgages, liens, or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Club's property of whatsoever kind sold by the Club, or any money due to the Club from purchasers and others.

- p. To take any gift or property whether subject to any special trust or not, for any one or more of the objects of the Club but subject always to the proviso in paragraph (e).
- q. To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Club, in the shape of donations, annual subscriptions or otherwise.
- r. To print and publish any newspapers, periodicals, books or leaflets that the Club may think desirable for the promotion of its objects.
- s. To amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of the Club and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Club under or by virtue of the Rules.
- t. To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which the Club is authorised to amalgamate.
- u. To transfer all or any part of the property, assets, liabilities and engagements of the Club to any one or more of the incorporated associations with which the Club is authorised to amalgamate.
- v. To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Club.

ASSOCIATIONS INCORPORATION REFORM ACT 2012

GEELONG LAWN TENNIS CLUB INCORPORATED

1. NAME

The name of the Incorporated Association is GEELONG LAWN TENNIS CLUB INCORPORATED (in these rules called "the Club").

2. INTERPRETATION

a DEFINITIONS

In these rules, unless the contrary intention appears:

“Annual Subscription” means membership fees paid in full, or payment of fees by an agreed payment plan.

“Associate member” means a member having rights to use the gymnasium, as of right, only.

"Financial Year" means the year ended on the last day of September.

General Committee "General Committee" means the four (4) officers of the Club as listed in rule 22 and the two (2) other members elected and appointed in accordance with rule 23 General Committee.

"Employee means any person either a member of the Club or otherwise who is employed by the Club on a full time, part time or casual basis.

"General Meeting" means a General Meeting of members convened in accordance with rule 12.

"His" means both male and female gender.

“Manager” means any person/organization employed or contracted by the Club, or their Nominated Agent, who performs the duties of that role as set out by the General Committee.

"Member" means a member of the Club.

"The Act" means the Associations Incorporation Reform Act 2012.

"The Regulations" means regulations under the Act.

“Premises” means the area occupied by the clubrooms, changing rooms, squash courts, bar and fitness studio.

“Relevant Documents” means the records and other document, however compiled, recorded or stored that relate to the following membership records, financial statements, financial records, records/documents relating to transactions, dealings, business or property of the Association.

b SECRETARY

In these Rules, a reference to the Secretary of the Club is a reference:-

- i. where a person holds office under these rules as Secretary of the Club to that person: and
 - ii. in any other case, to the Secretary of the Club.
- c DECISIONS OF GENERAL COMMITTEE

Until altered by the members in General Meeting decisions of the General Committee concerning any matter not provided for in these Rules or the interpretation of these Rules or the local rules shall be binding.

d INTERPRETATION

Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1958 and the Act as in force from time to time.

3. APPLICATION FOR MEMBERSHIP

a ELIGIBILITY

A person who completes an application form shall become a member upon payment of their membership and approval by the General Committee.

b REFER TO COMMITTEE

As soon as is practicable after the receipt of an application, the Secretary, Treasurer or Membership Officer shall refer the application to the General Committee.

c MEMBERSHIP FORM

An application for membership shall be made on an application form which must include the following particulars: Full Name, address, phone number, occupation, date of birth and type of membership required.

d APPLICATION

The membership application shall be delivered to club staff or the Manager.

e HONORARY MEMBERS

Honorary members may be elected by an election committee consisting of any three members of the Committee of the Club as set out in Rule 4 sub-clause (h) and on receipt of a duly completed nomination form.

f ELECTION OF MEMBERS

The election of members shall be by the General Committee within 60 days of receipt of membership form.

g NOTICE OF ELECTION

Club Staff or the Manager or Secretary shall notify a candidate of being accepted and provide notification of his/her elections.

h ENTERED IN REGISTER

The Secretary shall, following the candidate's election as a member, within 28 days of payment by a candidate of his entrance fee and relevant subscription enter the candidate's name in the register of members kept by him and upon the name being so entered the candidate becomes a member of the Club entitled to the rights and

privileges of members according to the category in which the member has been admitted.

i **FAILURE TO PAY SUBSCRIPTION**

If a candidate fails to pay the annual subscription initially on application or within the said period of 28 days (above) of the election of such member, the membership application and any purported membership granted shall be absolutely void unless the Candidate can provide the General Committee with a satisfactory explanation for the delay in payment within 14 days next following the said 28 days.

j **MEMBERSHIP NOT TRANSFERABLE**

A right, privilege or obligation of a person by reason of his membership of the Club is not capable of being transferred or transmitted to another person.

k **TERMINATION OF MEMBERSHIP**

All persons ceasing to be members of the Club, whether by retirement, expulsion, death, neglecting to pay the annual subscription or otherwise shall forfeit ipso facto all right to or claim upon the Club or its property.

