

**RULES OF DENDY PARK TENNIS CLUB INCORPORATED**

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NAME

1. The name of the incorporated association is Dendy Park Tennis Club Incorporated (in these rules called "the Club").

INTERPRETATION

2. (1) In these rules unless the contrary intention appears -  
"Committee" means the Committee of Management of the Club.  
"Financial Year" means the year ending 31st August.  
"General meeting" means a general meeting of members convened in accordance with Rule 14.  
"Member" means a member of the Club.  
"Ordinary member of the Committee" means a member of the Committee who is not an officer of the Club under Rule 24.  
"Special Resolution" means a resolution that requires not less than four-fifths (4/5) of the members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution.  
"The Act" means the Associations Incorporation Reform Act 2012.  
"The Regulations" means regulations under the Act.
- (2) 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.

PURPOSES

3. The purposes of the Club are:
  - (1) To provide and maintain tennis and other sporting and social and recreational facilities for members and their guests.
  - (2) To promote the game of tennis generally and such other sports the Club may decide.

Solely for the purposes of furthering the purposes set out above the Club shall have power:

- (a) To indemnify any Committee member for any loss or damage incurred as a result of having on behalf of the Dendy Park Tennis Club Inc. become liable to pay any amount by way of damages or otherwise.
- (b) To subscribe to, become a member of and co-operate with any other association or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Club provided that the Club shall not subscribe to or support with its funds any association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Club under or by virtue of its Rules.
- (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) To provide facilities for the sale and consumption of alcoholic liquor at the premises of the Club and to procure all necessary licences and permits to enable that to be done.
- (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 purposes 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 laws having regard to such trusts.
- (f) To enter into any arrangement with any Government or Authority that is incidental or conducive to the attainment of the purposes of the exercise of the powers of the Club; to obtain from any such 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 managers, clerks, secretaries, servants, workmen and other persons 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 buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Club's interest, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, alteration or control thereof.
- (i) To invest and deal with the money of the Club not immediately required in such manner as permitted for trustees under the Trustee Act 1958 (as amended).
- (j) Subject to the Rules of the Club to borrow or raise money either alone or jointly with another 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 and further advances borrowed or to be borrowed alone or 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 of any part of the Club's property or assets present or future and to purchase, redeem or pay-off any such securities.
- (k) 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.
- (l) To take any gift of property whether subject to any special trust or not, for any one or more of the purposes of the Club but subject always to the proviso in paragraph (e).
- (m) To do all such other things as are incidental or conducive to the attainment of the purposes and the exercise of the powers of the Club.

#### ALTERATION OF RULES

4. These rules may only be altered by special resolution of a general meeting of the Club.

#### MEMBERSHIP

5. (1) A natural person who is nominated and approved for a membership as provided in these rules is eligible to be a member of the Club on payment of the entrance fee and the annual subscription payable under these rules.

- (2) A nomination of a person for membership of the Club -
- (a) shall be made in writing in the form set out in appendix 1;
  - (b) shall contain the full name, address, telephone number and occupation of the proposed member;
  - (c) shall state the class of membership the proposed member seeks to join;
  - (d) shall be signed by a proposer and a seconder who shall be members of the Club entitled by these rules to propose persons for membership of the Club; and
  - (e) shall be lodged with the Secretary of the Club together with the appropriate entrance fee as provided in Rule 6 (1) hereof.
- (3) As soon as is practicable after the receipt of a nomination, the Secretary shall refer the nomination to the Committee.
- (4) Upon a nomination being referred to the Committee, the Committee shall determine whether to approve or to reject the nomination or defer consideration of the nomination in accordance with sub-clause (6) hereof.
- (5) The Committee may limit the number of members admitted to each class of membership, and for this purpose may defer consideration of a nomination for membership for such period of time as is necessary.
- (6) Upon a nomination being approved by the Committee, the Secretary shall, with as little delay as possible, notify the nominee in writing that he is accepted for membership of the Club and request payment within the period of 28 days after receipt of the notification of the sum payable under these rules as the first year's annual subscription (or one half of the annual subscription as provided in Rule 6 (7) hereof).
- (7) If the nomination is rejected by the Committee, the Secretary shall, with as little delay as possible, notify the nominee in writing that he is not accepted for membership of the Club and refund to him the entrance fee accompanying the application.
- (8) The Secretary shall, upon payment of the amount referred to in sub-clause (7) within the period referred to in that sub-clause -
- (a) enter the nominee's name in the register of members kept by him and, upon the name being so entered, the nominee becomes a member of the Club; and
  - (b) issue the new member a membership ticket or medallion.
- (9) A right, privilege, or obligation of a 'person by reason of his membership of the Club -
- (a) is not capable of being transferred or transmitted to another person, save as hereinafter provided;
  - (b) terminates upon the cessation of his membership whether by death or resignation or otherwise.
- (10) Members of the Club shall be divided into the following classes and shall enjoy all such rights and privileges as are granted to and shall be subject to such restrictions placed upon the class of membership to which they belong -
- (a) "Playing members" who shall enjoy the following rights and privileges -
    - (i) the right to vote on any and all matters at any general meeting of the Club;
    - (ii) the right to propose persons for membership of the Club;

