

**Rules of
MAUNGARAKI TENNIS CLUB INCORPORATED**

1.0 Name, Affiliation and Colours

- 1.1 The name of the club is Maungaraki Tennis Club Incorporated ("the Club").
- 1.2 The Club is constituted by resolution dated 17 January 1974.
- 1.3 The Club shall be affiliated to Hutt Valley Tennis Incorporated ("HVT"), or its successor.
- 1.4 The colours of the Club shall be Green and Gold.

2.0 Registered Office

- 2.1 The Registered Office of the Club is 10A Barberry Grove, Maungaraki, Lower Hutt 5010.

3.0 Objectives of Club

- 3.1 The objectives of the Club are to:
 - (a) Promote, develop, enhance and protect the sport of tennis mainly as an amateur sport for the recreation and entertainment of the general public in the Club's area;
 - (b) Develop opportunities, programmes and facilities to enable, encourage and enhance participation, enjoyment and performance in tennis;
 - (c) Seek, maintain and enhance the reputation of tennis through the development of rules, standards and practices that fulfill these objects;
 - (d) Do anything necessary or helpful to the above objectives.
- 3.2 Pecuniary gain is not an objective of the Club.

MANAGEMENT OF THE CLUB

4.0 Managing Committee and Officers

- 4.1 The Club shall have a managing committee ("the Committee"), comprising the following persons:
 - (a) The President;
 - (b) The Secretary;
 - (c) The Treasurer;
 - (d) The Club Captain;
 - (e) The Junior Convener; and
 - (f) Such other Members as the Club shall decide.
- 4.2 Only Members of the Club may be Committee Members.
- 4.3 In addition to the Committee, the Club shall have the following Officers:
 - (a) Patron
 - (b) Honorary Solicitor
 - (c) Honorary Auditor

5.0 Appointment of Committee Members

- 5.1 At a Club Meeting, the Members may decide by majority vote:
- (a) How large the Committee will be;
 - (b) Who shall be the President, Secretary, Treasurer, Club Captain and Junior Convener;
 - (c) Whether any Committee Member may hold more than one position as an officer;
 - (d) How long each person will be a Committee Member ("the Term");
 - (e) Who shall hold the offices of Patron, Honorary Solicitor and Honorary Auditor;
 - (f) Appoint voting delegates to attend Hutt Valley Tennis and Central Tennis Annual General Meetings.

6.0 Cessation of Committee Membership

- 6.1 Persons cease to be Committee Members when:
- (a) They resign by giving written notice to the Committee.
 - (b) They are removed by majority vote of the Club at a Club Meeting.
 - (c) Their Term expires.
 - (d) They are removed under Rule 7.5.
- 6.2 If a person ceases to be a Committee Member, that person must within one month give to the Committee all Club documents and property.

7.0 Nomination of Committee Members

- 7.1 Nominations for members of the Committee shall be called for at least 28 days before an Annual General Meeting. Each candidate shall be proposed and seconded in writing by Members and the completed nomination delivered to the Secretary. Nominations shall close at 5pm on the fifth day before the Annual General Meeting. All retiring members of the Committee shall be eligible for re-election.
- 7.2 By resolution of members at the Annual General Meeting Rule 7.1 may be waived and nominations taken from the floor at the meeting.
- 7.3 If the position of any Officer becomes vacant between Annual General Meetings, the Committee may appoint another Committee Member to fill that vacancy until the next Annual General Meeting.
- 7.4 If the position of any Committee Member becomes vacant between Annual General Meetings, the Committee may appoint another Club Member to fill that vacancy until the next Annual General Meeting.
- 7.5 If any Committee Member is absent from three consecutive meetings without leave of absence the President may declare that person's position to be vacant.

