

# INCORPORATED SOCIETIES ACT



\*10041218923\*

Declaration by a Member of a Society, or a Solicitor, that the Alteration of the Rules is in accordance with the Rules of the Society

I, (1) Trudi Ann Gray, of (2) Wellington,

Self employed

do solemnly and sincerely declare

as follows -

1 That I am a (4) member of Miramar Tennis Club (Inc)

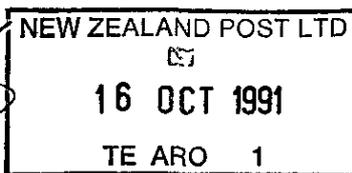
2 That the alteration of the rules of (5) The Miramar Tennis Club

Incorporated as set out in the document marked "A" hereto annexed (6) has been made in accordance with the rules of the Society

And I make this solemn declaration conscientiously believing the same to be true, and by virtue of the provisions of the Oaths and Declarations Act, 1957

Signed (7)

Declared at Wellington, this sixteenth day of October 1991 before me



OFFICER DULY AUTHORISED TO TAKE AND RECEIVE STATUTORY DECLARATIONS

(8) A Justice of the Peace, Post Master, Solicitor Notary Public or other person authorised to take a Statutory Declaration

- NOTES
- (1) Full name of the person making the declaration
  - (2) Place of abode e.g. Wellington or Dunedin
  - (3) Occupation e.g. Driver or Cleaner or Clerk
  - (4) State whether you are a member of the society or its solicitor
  - (5) The full name of the society
  - (6) The document attached must have written upon it a capital A plus the following

'This is the document marked 'A' referred to in the annexed declaration of (1)

made at this day of 19 before me "

This will be completed and signed by the person taking the statutory declaration (refer to note 8 below)

- (7) To be signed by the person making the declaration
- (8) Statutory Declarations can only be taken by persons specially authorised for the purpose The JP etc must sign here and complete the exhibit note referred to in note (6) above

A

STATUTORY DECLARATION

THIS IS THE DOCUMENT MARKED "A" REFERRED TO IN THE ANNEXED DECLARATION OF TRUDI ANN GRAY MADE AT WELLINGTON THIS 16TH DAY OF OCTOBER 1991 BEFORE ME

.....

We hereby certify that the document marked "A" was the document agreed at a duly constituted Special General Meeting of the Miramar Tennis Club on 25 September 1989

*[Handwritten signature]*

Member

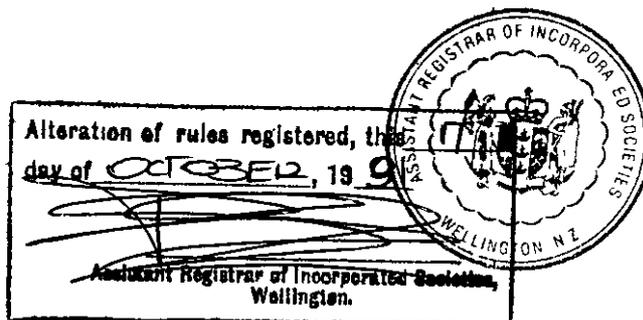
*Fred Scarlett*

Member

*Trudi Ann Gray*

Member

Dated 16 October 1991



A

MIRAMAR TENNIS CLUB INCORPORATED

RULES AND CONSTITUTION

1 Name

The Club shall be called the Miramar Tennis Club Incorporated and it shall affiliate with the Wellington Lawn Tennis Association

2. Objects

The objects of the Club are:

- (a) To foster promote and encourage the game of tennis throughout the Miramar and adjacent districts.
- (b) To provide means for properly controlling the game, regulating the conduct of players and the public, and generally managing conducting and controlling and carrying on the said game and to take steps to punish any person player or member guilty of misconduct.
- (c) To consider and discuss all questions affecting the interests of the Club and the game of tennis.
- (d) To purchase take on lease hire or otherwise acquire and hold real and personal property rights and privileges which the Club may think necessary or convenient to the attainment of any of the foregoing objects or generally for the promotion carrying on fostering and encouraging the game of tennis
- (e) To construct maintain and alter any buildings playing grounds or works necessary or convenient for all or any of the objects aforesaid
- (f) To sell lease mortgage charge or otherwise dispose of any of the property of the Club and to grant such rights and privileges thereover in such manner as the Club may from time to time think necessary and proper
- (g) To borrow money by way of bank overdraft or otherwise in such manner and to give such security over all or any of the property of the Club as the said Club shall think necessary or proper and in particular by mortgage or the issue of debentures or debenture bonds charged on all or any of the property of the Club.
- (h) To invest the funds of the Club upon such securities and in such manner as is authorised by the Rules.
- (i) To raise money by subscriptions or any other means and to grant rights or privileges to subscribers.

