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### ASSOCIATIONS INCORPORATION ACT 1981 - SCHEDULE 3

#### RULES OF MONASH UNIVERSITY TENNIS CLUB (INCORPORATED)

##### 1. NAME

The name of the Association is MONASH UNIVERSITY TENNIS CLUB (INCORPORATED).

##### 2. INTERPRETATION AND DEFINITIONS

- (1) In these rules, unless the contrary intention appears:-
  - "Committee" means the Committee of Management of the Association.
  - "Financial year" means the year ending on September 30th.
  - "General Meeting" means a general meeting of members convened in accordance with Rule 11.
  - "Member" means a member of the Association.
  - "General Committee Member" means a member of the Committee who is not an officer of the Association under Rule 21.
  - "The Act" means the Associations Incorporation Act 1981.
  - "The Regulations" means regulations under the act.
- (2) In these Rules, a reference to the secretary of an Association is a reference:-
  - (a) where a person holds office under these Rules as secretary of the Association - to that person; and
  - (b) in any other case, to the public officer of the Association.
- (3) 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. MEMBERSHIP

- (1) A natural person shall be deemed to be a member of the Association:-
  - (a) on payment of membership fees and any other fee payable under these rules and;
  - (b) the person has no outstanding debts owed to the Association and;
  - (c) the person is not currently suspended from membership under Rule 7.
- (2) Notwithstanding the generality of sub-rule 3(1), Honorary or Life membership of the Association may be conferred on any person upon recommendation of a simple majority of the Committee.
- (3) The Committee shall appoint a membership officer who shall be a member of the Association and, upon a person becoming a member of the Association, the membership officer shall enter the member's name in the register of members kept by him or her.
- (4) A right, privilege, or obligation of a person by reason of his or her membership of the Association:-
  - (a) is not capable of being transferred or transmitted to another person;
  - (b) terminates upon the cessation of his or her membership whether by death or resignation or otherwise.

##### 4. MEMBERSHIP FEES

- (1) The Committee, unless otherwise directed by a general meeting, shall determine membership fees and any other fees it considers applicable.
- (2) All memberships commencing in a particular calendar year shall expire no later than February 28th of the following year unless otherwise determined by the Committee.
- (3) No fees paid will be refunded or partially refunded except under conditions determined by the Committee.

##### 5. REGISTER OF MEMBERS

- (1) The membership officer shall keep and maintain a register of members containing:-
  - (a) the contact details of each member including name, postal address, email address and phone numbers;
  - (b) the date of birth of each member;
  - (c) the date of commencement of each membership;
  - (d) the date of expiry of each membership.

- (2) The register will be available for inspection free of charge by any member upon request.
- (3) Each member shall promptly advise the membership officer of any change of contact details.

## **6. RESIGNATION OF MEMBER**

- (1) A member of the Association who has paid all monies due and payable by him or her to the Association may resign from the Association by first giving one month's notice in writing to the secretary of his or her 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-rule (1), the membership officer 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.

## **7. DISCIPLINE, SUSPENSION AND EXPULSION OF MEMBERS**

- (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 Association, then the Committee may by resolution:-
  - (a) expel that member from the Association;
  - (b) suspend that member from membership of the Association for a specified period; or
  - (c) fine that member in accordance with the Regulations
- (2) A resolution of the Committee under sub-rule (1) does not take effect unless:-
  - (a) 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-rule (3) confirms the resolution in accordance with this rule; and
  - (b) if the member exercises a right of appeal to the Association under this rule the Association confirms the resolution in accordance with this rule.
- (3) Where the Committee passes a resolution under sub-rule (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, or his or her representative, 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;
  - (d) informing the member that he or she 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 that meeting, lodge with the secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.
- (4) At a meeting of the Committee held in accordance with sub-rule (2), the Committee:-
  - (a) shall give to the member, or his or her representative, 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 of appeal under sub-rule (3), the secretary shall notify the Committee and the Committee shall convene a general meeting of the Association to be held within 21 days after the date on which the secretary received the notice.
- (6) At a general meeting of the Association convened under sub-rule (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, or his or her representative, shall be given an opportunity to be heard; and
  - (d) the members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (7) A resolution is confirmed if, at the general meeting, not less than two-thirds of the members vote in person or by proxy in favour of the confirmation of the resolution. In any other case, the resolution is revoked.

