

**NORTH SUBURBAN
LADIES TENNIS ASSOCIATION
INCORPORATED. 13561J**

**OFFICIAL RULES
& BY LAWS**

NORTH SUBURBAN LADIES TENNIS ASSOCIATION INC.

1. ASSOCIATION

- 1.1. *The name of the incorporated association is North Suburban Ladies Tennis Association Incorporated.*
- 1.2. *The purposes of the Association shall be to control and advance the game of tennis among the member clubs.*

2. DEFINITIONS

- 2.1 In these rules, unless the contrary intention appears –
Committee means the Committee of Management of the association;
Financial year means the year ending 30th April;
General Meeting means a general meeting of members convened in accordance with Rule 11;
Member means a member of the Association;
Ordinary member of the Committee means a member of the Committee who is not an officer of the Association under Rule 13.3;
The Act means the Associations Incorporation *Reform Act 2012*;
The Regulations means regulations under the Act.
- 2.2 Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1984 as in force from time to time.

3. APPLICATION FOR MEMBERSHIP

- 3.1 A nomination by a club for affiliation with the Association shall be made in writing lodged with the secretary of the Association.
- 3.2 As soon as is practicable after receipt of nomination for affiliation the secretary shall refer the nomination to the Committee.
- 3.3 Upon nomination being referred to the Committee, the Committee shall determine whether to approve or to reject the nomination.
- 3.4 Upon nomination being approved by the Committee the secretary shall with as little delay as possible notify the nominating club that it has been approved for affiliation with the Association.
- 3.5 A natural person who is nominated as provided for in these rules by an affiliated club is eligible to be a member of the Association on payment of affiliation fees payable under these rules.
- 3.6 A nomination of a person for membership of the Association shall be made in writing lodged with the secretary of the Association.

- 3.7 A nominee for membership shall be deemed to be a member from the date such nomination is received by the secretary of the Association whereupon the secretary shall enter the name in the register of members kept by her.
- 3.8 Each affiliated club shall nominate not more than two persons to be members of the Association at any one time.
- 3.9 As the member elected President shall have no voting power other than a casting vote her club shall nominate another member whilst she holds office.
- 3.10 If an officer of the Association as described in Rule 21 (1) should cease to be a club nominee during her term of office the Committee may decide by a two-thirds majority to permit the person to remain in office for the remainder of the association year but that member shall have no voting power on any Committee.
- 3.11 A right, privilege or obligation of a person by reason of her membership of the Association is not capable of being transferred or transmitted to another person, and shall terminate upon the cessation of membership whether by death or resignation or otherwise.

4. ANNUAL AFFILIATION FEE

The annual affiliation fee shall be such amount as is determined by the Annual General Meeting and shall be payable immediately following the Annual General Meeting.

5. REGISTER OF MEMBERS

The secretary shall keep and maintain a register of members in which shall be entered the full name and address and date of entry of the name of each member and the register shall be available for inspection by members at the address of the *Secretary*.

6. DISCIPLINE, SUSPENSION AND EXPULSION OF MEMBERS

- 6.1 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, the committee may be resolution:-
- 6.1.1 Fine that member an amount not exceeding \$500; or
 - 6.1.2 Suspend that member from membership of the Association for a specified period, or
 - 6.1.3 Expel that member from the Association.
- 6.2 A resolution of the committee under sub-rule (1) does not take effect unless –

- 6.2.1 at a meeting held in accordance with sub-rule (3), the committee confirms that resolution; and
 - 6.2.2 if the member exercises a right of appeal to the Association under this rule, the Association confirms the resolution in accordance with this rule.
- 6.3 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).
- 6.4 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.
 - 6.4.1 setting out the resolution of the committee and the grounds on which it is based; and
 - 6.4.2 stating that the member, 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
 - 6.4.3 stating the date, place and time of that meeting; and
 - 6.4.4 informing the member that she may do one or both of the following-
 - 6.4.4.1 attend that meeting;
 - 6.4.4.2 give to the committee before the date of that meeting a written statement seeking the revocation of the resolution;
 - 6.4.5 informing the member that, if at that meeting, the committee confirms the resolution, she may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that she wishes to appeal to the Association in general meeting against the resolution.
- 6.5 At a meeting of the committee to confirm or revoke a resolution passed under sub-rule (1) the committee must-
 - 6.5.1 give the member, or her representative, an opportunity to be heard; and
 - 6.5.2 give due consideration to any written statement submitted by the member; and
 - 6.5.3 determine by resolution whether to confirm or to revoke the resolution
- 6.6 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 the she wishes to appeal to the Association in general meeting against the resolution.
- 6.7 If the Secretary receives a notice under sub-rule (6), 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.

- 6.8 At a general meeting of the Association convened under sub-rule (7)-
 - 6.8.1 no business other than the question of the appeal may be conducted; and
 - 6.8.2 the member, or her representative, must be given an opportunity to be heard; and
 - 6.8.3 the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- 6.9 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 resolution. In any other case, the resolution is revoked.