- (j) To draw, make, accept, endorse, discount, execute, issue and negotiate promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments
- (k) To render voluntary aid to any member of the Club who may be physically injured or disabled while or by reason of playing the game of tennis in accordance with the by-laws governing any Accident Fund which the Club may establish for this purpose.
- (l) To do all such things as are incidental or conducive to the attainment of the above objects or any of them

3 Office

The Office of the Club shall be at the Tennis Club Pavilion, Miramar Park, or at such other place or places as the Management Committee shall from time to time decide.

4 Members

- (a) The members of the Club shall consist of
  - (1) Full Time Members, and
  - (2) Restricted Members (Mid-week), and
  - (3) Restricted Members (Veteran), and
  - (4) Restricted Members (Junior), and
  - (5) Non-playing Members
- (b) The Restricted Members of each type shall constitute a Section of the Club, and each such Section shall have restricted playing privileges which shall be set from time to time by a general meeting of the Club or by the Management Committee
- (c) A person who is a Full Time Member may also be a Restricted Member
- (d) A person may become a member of the Club by
  - (1) Completing an application in writing, and
  - (2) Stating which type of membership is sought, and
  - (3) Agreeing to abide by these Rules, and
  - (4) Paying the applicable entrance fee and annual subscription as set from time to time, and
  - (5) Having such application accepted by the Management Committee, or under delegation from

the Management Committee, or by a general meeting of the Club

- (e) Each intending member may play at the Club under such conditions as may be set by the Management Committee from time to time
- (f) The Management Committee may invite a Restricted Member to become a Full Time Member without paying an entrance fee or in special circumstances to remit either wholly or in part the entrance fee for any person who previously had been a Member.
- (g) The Management Committee shall have the power to limit the total number of Full Time Members as determined by resolution from time to time and where necessary the total number of Restricted Members in each Section.
- (h) The Club shall give public notice at least once *per annum* of the right for members of the public to apply for membership and the Management Committee shall be empowered to either accept or decline any such application, provided that where the Management Committee is of a mind to not accept a potential member, before any final decision is reached on the matter such applicant shall be afforded every reasonable opportunity to state his or her case either in person or by a friend, or both

5 Subscriptions and Fees

- (a) The entrance fees, the annual subscriptions, the dates by which annual subscriptions must be paid, the guest fees, and the visitor fees shall be set from time to time by a general meeting of the Club
- (b) The annual subscriptions which are payable by the Full Time Members shall consist of specified amounts which are allocated for
  - (1) the expenses of the Club generally, and
  - (2) affiliation to the Wellington Lawn Tennis Association, this amount being not payable by a member who has already paid the annual affiliation fee for that year.
- (c) The annual subscriptions which are payable by the Restricted Members shall each consist of specified amounts which are allocated for:
  - (1) the expenses of the applicable Section, and
  - (2) the expenses of the Club generally, this amount being not payable by a Restricted Member who has already paid the Annual Subscription for that year as a Full Time Member, and

- (3) affiliation to the Wellington Lawn Tennis Association, this amount being not payable by a member who has already paid the annual affiliation fee for that year
- (d) A general meeting of the Club may elect Honorary Life Members who shall not be required to pay annual subscriptions thenceforth but shall be deemed to be Full Time Members or Non-playing Members as they each may choose from time to time.
- (e) The Management Committee shall from time to time offer to members the option to pay a Life Subscription or a subscription for a fixed term of years under such conditions as may be set by a general meeting of the Club

6 No person shall be allowed to enter any Club tournament, play in any inter-club fixture or participate in any Club play unless he or she conforms with the applicable conditions of play and