8.0 Role of the Committee

- 8.1 Subject to the rules of the Club ("The Rules"), the role of the Committee is to:
- (a) Administer, manage, and control the Club, including maintaining a record of Club business, documents and resolutions;
 - (b) Carry out the objectives of the Club, and Use Money or Other Assets to do that;

- (c) Manage the Club's financial affairs, including approving the annual financial statements and budget for the upcoming year for presentation to the Members at Annual General Meetings;
 - (d) Set accounting policies in line with generally accepted accounting practice;
 - (e) Delegate responsibility and co-opt members where necessary;
 - (f) Ensure that all Members follow the Rules;
 - (g) Decide how a person becomes a Member, and how a person stops being a Member;
 - (h) Decide the times and dates for Meetings, and set the agenda for Meetings;
 - (i) Decide the procedures for dealing with complaints;
 - (j) Set Membership classes and fees, including subscriptions and levies, provided that such membership classes, fees and levies must be confirmed at the Annual General Meeting;
 - (k) Make Regulations under Rule 25 concerning the administration of the Club including, but not limited to, regulations concerning payment or non-payment of subscriptions and levies, the conduct, composition and selection of interclub and twilight teams, and the conducting of Club competitions;
 - (l) Maintain and manage all the Club's facilities, including the clubrooms, courts, floodlights and fences.
- 8.2 The Committee has all of the powers of the Club, unless the Committee's power is limited by these Rules, or by a majority decision of the Club.
- 8.3 All decisions of the Committee shall be by a majority vote. In the event of an equal vote, the President shall have a casting vote, that is, a second vote.
- 8.4 Decisions of the Committee, including the interpretation of these Rules, bind the Club, unless the Committee's power is limited by these Rules or by a majority decision of the Club.

9.0 Roles of Committee Members

- 9.1 The President is responsible for:
- (a) Ensuring that the Rules are followed;
 - (b) Convening Meetings and establishing whether or not a quorum (at least half of the Committee) is present;
 - (c) Chairing Meetings, deciding who may speak and when;
 - (d) Overseeing all tennis playing operations within the club in conjunction with the relevant conveners;
 - (e) Providing a report on the operations of the Club at each Annual General Meeting.
- 9.2 The Secretary is responsible for:
- (a) Recording the minutes of Meetings;
 - (b) Keeping the Register of Members;
 - (c) Holding the Club's records, documents, and books except those required for the Treasurer's function;
 - (d) Receiving and replying to correspondence as required by the Committee;

- (e) Forwarding the annual financial statements for the Club to the Registrar of Incorporated Societies upon their approval by the Members at an Annual General Meeting;
- (f) Advising the Registrar of Incorporated Societies of any rule changes.

9.3 The Treasurer is responsible for:

- (a) Keeping proper accounting records of the Club's financial transactions to allow the Club's financial position to be readily ascertained;
- (b) Preparing annual financial statements for presentation at each Annual General Meeting. These statements should be prepared in accordance with the Club's accounting policies (see Rule 8.1.d);
- (c) Providing a financial report at each Annual General Meeting;
- (d) Providing financial information to the Committee as the Committee determines;
- (e) Providing all financial information necessary for the club audit (see Rule 20.1).

9.4 The roles and responsibilities of other Committee Members are determined by the Committee.

10.0 Committee Meetings

- 10.1 Committee meetings may be held via video or telephone conference, or other formats as the Committee may decide;
- 10.2 No Committee Meeting may be held unless at least half of the Committee Members attend;
- 10.3 The President shall chair Committee Meetings, or if the President is absent, the Committee shall elect a Committee Member to chair that meeting;
- 10.4 Decisions of the Committee shall be by majority vote;
- 10.5 The President or person acting as President has a casting vote, that is, a second vote;
- 10.6 Only Committee Members present at a Committee Meeting may vote at that Committee Meeting;
- 10.7 Subject to these Rules, the Committee may regulate its own practices;
- 10.8 The President or his nominee has the power to adjourn the meeting.

CLUB MEMBERSHIP

11.0 Types of Members

- 11.1 Membership may comprise different classes of membership as decided by the Club.
- 11.2 Life Membership shall be open to such persons who have rendered outstanding services to the Club and have been determined by the Committee to be eligible for life membership. It shall be necessary for such determination of the Committee to be confirmed by a simple majority of members present at an Annual General Meeting.
- 11.3 Members have the rights and responsibilities set out in these Rules.

12.0 Admission of Members

- 12.1 To become a Member, a person ("the Applicant") must:

- (a) Complete an application form, if the Rules, Regulations or Committee requires this; and
 - (b) Supply any other information the Committee requires.
- 12.2 The Committee may interview the Applicant when it considers Membership applications.
- 12.3 The Committee shall have complete discretion when it decides whether or not to allow the Applicant become a Member. The Committee shall advise the Applicant of its decision, and that decision shall be final.