- (iii) the right to nominate members for election as officers of the Club;
  - (iv) the right to stand for any office of the Club;
  - (v) the right to entry on to and use of the courts and clubroom facilities, subject to the by-laws of the Club and the directions given for the use of courts and clubroom facilities by the Committee or its delegates; and
  - (vi) the right to participate in all tournaments and other competitions organised by the Club, or conducted upon the club courts, subject to the rules of a particular tournament or competition, and subject to selection (where appropriate) by the nominated selection committee.
- (b) "Junior members" who shall enjoy all the rights and privileges of playing members, save that they shall not be entitled to -
- (i) vote at a general meeting of the Club on any matter whatsoever;
  - (ii) nominate members for election as officers of the Club;
  - (iii) propose persons for membership of the Club; or
  - (iv) hold any office in the Club.
- (c) "Non-playing members" who shall have the right of entry on to and the use of clubroom facilities, subject to the by-laws of the Club and directions given for the use of clubroom facilities by the Committee or its delegates.
- (d) "Life members" who shall enjoy all the rights and privileges of playing members and be exempt from payment of annual subscriptions, but not from payment of other charges.
- (e) "Honorary members" who shall enjoy all the rights and privileges of playing members and be exempt from payment of annual subscriptions, but not from payment of other charges.
- (f) "Family membership" which shall entitle a person and his spouse to all the rights and privileges of playing members and all their children shall be entitled until the age of 18 years or 25 years if a full-time student, to all the rights and privileges of and be subject to the restrictions placed upon junior members and student members, respectively.
- (g) "Family life membership" which shall entitle a person and his spouse to all the rights and privileges of life members and shall entitle their children to the rights and privileges endowed by family membership.
- (h) "Honorary family life membership" which shall entitle a family to all the rights and privileges of family life membership and be exempt from the payment of the fee for such membership, but not from the payment of other charges.
- (i) "Student members" who shall enjoy all the rights and privileges of playing members save that they shall not be entitled to
- (i) vote at a general meeting of the Club on any matter whatsoever;
  - (ii) nominate members for election as officers of the Club;
  - (iii) propose persons for membership of the Club; or

- (iv) hold any office in the Club.
- (j) "Senior members" who shall enjoy all the rights and privileges of playing members once they have achieved 10 years consecutive membership. Prior to achieving this they shall enjoy all the rights and privileges of playing members save that they shall not be entitled to
  - (i) vote at a general meeting of the Club on any matter whatsoever;
  - (ii) nominate members for election as officers of the Club;
  - (iii) propose persons for membership of the Club; or
  - (iv) hold any office in the Club.
- (k) "Mid-Week Social members" who shall have the right of entry on to and the use of courts and clubroom facilities on weekdays, subject to the by-laws of the Club and directions given for the use of courts and clubroom facilities by the Committee or its delegates.
- (l) "Night Competition members" who shall have the right of entry on to and the use of courts and clubroom facilities on weekdays and Sunday afternoon, subject to the by-laws of the Club and directions given for the use of courts and clubroom facilities by the Committee or its delegates.
- (m) "Sponsor membership" which shall entitle a sponsor, approved by the Committee as hereinafter provided, to -
  - (i) all the rights and privileges of family membership for himself, his spouse and his children; or
  - (ii) should the sponsor not have the need or wish to take up family membership, he shall be entitled to nominate another family who shall be entitled to all the rights and privileges of family membership; or
  - (iii) should the sponsor not have the need or wish to take up family membership himself or nominate another family for such membership, he shall be entitled to nominate two persons (including himself if he wishes) and such persons shall be entitled to a playing membership and he shall be further entitled to nominate up to two further persons who shall be entitled to junior membership or student membership, provided that the persons so nominated qualify for membership of those classes of membership, as provided in sub-clause (12) (a) and sub-clause (12) (b) hereof respectively;