- (1) is a member of the Club and has paid all fees and subscriptions due, or
- (2) is a guest at the Club by invitation of a member, provided that on each occasion the member pays the applicable guest fee as fixed from time to time, or
- (3) is a casual visitor at the Club who on each occasion has paid the applicable visitor fee as fixed from time to time, or
- (4) has been granted special dispensation in respect of fees by the Management Committee

7 A complete list of all financial members shall be kept in a conspicuous position in the Club pavilion

8 Any member wishing to nominate anyone for Life Membership, with or without the payment of a subscription, must do so by written notification to the Honorary Secretary at least thirty days prior to the annual general meeting of the Club

9 The Management Committee shall have power to strike any member off the roll of the Club who has not paid the full amount of subscription within the due date. No cancellation of membership under this rule shall relieve any member from the payment of any subscription or other moneys due or payable by him/her at the time of such cancellation (or resignation) of membership. The full fee must be paid before any such member can be re-admitted

10        Resignations

- (a)        Any member may resign from the Club by giving written notice of such intention to the Honorary Secretary
- (b)        Any Restricted Member who is not also a Full Time Member may resign from the Club by giving written notice of such intention to the Secretary of the Section Committee for the applicable Section
- (c)        Any resignation may be dealt with by the Management Committee, or under delegation from the Management Committee, or by the Club in General Meeting
- (d)        Any member who resigns shall continue to be liable for all subscriptions due or accruing (and all other moneys unpaid) to the Club at the time of such resignation
- (e)        No member resigning from the Club or ceasing from any cause to be a member shall be entitled to any portion whatever of the property of the Club and shall have no claim thereon

11.        (Rescinded)

12.        No member who is unfinancial to the Club or unfinancial in any other Club affiliated to any branch of the New Zealand Lawn Tennis Association shall be allowed to become a member of, or to continue membership of the Club without the consent of the Management Committee of the Wellington Lawn Tennis Association

13        Officers

- (a)        The Officers of the Club shall consist of the following
  - (1)        The Patron
  - (2)        One or more Vice Patrons
  - (3)        The President
  - (4)        One or more Vice Presidents
  - (5)        The Honorary Club Captain.
  - (6)        The Honorary Secretary
  - (7)        The Honorary Treasurer
  - (8)        The Honorary Auditor
- (b)        The Officers shall be elected at the annual general meeting of the Club
- (c)        Each Officer shall not be required to pay an annual subscription, and shall be deemed to be either a Full

Time Member or a Non-playing Member as he or she may choose

14. Management Committee

- (a) The Management Committee of the Club shall consist of
- (1) The President
  - (2) The Honorary Club Captain.
  - (3) The Honorary Secretary.
  - (4) The Honorary Treasurer.
  - (5) Up to ten other members of the Club elected at the annual general meeting of the Club.
  - (6) One representative of each Section who shall be appointed by the applicable Section Committee
- (b) Where the appointed representative of a Section cannot attend a meeting of the Management Committee, the applicable Section Committee may appoint a proxy to attend in his or her stead
- (c) The President shall be the convenor of the Management Committee
- (d) The members of the Management Committee shall appoint their own Chairman
- (e) The Management Committee shall have the following powers and duties
- (1) To control the management of the Club and to deal with all matters and things arising under these Rules, other than those specially provided in these Rules to be dealt with by a general meeting of the Club
  - (2) To deal with all matters not specially provided for in these Rules
  - (3) To do all matters and things necessary to carry out the objects of the Club.
  - (4) To appoint Officers or members of the Management Committee to fill any vacancies which may occur, such appointments to hold good until the next annual general meeting of the Club
  - (5) To make By-laws to control the conduct of the players or the management of the Sections or for any purpose which they may think fit

- (6) To set the playing rights of each Section
- (7) To set the conditions under which guests or casual visitors may play at the Club
- (8) To reduce the annual subscription which is payable by a new member who joins the Club after December, or by an existing member of the Club under special circumstances
- (9) To appoint delegates to the Council of the Wellington Lawn Tennis Association
- (10) To delegate any of its powers with regard to any Section to the applicable Section Committee