13.0 The Register of Members

- 13.1 The Secretary shall keep a register of Members (“the Register”), which shall contain the names, the postal and email addresses and telephone numbers of all Members, and the dates at which they became Members.
- 13.2 If a Member’s contact details change, that Member shall give the new postal or email address or telephone number to the Secretary.
- 13.3 Each Member shall provide such other details as the Committee requires.
- 13.4 Members shall have reasonable access to the Register of Members.

14.0 Cessation of Membership

- 14.1 Any Member may resign by giving written notice to the Secretary.
- 14.3 Membership may also be terminated in the following way:
- (a) If, for any reason whatsoever, the Committee is of the view that a Member is breaching the Rules or Regulations or acting in a manner inconsistent with the objectives of the Club, the Committee may give written notice of this to the Member (“the Committee’s Notice”). The Committee’s Notice must:
 - (i) Explain how the Member is breaching the Rules or acting in a manner inconsistent with the objectives of the Club;
 - (ii) State what the Member must do in order to remedy the situation; or state that the Member must write to the Committee giving reasons why the Committee should not terminate the Member’s Membership;
 - (iii) State that if, within 14 days of the Member receiving the Committee’s Notice, the Committee is not satisfied, the Committee may in its absolute discretion immediately terminate the Member’s Membership;
 - (iv) State that if the Committee terminates the Member’s Membership, the Member may appeal to the Club.
 - (b) 14 days after the Member received the Committee’s Notice, the Committee may in its absolute discretion by majority vote terminate the Member’s Membership by giving the Member written notice (“Termination Notice”), which takes immediate effect. The Termination Notice must state that the Member may appeal to the Club at the next Meeting by giving written notice to the Secretary (“Member’s Notice”) within 14 days of the Member’s receipt of the Termination Notice.
 - (c) If the Member gives the Member’s Notice to the Secretary, the Member will have the right to be fairly heard at a Club Meeting held within the following 28 days. If the Member chooses, the Member may provide the Secretary with a written explanation of the events as the Member sees them (“the Member’s Explanation”), and the Member may require the Secretary to give

the Member's Explanation to every other Member within 7 days of the Secretary receiving the Member's Explanation. If the Member is not satisfied that the other Club Members have had sufficient time to consider the Member's Explanation, the Member may defer his or her right to be heard until the following Club Meeting.

- (d) When the Member is heard at a Club Meeting, the Club may question the Member and the Committee Members.
- (e) The Club shall then by majority vote decide whether to let the termination stand, or whether to reinstate the Member. The Club's decision will be final.

15.0 Obligations of Members

15.1 All Members (and Committee Members) shall promote the objectives of the Club and shall do nothing to bring the Club into disrepute.

MONEY AND OTHER ASSETS OF THE CLUB

16.0 Use of Money and Other Assets

16.1 Subject to Rule 16.2, the Club may only Use Money and Other Assets if:

- (a) It is for an objective of the Club;
- (b) It is not for the sole personal or individual benefit of any Member; and
- (c) That Use has been approved by either the Committee or by majority vote of the Club.

16.2 No member of the Club or any person associated with a member shall participate in or materially influence any decision of the Committee or Club in respect of a payment to or on behalf of that member or associated person of any income, benefit, or advantage whatsoever. Any such income paid shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value). The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

17.0 Joining Fees, Subscriptions and Levies

17.1 If any Member does not pay a Subscription, Joining Fee or Levy by the date set by the Committee or the Club, the Secretary will give written notice that, unless the arrears are paid by a nominated date, the Membership will be terminated. After that date, the Member shall (without being released from the obligation to pay any sums due) have no Membership rights and shall not be entitled to participate in any Club activity.

17.2 The Committee may make Regulations governing the terms of payment of subscriptions, joining fees and levies, and the effect that any non-payment may have on the rights and benefits of any club member who has not made the required payments.

18.0 Additional Powers

18.1 The Club may:

- (a) Employ people for the objectives of the Club;
- (b) Exercise any power a trustee might exercise;

- (c) Invest in any investment that a trustee might invest in;
- (d) Borrow money and provide security for that if authorised by Majority vote at any Club Meeting.

