



Reg. No. A 13701 A

# HEALESVILLE TENNIS CLUB INC

Highett Reserve, Don Road, P.O. Box 586 Healesville 3777  
Queen's Park Reserve, Phone 5962 3774

**HEALESVILLE TENNIS CLUB INC**

## CONSTITUTION

**Revised May 2009**



PO Box 586, Healesville, Vic, 3777  
Queens Park Reserve, Phone 5362 3774  
Highett Reserve, Don Rd

# HEALESVILLE TENNIS CLUB INCORPORATED

Reg No: A0013701A

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## NAME

1. The name of The Association is HEALESVILLE TENNIS CLUB INCORPORATED Reg No A0013701A. Hereafter called HTC.

## REFERENCE AND SUPPORT DOCUMENTS

2. The following Documents may be required for reference through-out this Constitution:
  - a. Associations Incorporation Act (1981), Model Rules for an Incorporated Association.
  - b. Tennis Australia Member Protection By-Law.
  - c. Acts Interpretations Act (1958)

## DEFINITIONS

3. a. In these rules the following definitions apply:
  - i. **“Annual General Meeting (AGM)”** A meeting held Annually for the purpose to vote a new Committee and discuss and vote on issues pertaining to the running of the HTC.
  - ii. **“Committee”** Office Holders and Ordinary Members of the HTC.
  - iii. **“Committee Meeting”** A meeting of the Committee convened in accordance with The Act.
  - iv. **“Financial Year”** Year Starting 01 Jul and finishing 30 Jun the next year.
  - v. **“General Meeting”** Annual General Meeting (AGM) or Special General Meeting.
  - vi. **“General Member”** Member of HTC not holding an Office Holder or Ordinary Member position on the Committee who is entitled to vote.
  - vii. **“Quorum for General Meetings”** Minimum of 5 Committee Members & 5 General Members.
  - viii. **“Quorum for Committee Meetings”** Minimum of 5 Members.
  - ix. **“Special Business”** All business conducted at General and Annual General Meetings, except for business conducted under The Act as Ordinary business, is deemed to be “Special Business”.
  - x. **“Special General Meeting”** A special meeting of HTC members called to vote on business that cannot be held over until the next AGM (eg. Special Resolution).
  - xi. **“Special Resolution”** A resolution that requires attention and a vote by the membership of the HTC (eg Changes to the Constitution). The resolution and information is to be available to members at least 21 days before the meeting calling the resolution. The resolution must be attended by a quorum and passed by 75% of members present. Proxy Vote forms at Appendix 3 are to be used for this vote, if proxy votes are required.
  - xii. **“The Act”** Associations Incorporation Act 1981.
- b. Words or expressions contained herein shall be interpreted in accordance with the provisions of the Acts Interpretations Act (1958) and The Act.

## OBJECTIVES

4. The objectives of the HTC are to:
  - a. Promote and Advance the game of tennis in general.
  - b. Generally foster, by association, a social feeling amongst tennis players.
  - c. Affiliate with District or other Associations.
  - d. Co-operate with similar clubs and bodies as considered fit, and as and when the opportunity presents itself.

## AMENDMENTS

5. a. This Constitution can be amended by the HTC via a Special Resolution at any “ General Meeting”.
- b. By-laws may be amended by the HTC Committee at Committee Meetings.

## OFFICE HOLDERS OF THE COMMITTEE

6. Subject to The Act, the Officers of the HTC shall be and hold office from AGM to the next AGM:
  - a. President.
  - b. Vice President.
  - c. Secretary.
  - d. Treasurer.

## ORDINARY MEMBERS OF THE COMMITTEE

7. Ordinary Member Positions, defined by The Act, shall be and hold office from AGM to the next AGM:
  - a. Public Officer.
  - b. Senior Convenor.
  - c. Junior Convenor.
  - d. Mid-Week Convenor.
  - e. Night Tennis Convenor.
  - f. Social Convenor.
  - g. Member Protection Officer.
  - h. 3 x extra Committee Members.

### **COMMITTEE MEMBER NOMINATIONS**

8. Nominations of candidates for election as Committee Members shall be made in writing signed by two members of HTC and accompanied by written consent of the candidate prior to the meeting being declared open by the President.