15      Sections

- (a) Each Section may decide all specific matters pertaining only to that Section by resolution passed at a general meeting of the members of the Club in that Section in conformity with these Rules and the By-laws of the Club
- (b) Each Section may adopt a distinctive name, and may affiliate with any association of like nature.
- (c) Each Section shall have a Section Committee which shall consist of a Convenor, a Secretary, and up to ten other persons
- (d) Except for the Restricted Members (Junior), the Convenor the Secretary and the other members of each Section Committee shall be elected annually by a general meeting of the members of the Club in that Section
- (e) If the annual general meeting of the Members of the Club in that Section so resolves, the members of any Section Committee may be exempted from the requirement to pay that part of their annual subscriptions which is allocated for the expenses of that Section.
- (f) The Convenor of the Section Committee for the Restricted Members (Junior) shall be appointed by the Management Committee and shall have the power to appoint annually the Secretary and the other members of that Section Committee subject to confirmation by the Management Committee.
- (g) Each Section Committee shall have the following powers and duties
  - (1) To appoint its own Chairman from amongst its members

- (2) To control the management of that Section in conformity with these Rules and the By-laws of the Club.
- (3) To exercise such powers as may be delegated by the Management Committee from time to time
- (4) To appoint a member of the Club in that Section to fill any vacancy arising from the resignation of an elected member of that Section Committee
- (5) To collect the annual subscriptions of the members of the Club in that Section, and to pay to the Honorary Treasurer the amounts from the annual subscriptions which are allocated for the expenses of the Club generally and for affiliation to the Wellington Lawn Tennis Association
- (6) To strike off the roll of that Section any member of the Club who has not paid the full amount of the applicable annual subscription by the due date.
- (7) To operate one or more bank accounts for the funds of that Section under such conditions as the applicable Section Committee shall from time to time decide, provided that the Honorary Treasurer shall be empowered to withdraw the funds from the bank accounts of any Section which has become inactive if the Management Committee so resolves
- (8) To incur accounts for payment provided that the total amounts payable shall not exceed the funds held by that Section
- (9) To prepare an annual forecast of the amount needed from the annual subscription of each member of the Club in that Section for the expenses of that Section.
- (10) To provide the following information to the Management Committee as required from time to time
  - (1) A list of the current financial members of the Club in that Section and their addresses.
  - (11) An annual report of the year's activities of that Section, suitable for inclusion in the Club's Annual Report.
  - (111) An annual financial statement suitable for audit, stating the income and

expenditure of that Section for the last financial year and its assets and liabilities at the close of the said year

- (h) Any Section may be disbanded by a resolution passed at a general meeting of the members of the Club in that Section and the funds and property of that Section shall be transferred to any charitable institutions of like nature if so resolved by the said general meeting and the said funds shall otherwise be retained by the Club, provided that no resolution to disband any Section shall take effect until the Management Committee has so agreed

16 Meetings

- (a) The annual general meeting of the Club shall be held not later than the 30th September in each year
- (b) The annual general meeting of the members of the Club in each Section shall be held not later than thirteen months after the previous annual general meeting for that Section, except for the Restricted Members (Junior)

17 Notice of Meetings

- (a) Each person who is entitled to vote at a general meeting of the Club or a general meeting of a Section or a meeting of the Management Committee or a meeting of a Section Committee shall be given at least seven days notice of such meeting
- (b) The notice of any general meeting of the Club or any general meeting of a Section shall be given either by advertisement or by circulars through the post and shall state
- (1) the time and place of that meeting, and
  - (2) the business of that meeting and
  - (3) the notices of motions to be put to that meeting, and
  - (4) the manner in which the business will be disposed of in the event that a quorum is not present.
- (c) The notice of a meeting of the Management Committee or any Section Committee shall be given posting the time and place of such meeting on the noticeboard in the Office of the Club or by such other means as the convenor may decide.