4. CATEGORIES OF MEMBERSHIP

Categories of Membership are reflected in the Clubs By-Laws.

a **MAXIMUM NUMBER ON PREMISES**

No more than 250 persons shall be permitted on the Club premises at any one time. Any member may at any time be excluded from the Club premises in order to ensure compliance with this Rule and the entitlement of any member to the privileges and facilities of the Club shall at all time be subject to the provisions of this rule.

5. ENTRANCE FEE AND ANNUAL SUBSCRIPTION

a **ENTRANCE FEE**

The entrance fee shall be determined by the General Committee from time to time.

b **ANNUAL SUBSCRIPTION**

The annual subscription shall be determined by the General Committee from time to time.

c **COMMITTEE TO SET FEES AND SUBSCRIPTIONS**

The General Committee shall determine entrance fees and annual subscriptions for each category of membership. The General Committee may resolve that a member may elect to pay such subscriptions in two or more equal instalments to the Club or via the Manager.

d **PAYMENT OF SUBSCRIPTION**

The required subscription is either payable in advance or on a monthly direct debit from a nominated bank account, or another form of automatic payment as the Manager and General Committee deem fit.

e **NON-PAYMENT OF SUBSCRIPTION**

No member shall be entitled to hold office, vote at meetings, play in any Club competition or compete for any medal or trophy if his annual subscription is overdue and unpaid.

f **PERSONS REQUIRED TO PAY SUBSCRIPTION**

No person shall be relieved of the payment of the annual subscription laid down for his category of membership, except for individuals nominated and supported by the Committee for such relief. Honorary members and Life members shall not be required to pay any annual subscription.

6. REGISTER OF MEMBERS

The Secretary shall keep and maintain a register of members in which shall be entered the full name and date of entry of the name of each member and the register shall be available for inspection by members at the Club premises. The General Committee may approve outsourcing the keeping of the membership register on conditions it sees fit, including compliance with the Act. It is an offence to make improper use of information about a person obtained from the register of members.

7. RESIGNATION OF MEMBER

a **RESIGNATION**

A member of the club may resign from the Club by first giving notice in writing to the Secretary of his intention to resign and he shall remain and be liable for his subscription for the then current year unless their membership type is by periodic Direct Debit or other automatic payment and under their membership category, membership is valid from one periodic payment to the next. No resignation shall take effect until it has been accepted by the General Committee.

b **ACCEPTANCE BY COMMITTEE**

On acceptance of a resignation by the General Committee the Secretary shall make in the register of members an entry recording the date on which the member by whom the notice was given ceased to be a member.

c **RE-ELECTION**

Any member who has resigned and seek re-election shall pay the required membership fee current at the date of re-election.

8. EXPULSION OF MEMBER

a **EXPULSION/SUSPENSION/FINE**

In accordance with the Geelong Lawn Tennis Club grievance policy.

b **CONFIRMATION OF RESOLUTION**

A resolution of the General Committee under sub-clause (a)

- i. does not take effect unless the General Committee, at a meeting held not earlier than 14 and not later than 28 days after the service on the member of a notice under sub-clause (c) confirms the resolution in accordance with this clause; and
- ii. where the member exercises a right of appeal to the Club under this clause the expulsion does not take effect unless the Club confirms the resolution in accordance with this clause.

c **NOTICE TO MEMBER**

Where the General Committee passes a resolution under sub-clause (a), the Secretary shall as soon as practicable cause to be served on the member a notice in writing:

- i. setting out the resolution of the General Committee and the grounds on which it is based;
- ii. stating that the member may address the General Committee at a meeting to be held not earlier than 14 and not later than 28 days after service of the notice;
- iii. stating the date, place and time of that meeting;
- iv. informing the member that he may do one or more of the following:
- v. attend that meeting;
- vi. give to the General Committee before the date of that meeting a written statement seeking the revocation of the resolution;
 - a. not later than 24 hours before date of the meeting, lodge with the Secretary a notice to the effect that he wishes to appeal to the Club in General Meeting against the resolution.

d OPPORTUNITY TO BE HEARD

At a meeting of the General Committee held in accordance with sub-clause (b), the General Committee:

- i. shall give to the member an opportunity to be heard,
- ii. shall give due consideration to any written statement submitted by the member; and
- iii. shall by resolution determine whether to confirm or to revoke the resolution.