and should a sponsor renew his sponsorship of the Club, as hereinafter provided, the sponsor shall upon renewal of his sponsorship be entitled to transfer his entitlement to membership, as hereinbefore provided, to other persons, provided that nothing in these Rules shall entitle the persons previously nominated to any rights and privileges of members of the Club, save as hereinafter provided.

- (11) Membership of a particular class of membership shall be restricted as follows -
  - (a) in the case of junior membership, to persons of 18 years of age or less at the date of admission to or renewal of membership and an applicant for this class of membership shall provide to the committee such proof of age as is deemed necessary by the Committee.
  - (b) in the case of student membership to persons of 25 years of age or less who are full-time students and who can provide to the Committee proof of holding a Student Card at the date of admission to or renewal of membership.

- (c) in the case of life membership, a life member must be elected at a general meeting of the Club and the resolution of his election must be passed by a majority of not less than 4/5ths of the members of the Club present and entitled to vote.
- (d) In the case of honorary membership or honorary family life membership, an honorary member or family must be elected by the Committee; his, her or their membership shall not be of more than 2 years' duration; and may be renewed at the discretion of the Committee. Any person who has been a member of the Club (including Elsternwick Tennis Club) for 50 years shall be made an Honorary Life Member.
- (e) In the case of senior membership to persons who have reached 70 years of age.
- (f) In the case of night competition membership to persons who participate in one of Monday, Tuesday or Thursday night competitions or any other night competition if it is established.
- (g) In the case of sponsor membership -
  - (i) a sponsor must be approved by the Committee;
  - (ii) should the sponsor nominate another family or other persons for membership as provided in clause 3 (ii) (j) hereof, the sponsor shall advise the secretary in writing of the full names, addresses, telephone numbers and occupations of the members of the family or other persons so nominated and the family or other persons so nominated must be approved by the Committee;
  - (iii) the Committee shall not approve a sponsor for membership unless his sponsorship for the Club is equal to or greater than the annual subscription for family membership;
  - (iv) such membership shall not be of more than one year's duration and may be renewed at the discretion of the Committee;
  - (v) upon expiration of such membership neither the sponsor, nor his family nor any other persons nominated by the sponsor for membership as hereinbefore provided, shall be entitled to any rights and privileges of members of the Club save as provided in the following sub-paragraph; and
  - (vi) where a sponsor, his family or other persons nominated by the sponsor for membership as hereinbefore provided, have, immediately prior to becoming a sponsor or a person so nominated by the sponsor, been a member of the Club, those persons shall be entitled to resume their membership of the Club at the expiration of their sponsor membership, without being required to pay entrance fees, upon written application been lodged with the Secretary of the Club to resume such membership.
- (12) The number of families admitted to family life membership, be it honorary or otherwise, shall be limited to 10.
- (13) Members seeking to transfer from one class of membership to another shall lodge a written application with the Secretary of the Club together with the appropriate entrance fee as provided in Rule 6 (2) hereof and thereafter the application shall be dealt with in the same manner as if the application is a nomination for membership of the Club.

#### ENTRANCE FEES AND ANNUAL SUBSCRIPTIONS

- 6. (1) The entrance fee shall be an amount equal to the annual subscription for the class of membership of which the applicant seeks to become a member PROVIDED HOWEVER that the Committee shall have the power from time to time to defer the entrance fee as it deems fit.