### **ELECTION OF COMMITTEE MEMBERS**

9.
  - a. If insufficient nominations are received to fill positions, the candidates nominated will be deemed to be elected and further nominations for unfilled positions can be taken at the AGM.
  - b. If the number of nominations received is equal to positions vacant, the candidates nominated will be deemed to be elected.
  - c. If the number of candidates nominated exceeds the number of vacancies a ballot for that position will be held.

### **VACANCIES**

10. The office of an Officer of HTC, or of an Ordinary Member of the committee, becomes vacant if the officer or member:
  - a. Ceases to be a member of the Association.
  - b. Becomes an insolvent under administration within the meaning of the Corporations Law.
  - c. Resigns from office by notice in writing given to the Secretary.
  - d. In the event of a casual vacancy in any office the committee will appoint one of its members to the vacant office and the member so appointed may continue in office up to the AGM next following the date of his/ her appointment. The Exception to this is the position of President, where the Vice President will take the position and the Vice Presidency will be filled as above.

### **BALLOTS**

11. A ballot for election/voting shall be conducted in such usual and proper manner as the Committee decides.

### **POWERS OF THE COMMITTEE**

12. The Committee shall:
  - a. Control and manage the business and affairs of HTC.
  - b. Subject to these Rules and Regulations, exercise all such powers and functions as may be required by HTC, other than those powers and functions that are required by these Rules and Regulations to be exercised by an AGM of HTC.
  - c. Subject to these Rules and Regulations, has power to perform all such acts and things as appears to the Committee to be essential to the proper management of the business and affairs of HTC.
  - d. HTC in general meeting may, by resolution, remove any member of the committee before the expiration of the member's 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.
  - e. A member who is the subject of a proposed resolution referred to in sub-rule (12 d) may make representations in writing to the Secretary or President of HTC (not exceeding a reasonable length) and may request that the representations be provided to the members of HTC.
  - f. The Secretary or the President may give a copy of the representations to each member of HTC or, if they are not so given, the member may require that they be read out at the meeting.

### **ANNUAL GENERAL MEETINGS**

13.
  - a. HTC shall in each calendar year convene an AGM of its members.
  - b. The AGM shall be specified as such in the notice convening it.
  - c. The AGM shall be held on such a day as the Committee determines.
  - d. The AGM shall be in addition to any other General Meetings that may be held in the same year.
  - e. No business is to be conducted at an AGM or Special General Meeting unless a Quorum, (as described in Definitions), is present. Members must be present at the meeting; proxy votes don't count as members.
  - f. The ordinary business of the AGM shall be:
    - i. confirm the minutes of the last AGM.
    - ii. receive from the Committee reports upon the transactions of HTC during the last financial year.
    - iii. elect Officer Holders and Ordinary Members of the Committee.
  - g. No business other than that set out in the notice convening the meeting may be conducted.
  - h. The AGM may conduct any special business of which notice has been given in accordance with these rules.
  - i. Special General Meetings can be called to vote on special resolutions that cannot be held over as business pending until the next AGM.
  - j. They are to be called and conducted as per an AGM except the only business to occur at the meeting is the resolution that required the meeting to be called.
  - k. If any member wishes to conduct business at the AGM, notice in writing is to be given to the Secretary no less than 48 hours before the meeting.

## **NOTICE OF ANNUAL GENERAL MEETING**

14. The Secretary of the HTC, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for the holding of an AGM or Special General Meeting must cause to be sent to each member of HTC, a notice stating the place, date and time of the meeting and the nature of the business. The notice can be sent:
  - a. Pre-paid post to the address appearing in the register of members.
  - b. If HTC has the capability and the member requests, by facsimile or electronic transmission.

## **ELIGIBILITY TO VOTE**

15.
  - a. All members of HTC 15 years or older are entitled to cast one vote for each question.
  - b. A person is not entitled to vote, unless they are financial members and all monies due and payable by him/her have been paid.

## **VOTING AT MEETINGS**

16.
  - a. A question arising at a meeting shall be determined by a show of hands, unless before or on the declaration of a show of hands, a silent or written poll is demanded, a declaration by the chairperson that the resolution has, on a show of hands, been carried, carried unanimously, carried by a particular majority or lost and an entry to that effect be made 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.
  - b. All votes may be given personally or by proxy in writing.