e MEETING TO BE CONVENED

Where the Secretary receives a notice under sub-clause (c), he shall notify the General Committee and the General Committee shall convene a General Meeting of the Club to be held within 21 days after the date on which the Secretary received the notice.

f GENERAL MEETING

At a General Meeting of the Club convened under sub-clause (e):

- i. no business other than the question of the appeal shall be transacted,
- ii. the General Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution,
- iii. the member shall be given an opportunity to be heard; and
- iv. the members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.

g CONFIRMATION OF RESOLUTION

If at the General Meeting:

- i. A majority of the members vote in person or by proxy in favour of the confirmation of the resolution, the resolution is confirmed; and
- ii. in any other case, the resolution is revoked.

h REGISTER

When a resolution of the General Committee under sub-clause (b) or the General meeting of the Club under subclause (e) takes effect, the Secretary shall make in the register of members an entry recording the date on which the expelled member ceased to be a member.

i DISPUTES

- i. The grievance procedure set out in this division applies to disputes under these rules between:
 - a. a member and another member,

- b. a member and the committee; or
 - c. members and the Association.
- ii. A member must not initiate a grievance procedure in relation to a matter that is subject of a disciplinary procedure until such matter has been completed.
- iii. If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- iv. The mediator must be:
 - a. a person chosen by agreement between the parties; or
 - b. in the absence of agreement, a person appointed by the General Committee.
- v. A member of the Club can be a mediator.
- vi. The mediator cannot be a member who is a party to the dispute.
- vii. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- viii. The mediator, in conducting the mediation, must:
 - a. give the parties to the mediation process every opportunity to be heard; and
 - b. allow due consideration by all parties of any written statement submitted by any party; and
 - c. ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- ix. The mediator must not determine the dispute.
- x. If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act otherwise at law.

9. ANNUAL GENERAL MEETING

a MEETING EACH YEAR

The Club shall in each calendar year convene an Annual General Meeting of its members.

b MONTH TO BE HELD

The Annual General Meeting shall be held on such day during the month of December and at such time and place as the General Committee shall determine.

c NOTICE

The Annual General Meeting shall be specified as such in the notice convening it.

d BUSINESS

The ordinary business of the Annual General Meeting shall be:

- i. to confirm the minutes of the last preceding Annual General Meeting and of any General Meeting held since that meeting,
- ii. to receive from the General Committee reports upon the transactions of the Club during the last preceding financial year,
- iii. to elect the members of the General Committee,
- iv. to appoint an Auditor in accordance with Rule 30,
- v. to elect members of the Tennis Selection Committee in accordance with Rule 24; and

- vi. to receive and consider the statement submitted by the Club in accordance with section 30(3) of the Act.
- e SPECIAL BUSINESS
The Annual General Meeting may transact special business of which notice is given in accordance with these rules.
- f OTHER MEETINGS
The Annual General Meeting shall be in addition to any other General Meetings that may be held in the same year.

10. SPECIAL GENERAL MEETING

- a GENERAL MEETINGS
All general meetings other than the Annual General Meeting shall be called Special General Meetings.

11. COMMITTEE TO CONVENE

- a COMMITTEE TO CONVENE A SPECIAL GENERAL MEETING
The General Committee may, whenever it thinks fit, convene a Special General Meeting of the Club and, where, but for this sub-clause, more than 15 months would lapse between Annual General Meetings, shall convene a Special General Meeting before the expiration of that period.
- b REQUISITION BY MEMBERS
The General Committee shall, on the requisition in writing of 50 members of the Club over the age of 21 years as at 31 December during the current year, convene a Special General Meeting of the Club.
- c FORM OF REQUISITION
The requisition for a Special General Meeting shall state the objects of the meeting and shall be signed by the members making the requisition and be sent to the address of the Secretary and may consist of several documents in a like form, each signed by one or more of the members making the requisition.
- d MEMBERS TO CONVENE
If the General Committee does not cause a Special General Meeting to be held within 1 month after the date on which the requisition is sent to the address of the Secretary, the members making the requisition or any of them, may convene a Special General Meeting to be held not later than 3 months after that date.
- e EXPENSES OF MEMBERS
A Special General Meeting convened by members in pursuance of these rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the General Committee and all reasonable expenses incurred in convening the meeting shall be refunded by the Club to the persons incurring the expenses.

