

# Princes Hill Tennis Club Inc Rules

September 2013  
**Amended 26 June 2020**

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### **Part A. Name of Club & Definitions**

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1. **The name of the Club is** Princes Hill Tennis Club Inc
2. Definitions:
  - 2.1 In these rules unless the context suggests otherwise:

“Act”	means the <i>Associations Incorporation Reform Act 2012</i> and the <i>Associations Incorporations Regulations</i> ;
“Club”	means the Princes Hill Tennis Club;
“Club-Premises”	means the land rented by the Club from the Council;
“Financial year”	means January to December;
“Committee ”	means the General Management Committee , the powers, duties, and rules of which are set out herein;
“Committee Member”	means a Member of the Committee;
“Council”	means the City of Melbourne;

<i>“Courts”</i>	means the tennis courts on the Club’s Premises;
<i>Domestic Resident</i>	means the adult domestic partners of a residence and their children who are under 18 or enrolled in full time tertiary studies;
<i>“Financial Member”</i>	means a Member who has paid the Annual subscription for the current year;
<i>General Meeting</i>	means the Annual General Meetings and the special General Meetings of the Club;
<i>“Member”</i>	means a Member of the Club;
<i>“Relevant document”</i>	means the same as in the Act;
<i>“Suburbs”</i>	means Princes Hill, Carlton, Parkville, Brunswick and any neighbouring suburbs as determined from time to time by the Committee ;

2.2 the singular includes the plural and vice versa;

2.3 a gender includes the other genders;

## **Part B. Statement of Purpose**

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3. The purposes for which the Club is formed are to:
- (a) maximize the use to be made of the courts by:
    - (i) the residents of the suburbs,
    - (ii) pupils attending Princes Hill High School, Princes Hill Primary School and other schools in the suburbs, and
    - (iii) Members of the general public;
  - (b) foster tennis generally at the Club’s premises;
  - (c) maintain the Courts and Club’s Premises;
  - (d) promote and foster the game of tennis generally, and in particular junior tennis, within the suburbs;
  - (e) co-operate and work together with other community organisations to foster the social wellbeing of the residence of the Suburbs.

## **Part C. Membership**

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4. There are four categories of Membership:
- (a) Single;
  - (b) Family;
  - (c) Student; and

(d) Honorary Life

**4A. The Committee can, from time to time, add and remove categories of Membership.<sup>1</sup>**

5. A Family Membership bestows on each Domestic Resident the same rights as a Single Member or a Student Member, whichever is relevant.
6. Natural persons are eligible to apply for Membership of the Club on payment of the entrance fee and annual subscription payable under these Rules.
7. All applications for Single, Family and Student Membership of the Club are to be:
  - (a) made in writing in any usual form as accepted by the Committee from time to time; and
  - (b) lodged with the Secretary.
8. The Secretary will refer all applications of Membership to the Committee.
9. The Committee will, in its absolute discretion, determine whether or not to approve or reject an application for Membership and will not be required to give any reason for the determination.
10. If the Committee approves an application for Membership the Secretary will, as soon as practicable:
  - (a) notify the applicant in writing of the approval;
  - (b) request payment of the sum payable under these Rules as the entrance fee (if any) and first year's annual subscription; and
  - (c) advise the applicant of the date for payment of the amounts required under Rule 10(b).
11. On receipt of the amounts referred to in rule 10(c):
  - (a) the applicant becomes a Member; and
  - (b) the Secretary will enter the applicant's name in the register of Members.
12. All rights, privileges, and obligations of a person by reason of Membership of the Club:
  - (a) are incapable of being transferred or transmitted to another person; and
  - (b) terminate upon the cessation of Membership whether by death or resignation or otherwise.
13. Any 2 Members may nominate for Honorary Life Membership any other Member who has rendered sustained, significant and exceptional service to the Club over a period greater than 15 years.

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<sup>1</sup> Added by resolution at 2020 AGM.

