



M.E.M.R.L.T.A. INC.

Midweek Eastern Metropolitan Region Ladies' Tennis Association Incorporated

Statement of Purpose

and

Rules of Association

M.E.M.R.L.T.A. Inc. Statement of Purpose

STATEMENT OF PURPOSE

1. The name of the proposed incorporated association is M.E.M.R.L.T.A. Inc.
2. The purposes for which the incorporated association is established are:
 - (a) to arrange and manage inter club matches between lady members of member clubs within the eastern metropolitan region
 - (b) to arrange, promote and run social functions and tournaments
 - (c) to advance the best interests of the game of tennis in the regional community
 - (d) to purchase, take, lease, exchange, hire or otherwise acquire any real or personal property necessary or convenient for the purposes of the association
 - (e) to sell, manage, develop, lease, dispose of, turn to account or otherwise deal with all or any part of the property of the association
 - (f) to affiliate with any properly constituted association as may from time to time be determined
 - (g) to do all such things as are incidental or necessary for the purpose of the above objects.

STATEMENT OF RULES

1. The name of the Incorporated Association is M.E.M.R.L.T.A. Incorporated (in these rules called 'the Association').
2. (1) In these rules, unless the contrary intention appears;
 - "Executive Committee" means the committee of management of the Association,
 - "financial year" means the year ending on 31st May,
 - "general meeting" means a general meeting of members convened in accordance with rules 9 and 10,
 - "ordinary member" means a tennis club affiliated with the Association,
 - "delegate" means a representative of a tennis club affiliated with the Association,
 - "life member" means an officer or past officer of the Association to whom life membership has been granted by the Association at a general meeting,
 - "summer tennis season" is the season commencing in August/September of any year,
 - "winter season" is the season commencing in March/April of any year,
 - "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 the 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.

QUALIFICATIONS OF MEMBERSHIP

3. (1) Any tennis club within the eastern metropolitan region which applies for and is approved for membership as provided in these rules is eligible to be a member of the Association on payment of a yearly affiliation fee as set out in Rule 5.
- (2) A tennis club which is not a member of the Association at the time of the incorporation of the Association (or who was such a member at the time, but has ceased to be a member) shall not be admitted to membership –
 - (a) unless it applies for membership as provided in sub-clause (3) and,
 - (b) its admission as a member is approved by Executive Committee.
- (3) An application of a tennis club for membership of the Association –
 - (a) shall be made in writing,
 - (b) shall be lodged with the secretary of the Association.
- (4) As soon as is practicable after the receipt of an application the secretary shall refer the application to the Executive Committee.
- (5) Upon an application being referred to the Executive Committee the Executive Committee shall determine whether to approve or reject the application.
- (6) Upon an application being approved by the Executive Committee the secretary shall, with as little delay as possible, notify the applicant tennis club in writing that it is approved for membership of the Association.
- (7) The secretary shall then enter the applicant tennis club's name in the register of members kept by her, and upon the name being so entered the applicant tennis club becomes a member of the Association.
- (8) A right, privilege or obligation of a tennis club by reason of its membership of the Association –
 - (a) is not capable of being transferred or transmitted to another tennis club or person,
 - (b) terminates upon cessation of membership whether by resignation or otherwise.

CATEGORIES OF MEMBERSHIP

4. (1) The Association shall consist of ordinary members and life members.
- (2) The membership of the Association is not limited.

An ordinary member is a tennis club which has applied for and been approved for membership of the Association and which has paid the yearly affiliation fee within the time provided.

A life member is an officer or past officer of the Association on whom the Association has bestowed life membership in annual general meeting in recognition of outstanding services rendered to the Association. A life member has no financial obligations to the Association but has full rights and privileges as for ordinary members.

AFFILIATION FEES

5. (1) The yearly affiliation fee payable by ordinary members shall be determined at each annual general meeting and shall be payable before commencement of the summer tennis season.
- (2) Where a tennis club becomes an ordinary member after the commencement of the summer tennis season but before the commencement of the winter tennis season then the affiliation fee payable shall be one half of the yearly affiliation fee determined as in sub clause (1) and shall be payable before the commencement of the winter tennis season.

REGISTER OF MEMBERS

6. The secretary shall keep and maintain a register of members in which shall be entered the full name, 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 Public Officer.