12. NOTICE OF MEETING

- a POSTING OF NOTICE OF MEETING
The Secretary or General Manager shall at least 35 days before the date fixed for holding a General Meeting of the club post on the Club Notice board, Club website and

send by ordinary post or electronically to each member of the club entitled to vote, stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

b NOTICE TO MEMBERS ENTITLED TO VOTE

At least 21 days before the date fixed for the General Meeting cause will be sent to each Member of the club entitled to vote, stating the particulars of the General Meeting together with a copy of the report, balance sheet and statement of accounts. Where a member entitled to vote provides the club with an electronic address the club shall be deemed authorise by the Member to use such address in respect of all and any communications by the club to the member including the sending of the Annual Report and the audited accounts.

c BUSINESS

No business other than that set out in the notice convening the meeting shall be transacted at the meeting.

d NOTICE OF BUSINESS

A member entitled to vote desiring to bring any business before a meeting may give notice of that business in writing to the Secretary, who shall include that business in the notice calling the General Meeting. Such notice of business must be signed by the proposer and seconder and forwarded to the Secretary not less than 28 days before the date of such meeting.

13. PROCEEDINGS AT MEETINGS

a SPECIAL BUSINESS

All business that is transacted at a Special General Meeting and all business that is transacted at the Annual General Meeting with the exception of that specially referred to in these rules as being the ordinary business of the Annual General Meeting shall be deemed to be special business. Not less than three quarters of the entitled voting members present at the meeting must be in favour for the special business to be passed.

b QUORUM REQUIRED

No item of business shall be transacted at a General Meeting unless a quorum of members entitled under these rules to vote is present during the time when the meeting is considering that item.

c QUORUM

For motions proposing any repeat, addition to or amendment of these rules, 20 members entitled under these rules to vote at a General Meeting and for all other business, 12 members entitled under these rules to vote at a General Meeting shall constitute a quorum for the transaction of the business of a General Meeting.

d QUORUM NOT PRESENT

If within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the

Chairman at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place and if at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 3) shall be a quorum.

14. CHAIRMAN

a MEETING CHAIR

The President or in his absence, the Vice-President, shall preside as Chairman at each General Meeting of the Club.

b ELECTION OF CHAIRMAN

If the President and Vice-President are absent from a General Meeting, the members present shall elect one of their number to preside as Chairman at the meeting.

c CHAIRMAN'S DECISION OF QUESTIONS OF PROCEDURE

At all meetings when questions of order and procedure shall arise, the ruling of the Chairman of the Meeting shall be accepted as final.

15. ADJOURNMENT

a ADJOURNMENT OF MEETING

The Chairman of a General Meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

b NOTICE OF ADJOURNED MEETING

Where a meeting is adjourned for 14 days or more, a like notice of the adjourned meeting shall be given as in the case of the General Meeting.

c NOTICE NOT REQUIRED

Except as provided in sub-clause (a) and (b), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

16. DETERMINATION OF QUESTIONS ARISING

A question arising at a General Meeting of the Club shall be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minute Book of the Club is evidence of the fact without proof of the number or proportion of the votes recorded in favour of, or against the resolution.

17. VOTE/ABSENTEE VOTE/CASTING VOTE

a VOTE

Upon any question arising at a General Meeting of the Club, a member who is entitled to vote, has 1 vote only.

b ABSENTEE VOTE

All votes shall be given personally except and only in the case of voting for election of the General Committee in which case members shall be entitled to vote personally or to lodge an absentee vote as provided in rule 20. Such absentee vote shall only be used in respect of voting for election of the General Committee and shall not be used for voting on any other business.

c **CASTING VOTE**

In the case of an equality of voting on a question, the Chairman of the meeting is entitled to exercise a second or casting vote.

18. POLLS

a **POLL ON ANY QUESTION**

If at a meeting, a poll on any question is demanded by any member, it shall be taken at that meeting in such manner as the Chairman may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.

b **POLL ON CHAIRMAN OR ADJOURNMENT**

A poll that is demanded on the election of a Chairman or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairman may direct.

c **MAJORITY OF MEMBERS**

Any resolution not required by the Act to be dealt with in General Meeting evidenced in writing under the hands of a majority of members of the Club shall be as valid and effectual as a resolution passed at a General Meeting.

19. ENTITLEMENT TO VOTE

A member is not entitled to vote at any General Meeting unless all moneys due and payable by him to the Club have been paid (other than the outstanding amount of the annual subscription payable in respect of the current financial year if the member is on a periodic direct debit or automatic payment type membership but is otherwise up to date with payments). Associate members, social members, honorary members, temporary members and special members and members under the age of 21 are not entitled to vote.