19.0 Financial Year

19.1 The financial year of the Club begins on 1 June of every year.

20.0 Auditing of the Financial Statements

20.1 The Club shall appoint an Auditor to audit the annual financial statements of the Club. The Auditor shall report on whether the financial statements are prepared in all material respects in accordance with the Club's accounting policies. The Auditor must be a suitably qualified person and should preferably be a member of the New Zealand Institute of Chartered Accountants, and must not be a member of the Committee, nor an employee of the Club. If the Club appoints an Auditor who is unable to act for some reason, the Committee shall appoint another Auditor as a replacement. The Committee is responsible to provide the auditor with:

- (a) Access to all information of which the Committee is aware that is relevant to the preparation of the financial statements such as records, documentation and other matters;
- (b) Additional information that the auditor may request from the Committee for the purpose of the audit; and
- (c) Reasonable access to persons within the Club from whom the auditor determines it necessary to obtain evidence.

20.2 No review or audit of the annual financial statements is required unless a review or audit is requested by 5% of the Members at any properly convened Club Meeting.

CONDUCT OF MEETINGS

21.0 Club Meetings

21.1 A Club Meeting is either an Annual General Meeting or a Special General Meeting.

21.2 The Annual General Meeting shall be held once every year no later than three months after the Club's balance date. The Committee shall determine when and where the Club shall meet within those dates.

21.3 Special General Meetings may be called by the Committee. The Committee must call a Special General Meeting if the Secretary receives a written request signed by at least 10% of eligible Members.

21.4 The Secretary shall:

- (a) Give all Members at least 14 days Written Notice of the business to be conducted at any Club Meeting;
- (b) Additionally, the Secretary will provide, as appropriate:
 - (i) A copy of the President's Report on the Club's operations and of the Annual Financial Statements (including audit report) as approved by the Committee;
 - (ii) A list of Nominees for the Committee, and information about those Nominees if it has been provided, but not exceeding one A4 page per nominee;

- (iii) Notice of any motions and the Committee's recommendations about those motions;
- (iv) If the Secretary has sent a notice to all Members in good faith, the Meeting and its business will not be invalidated simply because one or more Members do not receive the notice.

21.5 All eligible Members may attend and vote at Club Meetings.

21.6 No Club Meeting may be held unless at least ten eligible Members attend. (This will constitute a quorum.)

21.7 All Club Meetings shall be Chaired by the President. If the President is absent, the Club shall elect another Committee Member to Chair that meeting. Any person Chairing a Club Meeting has a casting vote.

21.8 On any given motion at a Club Meeting, the President shall in good faith determine whether to vote by:

- (a) Voices;
- (b) Show of hands; or
- (c) Secret ballot.

However, if any Member demands a secret ballot before a vote by voices or show of hands has begun, voting must be by secret ballot. If a secret ballot is held, the President will have a casting, that is, second vote.

21.9 The business of an Annual General Meeting shall be:

- (a) Receiving any minutes of the previous Club's Meeting(s);
- (b) The President's report on the business of the Club;
- (c) The Treasurer's report on the finances of the Club, the Annual Financial Statements and the budget for the upcoming year, including the proposed membership classes, subscriptions and levies;
- (d) Election of Committee Members and Officers and the appointment of the Patron, Honorary Auditor and Honorary Solicitor;
- (e) Motions to be considered;
- (f) General business;
- (g) Any other motions or matters, including general business, that have been properly submitted under Rule 21.10 for consideration at the meeting.

21.10 Any proposed motions and other items of general business to be discussed under Rule 21.9 (g) not covered under Rule 21.9 (a) to (e) must be received in writing by the Secretary not less than twenty one (21) days before the date set for the Annual General Meeting.

21.11 The President or his nominee shall adjourn the meeting if necessary.

21.12 Adjourned Meetings: If within half an hour after the time appointed for a meeting a quorum is not present the meeting, if convened upon requisition of members, shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the President of the Club, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The President may with the consent of any Club Meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

22.0 Motions at Club Meetings

22.1 Any Member may request that a motion be voted on ("Member's Motion") at a particular Club Meeting, by giving written notice to the Secretary at least 21 days before that meeting. The Member may also provide information in support of the motion ("Member's Information").