RESIGNATION OF MEMBER

7. (1) A member of the Association who has paid all moneys due and payable to the Association may resign from the Association by first giving one month's notice in writing to the secretary of the intention to resign and upon the expiration of that period of notice, the member shall cease to be a member.
- (2) Upon the expiration of a notice given under sub clause (1), the secretary shall make in the register of members an entry recording the date on which the member by whom the notice was given, ceased to be a member.

EXPULSION, SUSPENSION OR FINING OF MEMBERS

8. (1) Subject to these rules, the Executive Committee may by resolution -
 - (a) expel a member from the Association,
 - (b) suspend a member from membership of the Association for a specified period, or
 - (c) fine a member in accordance with the regulations –
if the Executive Committee is of the opinion that the member –
 - (d) has refused or neglected to comply with these rules, or
 - (e) has been guilty of conduct unbecoming a member of, or prejudicial to the interests of the Association.
- (2) A resolution of the Executive Committee under sub-clause (1) –
 - (a) does not take effect unless the Executive Committee, at a meeting held not earlier than 14 and not later than 28 days after the service on the member of a notice under sub clause (3) confirms the resolution in accordance with this clause; and
 - (b) where the member exercises a right of appeal to the Association under the clause does not take effect unless the Association confirms the resolution in accordance with this clause.

- (3) Where the Executive Committee passes a resolution under sub clause (1), the secretary shall as soon as practicable, cause to be served on the member a notice in writing –
 - (a) setting out the resolution of the Executive Committee and the grounds on which it is based;
 - (b) stating that a delegate of the member may address the Executive Committee at a meeting to be held not earlier than 14 and not later than 28 days after the service of notice;
 - (c) stating the date, place and time of that meeting;
 - (d) informing the member that it may do one or more of the following:
 - (i) send a delegate to attend that meeting;
 - (ii) give to the Executive Committee before the date of that meeting a written statement seeking the revocation of the resolution;
 - (iii) not later than 24 hours before the date of the meeting, lodge with the secretary a notice to the effect that it wishes to appeal to the Association in general meeting against the resolution.
- (4) At the meeting of the Executive Committee held in accordance with sub clause (2), the Executive Committee –
 - (a) shall give to the delegate of the member an opportunity to be heard;
 - (b) shall give due consideration to any written statement submitted by the member; and
 - (c) shall by resolution determine whether to confirm or to revoke the resolution.
- (5) Where the secretary receives a notice under sub clause (3), she shall notify the Executive Committee and the Executive 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.

Rules of the Association M.E.M.R.L.T.A. Inc.

- (6) At a general meeting of the Association convened under sub clause (5) –
 - (a) no business other than the question of the appeal shall be transacted;
 - (b) the Executive Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
 - (c) a delegate of the member 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) If at the general meeting –
 - (a) two-thirds of the delegates, life members and officers vote in person in favour of the confirmation of the resolution, the resolution is confirmed,
 - (b) in any other case, the resolution is revoked.

ANNUAL GENERAL MEETINGS

9. (1) The Association shall in each calendar year convene an annual general meeting of its members.
- (2) The annual general meeting shall be held on such day as the Executive Committee determines but shall in any case be held not later than 31st July in each year.
- (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,

Rules of the Association M.E.M.R.L.T.A. Inc.

- (b) to receive from the Executive Committee a written report on the activities of the Association for the year, an audited statement of the accounts for the year and any other reports considered necessary by the Executive Committee,
 - (c) to elect officers of the Association,
 - (d) to receive and consider the statement submitted by the Association in accordance with section 30(3) of the Act,
 - (e) to fix the annual affiliation fee for the ensuing year,
 - (f) to appoint an auditor,
 - (g) to appoint sub committees for any purpose which may be deemed necessary by the meeting,
 - (h) to make and amend bylaws consistent with these rules.
- (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 an addition to any other general meetings that may be held in the same year.

SPECIAL GENERAL MEETINGS

10. All general meetings other than the annual general meeting shall be called special general meetings.
11. (1) The Executive 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 elapse between annual general meetings, shall convene a special general meeting before the expiration of that period.
- (2) The Executive Committee shall, on the request in writing signed by the president or the secretary or the Executive Committee or a request in writing signed by three members convene a special general meeting of the Association.
- (3) The request for a special general meeting shall state the objects of the meeting and be sent or delivered to the address of the secretary.