20. ABSENTEE VOTING

a **ABSENTEE VOTE**

Each member entitled to vote shall be entitled to lodge an absentee vote in the case of the election of the General Committee. A member wishing to lodge an absentee vote shall obtain an absentee voting form from the Secretary and shall lodge the completed form with the Secretary no later than 24 hours before the time of the Annual General Meeting. On lodgement of an absentee vote, the member forfeits the right to vote personally in the election of the General Committee at the Annual General Meeting in respect of which the absentee vote was lodged.

b **FORM OF ABSENTEE VOTE**

The absentee vote shall be in the form set out in Appendix 2.

21. MANAGEMENT

- a The business and affairs of the Club shall be under the management of the General Committee.
- b Subject to these rules, the regulations and the Act, the General Committee has power to perform all such acts and things as appear to it to be essential for the proper management of the business and affairs of the Club.
- c The General Committee may, subject to these rules, the regulations and the Act, exercise all such powers and functions as may be exercised by the Club other than those powers and functions that are required by these rules to be exercised by General Meetings of the members of the club.

22. OFFICERS OF THE CLUB

a OFFICERS

The Officers of the Club shall be:

- i. President,
- ii. Vice-President,
- iii. Secretary; and
- iv. Treasurer.

and shall be elected by vote within the General Committee following immediately an Annual General Meeting.

b ELECTION

The provisions of rule 24 so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any offices mentioned in sub-clause (a).

c TENURE OF OFFICE

Each Officer of the club shall hold office until the next Annual General Meeting, at which time he is eligible for re-election. Assuming re-election to the General Committee at the Annual General Meeting, the elected Committee member may be re-elected as an Officer within the vote in the General Committee immediately following the Annual General Meeting.

d CASUAL VACANCY

(i) In the event of a casual vacancy in any office referred to in sub-clause (a), the General Committee may appoint one of its members to the vacant office and the member so appointed may continue in office up to and including the conclusion of the Annual General Meeting next following the date of his appointment.

(ii) If the position of Secretary becomes vacant, the committee must appoint a member to the position within 14 days after the vacancy arises.

23. GENERAL COMMITTEE

a COMPOSITION OF COMMITTEE

Subject to Section 23 of the Act the General Committee shall consist of:

- i. the Officers of the Club (4); and

ii. 2 members.

b COMMITTEE MEMBER TENURE

Members elected to the General Committee will be elected for a period of two (2) years at an Annual General Meeting. For each position on the General Committee the Secretary shall keep a record of commencement and expiry of the notional two (2) year period relating to that position.

c RETIREMENT /ROTATION

Three of the members of the General Committee shall retire at each Annual General Meeting but shall be eligible for re-election. The General Committee members to retire at each Annual General Meeting shall be those who have been in office for a notional period of two years relating to their position on the General Committee since election to the General Committee.

d CASUAL VACANCY

In the event of a casual vacancy occurring in the office of a member of the General Committee, the General Committee may appoint a senior/adult playing, senior squash and intermediate member over the age of 21 years as at 31 December during the current year or life member of the Club subject to Rules 4(b),4 (i),4 (j) to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the next Annual General Meeting.

e ONE YEAR TERM

If the casual vacancy referred to in sub-clause (d) occurred in the office of a member of the Committee not due to retire at the next Annual General Meeting as per sub-clause (c), the member appointed to fill the casual vacancy shall retire at the Annual General Meeting next following his appointment and the office shall be filled by election at the Annual General Meeting in accordance with these rules.

The member subsequently elected to fill that casual vacancy shall hold office until the Annual General Meeting next following the date of his election but shall be eligible for re-election at that meeting.

24. ELECTION OF GENERAL COMMITTEE, OFFICERS AND VACANCY

a NOMINATIONS

Nominations of candidates for election as members of the General Committee:

- i. shall be made in writing, signed by two members each of whom shall be over the age of 21 years as at 31 December during the current year and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
- ii. shall be delivered to the Secretary of the Club not less than 28 days before the date fixed for the holding of the Annual General Meeting.

b INSUFFICIENT NOMINATIONS

If insufficient nominations are received to fill all vacancies on the General Committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the Annual General Meeting.

c SUFFICIENT NOMINATIONS

If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.

d NOTICE OF BALLOT

If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held and a list of the candidates in alphabetical order, distinguishing those retiring, shall be sent to each Member of the Club entitled to vote, at least 7 days prior to the Annual General Meeting.