- (2) The entrance fees for members seeking to transfer from one class of membership to another, shall be -
  - (a) from junior or student membership to playing membership, no entrance fee shall be payable;
  - (b) from junior membership to student membership no entrance fee shall be payable;
  - (c) from non-playing membership to playing membership the full entrance fee for playing membership less the entrance fee paid by the member on being admitted as a non-playing member;
  - (d) from playing membership to family membership no entrance fee shall be payable provided that both the member and spouse are playing members. In the event of one or other of them not being a playing member the entrance fee shall be one half of the entrance fee for family membership; and
  - (e) where members seek to transfer between classes of membership not provided for above the Committee may fix such entrance fee as is reasonable in the circumstances.
- (3) A once only fee shall be payable for family life membership, which fee shall include the entrance fee.
- (4) The fee for family life membership shall be fixed by the committee if and when called upon to do so by an applicant for such membership and the Club may, by resolution passed at a general meeting ratify or amend the amount of such fee as fixed by the Committee.
- (5) The annual subscription for the various classes of membership shall be determined from time to time by the Committee.
- (6) The Committee may increase the annual subscription for each class of membership, from time to time, but not more than once annually, by an amount not exceeding 20 per centum of the annual subscription for that category at the time of the proposed increase.
- (7) Annual subscriptions shall cover the period from the 1st day of September to the 31st day of August in the following year with the proviso that any member joining after the 1st day of March in the year shall be entitled to membership until the 31st day of August in that year on payment of one-half of the annual subscription in addition to the full entrance fee.
- (8) Annual subscriptions shall be due and payable in advance on the 1st day of September in each year and any member whose subscription is in arrears shall not be entitled to attend any general meeting of the Club and, after having received one month's notice from the Secretary may be excluded by the Committee from the rights and privileges of membership until the annual subscription has been paid or may have his or her membership cancelled.
- (9) A member may apply to the Committee for payment of the annual subscription in a way other than a full year in advance and the Committee may, if it considers the circumstances warrant any concession, make such arrangements concerning the payment as it thinks fit.
- (10) Upon payment of the annual subscription, or where annual subscriptions are not payable by a member, as soon as practicable after the 1st day of September, the secretary shall issue to financial members, a membership ticket or medallion for the current year.
- (11) The Club, may by resolution passed at a general meeting of the Club, impose a levy on members, or on particular classes of members, provided that no such levy shall exceed an amount of \$100.00 per member by itself or in aggregate with any other levies that may have been imposed in the same financial year.



- (12) The Committee shall be empowered to impose fees, as it considers desirable, such as ball fees, competition fees and the like and upon the Committee striking a fee for a particular matter, such member upon whom the charge falls shall pay the fee promptly.

#### REGISTER OF MEMBERS

7. The Secretary shall keep and maintain a register of members in which shall be entered -
- (a) the full name of each member;
  - (b) the address, telephone number, mobile telephone number and email address of each member;
  - (c) the class of membership to which each member belongs; and
  - (d) the date of entry of each member to the Club,

and the register shall be available for inspection by members at the address of the Secretary.

#### RESIGNATION AND EXPULSION OF MEMBERS

8. (1) A member of the Club who has paid all monies due and payable by him to the Club may resign from the Club by first giving one month's notice in writing to the Secretary of his intention to resign and upon the expiration of that period of notice, the member shall cease to be a member.
- (2) Upon the expiration of a notice given under sub-clause (1) 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.
9. (1) Subject to these rules, if the Committee is of the opinion that a member has refused or neglected to comply with these rules, or has been guilty of conduct unbecoming a member or prejudicial to the interests of the Club, the committee may by resolution -
- (a) reprimand a member of the Club;
  - (b) expel a member from the Club;
  - (c) suspend a member from membership of the Club for a specified period; or
  - (d) fine a member in accordance with the Regulations, if the Committee is of the opinion that the member -
    - (i) has refused or neglected to comply with these rules or any by-laws of the Club; or
    - (ii) has been guilty of conduct unbecoming a member or prejudicial to the interests of the Club.
- (2) A resolution of the Committee under sub-clause (1) -
- (a) does not take effect unless the 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 (3) confirms the resolution in accordance with this clause; and
  - (b) where the member exercises a right of appeal to the Club under this clause does not take effect unless the Club confirms the resolution in accordance with this clause.
- (3) Where the Committee passes a resolution under sub-clause (1), the Secretary shall, as soon as practicable, cause to be served on the member a notice in writing -