Rules of the Association M.E.M.R.L.T.A. Inc.

- (4) If the Executive Committee does not cause a special general meeting to be held within one month after the date on which the request is sent to the address of the secretary, the members making the request, 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 Executive Committee and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses.

GENERAL MEETINGS NOTICE

12. (1) The secretary of the Association shall, at least 21 days before the date fixed for holding a general meeting of the Association, cause to be sent to each member of the Association at the appropriate address appearing in the register of members, a notice by prepaid post stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (2) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- (3) A member desiring to bring any business before a general meeting must 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 providing notice of that business is received by the secretary at least 28 days before the next general meeting.

PROCEDURE

13. (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.

Rules of the Association M.E.M.R.L.T.A. Inc.

- (2) No item of business shall be transacted at a general meeting unless a quorum of delegates, life members and officers entitled under these rules to vote is present during the time when the meeting is considering that item.
- (3) 50 delegates and/or life members and/or officers personally present (being persons entitled under these rules to vote at general meeting) constitute a quorum for the transaction of business of a general meeting.
- (4) If within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present, the meeting if convened upon the request 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 delegates, life members and officers present (being not less than 13) shall be a quorum.

CHAIRPERSON

14. (1) The president, or in her 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 delegates, life members and officers present shall elect one of their number to preside as chairperson at the meeting.

ADJOURNMENT

15. (1) 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.
- (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 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.

VOTING

16. For attendance at general meetings of the Association and for voting purposes, each ordinary member will be represented by two delegates each of whom shall be a financial member of the tennis club and each of whom will have a vote.
17.
 - (1) Voting for election of officers shall be by ballot.
 - (2) Voting on all other questions arising at a general meeting of the Association shall be determined by show of hands and 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.
18.
 - (1) Upon any question arising at a general meeting of the Association, a delegate, a life member or an officer has one vote only and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
 - (2) All votes shall be given personally.
 - (3) Any resolution changing any of these rules or any bylaws requires a two thirds majority of those voting to be passed. Any other resolutions require a simple majority to be passed.
 - (4) A resolution to change any rule or bylaw which is proposed at one general meeting but does not obtain the requisite majority is not eligible for proposal at the next general meeting.
19.
 - (1) If at a meeting a poll on any question is demanded by not less than three delegates and/or life members and/or officers present, it shall be taken at the meeting by roll call and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.

Rules of the Association M.E.M.R.L.T.A. Inc.

- (2) 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.
20. A delegate is not entitled to vote at any general meeting unless the member whom she represents has paid all moneys due and payable to the Association.
21. Any member not sending a delegate to the annual general meeting shall be liable to a fine of an amount fixed from time to time in annual general meeting.

EXECUTIVE COMMITTEE – POWERS

22.
 - (1) The affairs of the Association shall be managed by an Executive Committee constituted as provided in Rule 23.
 - (2) The Executive 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 Executive Committee to be essential for the proper management of the business and affairs of the Association, including the proposal of bylaws consistent with these rules for adoption at a general meeting.

CONSTITUTION

23. (1) The officers of the Association shall be –
- (a) a President
 - (b) a Vice President
 - (c) a Secretary
 - (d) an Assistant Secretary
 - (e) a Treasurer
 - (f) two Record Secretaries
 - (g) up to five Committee Members
- (2) The immediate past president shall be an officer of the Association by right for one year after resigning as President.
- (3) The provisions of Rule 25 so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices mentioned in sub-clause (1).
- (4) 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 except that the secretary shall not hold office for more than five consecutive years and any other officer shall not hold office for more than three consecutive years.
- (5) In the event of any vacancy in any office referred to in sub-clause (1) for any cause whatsoever the Executive Committee may appoint any person to the vacant office, co-opt any delegate to fill any ensuing vacancy, and the person so appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of her appointment.
24. Subject to Section 23 of the Act the Executive Committee shall consist of the officers of the Association, each of whom shall be elected at the annual general meeting of the Association in each year except for an immediate past president who shall be an officer of the Association by right for one year after resigning as president.