e BALLOT

The ballot for the election of members of the General Committee shall be conducted at the Club premises during the Annual General Meeting in such usual and proper manner as the General Committee may direct. If at any such ballot 2 or more candidates obtain an equal number of votes, the Chairman at the Annual General Meeting shall have a casting as well as deliberative vote. The successful candidates in such ballot shall be deemed to be elected and shall be declared duly elected at such Annual General Meeting and shall take office at the close of the Annual General Meeting.

f PRESIDENT/VICE-PRESIDENT

A Chairman and Vice-Chairman of the Committee shall be chosen by the Committee from amongst their number at its first meeting after the Annual Meeting, and such Chairman, or in his absence the Vice-Chairman or some member of the Committee, or in their absence (in the case of a General Meeting) some member to be elected by the Meeting shall preside at all Committee or General Meetings, and at all such meetings the Chairman for the time being shall have a second or casting vote. Such Chairman and Vice-Chairman shall be styled the President and Vice-President of the Club respectively.

g SECRETARY/TREASURER

The Committee shall also appoint a Secretary and Treasurer from amongst their number and two of the offices of President, Secretary and Treasurer, or Vice-President, Secretary and Treasurer may be combined in the one person.

The Committee may also appoint an Assistant Secretary and/or an Assistant Treasurer from amongst the members if deemed necessary and such persons may or may not be members of the Committee. In the event of such persons not being elected members of the Committee they shall be entitled to attend meetings of the General Committee but shall not have the right to vote thereat.

h BANKERS/SERVANTS

The Committee shall also have the appointment of Bankers, and all such other officers and servants of the Club as they deem necessary, and may allow such salaries, allowances and recompense to them respectively during their service or employment as the Committee shall from time to time see fit. All such officers and servants shall be appointed during the pleasure of the Committee, who shall have the power of discontinuing their service at any time on giving one month's notice and also of immediate dismissal in the event of inefficiency, irregularity of conduct or disobedience of the rules and regulations or by-laws of the Club.

i ELIGIBILITY FOR ELECTION

The following categories of membership shall be eligible for election to the General Committee.

- i. Adult Playing,
- ii. Intermediates over 21 years of age at 31 December during the current year,
- iii. Life; and
- iv. Senior squash members over the age of 21 years at 31 December during the current year (maximum of 2 representatives at any one time).

j SUB-COMMITTEE

The Committee may from time to time appoint from among their number of the members, such sub-committees as they deem necessary or expedient, with such powers and duties as the Committee may determine, with the exception of the Tennis Selection Committee which shall consist of five members, up to three members of the General Committee (one of whom to be Chairman with a casting vote), and up to four members elected by the members at the Annual General Meeting (any of whom may or may not be members of the General Committee). The Committee may nominate a Life Member or a Senior Member as a substitute for one or more of the representatives of the Committee. Such subcommittees shall report their proceedings to the Committee and shall be subject to the control of the Committee in every respect.

k CASUAL VACANCIES

In the event of 4 or more casual vacancies occurring in the General Committee at any one time, the Secretary shall call a Special General Meeting of the members of the Club to be held within 1 month of the most recent vacancy occurring for the purpose of an election to fill the casual vacancies. The election shall be conducted in the same manner as provided in sub-clause (e).

25. OFFICE DECLARED VACANT

For the purposes of these rules, the office of a member of the General Committee becomes vacant if the member:

- a ceases to be a member of the Club;
- b becomes an Insolvent under administration within the meaning of the Corporations Law.
- c resigns his office by notice in writing given to the Secretary.
- d fails to attend 3 consecutive General Committee meetings without previous leave or, duly accepted apology; or
- e becomes an employee of the Club except for casual employment.

26. GENERAL COMMITTEE MEETINGS

a MEETINGS

The General Committee shall meet at least four times per year at such place and such times as the General Committee may determine.

b OTHER MEETINGS

Other meetings of the General Committee may be called on the authority of the President or Secretary or of any 3 members of the General Committee.

c NOTICE OF SPECIAL MEETING

Notice shall be given to members-of the General Committee of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.

d QUORUM

At least 4 of the members of the General Committee constitute a quorum for the transaction of the business of a meeting of the General Committee.

e QUORUM NOT PRESENT

No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a special meeting in which case it lapses.

f CHAIRMAN

At meetings of the General Committee:

- i. The President or in his absence the Vice-President shall preside; or
- ii. If the President and the Vice-President are absent, such one of the remaining members of the General Committee as may be chosen by the members present shall preside.

g DETERMINATION OF QUESTIONS ARISING

Questions arising at a meeting of the General Committee or of any sub- committee appointed by the General Committee shall be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.

h VOTE/CASTING VOTE

Each member present at a meeting of the General Committee or of any subcommittee appointed by the General Committee (including the person presiding at the meeting) is entitled to 1 vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

i NOTICE OF MEETINGS

Written notice of each Committee meeting shall be served on each member of the Committee by delivering it to them at a reasonable time before the meeting or by sending it by pre-paid post addressed to the them at their usual or last known place of abode or postal address at least two business days before the date of the meeting.

j VACANCY

Subject to sub-clause (d) the General Committee may act notwithstanding any vacancy on the General Committee.

k INVITATION TO ATTEND

The Committee may invite members or other persons to attend Committee meetings. Persons so invited shall be entitled to speak on any matter but shall not be entitled to vote.

