

# Rules

## Kardinya Tennis Club

Lodged, and in effect 19 July 2017

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## 1 Preamble

- a) Kardinya Tennis Club (the Club) is an Incorporated Association, subject to the *Associations Incorporation Act 2015* (the Act).
- b) These Rules are written with the intention of honouring the principle of self-governance, being accessible to Members and Players, meeting foreseeable needs of the Club, and meeting the requirements of the Act.
- c) We acknowledge, however, that unforeseen events occur. Should these Rules contain insufficient detail to guide the Club in these circumstances, they should be complemented by the Model Rules for the Associations Incorporation Act 2015 (Model Rules). Should inconsistency between these Rules and the Model Rules occur, these Rules should take precedence.
- d) Guidance may also be provided by the policies of national and state tennis governing bodies.
- e) At all times, processes and decisions should be consistent with the Act.

## 2 Name

The name of the Association is Kardinya Tennis Club.

## 3 Objects

- a) To promote and advance the game of tennis, and encourage individual and community participation; and
- b) To provide suitable facilities for playing tennis and for other Club activities.

## 4 Powers

The Club may do all things necessary or convenient for carrying out its Objects in a lawful and ethical manner.

## 5 Not-for-profit

- a) Kardinya Tennis Club is a not-for-profit organisation.
- b) The property and income of the Club will be applied solely towards the Objects of the Club. No part of that property or income may be paid directly or indirectly to any Member or Player, except in good faith in promoting those Objects under rule 6.2.3.

## 6 Members and Players

### 6.1 Becoming a Member or Player

#### 6.1.1 *Minimum Number of Members*

The Club must have at least six Members with voting rights under rule 6.2.2.

#### 6.1.2 *Qualifications to be a Member or Player*

- a) Any natural person who supports the Objects of the Club may apply to be a Member or Player.
- b) A person under the age of 15, on date of application, is only eligible for Player status.

- c) A person who is 18 years or older, on date of application, is only eligible for Member status.
- d) Persons between the ages of 15 and 17 inclusive may choose to apply either for Member or Player status.
- e) A Player is not a Member as legally defined in the Act.

#### *6.1.3 Applying to be a Member or Player*

- a) Applications to be a Member or Player may be made in writing or electronically.
- b) Applications must be accompanied by annual fees.
- c) Applications must specify Member or Player status.
- d) The Committee will consider, and approve or reject, applications at the Committee Meeting following application and payment of fees.
- e) The Committee will notify the applicant of the decision as soon as practicable.
- f) The applicant becomes a Member or Player immediately the Committee approves their application, and assumes all the entitlements and obligations of being a Member or Player under these Rules.

#### *6.1.4 Recording New Members and Players in the Registers*

The Secretary must enter new Members in the Member Register, or Players in the Player Register, within 28 days of approval, under rule 6.4.1(a).

### *6.2 Liability and Entitlements of Members and Players*

#### *6.2.1 Member and Player Categories*

- a) The Club may have various Member and Player categories, as determined from time to time by the Committee. No person may belong to more than one category.
- b) Entitlements and obligations of Members and Players are determined from time to time by the Committee, or by resolution at a General Meeting, except the provision of voting rights which is determined by these Rules under rule 6.2.2.

#### *6.2.2 Voting Rights of Members and Players*

- a) Members are entitled to vote.
- b) Players are not entitled to vote.

#### *6.2.3 Payment to Members and Players*

- a) Consistent with being a not-for-profit organisation, no portion of the income or property of the Club may be directly or indirectly paid to Members or Players.
- b) Rule 6.2.3(a) does not prevent:
  - (i) Payment in good faith or remuneration to any Member or Player in return for services rendered or for goods supplied to the Club in the usual course of Club activities;
  - (ii) Payment of interest on money borrowed from a Member or Player, at a rate not exceeding the Cash Rate Target published by the Reserve Bank of Australia;
  - (iii) Payment of reasonable rent for premises leased to the Club by a Member or Player; or
  - (iv) Reimbursement of expenses incurred by a Member or Player on behalf of the Club, subject to rule 11.5(e).