The Committee may in its absolute discretion decide whether or not the Club will vote on the motion. However, if the Member's Motion is signed by at least 10% of eligible Members:

- (a) It must be voted on at the Club Meeting chosen by the Member; and
- (b) The Secretary must give the Member's Information to all Members at least 14 days before the Club Meeting chosen by the Member; or

If the Secretary fails to do this, the Member has the right to raise the motion at the following Club Meeting.

22.2 The Committee may also decide to put forward motions for the Club to vote on ("Committee Motions") which shall be suitably notified.

COMMON SEAL

23.0 Common seal

23.1 The seal of the Club shall consist of the words "Maungaraki Tennis Club Incorporated" in the form of a circle with the words 'The common seal of' in the centre, and shall be in the custody of the Secretary and shall be affixed to such documents as the Management Committee authorises to be sealed.

23.2 The Secretary shall have custody of the common seal, which shall only be used by the authority of the Committee. Every document to which the common seal is affixed shall be signed by the President, or his nominee, and countersigned by the Secretary or a member of the Committee.

ALTERING THE RULES

24.0 Altering the Rules

24.1 The Club may alter or replace these Rules at a Club Meeting by a resolution passed by a two-thirds majority of those Members present and voting.

24.2 Any proposed motion to amend or replace these Rules shall be signed by at least ten eligible Members, or by recommendation of the Committee, and given in writing to the Secretary at least 28 days before the Club Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.

24.3 At least 14 days before the General Meeting at which any Rule change is to be considered the Secretary shall give to all Members written notice of the proposed motion, the reasons for the proposal, and any recommendations the Committee has.

24.4 When a Rule change is approved by a General Meeting no Rule change shall take effect until the Secretary has filed the changes with the Registrar of Incorporated Societies.

24.5 No addition to or alteration of the objectives, payments to members clause or the winding-up clause shall be approved without the approval of Inland Revenue, or its successor. The provisions and effect of this clause shall not be removed from this

document and shall be included and implied into any document replacing this document.

REGULATIONS

25.0 Regulations to govern the Club

- 25.1 The Committee may from time-to-time make, alter or rescind Regulations for the general management of the club, so long as these are not repugnant to these rules or to the provisions of law.
- 25.2 All such Regulations shall be binding on members of the Club.
- 25.3 A copy of the Regulations for the time being, shall be available for inspection by any member on request to the Secretary.

WINDING UP

26.0 Winding up

- 26.1 A majority of the eligible Members of the Club present at a Club Meeting convened for the purpose may resolve that the Club be dissolved as from a date to be named in such resolution and may, subject to Rule 26.2, also direct the method of disposition of the funds and property of the Club after the dissolution thereof and notice of such resolution shall be sent to the Registrar.
- 26.2 If the Club is wound up:
 - (a) The Club's debts, costs and liabilities shall be paid;
 - (b) Surplus Money and Other Assets of the Club may be disposed of:
 - (i) By resolution; or
 - (ii) According to the provisions in the Incorporated Societies Act 1908; but
 - (c) If upon the winding up or dissolution of the Club there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid or distributed among the members of the Club but shall be given or transferred to some other organization or body having objects similar to the objects of the Club, or to some other charitable organisation or purpose, within the Hutt Valley.

DEFINITIONS

27.0 Definitions and Miscellaneous matters

- 27.1 In these Rules:
 - (a) "Club Meeting" means any Annual General Meeting, or any Special General Meeting, but not a Committee Meeting.
 - (b) "Eligible Members" means fully paid-up members of the Club aged 18 or over.
 - (c) "Majority vote" means a vote made by more than half of the Members who are present at a Meeting and who are entitled to vote and voting at that Meeting upon a resolution put to that Meeting.
 - (d) "Money or Other Assets" means any real or personal property or any interest therein, owned or controlled to any extent by the Club.

- (e) "Use Money or Other Assets" means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with, Money or Other Assets.
- (f) "Written Notice" means communication by post, electronic means (including email, and website posting), or advertisement in periodicals, or a combination of these methods.
- (g) It is assumed that
 - (i) Where a masculine is used, the feminine is included
 - (ii) Where the singular is used, plural forms of the noun are also inferred
 - (iii) Headings are a matter of reference and not a part of the rules

27.2 Matters not covered in these rules shall be decided upon by the Committee.