## **VOTE EQUITY**

17. If in the case of an equal vote count on a question, the Chairperson is entitled to exercise a second or casting vote.

## **POLL VOTE**

18.
  - a. If at a meeting a silent or written poll on any question is demanded, it shall be taken at that meeting in such a manner as the chairperson may direct and the result of the poll shall be deemed to be the resolution of the question.
  - b. A poll that is demanded on the election of a Chairperson or on a question of adjournment shall be taken forthwith, and all others requested polls taken at such time before the close of the meeting as the Chairperson may direct.

## **PROXY VOTES**

19.
  - a. All members entitled to vote are entitled to appoint another member as his/her proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in which the proxy is appointed.
  - b. The notice appointing the proxy must be:
    - i. for the meeting of which the notice was given in relation to discipline, suspension and expulsion of members, in the form at Appendix 2.
    - ii. in any other case, in the form at Appendix 3.

## **COMMITTEE MEETING**

20. Committee Meetings are to be held as directed by the Committee, but at least every three months with the time, place and date of the next meeting to be logged in the minutes of the previous meeting.

## **BUSINESS OF COMMITTEE MEETINGS**

21. Any member wishing to bring any business before a Committee meeting is to notify the Secretary, in writing or by electronic transmission, of that business or present the business in person at a committee meeting during General Business.

## **QUORUM AT COMMITTEE MEETINGS**

22. No item of business may be conducted at a Committee meeting unless a quorum of 5 members, entitled to vote, and in accordance with this constitution, is present at the time when the meeting is considering that item.

## **CHAIRPERSON OF MEETINGS**

23.
  - a. The President, or in his/her absence, the Vice President, shall preside as Chairperson at each meeting.
  - b. If the President and Vice President are absent, the committee members shall elect one of their number to preside as Chairperson for that meeting.

## **ADJOURNMENT OF MEETINGS**

24.
  - a. The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.
  - b. No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
  - c. If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with rule 13.
  - d. Except as provided in sub-rule (c), it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

### **QUALIFICATION FOR MEMBERSHIP**

25. a. A person who applies and is approved for membership as provided in these rules is eligible to be a member of the HTC on payment of the annual subscription payable and completion of Membership Application Form.

### **MEMBERSHIP FEES**

26. a. Membership fees will be determined by the committee. If an increase is required, normal proceedings will require that the vote for an increase be held until the upcoming AGM.  
b. If due to unforeseen circumstances an increase is required before the upcoming AGM, the committee can increase the fees with a unanimous vote by all committee members (not a quorum) and a newsletter stating the increase and reason why, be sent to all members in the next newsletter.

### **PAYMENT OF MEMBERSHIP FEES**

27. a. Membership fees are payable on 1<sup>st</sup> September and are current for one calendar year..  
b. Renewal notices are to be issued and if payment is not received by 30<sup>th</sup> October member will be deemed non-member.

### **MEMBERSHIP STRUCTURE**

28. Members of HTC will be divided into the following categories:  
a. Senior.  
b. Student.  
c. Pensioner.  
d. Life.  
e. Honorary  
f. Social. –  
(i) Social membership is approved upon payment of relevant Annual subscription fee, and being ratified at a Committee Meeting.  
(ii) Social members are not entitled to full membership rights. They are not entitled to vote at AGM/Special general meetings  
(iii) Social members are only eligible to play intra-club competitions except Club Championships . Social members are not entitled to hold a court key.

### **LIFE MEMBERSHIP**

29. a. Life Membership may be awarded to a member for more than 10 years of dedicated service to HTC.  
b. All nominations are to be vetted by the Committee and if approved, shall be voted on at the AGM.  
c. Life Membership entitles the recipient to full membership right and entitlements as a financial member for life without payment of subscriptions.  
d. At the discretion of the Committee, more than 1 member may be nominated for Life Membership.

### **HONORARY MEMBERSHIP**

30. a. The committee can nominate, for vote at an AGM, any non-financial person that has rendered services to HTC for Honorary membership.  
b. Honorary membership shall entitle such member the same entitlements as full members for one year from AGM to AGM.

