



The Royal Melbourne Tennis Club

(ABN 18 004 143 720)

NOTICE OF ANNUAL GENERAL MEETING – 2019

Notice is hereby given that an Annual General Meeting of The Royal Melbourne Tennis Club will be held at 18 Sherwood Street, Richmond on Wednesday 15 May 2019 commencing at 6.00 p.m.

BUSINESS

1. To confirm the Minutes of the Annual General Meeting held on 16 May 2018.
2. To receive a report from the President
3. To consider the Financial Report for the year ended 31 December 2018 and the reports of the Committee and Auditor thereon.
4. To elect Committee Members:
 - (a) Julie Baker retires from Committee.
 - (b) Rudi Michelson and Richard Simpson retire by rotation in accordance with the Club's constitution and, being eligible, offers themselves for re-election.
 - (c) Jonathan Buckley, being eligible, offers himself for election.
5. Special resolutions to amend the Club's constitution:

A. Resolution 1 - Members' approval for major changes or financial commitments

That the following be inserted as Rule 9.11(c) and the subsequent paragraphs in Rule 9.11 be renumbered accordingly:

"The exercise of any of the following powers or doing of any of the following acts and things requires the prior approval of the Club in general meeting by special resolution:

- (i) any amalgamation or merger of RMTC with another entity;*
- (ii) any sale, purchase, transfer, declaration of trust or other disposition or acquisition of real estate;*
- (iii) giving of security over real property of the Club; or*
- (iv) capital expenditure in excess of (or any project where separate items of capital expenditure collectively are in excess of) \$500,000 (adjusted by CPI with base date 30 June 2018)."*

Explanatory Note to Resolution 1

It is prudent for certain major decisions to be required to be approved by members. The monetary limits have been proposed as reasonable having regard to the balance sheet of the Club.

B. Resolution 2 - Transition of Junior Membership to Ordinary Membership at age 21

That:

- (i) Rule 5.3(a) is amended to read: *“Any person over the age of 21 years may be an Ordinary Member”*;
- (ii) Rule 5.3(b) is amended to read: *“Any person over the age of 12 years, but not over the age of 21 years on the 31st of December next following their 21st birthday may be a Junior Member.”*;
- (iii) Rule 5.5(f) is amended by replacing *“25th”* with *“21st”*; and
- (iv) Paragraphs (e) (Interstate Members), (g) (Non-Playing Members) and (k) (Country Members) of Rule 5.3 are amended by replacing *“25”* with *“21”*.

Explanatory Note to Resolution 2

The principal object of this change is to increase the appeal of the Club to members in their 20s, and to ensure that as many as possible of our juniors make the transition to full membership and are active within the Club. The Club’s past efforts in this direction have involved allowing deferred payments for the entrance fee. Research from younger members indicates that there was considerable value placed on gaining ordinary member rights (especially the right to vote and propose members). The Committee feels that with appropriate checks and balances in the by-laws of the Club, this measure together with the amendments to the timing of payment of entrance fees (see Resolution 3 below) will create an environment which will increase the intake, commitment and retention of younger members. The changes are principally aimed at reducing the age for Ordinary Membership, but also apply for Interstate Members, Country Members and Non-Playing Members.

C. Resolution 3 - Under 30’s Entrance Fee Payments by Instalments

That:

- (i) Rule 5.10(a) be replaced with the following: *“When a candidate has been elected, the Secretary will send the candidate a request for payment of their entrance fee (if any) or their first instalment of their entrance fee in accordance with Rule 5.13(b) and their first annual subscription.”*; and
- (ii) Rule 5.10(d) be replaced with the following: *“Upon payment of (i) their entrance fee (if any) or first instalment of their entrance fee in accordance with Rule 5.13(b); and (ii) their first annual subscription or first instalment thereof in accordance with Rule 5.10(c), an elected candidate shall become a member of the Club.”*; and
- (iii) Rule 5.13(b) be amended by adding at the end: *“Subject to Rule 5.13(a) the Committee may from time to time determine that the entrance fee payable by a person who is over the age of 21 years but not over the age of 30 years on the 31st day of December next following their 30th birthday may be paid by instalments in the amounts and on the dates determined by the Committee, provided that the entrance fee must be paid in full by no later than 31 December in the year that member has their 30th birthday. If a member paying their entrance fee by instalments resigns or otherwise ceases to be a member the amount of their entrance fee not then paid shall be immediately due and payable.”*; and
- (iv) Rule 5.6(b) be amended by adding at the end: *“Where a member’s entrance fee is payable in instalments, a change of that member’s category of membership does not affect the obligation of that member to pay that entrance fee in full in the instalments and on the dates determined by the Committee under Rule 5.13(b).”*; and
- (v) Rule 5.12 be amended by inserting the following as Rule 5.12(c) and renumbering existing Rule 5.12(c) as Rule 5.12(d): *“Where pursuant to Rule 5.13(b) an entrance fee may be paid by a member by instalments, but the member has not paid an instalment in full by the date for payment of that instalment determined by the Committee:*
 - a) *the Secretary must notify the member that the member will cease to be a member unless that instalment is paid in full within 30 days of the notice; and*

- b) *if the member does not pay that instalment in full within 30 days of that notice, the member will cease to be a member of the Club and forfeit all rights in or claims upon the Club other than any debt for money's lent, goods supplied, or services rendered to the Club; and*
- c) *the full amount of the entrance fee of that member not then paid shall be immediately due and payable."*

Explanatory Note to Resolution 3

These changes are part of the proposal to reduce the age for Ordinary Members to 21. Their purpose is to provide a more financially attractive payment program for younger members so that the entrance fee is not an impediment to those under 30 joining or continuing as an Ordinary Member. These payments by instalments are also available for Interstate, Country and Non-Playing memberships for those under 30.