#### *6.2.4 Liability of Members and Players*

- a) A Member or Player is liable for outstanding fees, if any.
- b) A Member or Player is not liable, by reasons of Member or Player status, for liabilities of the Club or the cost of winding up the Club.

### *6.2.5 Membership and Player Entitlements Not Transferable*

- a) Entitlements cease when the person's Member or Player status ends.
- b) Entitlements and liabilities a person has by way of Member or Player status may not be transferred to another person.

## *6.3 Ceasing to be a Member or Player*

### *6.3.1 Ceasing to be a Member or Player*

A person ceases to be a Member or Player if the person:

- a) Dies;
- b) Ceases to be a Member or Player due to non-payment of fees under rule 6.5.3(b);
- c) Resigns as a Member or Player under rule 6.3.2; or
- d) Is suspended or expelled from the Club under rule 6.3.3.

### *6.3.2 Resigning as a Member or Player*

- a) A Member or Player may resign by giving notice in writing to the Secretary.
- b) The resignation comes into effect when the notice is received by the Secretary, or on a later date as stated in the notice.
- c) The Member or Player remains liable for outstanding fees, if any.

### *6.3.3 Suspending or Expelling Members or Players*

The Committee may suspend or expel a Member or Player from the Club if:

- a) The Member or Player refuses or neglects to comply with these Rules; or
- b) The Member or Player's conduct is detrimental to the interests of the Club or the sport of tennis.

### *6.3.4 Decision to Suspend or Expel and Effects*

- a) Suspension or expulsion will be considered at a Committee Meeting, of which the Member or Player has 28 days' notice, including the grounds of the proposed suspension or expulsion.
- b) The Member or Player is entitled to prepare a written statement, or present their case fully and fairly in person or through a representative, or both.
- c) If a decision is made to suspend or expel it will come into effect immediately, and the Secretary must give notice to the Member or Player of the decision and the reason for the decision within seven days.
- d) A Member or Player who has been suspended is not entitled to exercise any entitlements of Member or Player status during the suspension, including voting rights.

### *6.3.5 Right of Appeal Against Suspension or Expulsion*

If a Member or Player is suspended or expelled, they may appeal the decision in writing to the Secretary within 14 days of receiving notice of the Committee's decision, requesting the appointment of a mediator under rule 13(d).

### *6.3.6 Reinstatement: Effect on Validity of Club Decisions*

If the Committee's decision to suspend or expel a Member is revoked on appeal, decisions of the Club during the period of suspension are deemed valid, notwithstanding the Member's ineligibility to vote under rule 6.3.4(d).

### *6.3.7 Record of Suspension or Expulsion*

Suspensions and expulsions will be recorded in the Member Register or Player Register of by the Secretary, including date of suspension or expulsion, period of suspension and date of reinstatement.

## **6.4 Member Register and Player Register**

### *6.4.1 Member Register and Player Register*

- a) The Secretary, or person authorised by the Committee from time to time, must maintain an up-to-date Member Register and Player Register which includes:
  - i. Full name of each Member or Player;
  - ii. Email address or, if unavailable, postal address of each Member or Player;
  - iii. Member or Player category; and
  - iv. Date of becoming, and ceasing to be, a Member or Player.
- b) Changes to the Registers should be recorded within 28 days.

### *6.4.2 Inspection and Use of Member Register*

- a) A Member may request to inspect the Member Register under rule 12.2.
- b) A Member must not use or disclose information in the Member Register:
  - i. To gain access to information that has been deliberately denied them, for example in the case of social, family or legal disputes;
  - ii. For advertising purposes unless approved by the Committee; or
  - iii. Any purpose not directly connected to the affairs of the Club.

### *6.4.3 Inspection of Player Register*

The Player Register is not available for inspection, except by the Commissioner or under a legal order.

## **6.5 Member and Player Fees**

### *6.5.1 Determination of Member and Player Fees*

The Committee may from time to time determine the amount of nomination fees, annual fees, and other fees including pennant and tournament fees, to be paid by each Member or Player.