- (a) A nomination for Honorary Life Membership must:
    - (i) be in writing addressed to the Secretary;
    - (ii) be signed by 2 Members who are not the nominee;
    - (iii) include the name of the nominee and the names of the 2 nominators; and
    - (iv) set out the outstanding service to the Club rendered by the nominee.
  - (b) The Committee will consider the application for Honorary Life Membership and resolve whether or not to recommend the nominee for Honorary Life Membership.
  - (c) If the Committee resolves to recommend a Member for Honorary Life Membership the recommendation will be put to the vote of Members in General Meeting.
  - (d) Honorary Life Members will enjoy the privileges of Single Membership and will not be required to pay annual subscriptions.
14. The Club will have a Members Register:
- (a) which is kept and maintained by the Secretary;
  - (b) in which is entered each Member's:
    - (i) full name and address;
    - (ii) date of entry and cessation as a Member; and
    - (iii) category of Membership; and
  - (c) which is available for inspection by the Members on written request to the Secretary.
15. Subject to the bylaws governing bookings and the use of the Courts Members will have the right to:
- (a) free admission to the Club Premises and use of the Court at all times;
  - (b) invite visitors to use the Courts (for a fee) and Club facilities;
  - (c) attend, speak, and vote at all General Meetings;
  - (d) attend social functions of Club;
  - (e) play in social and competition tournaments conducted by the Club; and
  - (f) play for the Club in inter-Club competitions in which the Club has entered a team.
16. Guests of Members and the general public may use the Club Premises and Courts in accordance with these Rules and the bylaws (including fees) set by the Committee from time to time.
17. A Member will cease to be a Member:
- (a) if the annual subscription is not paid by 31 December in each year; or

- (b) the Member is expelled in accordance with rule 65; or
  - (c) the Member resigns by written notice to the Secretary.
18. If a Member ceases to be a Member for any reason (including as a result of disciplinary action in accordance with Part I of these Rules), the Member will remain liable to pay any fee due at the time that Membership ceases and will not be entitled to any refund of any fee paid in advance, unless otherwise determined by the Committee.

#### **Part D. Entrance fee and subscription**

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19. The entrance fee and annual subscription for the following year for each category of Membership will be determined from time to time by the Committee.
20. **A Member's annual subscription will be due on 31 December each year. 30 days after delivery of the renewal notice to the Member.<sup>2</sup>**
21. Subject to rule 22, a Member who does not pay the annual subscription by ~~31 December each year~~ **the due date<sup>3</sup>** will cease to be a Member.
22. The Committee may resolve that a category of Members, or a particular Member can:
- (a) pay annual subscriptions by installments; or
  - (b) have an extended period in which to pay the Annual subscription, and these Members will not be considered Financial Members until the annual subscription is paid.
23. The Committee may resolve that a Member who has ceased to be a Member pursuant to rule 17(a) is required to pay an entrance fee or late fee in order to rejoin as a Member.
24. The Committee may resolve to require all or some Members to pay a levy for a particular purpose, which resolution will take effect only after it is confirmed by the Members in General Meeting.

#### **Part E General management committee and office bearers**

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25. The affairs of the Club will be managed by the Committee.
26. The Committee :
- (a) will control and manage the business and affairs of the Club;

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<sup>2</sup> Added by resolution at 2020 AGM.

<sup>3</sup> Added by resolution at 2020 AGM.

- (b) may, subject to these Rules 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; and
  - (c) subject to these Rules and the Act, has power to perform all such acts and tasks as appear to the Committee to be essential for the proper management of the business and affairs of the Club.
- 27. The Committee will consist of:
  - (a) the Officers of the Club, being:
    - (i) a President;
    - (ii) a Vice President;
    - (iii) a Treasurer; and
    - (iv) a Secretary
  - AND
  - (b) a number of Ordinary Committee Members which the Members at the Annual General Meeting consider appropriate for the ensuing year.
- 28. The Offices of Treasurer and Secretary may be combined in any particular year by a decision of the Annual General Meeting.
- 29. The Committee may appoint one of its Members to be Minute Secretary.
- 30. The election of Officers and Ordinary Committee Members will be conducted at each Annual General Meeting, in accordance with the procedure set out in this Rule 30.
- 30.1 The Annual General Meeting will appoint a Member to conduct the election.
- 30.2 Only Financial Members will be eligible for nomination for Committee.
- 30.3 Each nomination will require a nominator and a seconder, each of whom must be a Financial Member at the time of the Annual General Meeting.
- 30.4 The person nominated under rule 30.1. will conduct the election in a reasonable and fair manner.
- 31. Each Committee Member will serve a term of one year from the close of the Annual General Meeting at which he/she is elected to the close of the next Annual General Meeting unless he/she resigns, is removed from or vacates office as provided by these Rules.
- 32. All Committee Members are eligible for reelection in any year.
- 33. A Committee Member's position will become vacant if the Committee Member:
  - (a) ceases to be a Member;
  - (b) resigns office by notices in writing to the Secretary;