- (a) setting out the resolution of the Committee and the grounds on which it is based;
  - (b) stating that the member may address the Committee at a meeting to be held not earlier than 14 and not later than 28 days after service of the notice;
  - (c) stating the date, place and time of that meeting; and
  - (d) informing the member that he may do one or more of the following -
    - (i) attend that meeting;
    - (ii) give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution;
    - (iii) not later than 24 hours before the 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.
- (4) At a meeting of the Committee held in accordance with sub-clause (2), the Committee -
- (a) shall give to the member an opportunity to be heard;
  - (b) shall give due consideration to any written statement submitted by the member; and
  - (c) shall by resolution determine whether to confirm or to revoke the resolution.
- (5) Where the Secretary receives a notice under sub-clause (3) (d) (iii), he shall notify the Committee and the Committee shall convene a general meeting of the Club held within 21 days after the date on which the Secretary receives the notice.
- (6) At a general meeting of the Club convened under sub-clause (5) -
- (a) no business other than the question of the appeal shall be transacted;
  - (b) the Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
  - (c) the member shall be given an opportunity to be heard; and
  - (d) the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (7) If at the general meeting -
- (a) two-thirds of the members vote in person or by proxy in favour of the confirmation of the resolution, the resolution is confirmed; and
  - (b) in any other case, the resolution is revoked.
- (8) Should a member cease to be a member of the Club for any cause he shall forthwith return his membership ticket or medallion to the Secretary.

#### DISPUTES AND MEDIATION

10. (1) The grievance procedure set out in this rule applies to disputes under these Rules between -

- (a) a member and another member; or
  - (b) a member and the Club.
- (2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
  - (3) 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.
  - (4) The mediator must be-
    - (a) a person chosen by agreement between the parties; or
    - (b) in the absence of agreement-
      - (i) in the case of a dispute between a member and another member, a person appointed by the committee of the Club; or
      - (ii) in the case of a dispute between a member and the Club, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
  - (5) A member of the Club can be a mediator.
  - (6) The mediator cannot be a member who is a party to the dispute.
  - (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
  - (8) 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.
  - (9) The mediator must not determine the dispute.
  - (10) 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 or otherwise at law.

#### ANNUAL GENERAL MEETING

11. (1) The Club shall in each calendar year convene an annual general meeting of its members.
- (2) The annual general meeting shall be held on such day as the Committee determines.
- (3) The annual general meeting shall be specified as such in the notice convening it.
- (4) The ordinary business of the annual general meeting shall be
  - (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
  - (b) to receive from the Committee reports upon the transactions of the Club during the last preceding financial year;
  - (c) to declare the result of the election or to elect officers of the Club and the ordinary members of the Committee;

- (d) to receive and consider the annual financial statement submitted by the Club in accordance with the Act; and
  - (e) to elect the auditor for the Club if required under the Act who shall review and report on the Club's financial statements as required by the Act.
- (5) The annual general meeting may transact special business of which notice is given in accordance with these rules.
  - (6) The annual general meeting shall be in addition to any other general meetings that may be held in the same year.

#### SPECIAL GENERAL MEETING

- 12. All general meetings other than the annual general meeting shall be called special general meetings.
- 13.
  - (1) The 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.
  - (2) The Committee must, on the request in writing of members representing not less than 10 per cent of those entitled to vote at general meetings convene a special general meeting of the Club.
  - (3) 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.
  - (4) If the Committee does not cause a special general meeting to be held within one 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.
  - (5) 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 Committee and all reasonable expenses incurred in convening the meeting shall be refunded by the Club to the persons incurring the expenses.

#### NOTICE OF MEETING

- 14.
  - (1) The Secretary of the Club, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a general meeting of the Club, must cause to be sent to each member of the Club, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
  - (2) Notice may be sent –
    - (a) by prepaid post to the address appearing in the register of members; or
    - (b) if the member requests, by facsimile or electronic transmission.
  - (3) The Secretary shall also post such notice on the notice board in the club house.
  - (4) The Secretary shall serve with the notice of the annual general meeting a copy of the annual financial statement of the Club to be considered at such meeting.