### *6.5.2 Payment of Annual Fees and Renewal of Member or Player Status*

- a) Member and Player annual fees are payable on application to join the Club.
- b) Member and Player Status is renewed annually on 30 September. Members and Players are responsible for renewal and payment of annual fees.

### *6.5.3 Non-payment of Member or Player Fees*

- a) A Member or Player retains all entitlements if payment of annual fees is received within three months of the due date.
- b) If a person fails to pay the annual fee, or any outstanding fees, within three months of the due date, they cease to be a Member or Player.
- c) The Committee may reinstate Member or Player status, and its entitlements including voting rights, for a person who ceased to be a Member or Player under rule 6.5.3(b), who pays their outstanding fees in full.

## **7 Committee**

The Committee is the governing and management body of the Club.

## 7.1 Powers of the Committee

- a) The Committee is charged with realising the Objects of the Club.
- b) The Committee may exercise all Powers of the Club other than those required by these Rules to be exercised at a General Meeting.
- c) The Committee is entrusted to perform all acts which appear to the Committee to be necessary or desirable for the proper stewardship of the Club.

## 7.2 Committee Members

The Committee will consist of:

- a) The office holders of the Club:
  - i. Chairperson;
  - ii. Deputy Chairperson;
  - iii. Secretary; and
  - iv. Treasurer; and
- b) At least one other person, defined as an ordinary committee member.
- c) The maximum number of committee members will be 10.

### 7.2.1 Conditions of Committee Membership and Holding Office

- a) A committee member must be:
  - i. A natural person;
  - ii. 18 years or over; and
  - iii. A Member of the Club.
- b) No person may hold more than one office simultaneously.
- c) A person must serve as a committee member for at least one year before nominating for the office of Chairperson, except if no other nominations are received.
- d) A committee member must not be a person who has been convicted or imprisoned in the previous five years for:
  - i. An indictable offence in relation to the promotion, formation or management of a body corporate;
  - ii. An offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months; or
  - iii. An offence under *Part 4 Division 3 or Section 127* of the Act,unless the person has obtained the consent of the Commissioner.
- e) A committee member must not be a person who is, according to *Section 13D* of the Act, a bankrupt or a person whose affairs are under insolvency laws, unless the person has obtained the consent of the Commissioner.

## 7.3 Remuneration of Committee Members

- a) Committee members must not receive any remuneration for their service as committee members.
- b) Rule 7.3(a) does not prevent reimbursement of expenses properly incurred while conducting the business of the Club under rule 6.2.3.



## 7.4 Roles and Responsibilities of Committee Members

### 7.4.1 *Obligations of the Committee*

The Committee must take all reasonable steps to ensure the Club complies with its obligations under the Act and these Rules.

### 7.4.2 *Responsibilities of Committee Members*

Committee members are responsible for, as elaborated in the Act in *Part 4 Division 3 Duties of Officers*:

- a) Acting with due care and diligence;
- b) Acting in good faith in the interests of the Club;
- c) Proper use of their position; and
- d) Proper use of information,

as judged by a reasonable person.

### 7.4.3 *Conflict of Interest*

- a) A committee member having a material personal interest in a matter being considered at a Committee Meeting must disclose the nature and extent of his or her interest, not be present while the matter is being considered, and is ineligible to vote on the matter.
- b) Rule 7.4.3(a) does not apply if the material personal interest exists only because the committee member belongs to a class of persons for whose benefit the Club is established or has this interest in common with all, or a substantial proportion of, the Members of the Club.
- c) The Secretary must record in the minutes every such disclosure.

### 7.4.4 *Chairperson*

The Chairperson:

- a) Must consult with the Secretary regarding business to be conducted at Committee Meetings and General Meetings;
- b) May convene special meetings of the Committee under rule 7.7.1(b);
- c) May preside over Committee Meetings under rule 7.7.5;
- d) May preside over General Meetings under rule 8.1.4; and
- e) Must ensure minutes of General Meetings and Committee Meetings are reviewed and affirmed as correct under rule 9(c).