18 Quorum

- (a) At any general meeting of the Club one half of the total members or twelve members present excluding Restricted Members (Junior) shall form a quorum
- (b) If the number of members present at the time and place which has been duly notified for a general meeting of the Club does not constitute a quorum then that general meeting shall be adjourned for seven days at the same time and place when business shall be proceeded with irrespective of the number present
- (c) At any meeting of the Management Committee or a Section Committee four members present thereof shall form a quorum

19 Voting

- (a) At any general meeting of the Club only the financial members who are present except Restricted Members (Junior) shall be allowed to vote each having one vote
- (b) At any general meeting of a Section all financial members of the Club in that Section who are present shall be allowed to vote, each having one vote
- (c) At any meeting of the Management Committee or any Section Committee each duly elected or appointed or *ex officio* member who is present shall have one vote
- (d) At any meeting votes shall be cast by a secret written ballot if such is requested by any person present and entitled to vote, or otherwise the chairman of the meeting may decide that votes shall be cast either by a show of hands or else by voices
- (e) At any meeting each resolution shall be decided by a simple majority of votes cast for or against and in the event of the voting being even the Chairman shall also have a casting vote

20. Annual Reports

- (a) The financial year of the Club shall close on the 31st day of May in each year.
- (b) The financial years of the Sections of the Club shall each close on the 31st day of May in each year or on such other days as may be set by the Management Committee from time to time
- (c) At the conclusion of each financial year
  - (1) The Honorary Secretary shall prepare an annual report of Club's activities and

- (2) The Honorary Treasurer shall prepare and have audited an annual financial statement containing
  - (1) The income and expenditure of the Club during the said year
  - (11) The assets and liabilities of the Club at the close of the said year
  - (111) All mortgages, charges and securities of any description affecting the property of the Club at the close of the said year

21 Annual General Meetings

- (a) The President shall be the chairman of the annual general meeting of the Club or in the absence of the President the annual general meeting shall choose its own chairman from amongst the members present
- (b) The business of the annual general meeting of the Club shall be:
  - (1) To read the notice convening the meeting
  - (2) To record the persons present and to receive apologies
  - (3) To consider the minutes of the previous general meeting of the Club
  - (4) To consider the annual report of the Club
  - (5) To consider the annual financial statement of the Club
  - (6) To set the entrance fees, annual subscriptions, guest fees, and visitor fees
  - (7) To elect new members.
  - (8) To consider notices of motions
  - (9) To elect the Officers and the Management Committee
  - (10) The disposal of general business.
- (c) The business of the annual general meeting of the members of the Club in any Section shall be:
  - (1) To read the notice convening the meeting
  - (2) To record the persons present and to receive apologies

- (3) To consider the minutes of the previous general meeting of the members of the Club in that Section
  - (4) To consider the annual report for that Section.
  - (5) To consider the annual financial statement for that Section
  - (6) To consider notices of motions
  - (7) To elect the Section Committee for that Section
  - (8) The disposal of general business.
- (d) Any resolution which is passed at the annual general meeting of the Club or a general meeting of the members of the Club in any Section under the disposal of general business shall not be binding

22

- (a) A signed copy of each annual report and annual financial statement after having been approved by the annual general meeting shall be posted in the Club's minute book
- (b) A signed copy of each annual financial statement after having been approved by the annual general meeting shall be delivered to the Registrar of Incorporated Societies

23 Special General Meetings

- (a) A special general meeting of the Club shall be convened by the Honorary Secretary upon receipt of a requisition in writing to that effect signed by three members of the Management Committee or by any fifteen members of the Club, and such meeting shall be held within fourteen days from the date of receipt of that requisition by the Honorary Secretary
- (b) The business of a special general meeting shall be limited to that specified in the requisition calling for that meeting and any other matters which are stated in the notice of the meeting

24 Colours

The colours of the Club shall be royal blue and gold

25 Honorary Secretary

The duties of the Honorary Secretary shall be.

- (a) To attend in person and or deputy all meetings of the Club or the Management Committee and keep the minutes of the proceedings
- (b) To read and file all correspondence and other papers, and to conduct correspondence.
- (c) To issue notices of all meetings when directed
- (d) To keep a register of all members of the Club and all dates of the latest payments of each member's subscriptions

26 Honorary Treasurer

The duties of the Honorary Treasurer shall be

- (a) To keep proper books of account
- (b) To liquidate out of the funds of the Club all properly authorised bills against the Club
- (c) To report the correct state of the finances of the Club when required by the Management Committee
- (d) To present a completed and audited statement of all accounts at the annual general meeting
- (e) To receive all moneys due to the Club and give receipts in duplicate

27 Funds

- (a) All funds of the Club shall be paid into the account of the Club in such bank as the Management Committee shall from time to time decide
- (b) The Club's bank account shall be operated on by the Honorary Treasurer and any three members of the Management Committee as nominated by the Management Committee from time to time, any two of the above signatures to be valid
- (c) All accounts shall be passed for payment by the Management Committee
- (d) The Management Committee shall have power to expend the funds of the Club in such manner as it thinks fit in accordance with the Rules and Objects of the Club.