- (5) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- (6) A member desiring to bring any business before a meeting may give notice of that business in writing to the Secretary, who shall include all that business in the notice calling the next general meeting after the receipt of such notice.

#### PROCEEDINGS AT MEETING

- 15. (1) 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 specifically referred to in these rules as being the ordinary business of the annual general meeting shall be deemed to be special business.
- (2) 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.
- (3) Eight members personally present (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (4) 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 by 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 hearing 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.
- 16. (1) The President, or in his absence, the Vice President shall preside as Chairman at each general meeting of the Club.
- (2) If the President and the Vice President are absent from a general meeting, the members present shall elect one of their number to preside as Chairman at the meeting.
- 17. (1) The Chairman of the 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.
- (2) 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 a general meeting.
- (3) Except as provided in sub-clauses (1) and (2), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 18. 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 favor of, or against, that resolution.
- 19. (1) Upon any question arising at a general meeting of the Club, a member has only one vote.
- (2) All votes shall be given personally or by proxy.
- (3) In the case of an equality of voting on a question the Chairman of the meeting is entitled to exercise a second casting vote.

20. (1) If at a meeting a poll on any question is demanded by not less than 3 members, 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.
- (2) 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.
21. A member is not entitled to vote at any general meeting unless all monies due and payable by him to the Club have been paid.
22. (1) Each member shall be entitled to appoint another member as his proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy shall be in the form set out in Appendix 2.

#### COMMITTEE OF MANAGEMENT

23. (1) The affairs of the Club shall be managed by a Committee of Management constituted as provided in Rule 24.
- (2) The Committee
- (a) shall control and manage the business and affairs of the Club;
  - (b) 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;
  - (c) subject to these rules, the Regulations and the Act, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Club;
  - (d) may appoint sub-committees consisting of persons who are members of the committee and other members of the Club in such numbers and proportions and for such time as it thinks fit;
  - (e) may delegate to the sub-committee or sub-committees that it appoints such of its powers and duties as it may determine as desirable; and
  - (f) may make by-laws for any purpose deemed necessary for the control and management of the business and affairs of the Club and may alter amend or rescind such by-laws as is necessary and such by-laws, provided they are not inconsistent with these rules or the Regulations or Act, shall be binding on the members of the Club.
24. (1) The officers of the Club shall be
- (a) a President;
  - (b) the immediate past President;
  - (c) a Vice President;
  - (d) a Secretary; and
  - (e) a Treasurer.

- (2) The provisions of Rule 25 so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices mentioned in sub-clause (1).
  - (3) Each officer of the Club shall hold office until the annual general meeting next after the date of his election but is eligible for re-election.
  - (4) In the event of a casual vacancy in any office referred to in sub-clause (1), the 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.
25. (1) Subject to the Act the Committee shall consist of -
- (a) the officers of the Club; and
  - (b) 9 ordinary members -
- each of whom, save for the immediate past President, shall be elected at the annual general meeting of the Club in each year.
- (2) Each ordinary member of the Committee shall, subject to these rules, hold office until the annual general meeting next after the date of his election but is eligible for re-election.
  - (3) In the event of a casual vacancy occurring in the office of an ordinary member of the Committee, the Committee may appoint a member of the Club to fill the vacancy and the member so appointed shall hold office, subject to the rules, until the conclusion of the annual general meeting next following date of his appointment.
  - (4) In addition honorary life committee men, as hereinafter provided, shall be ex-officio members of the Committee and shall be entitled to receive notice of and minutes of all Committee meetings.
  - (5) The members may at any general meeting of the Club elect any life member of the Club to the position of honorary life committee man, provided that the resolution is carried by at least 4/5ths of the members present at the meeting and entitled to vote.