### 7.4.5 *Secretary*

The Secretary must, subject to rule 12.1(a):

- a) Coordinate the correspondence of the Club;
- b) Consult with the Chairperson regarding business to be conducted at meetings under rule 7.4.4(a);
- c) Convene Committee Meetings under rule 13(c) and Special General Meetings under rule 8.3.1(b);
- d) Prepare notices of meetings under rules 7.5.2(a), 7.7.4, 8.1.3, 8.2.1(b) and 8.4.2;
- e) Keep full and correct minutes of all meetings under rule 9(a) and 9(b); and
- f) Maintain, and make available for inspection, Books and Records of the Club under rule 12.

### 7.4.6 *Treasurer*

The Treasurer must:

- a) Perform all financial transactions of the Club under rules 11.3 and 11.5;
- b) Maintain the safe custody of the financial records of the Club under rule 11.3 and 12.1(a);
- c) Coordinate the preparation of the financial statements of the Club for the Annual General Meeting under rule 11.4; and
- d) Ensure the Club complies with the account keeping requirements of *Part 5* of the Act.

## 7.5 Appointing Committee Members

### 7.5.1 *Appointment to the Committee*

Committee members are appointed by:

- a) Election at an Annual General Meeting; or
- b) The Committee, to fill a vacancy under rule 7.6.1.

### 7.5.2 *Nominating for Membership of the Committee*

- a) The Secretary will call for nominations to the Committee as part of the notice of the Annual General Meeting.
- b) Nominations may be made in writing to the Secretary prior to the Annual General Meeting, or from the floor of the Meeting; nominations made in writing or from the floor will be considered equally.
- c) A Member may nominate themselves.

### 7.5.3 *Elections and Voting*

- a) Elections for office holders and ordinary committee members are conducted at the Annual General Meeting under rule 8.2.
- b) Each Member may vote for one candidate in each vacant position, subject to rules 8.2.3 and 8.2.4.
- c) A Member may vote for themselves.

### 7.5.4 *Term of Office and Length of Service*

- a) Appointment of committee members at the Annual General Meeting is for a term of one year.
- b) Committee members appointed to fill a casual vacancy will retire at the Annual General Meeting, regardless of when they were appointed.
- c) All retiring committee members are eligible for re-election.
- d) No restrictions apply to the number of consecutive years Members may serve on the Committee.

## 7.6 Ceasing to be a Member of the Committee

### 7.6.1 *Vacant Positions on the Committee*

- a) A casual vacancy occurs when a committee member:
  - i. Dies;
  - ii. Ceases to be a Member;
  - iii. Becomes disqualified from holding a position through bankruptcy or conviction of a criminal offence under rule 7.2.1(d) or 7.2.1(e);
  - iv. Becomes permanently incapacitated by mental or physical ill-health;
  - v. Resigns from the Committee under rule 7.6.2;
  - vi. Is removed from the Committee under rule 7.6.3; or
  - vii. Is regularly absent from Committee Meetings to the extent they cannot fulfil the obligations of the role, and the Committee determines this situation to be

detrimental to the proper governance and management of the Club. This determination will be made using dispute resolution processes under rule 13.

- b) If a position on the Committee is declared vacant under rule 7.6.1(a), or is not filled at the Annual General Meeting, the continuing committee members may:
  - i. Appoint a Member to fill that vacancy; and
  - ii. Act despite the vacant position on the Committee, subject to rule 7.6.1(c).
- c) If the number of committee members is less than a quorum under rule 7.7.3, the Committee may act only to:
  - i. Increase the number of committee members; or
  - ii. Convene a General Meeting.

#### *7.6.2 Resigning from the Committee*

- a) A committee member may resign by giving notice in writing to the Secretary or Chairperson.
- b) The resignation comes into effect when the notice is received, or on a later date as stated.

#### *7.6.3 Removal from the Committee*

- a) A committee member may only be removed from their position by resolution at a General Meeting, subject to rule 7.6.1(a)
- b) The committee member who faces removal must be given full and fair hearing at this General Meeting.
- c) If all committee members are removed by resolution at a General Meeting, the Members must, at the same General Meeting, elect an interim Committee. The interim Committee must, within two months, convene a General Meeting to elect a new Committee.