28 The funds of the Club not immediately required for the carrying out of the objects of the Club may be invested in or upon mortgage of real estate in New Zealand or upon fixed deposit in any Bank or deposit company carrying on business in New Zealand in or upon Government securities in New Zealand or any security approved by law in New Zealand for the investment of

- trust funds and the Management Committee shall have power to invest any funds as they think fit in accordance with this rule

29           Common Seal

The Honorary Secretary shall have custody of the Common Seal of the Club

30           The Common Seal shall be affixed on the authority of a resolution of the Management Committee in the presence of the Honorary Secretary, the Honorary Treasurer and the Chairman of the Management Committee for the time being.

31           (Rescinded)

32           Obligations of Persons becoming and remaining Members and Club Powers and Responsibilities to Suspend and/or Expel Members

(a)           It is hereby declared that each person who seeks to become a member does so or shall be deemed to have done so in the full knowledge and acceptance that such membership if granted binds him/her to observe and comply with those terms and conditions expressly stated in the Club Registered Rules and Constitution and further in respect of those decisions made by way of any general or special or Management Committee meetings or other like meetings including standing or subcommittee meetings acting under or by authority of the Club's by-laws or other delegated powers, provided that such decisions are properly made in accordance with the procedures and requirements of the Constitution

(b)           Each member shall in addition to all those other matters and things required to be done by the provisions of subclause (a) of this rule shall only do and perform those things and actions which enhance and improve the Club's standing with other sporting organisations and the community at large.

Further, that he or she shall refrain from acting in an offensive abusive or disorderly manner at all times whether within or near the Club premises, representing the Club in outside fixtures or involved in the Sport of Tennis through his/her Club

(c)           Suspension/Expulsion of Members

(1)           The Management Committee shall subject to the provisions of this Rule, be empowered to act and deal with all relevant matters which could result in a member being suspended and/or expelled from the Club.

In the first instance the Management Committee shall only enter into an enquiry into the alleged misbehaviour or other like actions of a member,

where/when the person or persons making the complaint/s are prepared to put the details involved in writing and give a concurrent undertaking to be present at any subsequent enquiry if called upon to do so

- (2) Where the provisions of such rules are met, the Management Committee shall ensure that a copy of the written complaint shall then be given to the member concerned together with a statement that the Management Committee would be further investigating the matter at a special meeting either sitting as a whole or as a subcommittee expressly appointed to deal with the matter. The statement (signed by the Committee Chairman) shall inform the member of his/her right to be present at the meeting and also to be assisted by a friend. The statement shall also inform the member of the time and place of the meeting, and this shall be held not less than seven clear days nor more than 21 days from the date of notice being given and with further advice that if the time and date are not suitable to the member, alternative arrangements can be made provided the member promptly advises the Chairman of this fact. In this event, the time and place shall be as mutually arranged between the member and the Chairman.
- (3) In any case where the complaint has been lodged by a member or members of the Management Committee then such member or members shall not be part of any Committee hearing and dealing with the complaint involved.
- (4) A decision to suspend a member may be for any period of time subject to it not extending beyond the next scheduled general meeting, and where suspension is still in force at this time this fact shall be referred to in the Committee's recommendation as to its lifting or continuing as the case may be.
- (5) A decision to expel a member shall take effect according to its tenor.

Provided that any decision made in accordance with paragraphs (4) or (5) of this sub rule shall not deny a member so affected having the right of appeal to a general meeting of the Club.

Except for the requisition requirements for a special general meeting, the ordinary rules of meeting procedure shall apply for any meeting held to consider an appeal, and any decisions reached at that meeting shall be final and binding on the appellant/respondent/s and the Club