#### ELECTION OF OFFICERS AND VACANCY

26. (1) The Secretary shall send out a notice at least 14 days before the annual general meeting calling for nominations for officers of the Club.
- (2) Nominations of candidates for election as officers of the Club or as ordinary members of the Committee -
- (a) shall be made in writing, signed by two members of the Club entitled to do so and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination);
  - (b) shall be delivered to the Secretary of the Club not less than 7 days before the date fixed for the holding of the general meeting; and
  - (c) the Secretary shall post all nominations on the notice board in the club house within 24 hours of the closing time for the receipt of nominations.
- (3) If the number of nominations exceeds the number of vacancies to be filled a ballot shall be held.
- (4) A ballot for the election of officers and ordinary members of the Committee shall be conducted in the following manner -
- (a) the ballot shall be a secret preferential ballot;

- (b) not less than 5 days before the date fixed for the holding of the annual general meeting the Secretary shall serve ballot papers upon all members entitled to vote;
  - (c) complete ballot papers must be returned to the Secretary not later than one hour prior to the date and time fixed for the annual general meeting;
  - (d) the completed ballot papers shall be checked and votes recorded by three scrutineers, who shall be members of the Club, other than nominees, and who shall be appointed by the Committee; and
  - (e) the results of the elections and the names of the officers of the Club shall be declared at the annual general meeting.
- (5) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.
  - (6) If the number of nominations received is equal to the numbers of vacancies to be filled, the persons nominated shall be deemed to be elected.
  - (7) If the number of nominations received at the annual general meeting exceeds the number of vacancies to be filled, a ballot shall be held at the annual general meeting in such usual and proper manner as the Committee may direct.
  - (8) A nomination of a candidate for election under this clause is not valid if that candidate has been nominated for another office for election at the same election.
27. For the purpose of these rules, the office of an officer of the Club or of an ordinary member of the Committee becomes vacant if the office or member:
- (a) ceases to be a member of the Club;
  - (b) becomes an insolvent under administration within the meaning of the Companies (Victoria) Code; or
  - (c) resigns his office by notice in writing given to the Secretary.

#### PROCEEDINGS OF COMMITTEE

28. (1) The Committee shall meet at least once each month at such place and such time as the Committee may determine.
- (2) Special meetings of the Committee may be convened by the Secretary or by the President or by a request from a majority of the members of the Committee at any other time.
- (3) Notice shall be given to members of the 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.
- (4) The quorum for a Committee meeting is the presence of a majority of the Committee members holding office.
- (5) 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.
- (6) At meetings of the Committee



- (a) the President or in his absence the Vice President shall preside; or
- (b) if the President and the Vice-President are absent, such one of the remaining members of the Committee as may be chosen by the members present shall preside.
- (7) Questions arising at a meeting of the Committee or of any sub-committee appointed by the 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.
- (8) Each member present at a meeting of the Committee or any sub-committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (9) Written notice of each committee meeting shall be served on each member of the Committee by delivering it to him at a reasonable time before the meeting or by sending it by pre-paid post addressed to him at his usual or last known place of abode at least two business days before the date of the meeting.
- (10) Should any member of the Committee fail to attend for three consecutive monthly meetings without the consent of the Committee, his seat may be declared vacant and the Committee shall have power to fill such vacancy in accordance with Rule 24 (4).
- (11) Subject to the sub-clause (4) the Committee may act notwithstanding any vacancy on the Committee.

#### SECRETARY

29. The Secretary of the Club shall -

- (1) 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;
- (2) Conduct all correspondence of the Club and keep all inward correspondence and copies of all outward correspondence;
- (3) Prepare reports and notices of all proceedings of the Club and notices of all meetings to be issued; and
- (4) Maintain the register of members.

#### TREASURER

30. (1) The Treasurer of the Club shall -

- (a) collect and receive all monies due to the Club and shall deposit all such monies to the credit of the Club in such bank as the Committee from time to time determines;
- (b) make all payments authorised by the Club, which payments, save for petty cash disbursements, shall be made by cheque;
- (c) 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;
- (d) prepare an annual financial statement to be submitted in accordance with the Act for each year to 31st August for submission to the members at the annual general meeting for approval; and

- (e) prepare a financial budget for the current year for submission to the members at the annual general meeting.
- (2) The accounts and books referred to in sub-clause (1) shall be available for inspection by members.