### *7.7 Committee Meetings*

#### *7.7.1 Meetings of the Committee*

- a) The Committee must meet at least 9 times in each year.
- b) Special meetings of the Committee may be convened by the Chairperson, or any two committee members.

#### *7.7.2 Attendance at Committee Meetings*

- a) Committee Meetings may be attended by any committee member:
  - i. Physically present; or
  - ii. Present via technology, provided they are reasonably able to participate in discussions and decisions, and provided their participation is made known to other members.
- b) Members present via rule 7.7.2(a)(ii) are deemed to be present, including for the purpose of establishing a quorum, until they notify others present that they are no longer taking part in the Meeting.
- c) All committee members have the right to attend Committee Meetings.
- d) Members, Players or other guests may attend Committee Meetings if invited by the Committee. The person will not have the right to comment without invitation, or vote, or be provided with any documentation relevant to the meeting.

#### *7.7.3 Quorum*

- a) Four committee members present under rule 7.7.2(a) constitute a quorum for Committee Meetings.
- b) No business may be conducted at a Committee Meeting unless a quorum is present under rule 7.7.3(a).

- c) If a quorum is not present within a half hour of the appointed time for the Committee Meeting the meeting stands adjourned to the same time, day and place in the following week.
- d) At the re-convened meeting adjourned under rule 7.7.3(c), if a quorum is not present within a half hour of the appointed time the committee members present will constitute a quorum, subject to rule 7.6.1(c).

#### *7.7.4 Notice of Committee Meetings*

- a) The Secretary must give at least 48 hours' notice of each Committee Meeting, specifying the general nature of business to be conducted.
- b) Only business specified in the notice will be conducted unless committee members present unanimously agree to conduct other business.

#### *7.7.5 Presiding Member*

The chairperson of the Committee Meeting will be:

- a) The Chairperson; or in their absence or unwillingness
- b) The Deputy Chairperson; or in their absence or unwillingness
- c) A committee member chosen by the remaining committee members.

#### *7.7.6 Voting at Committee Meetings*

- a) Each committee member present under rule 7.7.2(a) has a vote.
- b) Decisions may be made by general agreement, show of hands, or poll.
  - i. If a vote is required, questions will be decided by a majority of votes. In the case of equality, the chairperson under rule 7.7.5 is entitled to exercise a second or casting vote.
  - ii. A poll or secret ballot may be used if the chairperson or majority of committee members prefer, and will be overseen by the chairperson.

### *7.8 Subcommittees and Subsidiary Offices and Delegation of Powers*

- a) The Committee may appoint subcommittees and subsidiary offices from time to time.
- b) Subcommittees may comprise Members and non-members.
- c) Members of the subcommittee will determine the manner of conducting their business.
- d) The Committee may delegate, in writing, powers and functions to subcommittees and subsidiary offices.
  - i. Financial powers delegated to subcommittees or subsidiary offices are subject to rule 11.5.
- e) The Committee may still exercise these delegated powers and functions, and remain responsible for them at all times.

## *8 General Meetings*

- a) A General Meeting is a meeting of the Club where all Members and Players are invited to attend.
- b) Special General Meetings and Annual General Meetings are specific cases of General Meetings.

## 8.1 General Meetings

### 8.1.1 Attendance

- a) General Meetings may be attended by any Member or Player:
  - i. Physically present; or
  - ii. Present via technology, provided the person is reasonably able to participate in discussions and decisions, and provided their participation is made known to other attendees.
  - iii. Proxies are to be applied only to voting, and not to represent Members present.
- b) Members present via rule 8.1.1(a)(ii) are deemed to be present, including for the purpose of establishing a quorum and voting, until they notify other attendees they are no longer taking part.

### 8.1.2 Quorum

- a) A quorum is constituted at a General Meeting if 10 Members or 50% of Members, whichever is the lesser number, are present under rule 8.1.1.
- b) No business may be conducted at a General Meeting unless a quorum under rule 8.1.2(a) is constituted at the time of considering that item.
- c) If a quorum is not present within a half hour of the appointed time:
  - i. In the case of a General Meeting to propose a Special Resolution, the meeting lapses, consistent with rule 8.2.1(c).
  - ii. Otherwise, and always in the case of an Annual General Meeting, the meeting stands adjourned to the same time and day in the following week, and the same place unless agreed at the time of adjournment or reasonable notice is given of a change of venue.
- d) At the re-convened meeting, if a quorum is not present within a half hour of the appointed time, the Members present will constitute a quorum.