- (c) is removed by a resolution of the Members at a General Meeting ; or
  - (d) is absent without apology from three consecutive Committee Meetings.
34. The Committee may fill any casual vacancy by appointing any Financial Member to the casual vacancy until the next Annual General Meeting of the Members.
35. The quorum for the conduct of a Committee Meeting is four.
36. Subject to the requirement to have a quorum, the Committee may act notwithstanding any vacancy on the Committee.
37. If the number of Committee Members falls below four, the remaining Committee Members may meet for the sole purpose of restoring the number of Committee Members to that required to form a quorum.
38. Committee Meetings will be held at times and at places as determined by the Committee from time to time.
39. Special Committee Meetings may be convened at any time by:
- (a) the President;
  - (b) the Secretary; or
  - (c) three (3) Committee Members
- by giving notice, in writing to the Secretary who will convene a Meeting within ten (10) days of receipt thereof.
40. The President will act as chairman of all Committee Meetings and, in the President's absence the Vice President will be chairman and, in the absence of the President and Vice President, those present will elect a chairman from among them.
41. The chairman will ensure that minutes are taken of each Committee Meeting by the Minute Secretary, and if there is no Minute Secretary then by a Committee Member present.
- 41.1 No Committee Member will be liable to the Club for any loss or expense that is not applicable to that Committee Member's own dishonesty, or to the wilful commission by that Committee Member of an act known by that Committee Member to be a breach of trust or breach of duty.
- 41.2 To the full extent allowed by the law, the Committee and each Committee Member will be indemnified by the Club from and against any liability, loss or damage caused to or incurred by the Committee or Committee Member by reason of the bona fide exercise by the Committee and each Committee Member of any of the duties, powers or privileges conferred or imposed on them by these Rules or any amendment thereof.

## **Part F. Duties of office bearers**

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42. PRESIDENT–

The President will preside as chairman at General Meetings and Committee Meetings throughout the year. In the President’s absence the Vice President will preside, and in the absence of the President and Vice President, a Member will be elected chairman by the Meeting.

43. SECRETARY-

The Secretary will:

- (a) attend to all correspondence;
- (b) supervise all day to day matters connected with the Club;
- (c) notify all Members and Committee Members of Meetings to be held;
- (d) receive notice of motions and nominations;
- (e) subject to rule 45(b) keep custody or control of all relevant documents of the Club (including Committee Meeting Minutes) and make them available for inspection by any Member on written request to the Secretary; and
- (f) carry out any duties assigned to the Secretary by the Committee or these Rules.

44. The Secretary or President will present a report of the year’s transactions at the Annual General Meeting.

45. TREASURER-

The Treasurer will:

- (a) receive all monies and pay all accounts;
- (b) keep correct accounts and books showing the financial affairs of the Club with the full details of all receipts and expenditure connected with the activities of the Club;
- (c) report to, and work under the guidance of, the Committee ;
- (d) prepare a financial report in accordance with the Act;
- (e) present the financial report to the Annual General Meeting in each year; and
- (f) make the accounts and books referred to in sub-rule 45(b) available for the inspection by any Member upon written request to the Secretary.

## **Part G. Funds and signatures**

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46. The funds of the Club will be derived from fees, subscriptions, donations, court charges, and other such sources as the Committee determines.