#### REMOVAL OF MEMBER OF COMMITTEE

- 31. (1) The Club in general meeting may by resolution remove any member of the Committee before the expiration of his term of office and appoint another member in his stead to hold office until the expiration of the term of the first-mentioned member.
- (2) Where the member to whom a proposed resolution referred to in sub-clause (1) make 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 so sent, the member may require that they be read out at the meeting.

#### CHEQUES

- 32. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two of the President, Vice President, Secretary, Treasurer or by such other person or persons as the Committee may from time to time determine.

#### SEAL

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

#### NOTICES

- 34. (1) 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.
- (2) 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 which the letter would have been delivered in the ordinary course of post.

#### WINDING UP OR CANCELLATION

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

### CUSTODY OF RECORDS

36. Except as otherwise provided in these Rules, the Secretary shall keep in his custody or under his control all records, books, documents and securities of the Club. All Club members shall be permitted access to and be allowed to make copies of said records, books, documents and securities of the Club upon request.

### FUNDS

37. (1) The funds of the Club shall be derived from entrance fees, annual subscriptions, donations, levies, and subject to these Rules, such other sources as the Committee determines.
- (2) The Committee may authorise the borrowing of money by the Club at such time and for such amounts and upon such terms and conditions as it thinks fit.
- (3) The total sums borrowed pursuant to sub-clause (2) shall not exceed \$5,000.00 at any one time, unless the Committee is duly authorised at a general meeting of the Club to exceed such sum.
- (4) No member shall receive any remuneration or reward from the funds of the Club for representing the Club in pennant or other competitions unless such funds have been obtained from sponsors for the specific purpose of such payment.
- (5) The funds of the Club can only be held in a current account or on deposit with a major Australian trading bank (i.e. National Australia Bank, ANZ Banking Group Limited, Westpac Banking Corporation, Commonwealth Bank Limited). This clause precludes all other forms of investment.

### GENERAL

38. The Tennis Australia Member Protection By-Law is adopted, as amended from time to time, as a By-Law of Dendy Park Tennis Club Inc.

### MEMBER'S ACCESS TO MINUTES

39. All Club members shall be entitled to access and make copies of the minutes of general meetings (including any submitted financial statements) of the Club upon request.
40. All Club members may request access to the minutes of Committee meetings. Upon receiving such a request, the Committee may, at its absolute discretion, decide to permit or refuse the request.

### SALE OF LIQUOR

41. Liquor may pursuant to and in accordance with a permit issued under the Liquor Control Reform Act 1998 be sold, supplied or disposed of in the Club premises and such permit shall be clearly displayed in a prominent part of the said premises.
42. A visitor to the Club shall not be supplied with liquor unless -
- (1) The name of the visitor has been entered in a book kept by the Club for that purpose, and the member at whose invitation the visitor is present in the Club premises has signed his name opposite the name of the visitor in that book; and
- (2) The visitor is in the presence of the member introducing such visitor.
43. A member shall not introduce more than three visitors to the club premises on any one day during the period within which liquor may be supplied under the permit.

44. No liquor shall be sold or supplied to any person under 18 years of age.
45. The club premises shall be conducted so as to ensure that any escape of noise from the premises does not disturb the peace and quiet of the neighbourhood.
46. No liquor shall be sold or supplied for consumption elsewhere than on the club premises unless such liquor is removed from the premises of the club by the member purchasing the same.
47. For the purpose of these rules the word "club premises" appearing therein shall be deemed to mean such portion of the premises of the Club as is for the time being "licensed premises" or "licensed victuallers premises" within the meaning of the Liquor Control Reform Act 1998.
48. For the purpose of these rules the word "liquor" where appearing therein shall be deemed "liquor" within the meaning of the Liquor Control Reform Act 1998.

APPENDIX 1

Application for membership of DENDY PARK TENNIS CLUB INCORPORATED

[Insert current version](#)

APPENDIX 2

FORM OF APPOINTMENT OF PROXY

I .....of

being a member of DENDY PARK TENNIS CLUB INCORPORATED

hereby appoint ..... of

being a member of the Club, as my proxy to vote for me on my behalf at the general meeting of the Club (annual general meeting or special general meeting, as the case may be) to be held on the ..... day of

.....20 ..... and at any adjournment of that meeting.

My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (Insert details).

Signed .....

The ..... day of .....20