### 8.1.3 Notice of General Meetings

- a) The Secretary must give each Member and Player at least:
  - i. 14 days' notice of a General Meeting; or
  - ii. 21 days' notice of a General Meeting to propose a Special Resolution.
- b) The notice convening a General Meeting must specify:
  - i. The place, date and time of the meeting; and
  - ii. The particulars and order of business to be conducted at the meeting, including special requirements under rules 8.2.1(b) and 8.4.2.
- c) A notice convening a General Meeting will be issued via the Club's normal avenue of communication with Members and Players, which is the Member or Player's nominated email address, or a method decided by the Committee from time to time.

### 8.1.4 Presiding Member

The chairperson of the General Meeting will be:

- a) The Chairperson; or in their absence or unwillingness
- b) The Deputy Chairperson; or in their absence or unwillingness
- c) A committee member chosen by the remaining committee members; or in their absence or unwillingness
- d) A Member chosen by the remaining Members.

### 8.1.5 *Adjournment*

- a) The chairperson may adjourn a General Meeting, where a quorum is present, from time to time and place to place with the consent of the majority of Members present.
- b) No business will be conducted at the re-convened meeting except unfinished business from the adjourned meeting.
- c) If the adjournment is for 14 days or more, the re-convened meeting will be treated as a new General Meeting.

## 8.2 *Making Decisions at General Meetings*

### 8.2.1 *Special Resolutions*

- a) A Special Resolution is required to:
  - i. Amend the name of the Club;
  - ii. Amend the Rules, under rule 14.2;
  - iii. Affiliate the Club with another body;
  - iv. Transfer the incorporation of the Club;
  - v. Cancel incorporation;
  - vi. Amalgamate the Club with one or more other incorporated associations;
  - vii. Voluntarily wind up the Club;
  - viii. Request that a statutory manager be appointed; or
  - ix. Commit the Club to an extraordinary project or undertaking requiring significant expenditure of Club funds, defined as greater than one year's normal operational revenue.
- b) Notice of a Special Resolution must:
  - i. Be in writing;
  - ii. Include the place, date and time of the meeting;
  - iii. Include the intention to propose a Special Resolution;
  - iv. Set out the wording of the proposed Special Resolution; and
  - v. Be given in accordance with rule 8.1.3.
- c) A Special Resolution must be proposed at a General Meeting where a quorum is constituted, and where notice of the Special Resolution has been given under rule 8.1.3.
- d) If notice is not given in accordance with rule 8.1.3, the Special Resolution will have no effect.
- e) A Special Resolution must be supported by the votes of not less than three-fourths of the Members present eligible to vote under rule 8.2.3.

### 8.2.2 *Ordinary Resolutions*

Ordinary Resolutions, also called resolutions, are determined by a majority of votes.

### 8.2.3 *Voting at General Meetings*

- a) Each Member is entitled to one vote at a General Meeting, under rule 6.2.2(a).
- b) Players are not entitled to vote under rule 6.2.2(b).
- c) A vote may be cast in person or via technology under rule 8.1.1, or by proxy under rule 8.2.4.
- d) A Member is entitled to vote if their membership has been approved by the Committee by the date of the meeting, consistent with rule 6.1.3(f).
- e) A Member is entitled to vote if all fees owing are paid, subject to rule 6.5.3.
- f) In the case of equal votes, the chairperson under rule 8.1.4 is entitled to a second or casting vote.

#### **8.2.4 Proxies**

- a) A Member is entitled to appoint, in writing, a natural person who is also a Member to be the Member's proxy, and to vote on their behalf at any General Meeting.
- b) Written notice of the proxy must be given to the Secretary before the start of the meeting.
- c) No Member may hold more than one proxy.
- d) Proxies do not represent Members present for the purpose of constituting a quorum, consistent with rule 8.1.1(a)(iii).