47. All funds will be banked to the credit of the Club in such bank accounts as the Committee will nominate.

48. Withdrawals from the Club's bank accounts will require the authorization of any two of the following:
- (a) Treasurer
  - (b) Secretary
  - (c) President
  - (d) Any other Committee Member nominated by the Committee as a signatory.

## **Part H. General meetings:**

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49. The Annual General Meeting will be held within five months after the 31<sup>st</sup> of December in each year.
50. Special General Meetings may be called at any time by:
- (a) the Committee; or
  - (b) twenty five (25) Financial Members by submitting their request in writing to the Secretary. Such requests will be dealt with forthwith and a Meeting will be convened within thirty five (35) days of the Committee Meeting at which the notice is tabled.
51. Ten Financial Members present in person or by proxy will form a quorum for a General Meeting.
52. No item of business will be transacted at a General Meeting unless a quorum is present during the time when the Meeting is considering that item.
53. Members will be given at least twenty one days' notice of any General Meeting , which notice will set out:
- (a) the date and time and place of the General Meeting;
  - (b) the general business of the General Meeting; and
  - (c) any motions to be put to the Members at the General Meeting.
54. No business other than that set out in the notice convening the Meeting will be transacted at a General Meeting.
55. The President will preside as chairman of all General Meetings and in the President's absence the Vice President will preside, and in the absence of both the President and Vice President, the Members present will elect a chairman from their number.
56. Only Financial Members can vote at General Meetings.
- 56.1 Each Financial Member present at a General Meeting (including the chairman of the Meeting) is entitled to one vote and, in the event of an equality of votes on any question, the chairman may exercise a second or casting vote.

57. A question arising at a General Meeting will be determined on a show of hands and 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 is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
58. Any Financial Member may be represented and vote at any General Meeting by proxy.
59. A Financial Member may appoint a proxy by notice in writing delivered to the Chairman of the Meeting at any time prior to the relevant vote being taken at the Meeting.
60. If, within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present, the Meeting will be adjourned until the same day in the next week at the same time, and if at the adjourned Meeting a quorum is not present after half an hour of the time appointed for the commencement of the Meeting, the Members present, not being less than six (6) will be a quorum.
61. The chairman will ensure that minutes are taken of each General Meeting by the Minute Secretary, and if there is no Minute Secretary present, then by a Member present.
62. Unless determined otherwise by the Committee, all General Meetings will be held on the Club premises.
63. The ordinary business of the Annual General Meeting will be:
  - (a) to confirm the minutes of the last preceding Annual General Meeting and of any General Meeting held since then;
  - (b) to receive the Committee reports on the transactions of the Club during the year since the last Annual General Meeting;
  - (c) to elect the Committee Members and Office Bearers; and
  - (d) to receive and consider the financial statement submitted by the Club in accordance with the Act.
64. All business that is transacted at a General Meeting with the exception of that specifically referred to in these rules as being ordinary business is special business.

## **Part I Discipline, suspension and expulsion of Members**

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65. Subject to these Rules, the Committee may by resolution:
  - (a) expel a Member from the Club;

- (b) suspend a Member from Membership for a specified period; or
  - (c) impose any appropriate requirement or restriction on a Member.
66. A resolution referred to in the previous Rule 65 may be made if the Committee is of the opinion that the Member:
- (a) has refused or neglected to comply with these Rules;
  - (b) has refused or neglected to comply with the Code of Conduct; or
  - (c) has been guilty of conduct unbecoming a Member or prejudicial to the interests of the Club.
67. A resolution of the Committee under Rule 65 does not take effect unless it is made at a Meeting held in accordance with Rule 69.
68. The Committee will convene a Committee Meeting and cause to be served on the relevant Member a notice in writing:
- (a) setting out the details of the complaint against the Member;
  - (b) (covered in (c) which I have expanded)stating the date, place and time of that Meeting; and
  - (c) informing the Member that he/she may do one or more of the following:
    - (i) attend that Meeting and address the the Committee;
    - (ii) give to the Committee, before the date of that Meeting, a written statement; and/or
    - (iii) not later than forty eight hours after the Meeting, lodge with the Secretary a notice to the effect that he/she wishes to appeal to the Club in General Meeting against any resolution made by the Committee.
69. At the Committee Meeting convened in accordance with Rule 68, the Committee will:
- (a) give the Member an opportunity to be heard;
  - (b) give due consideration to any written statement submitted by the Member; and
  - (c) determine whether to make a resolution under Rule 65.
70. If the Committee makes a resolution under Rule 65 the Secretary will, as soon as practicable, inform the Member of the resolution.
71. The Member may, not later than forty eight hours after the date of the Meeting, lodge with the Secretary a notice to the effect that he/she wishes to appeal to the Club in General Meeting against the resolution.
72. Where the Member exercises a right of appeal to the Club under Rule 71:
- (a) the resolution of the Committee does not take effect unless the Club