### **MEMBERSHIP ENTITLEMENTS**

31. a. All members shall have unrestricted use of the courts at all times when they are open for play. The committee has the right to dictate the times that the courts are open for play or closed for competition or coaching sessions. These times will be promulgated in newsletters and posted for viewing at the clubhouse. The committee has the right to change these times without notice for special functions, coaching sessions and unforeseen situations.  
b. All members except Social Members have the right to vote at AGMs.  
c. All members except Social Members have the right to propose any resolution for consideration and vote at AGMs  
d. All members have the right of attend General meeting for general interest or to conduct general business

### **REGISTER OF MEMBERS**

32. The Treasurer/Secretary of HTC is to maintain a register of members and supply an update of this register to the Secretary for postage of newsletters and notices, at each general meeting. This update can be in the form of a complete hard copy printout, electronic transmission or computer floppy disc transfer if available.

### **CEASING MEMBERSHIP**

33. a. A current financial member of HTC may resign from HTC by giving one month's notice in writing to the Secretary of his or her intention to resign.  
b. After the expiry of the period referred to in sub-rule (33a):  
i. The member ceases to be a member, and  
ii. The Secretary must record in the register of members the date on which the member ceased to be a member.  
c. Supply to the committee a reason, so the committee can decide if a pro rata refund is deemed appropriate.

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## **EXPULSION, SUSPENSION OR FINING OF MEMBERS**

34. a. 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, the committee may by resolution
- i. fine that member an amount not exceeding \$500; or
  - ii. suspend that member from membership of the Association for a specified period; or
  - iii. expel that member from the Association.
- b. A resolution of the committee under sub-rule (1) does not take effect unless--
- i. at a meeting held in accordance with sub-rule (3), the committee confirms the resolution; and
  - ii. if the member exercises a right of appeal to the Association under this rule, the Association confirms the resolution in accordance with this rule.
- c. A meeting of the committee to confirm or revoke a resolution passed under sub-rule (1) must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with sub-rule (4).
- d. For the purposes of giving notice in accordance with sub-rule (3), the Secretary must, as soon as practicable, cause to be given to the member a written notice--
- i. setting out the resolution of the committee and the grounds on which it is based; and
  - ii. stating that the member, or his or her representative, may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member; and
  - iii. stating the date, place and time of that meeting; and
  - iv. informing the member that he or she may do one or both of the following:
    - (1) attend that meeting;
    - (2) give to the committee before the date of that meeting a written statement seeking the revocation of the resolution;
  - v. informing the member that, if at that meeting, the committee confirms the resolution, he or she may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.
- e. At a meeting of the committee to confirm or revoke a resolution passed, the committee must--
- i. give the member, or his or her representative, an opportunity to be heard; and
  - ii. give due consideration to any written statement submitted by the member; and
  - iii. determine by resolution whether to confirm or to revoke the resolution.
- f. If at the meeting of the committee, the committee confirms the resolution, the member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.
- g. If the Secretary receives a notice, he or she must notify the committee and the committee must convene a general meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.
- h. At a general meeting of HTC convened,
- i. no business other than the question of the appeal may be conducted; and
  - ii. the committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
  - iii. the member, or his or her representative, must be given an opportunity to be heard; and
  - iv. the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- i. A resolution is confirmed if, at the general meeting, not less than two-thirds of the members vote in person,

## **DISPUTES AND MEDIATION**

35. a. The grievance procedure set out in this rule applies to disputes under these Rules between--
- i. a member and another member; or
  - ii. a member and the Association.
- b. 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.
- c. 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.
- d. The mediator must be--
- i. a person chosen by agreement between the parties; or
  - ii. in the absence of agreement:
    - (1) in the case of a dispute between a member and another member, a person appointed by the committee of the Association; or
    - (2) 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).
- e. A member of the Association can be a mediator.
- f. The mediator cannot be a member who is a party to the dispute.
- g. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- h. The mediator, in conducting the mediation, must--
- i. give the parties to the mediation process every opportunity to be heard; and
  - ii. allow due consideration by all parties of any written statement submitted by any party; and
  - iii. ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- i. The mediator must not determine the dispute.
- j. 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.