It has been a longstanding practice to allow Junior members, upon reaching the age of Ordinary membership (presently 25 years), to pay their entrance fee by instalments over a period of up to 5 years. Under the current rules, the membership status of an ordinary member subject to such an arrangement is unclear. The Committee therefore also seeks to clarify that a member paying their entrance fee by instalments is a member, subject to their timely payment of any entrance fee instalments. The obligation to pay the entrance fee in full is not affected by early cessation of membership or change in membership category.

D. Resolution 4 - Deletion of Affiliate Membership

That:

- (i) Rule 5.3(f) (Affiliate membership) is deleted; and
- (ii) the words "Affiliate Member" is deleted from Rule 5.7; and
- (iii) the definition of "Affiliate Member" is deleted from Rule 2.1.

Explanatory Note to Resolution 4

There are currently no members in this category and no members have admitted into this category since 2001. Members who were in this category prior to 2001 have since transferred to Interstate or Country memberships.

E. Resolution 5 – Eligibility for Non-Playing Members

That Rule 5.3(h) be replaced by the following:

"Subject to Rule 5.6(a), any person aged 21 or above who is an Ordinary, Interstate or Country Member of the Club may become a Non-Playing Member. A person may not join the Club as a Non- Playing Member."

Explanatory Note to Resolution 5

It has long been the practice of the Club only to admit persons to Non-Playing Membership from adult playing categories. The intent of this change is to make it clear that only existing members are eligible to transfer to Non-Playing Membership and that a person may not join as a Non-Playing Member.

F. Resolution 6 - Rights of certain membership categories to use the courts without limitation

That Rule 5.7(c) be replaced with the following;

“Associate Members, Junior Members, Overseas Life Members, Interstate Members, Country Members and Special Members are not entitled to play on the Tennis or squash courts except during the time or times as the Committee may in its absolute discretion prescribe.”

Explanatory Note to Resolution 6

Rule 5.7(c) currently allows the Committee to determine when Associate and Junior members may use the tennis or squash courts. It is proposed to extend this discretion to limit play to all categories of members other than Ordinary Members. Circumstances may arise where the committee of the day might feel it necessary to restrict Overseas, Overseas Life, Country and Interstate members in a way in order to ensure equitable use of the courts.

G. Resolution 7 - Notice of Candidates for Election

That Rule 5.5(d) is replaced with the following:

“Rule 5.5(b) does not apply to a change in a person’s category of membership under Rule 5.6(b) nor to the election of a person as a Temporary Member.”

Explanatory Note to Resolution 7

It is proposed that it be a requirement that the details of all candidates for election to membership (other than Temporary Membership) be posted on the notice board and circulated. Members seeking change of membership category should remain exempt from this requirement.

H. Resolution 8 - Election of Honorary Members

That Rule 5.5(a) be replaced by the following: *“All members of the Club shall be elected by the Committee.”*

Explanatory Note to Resolution 8

It is proposed to require that Honorary Members be elected by the Committee and that candidates for Honorary Membership be posted on the notice board and circulated , as is the case for every other membership category (other than Temporary Members) – see Resolution 7.

By order of the Committee

Kathryn Arndt

Honorary Secretary

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- A member who is entitled to attend and vote is entitled to a proxy. No person who is not a member of the Club shall be appointed as a proxy.
 - Proxy forms must be deposited at the Club premises or received by email at the club not less than 24 hours before the time for holding the Meeting.
 - At the conclusion of the business of the meeting the Committee invites members to stay for an informal discussion, following which there will be the presentation of trophies.



The Royal Melbourne Tennis Club

PROXY FORM

I, _____ of _____

being a member of The Royal Melbourne Tennis Club eligible to vote under rule 5.7(a) of the constitution hereby appoint

_____ of _____

or failing him/her

_____ of _____

as my proxy to vote for me and on my behalf at the Annual General Meeting of the Club to be held on the 15th day of May 2019 and at any adjournment thereof.

Signed this _____ day of _____ 2019

(Signature of Member)

Unless otherwise instructed below, the proxy may vote as he thinks fit.

A separate instruction may be given in respect of each item.

BUSINESS	VOTING INSTRUCTIONS *	
To elect Committee Member: Rudi Michelson	In favour of	against
To elect Committee Member: Richard Simpson	In favour of	against
To elect Committee Member: Jonathan Buckley	In favour of	against
Resolution 1: members' approval for major changes	In favour of	against
Resolution 2: transition from junior to ordinary at 21	In favour of	against
Resolution 3: entrance fee by instalments for under 30s	In favour of	against
Resolution 4: deletion of affiliate membership	In favour of	against
Resolution 5: non-playing membership eligibility	In favour of	against
Resolution 6: court usage for certain member categories	In favour of	against
Resolution 7: notice of candidates for election	In favour of	against
Resolution 8: election of honorary members	In favour of	against

* **Strike out whichever is not desired**