7. DISPUTES AND MEDIATION

- 7.1 The grievance procedure set out in this rule applies to disputes under these Rules between-
 - 7.1.1 a member and another member; or
 - 7.1.1 a member and the Association.
- 7.2 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.
- 7.3 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.
- 7.4 The mediator must be -
 - 7.4.1 a person chosen by agreement between the parties; or
 - 7.4.2 in the absence of agreement:-
 - 7.4.2.1 in the case of a dispute between a member and another member, a person appointed by the committee of the Association; or
 - 7.4.2.2 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).
- 7.5 A member of the Association can be a mediator.
- 7.6 The mediator cannot be a member who is a party to the dispute.
- 7.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 7.8 The mediator, in conducting the mediation, must –
 - 7.8.1 give the parties to the mediation process every opportunity to be heard; and
 - 7.8.2 allow due consideration by all parties of any written statement submitted by any party; and

- 7.8.3 ensure that natural justice is accorded to the parties to the dispute throughout the mediation process
- 7.9 The mediator must not determine the dispute.
- 7.10 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.

8. ANNUAL GENERAL MEETING

- 8.1 The Association shall in June of each calendar year convene an Annual General Meeting of its members.
- 8.2 The Annual General Meeting shall be held on such day as the secretary determines.
- 8.3 The Annual General Meeting shall be specified as such in the notice convening it.
- 8.4 The ordinary business of the Annual General Meeting shall be –
 - 8.4.1 to confirm the minutes of the last preceding Annual General Meeting and of any General Meeting held since that meeting.
 - 8.4.2 to receive reports upon the transactions of the Association during the last preceding financial year.
 - 8.4.3 to elect officers of the Association.
 - 8.4.4 to receive and consider the statement submitted by the Association in accordance with part 7 of the Act.
 - 8.4.5 *to ensure the requirements of the Act are complied with.*
- 8.5 The Annual General Meeting may transact special business of which notice is given in accordance with these rules.
- 8.6 The Annual General Meeting shall be in addition to any other General Meetings that may be held in the same year.

9. SPECIAL GENERAL MEETING

- 9.1 All General Meetings other than the Annual General Meeting shall be called special General Meetings.
- 9.2 The Committee may, whenever it thinks fit convene a special General Meeting of the Association 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.
- 9.3 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.

- 9.4 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.
- 9.5 If the Committee does not cause a special General Meeting to be held within one month after the date of 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.
- 9.6 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 the expense.
- 9.7 The secretary shall notify all affiliated clubs in writing of the agenda, place, date and time of any special General Meeting, such notice to be given at least 7 days in advance.

10. NOTICE OF MEETING

- 10.1 *A General Meeting of the Association will be held on a Monday of the nominated month at a place, date and time nominated by the secretary except when that date coincides with a school holiday when it may be deferred at the discretion of the Committee.*
- 10.2 A member desiring to bring any business before a meeting may give notice of that business in writing to the secretary who shall include that business in the notice calling the next General Meeting after the receipt of the notice.
- 10.3 *Any affiliated club not represented at an Annual, special, or General Meeting shall be fined such sum as may be determined by the Committee from time to time.*

11. QUORUM FOR COMMITTEE MEETINGS

- 11.1 Any 4 members of the committee constitute a quorum for the conduct of the business of a meeting of the committee.
- 11.2 No business may be conducted unless a quorum is present.
- 11.3 If within half an hour of the time appointed for the meeting a quorum is not present –
11.3.1 In the case of a special meeting – the meeting lapses;
11.3.2 In any other case – the meeting shall stand adjourned to the same place and the same time and day in the following week.

12. PROCEEDINGS AT MEETINGS

- 12.1 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 specially referred to in these rules, as being the ordinary business of the Annual General Meeting shall be deemed to be special business.
- 12.2 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.
- 12.3 Members personally present from more than half the number of clubs affiliated (being members entitled under these rules to vote at a General Meeting) constitutes a quorum for the transaction of the business of a General Meeting.
- 12.4 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 upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the 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 and if at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting the members present (being not less than 3) shall be a quorum.
- 12.5 The President, or in her absence, the Vice-President, shall preside as Chairperson at each General Meeting of the Association.
- 12.6 If the President and the Vice-President are absent from a General Meeting, the *committee* present shall elect one of their numbers to preside as Chairperson at the meeting.
- 12.7 The Chairperson of a General Meeting at which a quorum is present may with the consent of the meeting, adjourn the meeting from time to time and place to place but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 12.8 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.
- 12.9 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.