I CONFLICT OF INTEREST

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

The member must not be present while the matter is being considered at the meeting, and must not vote on the matter.

27. REMOVAL OF MEMBER OF COMMITTEE

- a The Club in General Meeting may, by resolution remove any member of the General Committee before the expiration of his term of office and appoint another senior/adult playing, senior squash and intermediate member over the age of 21 years at 31 December during the current year or life member of the Club in his stead to hold office until the expiration of the term of the first mentioned member.
- b Where the member to whom a proposed resolution referred to in sub-clause (a) makes representations in writing to the Secretary or President of the Club (not exceeding a reasonable length) and requests that they be notified to the members of the Club, the Secretary or the President may send a copy of the representations to each member of the Club or, if they are not sent the member may require that they be read out at the meeting.

28. SECRETARY

The Secretary of the Club shall keep minutes of the resolutions and proceedings of each General Meeting and each Committee Meeting in books provided for that purpose together with a record of the names of persons present at Committee meetings.

29. TREASURER

- a The Treasurer of the Club:
 - i. shall collect and receive all moneys due to the Club and make all payments authorised by the Club; and
 - ii. shall keep correct accounts and books showing the financial affairs of the Club with full details of all receipts and expenditure connected with the activities of the Club.
- b The accounts and books referred to in sub-clause (a) shall be available for inspection by members.
- c All accounts of the Club shall be paid by cheque or by a banking instrument. At every monthly meeting of the General Committee the Treasurer shall produce a statement of his receipts and expenditure.

30. AUDITOR

- a An Auditor shall be elected at the Annual General Meeting in each year, in accordance with the Associations Incorporations Act.
- b The remuneration to be paid to such Auditor shall be determined by The General Committee.
- c In the event that the Auditor is unwilling or unable to continue in the office of Auditor, the General Committee may appoint another Auditor to act in his place until the next Annual General Meeting.

31. MANAGER

The General Committee may appoint a Manager at such remuneration as it thinks fit and suspend or dismiss him from office. The Manager shall perform such of the duties of the Secretary and the Treasurer as the General Committee shall from time to time determine.

32. CHEQUES

All cheques, drafts, bill of exchange, promissory notes, electronic funds transfer and other negotiable instruments shall be approved by two Officers of the Club. For electronic funds transfer, it is sufficient for one Officer to approve, and the Manager, or his Nominated Agent to authorize.

33. SEAL

- a The Common Seal of the Club shall be kept in the custody of the Secretary.
- b The Common Seal shall not be affixed to any instrument except by the authority of the General Committee and the affixing of the Common Seal shall be attested by the signatures either of 2 members of the General Committee or of 1 member of the General Committee and of the Secretary of the Club.

34. PROPERTY

- a The property of the Club shall be under the control of the General Committee. With the prior approval of the members in General Meeting, the General Committee may raise money by way of the issue of debentures, mortgage, charge or overdraft or otherwise and purchase, sell or lease any land, buildings or equipment whether the property of the Club or not.
- b No person shall remove from the Club premises any property of the Club or damage, deface or destroy any property of the Club. Any person committing a breach of this rule shall forthwith replace any property so removed and shall pay to the Treasurer such sum as shall be demanded in respect of any property damaged, defaced or destroyed. In the event that any visitor commits a breach of this rule, the loss to the Club shall be made good by the member introducing such visitor.

35. ALTERATION OF RULES AND STATEMENT OF PURPOSES

- a These rules and the statement of purposes of the Club shall not be altered except in accordance with the Act.
- b While and so long as the Club holds a Club license under the Liquor Control Act 1968 no alteration or variation of these rules shall have effect unless and until such alteration or variation has been approved by the Liquor Control Commission.
- c On adoption of any resolution altering or varying these rules, the Secretary shall forthwith forward to the Secretary of the Liquor Control Commission, a certified copy of the proposed alteration or variation to the rules.