#### **8.2.5 Manner of Determining Whether Resolution Carried**

- a) Resolutions may be determined by general agreement or a vote, by show of hands or in writing, as determined by the chairperson or at the request of at least three Members.
- b) The chairperson will clearly state, and the Secretary will record in the minutes:
  - i. The substance of the resolution;
  - ii. If the resolution was a Special Resolution; and
  - iii. Whether the resolution was passed, and by what determination this judgement was made, including the manner of voting and the particular majority under rule 8.2.1(e) or 8.2.2.

#### **8.2.6 Demand for Vote on Resolution**

- a) At a General Meeting, a vote on any question may be demanded by the chairperson, or at least three Members.
- b) The chairperson will determine the manner and result of the vote.
- c) The vote must be taken immediately if it relates to electing a chairperson or adjourning the meeting, otherwise at any time before the close of the meeting, as directed by the chairperson.

#### **8.2.7 Conflict of Interest**

- a) A Member or Player having a material personal interest in a matter being considered at a General Meeting must disclose the nature and extent of his or her interest, not be present while the matter is being considered, and is ineligible to vote on the matter.
- b) Rule 8.2.7(a) does not apply if the material personal interest exists only because the Member or Player belongs to a class of persons for whose benefit the Club is established or has this interest in common with all, or a substantial proportion of, the Members and Players of the Club.
- c) The Secretary must record in the minutes every such disclosure.

### **8.3 Special General Meetings**

Rules 8.1 and 8.2 for General Meetings apply to Special General Meetings. Additionally:

#### **8.3.1 Convening Special General Meeting**

- a) The Committee may at any time convene a Special General Meeting of the Club.
- b) The Secretary must convene a Special General Meeting of the Club within 28 days of receiving a written request from at least 20% of Members.

#### **8.3.2 Request for Special General Meeting**

A request by the Members for a Special General Meeting must:

- a) State the purpose of the meeting;
- b) Be signed by the number of Members specified in rule 8.3.1(b); and
- c) Be lodged with the Secretary.

### *8.3.3 Failure to Convene Special General Meeting*

If the Secretary fails to convene a Special General Meeting under rule 8.3.1(b), the Members requesting the meeting may convene a Special General Meeting, as if they were the Committee, provided it is within three months of the request being lodged.

## *8.4 Annual General Meeting*

Rules 8.1 and 8.2 for General Meetings apply to Annual General Meetings. Additionally:

### *8.4.1 Convening Annual General Meeting*

- a) The Club must convene an Annual General Meeting within six months of the end of the Financial Year defined in rule 11.1.
- b) A longer period may be granted by the Commissioner provided an application is made within four months of the end of the Financial Year.
- c) The date, time and place of the Annual General Meeting will be determined by the Committee, subject to rule 8.4.1(a).

### *8.4.2 Notice of Annual General Meeting*

The notice of the Annual General Meeting must specify that it is the Annual General Meeting, and otherwise comply with rule 8.1.3.

### *8.4.3 Business to be Conducted at Annual General Meeting*

At the Annual General Meeting, the Club will:

- a) Confirm the minutes of the previous Annual General Meeting and any General Meeting minutes, for meetings held in the previous 12 months, which remain unconfirmed.
- b) Receive the financial statements of the Club for the preceding Financial Year, consistent with rules 11.2 and 11.4.
- c) If required by a resolution of Members under rule 11.4(d), present reviewer's or auditor's report, and appoint or remove reviewer or auditor.
- d) Elect the officer holders and ordinary committee members.
- e) Conduct other business, subject to rule 8.1.3.

## *9 Minutes of Meetings*

- a) The Secretary, or person authorised by the Committee from time to time, must keep minutes of all General Meetings and Committee Meetings which include the persons present and proceedings and resolutions of the meeting.
- b) The minutes will be recorded and distributed, in a manner determined by the Committee from time to time, within 30 days of the meeting.
- c) The Chairperson, or chairperson of the relevant meeting or following meeting, is responsible for ensuring the minutes are reviewed and affirmed as correct.
- d) Minutes, duly affirmed, are evidence, unless the contrary is proved, that the meeting was convened and held, the proceedings and resolutions as recorded took place, and any appointments and elections have been validly made.