## **8. ANNUAL GENERAL MEETING**

- (1) The Association shall in each calendar year convene an annual general meeting for 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 Association during the last preceding financial year;
  - (c) to elect officers of the Association and General Committee Members; and
  - (d) to receive and consider the statement submitted by the Association in accordance with section 30(3) of 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**

9. All general meetings other than the annual general meeting shall be called special general meetings.
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  - (1) The Committee may, whenever it thinks fit, convene a special general meeting of the Association and, where, but for this sub-rule, more than 15 months would elapse between annual general meetings, shall convene a special general meeting before the expiration of that period.
  - (2) The Committee shall, on the requisition in writing of members representing not less than 5% of the total number of members, convene a special general meeting of the Association.
  - (3) The requisition for a special general meeting must:-
    - (a) state the objects of the meeting;
    - (b) be signed by the members requesting the meeting;
    - (c) be sent to the address of the Secretary.
  - (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 Association to the persons incurring expenses.

## **11. NOTICE OF MEETING**

- (1) The Secretary of the Association shall, at least 14 days, or at least 21 days if a special general meeting of the Association has been convened under Rule 7(5), before the date fixed for holding a general meeting of the Association, cause to be sent to each member of the Association a notice stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting. Notice shall be sent by electronic transmission or, if the member requests, by prepaid post to the address appearing in the register of members.
- (2) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- (3) A member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the secretary of that business, who shall include that business in the notice calling the next general meeting after the receipt of the notice.

## **PROCEEDINGS AT MEETINGS**

### **12. SPECIAL BUSINESS, QUORUM**

- (1) All business that is transacted at a special general meeting and all business that is transacted at the annual general meeting, except for business transacted under the rules as ordinary business of the annual general meeting, is 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) Five 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:-
  - (a) in the case of a meeting convened upon the request of members, the meeting must be dissolved; and
  - (b) in any other case, the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson 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.If at the adjourned meeting convened under (b), 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.

### **13. PRESIDING AT MEETING**

- (1) The President, or in the President's absence, the Vice-President, shall preside as Chairperson at each general meeting of the Association.
- (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 Chairperson at the meeting.

### **14. ADJOURNMENT OF MEETING**

- (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than unfinished business from the adjourned meeting.
- (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 the general meeting.
- (3) Except as provided in sub-rules (1) and (2), it is not necessary to give notice of adjournment or of the business to be transacted at an adjourned meeting.

### **15. MANNER OF DETERMINING WHETHER RESOLUTION CARRIED**

A question arising at a general meeting of the Association 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 Chairperson 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 Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

### **16. VOTING AT MEETING**

Upon any question arising at a general meeting of the Association:-

- (a) a member has one vote only;
- (b) all votes shall be given personally or by proxy;
- (c) in the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.

### **17. POLL AT GENERAL MEETINGS**

- (1) If at a meeting a poll on any question is demanded by not less than three members, it shall be taken at that meeting in such manner as the Chairperson 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 Chairperson or on a question of an adjournment shall be taken immediately and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairperson may direct.

- 18.** A member is not entitled to vote at any general meeting unless all monies due and payable by him or her to the Association have been paid.

## **19. PROXIES**

- (1) Each member shall be entitled to appoint another member as his or her 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.

## **20. COMMITTEE OF MANAGEMENT**

- (1) The affairs of the Association shall be managed by a Committee of Management constituted as provided in Rule 21.
- (2) The Committee:-
  - (a) shall control and manage the business and affairs of the Association;
  - (b) may, subject to these rules, the regulations and the Act, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these rules to be exercised by general meetings of the members of the Association; and
  - (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 Association.

## **21. OFFICE HOLDERS**

- (1) The officers of the Association shall be:-
  - (a) a President;
  - (b) a Vice-President;
  - (c) a Treasurer; and
  - (d) a Secretary.
- (2) The provisions of Rule 23 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-rule (1).
- (3) Each officer of the Association shall hold office until the annual general meeting next after the date of the officer's election but is eligible for re-election.
- (4) In the event of a casual vacancy in any office referred to in sub-rule (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 the member's appointment.

## **22.**

- (1) Subject to section 23 of the Act, the Committee shall consist of:-
  - (a) The officers of the Association, and
  - (b) 15 General Committee Members each of whom shall be elected at the annual general meeting of the Association in each year.
- (2) Each General Committee Member shall, subject to these rules, hold office until the annual general meeting next after the date of the member's election but is eligible for re-election.
- (3) In the event of a casual vacancy occurring in the office of a General Committee Member, the Committee may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the member's appointment.

## **23. ELECTION OF OFFICERS AND GENERAL COMMITTEE MEMBERS**

- (1) Nominations of candidates for election as officers of the Association or as General Committee Members shall be:-
  - (a) made in writing, signed by two members of the Association and be accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
  - (b) delivered to the secretary of the Association not less than 7 days before the date fixed for the holding of the annual general meeting.
- (2) 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.

- (3) 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.
- (4) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
- (5) The ballot for the election of officers and General Committee Members shall be conducted at the annual general meeting in such usual and proper manner as the Committee may direct.
- (6) A nomination of a candidate for election under this rule is not valid if that candidate has been nominated for another office for election at the same election.