## **SOURCES OF HTC FUNDS**

36. The funds of HTC shall be derived from annual subscriptions, donations and other such sources as the Committee and Social Convenor determines.

## **FUNDS**

37. The Treasurer of HTC must:
- a. Collect and receive all monies due to the Association and make all payments authorised by the Association; and
  - b. 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.

## **SIGNING OF NEGOTIABLE INSTRUMENTS**

38. a. Signing of cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members of the committee.
- b. The two signatories required by these rules must not be members of the same family.

## **CUSTODY OF BOOKS AND RECORDS**

39. Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Association.

## **INSPECTION OF BOOKS AND RECORDS**

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

## **SEAL**

41. a. The common seal of the Association must be kept in the custody of the Secretary.
- b. The common seal must not be affixed to any instrument except by the authority of the committee and the affixing of the common seal must be attested by the signatures either of two members of the committee or, of one member of the committee and of the public officer of the Association.

## **SERVICE OF NOTICE ON MEMBER**

42. Except for the requirement in rule 13k, any notice that is required to be given to a member, by or on behalf of the Association, under these Rules may be given:
- a. Personally.
  - b. Mailing by prepaid post addressed to the member at the members' address shown in the Register of Members.
  - c. Facsimile transmission if the member has requested that the notice be given to him/her in this manner.
  - d. By electronic transmission if the member has requested that the notice be given to him/her in this manner.

## **WINDING UP OR CANCELLATION**

43. a. In the event of the winding up or the cancellation of the incorporation of the HTC, the assets of the HTC shall be disposed of in accordance with the provisions of The Act.
- b. The income and property of the HTC shall be used and applied solely in promotion of its purposes and the exercise of its power 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 HTC 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/her to the HTC or otherwise owing by the HTC to him/her, or of remuneration to any officers or servants of the HTC, or to any member of the HTC or other person in return for any services actually rendered to the HTC provided further that nothing herein contained shall be construed so as to prevent payment or repayment to any member out of pocket expenses, money lent, reasonable and proper charges for goods hired by the HTC or reasonable or proper rent for premises demised or let to the HTC or the provision or services to a member to which he/she would be entitled in accordance with the purposes if he/she was not a member.
- c. If the HTC shall be wound up in accordance with the provisions of The Act and there remains after satisfaction of all its debts and liabilities any property whatsoever the same shall be given or transferred to some other institution or institutions having purposes similar to the purposes of HTC and which prohibits the distribution of its other income and property amongst its or their members to an extent at least as great as is imposed on the HTC under or by virtue of this rule such institution or institutions to be determined in accordance with a special resolution of the members of HTC or in the absence of a special resolution of the members by the Registrar.



Reg. No. A 13701 A

# HEALESVILLE TENNIS CLUB INC

Highett Reserve, Don Road, P.O. Box 586 Healesville 3777  
Queen's Park Reserve, Phone 5962 3774

## FORM OF APPOINTMENT OF PROXY FOR MEETING OF HEALESVILLE TENNIS CLUB CONVENEED UNDER RULES OF HTC CONSTITUTION

I,.....  
(name)

of.....  
.....  
(address)

being a member of the Healesville Tennis Club appoint

.....  
(name of proxy holder)

of.....  
(address of proxy)

being a member of HTC, as my proxy to vote for me on my behalf at the appeal to the general meeting of HTC convened under The Act to be held on - .....

(date of meeting)

and at any adjournment of that meeting.

I authorise my proxy to vote on my behalf at their discretion in respect of the following resolution -

.....

.....

.....

(insert details of resolution passed under rules of The Act)

.....  
Signed

.....  
Date



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## FORM OF APPOINTMENT OF PROXY

I, .....  
(name)

of.....  
.....  
(address)

being a member of the Healesville Tennis Club appoint

.....  
(name of proxy holder)

of.....  
(address of proxy)

being a member of HTC, as my proxy to vote for me on my behalf at the annual / special \* general meeting of HTC to be held on -  
.....  
(date of meeting)

and at any adjournment of that meeting.

My proxy is authorised to vote in favour or / against \* the following resolution -

.....  
.....  
.....  
(insert details of resolution)

.....  
Signed

.....  
Date

\* Delete if not applicable