- confirms the resolution in accordance with Rule 74(a); and
- (b) the Secretary will notify the Committee and the Committee will convene a General Meeting to be held within thirty five days after the date on which the Secretary received the notice.
73. At a General Meeting convened under Rule 72(b):
- (a) no business other than the question of the appeal will 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 will be given an opportunity to be heard; and
  - (d) the Members present will vote by secret ballot on whether the Committee's resolution should be confirmed or revoked.
74. If, at the General Meeting convened for the purposes of Rule 72(b):
- (a) a simple majority of Members vote in favour of the confirmation of the Committee's resolution, the resolution is confirmed; and
  - (b) in any other case, the resolution is revoked.
75. In the event that the Members vote at the General Meeting to revoke the resolution of the Committee, the Members present may, by simple majority, determine that, based only on the information before them at the Meeting, the Member has refused or neglected to comply with these Rules or has been guilty of conduct unbecoming of a Member or prejudicial to the interests of the Club and substitute an appropriate sanction in place of the sanction determined by the Committee.

## **Part J. Disputes and mediation**

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76. The grievance procedure set out in this Part applies to disputes under these Rules between:
- (a) a Member and another Member; or
  - (b) a Member and the Club.
77. The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen days after the dispute comes to the attention of all of the parties.
78. 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 ten days, hold a Meeting in the presence of a mediator.
- (a) The mediator must be:
    - (i) a person chosen by agreement between the parties; or
    - (ii) in the absence of agreement:

- (A) in the case of a dispute between a Member and another Member, a person appointed by the Committee; or
  - (B) 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).
79. A Member can be a mediator.
80. The mediator cannot be a person who is a party to the dispute.
81. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
82. The mediator, in conducting the mediation, must:
- (a) give the parties to the mediation process every opportunity to be heard;
  - (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 in the dispute throughout the mediation process.
83. The mediator must not determine the dispute.
84. If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute at law.

## **Part K. Winding up**

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85. The Club may be wound up, or cancelled in accordance with the Act.
86. In the event of the winding up or the cancellation of the incorporation of the Club, the assets of the Club must be disposed of in accordance with the provisions of the Act.

## **Part L. Notices**

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87. A notice may be served by, or on behalf of the Club, on a Member by hand, prepaid post, or email at the address or email address for the Member in the Members Register.
88. A notice may be served by, or on behalf of a Member, on the Club by prepaid post or email at the Club's post office address or to the Club's email address as notified to the Members from time to time.

## **Part M. Amendments to Rules**

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89. No alteration or addition to these Rules will be made except by means of a special resolution at a General Meeting where twenty one days' notice of the intention to propose the resolution has been forwarded to each Financial Member.
90. The resolution of the Meeting will require a majority of three-quarters of the votes of Members present and voting to be passed.
91. An alteration or addition to the Rules of does not take effect unless and until it is approved by the relevant authority (if any).

## **Part N. Transition**

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92. Upon the approval of these Rules by the Registrar, the Board will allocate all Members to a category Membership that most closely corresponds to the category of the Membership immediately prior to the approval of these rules.
93. At the approval of these Rules by the Registrar:
  - (a) the Board will consist of the Board Members who were Board Members immediately prior to the Registrar's approval;
  - (b) the Office Bearers will be the those Board Members who were Office Bearers immediately prior to the Registrar's approval; and
  - (c) the terms of the Committee Members will expire at the conclusion of the Annual General Meeting following the Registrar's approval.