## **24. VACANCIES**

For the purposes of these rules, the office of an officer of the Association or of a General Committee Member becomes vacant if the officer or member:-

- (a) ceases to be a member of the Association; or
- (b) becomes an insolvent under administration within the meaning of the Corporations Law; or
- (c) resigns from office by notice in writing given to the secretary.

## **25. PROCEEDINGS OF COMMITTEE**

- (1) The Committee shall meet at least 3 times in each year at such place and such times as the Committee may determine.
- (2) Special meetings of the Committee may be convened by the President or by any 2 members of the Committee.
- (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) A majority of members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- (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 the President's absence the Vice-President shall preside; or
  - (b) if the President and the Vice-President are absent, one of the remaining members of the Committee chosen by the members present shall preside.
- (7) Questions arising at a meeting of the Committee or 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 of any sub-committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote and, in the event of any equality of votes on any question, the person presiding may exercise a second or casting vote.
- (9) Notice of each committee meeting shall be given to each member of the Committee at least 2 business days before the date of the meeting.
- (10) Subject to sub-rule 4 the Committee may act notwithstanding any vacancy on the Committee.

## **26. SECRETARY**

The secretary of the Association 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.

## **27. TREASURER**

- (1) The Treasurer of the Association:
  - (a) shall collect and receive all monies due to the Association and make all payments authorised by the Association; and
  - (b) shall keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.
- (2) The accounts and books referred to in sub-rule (1) shall be available for inspection by members free of charge.

## **28. REMOVAL OF MEMBER OF COMMITTEE**

- (1) The Association in general meeting may by resolution remove any member of the Committee before the expiration of his or her term of office and appoint another member in his or her place 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-rule (1) makes representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and requests that they be notified to the members of the Association, the Secretary or the President may send a copy of the representations to each member of the Association or, if they are not so sent, the member may require that they be read out at the meeting.

## **29. CHEQUES**

All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two members of the Committee.

## **30. SEAL**

- (1) The Common Seal of the Association 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 either of two officers of the Association.

## **31. ALTERATION OF RULES AND STATEMENT OF PURPOSES**

These Rules and the Statement of Purposes of the Association shall not be altered unless approved by resolution at a general meeting and in accordance with the Act.

## **32. NOTICES**

- (1) A notice may be served by or on behalf of the Association upon any member either personally or by sending it by post to the member at the member's 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 at which the letter would have been delivered in the ordinary course of post.

## **33. WINDING UP OR CANCELLATION**

- (1) The income and property of the Association shall be used and applied solely in promotion of its purposes and the exercise of its powers as set out herein and no proportion thereof shall be distributed paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Association provided that nothing herein contained shall prevent the payment in good faith of interest to any such members in respect of monies advanced by him or her to the Association or otherwise owing by the Association or other person in return for any services actually rendered to the Association provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Association or reasonable and proper rent for premises demised or let to the Association or the provision of services to a member to which he or she would be entitled in accordance with the purposes if he or she were not a member.
- (2) If the Association shall be wound up in accordance with the provisions of the Act, and there remains, after satisfaction of all its debts and liabilities, any assets of the Association, the assets must be disposed of in accordance with the rules of Monash Sport.

## **34. CUSTODY OF RECORDS**

- (1) Except as otherwise provided in these Rules, the secretary shall keep in his or her custody or under his or her control all books, documents and securities of the Association.
- (2) All accounts, books, securities and any other relevant documents of the Association must be available for inspection free of charge by any member upon request.

- (3) A member may make a copy of any accounts, books, securities and any other relevant documents of the Association.

### **35. FUNDS**

The funds of the Association shall be derived from membership fees, donations and such other sources as the Committee determines.

### **36. AFFILIATION WITH MONASH SPORT**

The Committee shall determine the level of affiliation, if any, to be maintained with Monash Sport provided that the requirements for affiliation, as stipulated by Monash Sport, are in accordance with the Act, the Regulations and all other rules of the Association.

### **37. MEMBER PROTECTION BY-LAW**

Each rule contained in the Tennis Victoria Member Protection By-Law shall be a rule of the Association provided the rule is in accordance with the Act, the Regulations and all other rules of the Association.

### **38. LIABILITY**

Neither the Association, its members nor any of its officers or officials shall be liable for or responsible for any death, injury, debt, damage, cost, expense or liability whatsoever suffered by any member taking part in the activities of the Association whether on the grounds of Monash University or elsewhere.

### **39. DISPUTES AND MEDIATION**

- (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 Association.
- (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 under sub-rule (2), 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; or
    - (ii) in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (5) A member of the Association 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 in 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.