ELECTION OF EXECUTIVE COMMITTEE MEMBERS

25. (1) Nominations of candidates for election as officers of the Association –
- (a) shall be made in writing signed by the secretary or delegate of a member of the Association or by a life member or by an officer and accompanied by the written consent of a candidate (which may be endorsed on the form of nomination),
 - (b) shall be delivered to the secretary of the Association not less than 28 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 Executive Committee, the candidates nominated shall be deemed to be elected and the vacancies shall be filled as provided in Rule 23(5).
- (3) If the number of nominations equals 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 shall be conducted at the annual general meeting in such usual and proper manner as the Executive Committee may direct.
- (6) A nomination of a candidate for election under this clause is not valid if that candidate has been nominated for another office for election at the same election.

GROUNDS FOR TERMINATION OF OFFICE

26. For the purposes of these rules, the office of an officer of the Association becomes vacant if the officer –
- (a) becomes an insolvent under administration within the meaning of the Companies (Victoria) Code; or
 - (b) resigns her office by notice in writing given to the secretary.

QUORUM AND PROCEDURE AT MEETINGS

27. (1) The Executive Committee shall meet at least 3 times in each year at such place and such time as the Executive Committee may determine.
- (2) Any 7 members of the Executive Committee constitute a quorum for the transaction of the business of a meeting of the Executive Committee.
- (3) 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.
- (4) At meetings of the Executive Committee –
 - (a) the president or in her absence the vice-president shall preside; or
 - (b) if the president and the vice-president are absent, such one of the remaining members of the Executive Committee as may be chosen by the members present shall preside.
- (5) Questions arising at a meeting of the Executive Committee or of any sub-committee appointed by the Executive Committee or in general meeting shall be determined on a show of hands.
- (6) Each officer present at a meeting of the Executive Committee or each officer and delegate present at a meeting of any sub-committee appointed by the Executive Committee or each officer, life member and delegate present at general meeting (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (7) Written notice of each committee meeting shall be served on each member of the Executive Committee by delivering it to her at a reasonable time before the meeting or by sending it by pre-paid post addressed to her at her usual or last known place of abode at least two business days before the date of the meeting.
- (8) Subject to sub clause (2) the Executive Committee may act notwithstanding any vacancy on the Executive Committee.

MINUTES

28. The secretary of the Association shall keep minutes of the resolutions and proceedings of each general meeting and each Executive Committee meeting in books provided for that purpose together with a record of the names and persons present at Executive Committee meetings.

TREASURER

29. (1) The treasurer of the Association –
- (a) shall collect and receive all moneys 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,
 - (c) shall make and realise such investments as are authorised by the Executive Committee.
- (2) The accounts and books referred to in sub-clause (1) shall be available for inspection by members.

REMOVAL OF EXECUTIVE COMMITTEE MEMBERS

30. (1) An officer of the Association may be removed from office by resolution of the Executive Committee. If this occurs then Rule 8(2), (3), (4), (5), (6) and (7) shall apply as if the officer were a member.
- (2) The Association in general meeting may by resolution remove any officer 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 officer.

- (3) Where the officer to whom a proposed resolution referred to in sub-clause (2) relates 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, life members and officers of the Association, the secretary or the president may send a copy of the representations to each member, life member and officer of the Association or, if they are not so sent, the officer may require that they be read out at the meeting.

SIGNING OF NEGOTIABLE INSTRUMENTS

31. All cheques, drafts, bill of exchange, promissory notes and other negotiable instruments shall be signed by any two of the president, the secretary and the treasurer.

COMMON SEAL

32. (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 Executive Committee and the affixing of the Common Seal shall be attested by the signature either of two members of the Executive Committee or of one member of the Executive Committee and of the Public Officer of the Association.

ALTERATIONS OF STATEMENTS OF PURPOSES AND RULES

33. These rules and the statement of purposes of the Association shall not be altered except in accordance with the Act.

SERVICE OF NOTICES

34. (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 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.

WINDING UP

35. In the event of the 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.

CUSTODY OF BOOKS AND OTHER DOCUMENTS

36. 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.

SOURCES OF FUNDS

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

USE OF MEMBERS' FACILITIES

38. The Association shall have the rights to the use of tennis courts of any member for the purpose of carrying out any Association fixture. On all such occasions local rules regarding maintenance of tennis courts and equipment are to be observed to the satisfaction of the secretary of the club whose courts are being used, or one appointed by him or her.