36. LOCAL RULES

a LOCAL RULES AND BY-LAWS

The General Committee may from time to time make, amend or rescind local rules and by-laws for playing tennis, squash and other sports on the Club premises including rules imposing penalties for their breach.

b SAME EFFECT AS RULES

Such local rules and by-laws shall so long as they are not in conflict with these rules have the same force and effect as these rules.

c RULES TO BE EXHIBITED

A copy of all local rules and by-laws as amended from time to time shall at all times be exhibited at the Club premises.

d DISCIPLINARY POWERS

The General Committee is empowered to discipline members for any breach if in the opinion of the Committee the member shall have been guilty of a wilful infringement of these rules or any local rule or by-law made hereunder, or unbecoming or dishonourable conduct or conduct prejudicial to the good order and discipline of the Club. The Committee is empowered to discipline such member in accordance with sub-clause (e) and the provisions of rule 8.

e DISCIPLINARY ACTION

Disciplinary action shall be in accordance with the following levels of increasing severity and may be taken at the level considered appropriate. by the Committee for any particular breach of these rules:

- i. Notice of Committee concern (caution),
- ii. Reprimand,
- iii. Fine in accordance with rule 8 in respect of each infringement or act of misconduct or conduct prejudicial,
- iv. Suspension from the privileges of the Club in accordance with rule 8 but for a period not exceeding six months,
- v. Request resignation,
- vi. Expulsion in accordance with rule 8 in the event of failure to resign within seven days of being so requested by the Committee.

37. LAWS OF TENNIS

The laws of the game of tennis as adopted from time to time by the Victorian Tennis Association or the Association for the time being having the control of the game of tennis in Victoria shall be the laws of this Club.

38. VISITORS

- a Visitors may be admitted to play on the introduction of a member who shall be liable to the General Committee for all debts and liabilities incurred by such visitor.
- b Visitors shall pay such fees as are from time to time fixed by the General Committee and posted on the notice board. The General Committee may however at its option permit any visitor to use the facilities of the Club without payment.
- c Visitors shall record their names in a register to be kept at the Club premises.
- d A visitor shall not be supplied with liquor in the Club premises unless in the company of a member.
- e A member shall not introduce any more than three visitors to the clubhouse at any one time.

39. DELEGATES

Delegates to any body with which the Club may from time to time be affiliated shall be nominated by the General Committee.

40. NOTICES

- a A notice may be served by or on behalf of the Club upon any member either personally or by sending it by post to the member at his address shown in the register of members.
- b Where a document is properly addressed, pre-paid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

Every member of the Club shall from time to time communicate to the Secretary his address and all letters or notices posted to such address (or in default, to his last known place of address) shall be considered as having been duly given on the day following the date of posting.

41. WINDING UP OR CANCELLATION

- a In the event of the winding up or the cancellation of the Incorporation of the Club, the assets of the Club shall not be distributed to members but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Club or exclusively for charitable purposes.
- b The income and property of the Club shall be applied solely towards the promotion of its objects and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the Club provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Club or to any member of the Club in return for any services actually rendered to the Club nor for goods supplied in the ordinary and usual way of business nor prevent the payment of interest at a reasonable rate on money borrowed from any member of the Club or reasonable and proper rent for premises demised or let by any member of the Club.

42. LIQUOR

- a No payment or part payment of any Secretary, Manager or other Officer or servant of the Club shall be made by way of commission or allowance from or upon the receipts of the Club for alcoholic drink supplied.
- b No liquor shall be sold or supplied to any person under 18 years of age unless such person is accompanied by a spouse or parent or guardian and the liquor is sold or supplied for consumption as part of a meal supplied on the Club premises.
- c No liquor shall be sold or supplied for consumption elsewhere than on the Club premises unless such liquor is removed from the premises by the member purchasing the same.
- d No persons under 18 years of age except persons who are being trained as waiters and are not allowed to serve behind the bar shall be employed in the Club.

43. CUSTODY OF RECORDS

- a Except as otherwise provided in these rules, the Secretary shall keep in his custody or under his control all books, documents and securities of the Club.
- b Members may on request free of charge;
 - i. The register of members.
 - ii. The minutes of general meetings.

- iii. Subject to rule (43c), the financial records, books, securities and other relevant document of the Association, including minutes of the committee meetings.
- c The Committee may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- d The Committee must on request make copies of these rules available to members and applicants for membership free of charge.
- e Subject to rule (43c), a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.

44. FUNDS

The funds of the Club shall be derived from entrance fees, annual subscriptions, donations and such other sources as the General Committee determines.