- 12.10 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.
- 12.11 Upon any question arising at a General Meeting of the Association a member (or her substitute for this meeting) representing an affiliated club has one vote only.
- 12.13 All votes shall be given personally or by proxy.
- 12.14 In the case of an equality of voting on a question the Chairperson of the meeting is entitled to exercise a casting vote.
- 12.15 If at a meeting a poll on any question is demanded by not less than three members it shall be taken at the 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.
- 12.16 A poll that is demanded on the election of a Chairperson 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 Chairperson may direct.
- 12.16 A member is not entitled to vote at any General Meeting unless all moneys due and payable by her club to the Association, have been paid other than the amount of the annual affiliation fee payable in respect of the current financial year.
- 12.17 Each member shall be entitled to appoint another member as 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.
- 12.18 The notice appointing the proxy shall be in the form set out in Appendix 2 of Schedule 3 of the Act.

13. COMMITTEE OF MANAGEMENT

- 13.1 The affairs of the Association shall be managed by a Committee of Management constituted as provided in this rule.
- 13.2 The Committee –
13.2.1 shall control and manage the business and affairs of the Association.

13.2.2 may, subject to these rules, the regulations of 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

13.2.3 subject to these Rules, the regulations and the Act, has the 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.

13.3 The Officers of the Association shall be –

A President

A Vice-President

A Treasurer

A Secretary

An Assistant Secretary

A Match and Permit Committee of seven including the Secretary and the Assistant Secretary.

13.4 The provisions of Rule 11 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).

13.5 Each Officer of the Association shall hold office until the Annual General meeting next after the date of her election but is eligible for re-election.

13.6 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 her appointment.

13.7 Subject to Section 78 of the Act, the Committee shall consist of –

13.7.1 The Officers of the Association, each of whom shall be elected at the Annual General Meeting of the Association in each year, and

13.7.2 All ordinary members who have not been elected as Officer of the Association.

14. ELECTION OF OFFICERS AND VACANCY

14.1 Nominations for candidates for election as Officers of the Association shall be made from among members whose names appear on the Register described in Rule 5 and

14.1.1 shall be made in writing signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination), and

14.1.2 shall be delivered to the Secretary of the Association not less than 7 days before the date fixed for the holding of the Annual General Meeting.

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

14.3 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.

14.4 If the number of nominations exceeds the number of vacancies to be filled a ballot shall be held.

14.5 A ballot for the election of Officers of the Committee shall be conducted at the Annual General Meeting in such usual and proper manner as the Committee may direct.

14.6 A nomination for 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.

14.7 For the purposes of these Rules the office of an Officer of the Association becomes vacant if the officer –
14.7.1 ceases to be a member of the Association.
14.7.2 becomes an insolvent under administrations within the meaning of the Companies (Victoria) code, or
14.7.3 resigns her office by notice in writing given to the secretary.

15. SECRETARY

The Secretary of the Association shall keep minutes of the resolutions and proceedings of each General Meeting in a book provided for that purpose together with a record of the names of persons present.

16. TREASURER

16.1 The Treasurer of the Association –
16.1.1 shall collect and receive all moneys due to the Association and make all payments authorized by the Association and
16.1.2 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 and shall submit a financial statement and all accounts for payment to each General Meeting.

16.2 The accounts and books referred to in sub-clause (1) shall be available for inspection by members.

17. REMOVAL OF A MEMBER OF COMMITTEE

- 17.1 The Association in General Meeting may by resolution, remove any member of the Committee before the expiration of her term of office and appoint another member in her stead to hold office until the expiration of the term of the first mentioned member.
- 17.2 Where the member to whom a proposed resolution referred to in sub-clause (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.

18. CHEQUES

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

19. SEAL

- 19.1 The Common Seal of the Association shall be kept in the custody of the Secretary.
- 19.2 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 members of the Committee or of one member of the Committee and the *Secretary* of the Association.

20. ALTERATION OF RULES AND STATEMENT OF PURPOSES

- 20.1 These Rules and the Statement of Purposes of the Association shall not be altered except in accordance with the Act, and by a two-thirds majority of members present at a special meeting called for the purpose or at an Annual General Meeting.

21. NOTICES

- 21.1 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 her address shown in the Register of Members.
- 21.2 Where a document is properly addressed prepaid 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.

22. WINDING UP OR CANCELLATION

In the event of winding up or the cancellation of the Incorporation of the Association, the assets of the Association shall be disposed of in accordance with the provisions of the Act

23. CUSTODY OF RECORDS

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

24. FUNDS

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

25. LIFE MEMBERS

Life members may be elected to the Association with the following provisions –

- 25.1 by notice of motion.
- 25.2 by a two-thirds majority of members voting at a special General Meeting or the Annual General Meeting.
- 25.3 no more than 6 life members to hold office at any one time.
- 25.4 life members may hold office and retain all privileges of any other member.

26. APPEALS

Appeals against the rulings of any sub-committee may be made to the Committee and the ruling of the Committee shall be taken as final.

27. RULINGS

The Committee shall decide any questions that may arise which are not covered or provided for in the Rules and By-Laws and its decision shall be final.

28. BY-LAWS

The Association may make such By-Laws as may be necessary to govern competitions and such other matters as it deems necessary for the effective administration of the Association.