## *10 Authority Required to Bind the Club*

- a) The Club may execute a document if the document is signed by two committee members or one committee member and a person authorised by the Committee.



- b) The decision to bind the Club, and who is to sign, must be made and recorded in the minutes at a General Meeting or Committee Meeting.
- c) The Club does not use a common seal.

## 11 Financial

### 11.1 Financial Year

The Club's Financial Year is the 12 month period from 1 April to 31 March.

### 11.2 Tier 1 Association

The Club is defined in *Section 64(1)* of the Act as a Tier 1 Association, because it has annual revenue of less than \$250 000.

### 11.3 Financial Records

The Club is obligated to keep financial records that:

- a) Correctly record and explain its transactions and financial position and performance; and
- b) Enable true and fair financial statements to be prepared.
- c) These records should be kept for at least seven years.

### 11.4 Preparation of Financial Statements

- a) Within six months of the end of each financial year, the Club must prepare financial statements that give a true and fair view of the financial position and performance of the Club.
- b) Financial statements for accounts prepared on a cash basis are: Receipts and Payments, reconciled statement of bank account balances, and Assets and Liabilities.
- c) A Tier 1 Association is not required to have its financial statements reviewed or audited except when a resolution passed at a General Meeting requires it, or when directed by the Commissioner.
- d) Financial statements will be presented for consideration at the Annual General Meeting.

### 11.5 Funds and Accounts

- a) All funds of the Club will be kept in bank accounts in the name of Kardinya Tennis Club.
- b) All income transactions will be deposited in the Club's account, without deduction, as soon as practicable.
- c) Funds are to be used in pursuance of the Objects of the Club.
- d) All expense transactions will be signed or authorised by two committee members.
- e) All expenses above the maximum set by the Committee from time to time will be ratified at a Committee Meeting.

## 12 Books and Records

Books and Records of the Club (the Books) include but are not limited to: financial records (rule 11.3), minutes of meetings (rule 9), Member Register and Player Register (rule 6.4.1), Rules (this document), by-laws (rule 14.3), policies, and documents.

## 12.1 Control and Retention

- a) The Books are to be kept under the control of the Secretary, except the financial records which will be kept under the control of the Treasurer. The Committee may from time to time direct otherwise.
- b) The Books should be kept for at least seven years.

## 12.2 Inspection and Use

- a) A Member may make a request in writing to the Secretary to inspect the Books at a time of mutual convenience, subject to rule 6.4.2(b) and 12.2(d). A copy may be made free of charge, but the Books may not be removed.
- b) The Member must not use or disclose information in the Books except for a purpose directly connected with the affairs of the Club, or otherwise defined in the Act.
- c) The Committee may require a Member to sign a statutory declaration to declare their purpose for viewing the Books.
- d) The Committee has the right to decline a request to view:
  - i. Committee Meeting minutes concerning dispute resolution under rule 13; and
  - ii. The Player Register.

## 12.3 Transfer

Outgoing committee members are responsible for transferring all relevant assets and the Books and Records of the Club to the new Committee within 14 days of ceasing to be a committee member.

## 13 Dispute Resolution

- a) This dispute resolution procedure applies to disputes between Members or Players, or between Members or Players and the Club. In this instance 'Members' or 'Players' can include ex-Members or ex-Players whose Member or Player status ceased less than six months prior to the dispute.
- b) The first course of action should be for the parties to attempt to resolve the dispute between themselves, within 14 days of the dispute coming to the attention of each party.
- c) If the parties are unable to resolve the dispute, the details of the dispute may be lodged in writing with the Secretary. The Secretary will convene a Committee Meeting, to be held within one calendar month. At this meeting both parties to the dispute will be given full and fair opportunity to state their cases orally, in writing or both. The Secretary will inform the parties to the dispute of the Committee's decision and reasons for the decision within seven days.
- d) If either party to the dispute is dissatisfied, they may request the appointment of a mediator. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation. The costs of mediation will be paid by the party requesting mediation. The mediator shall be impartial, and not a party to the dispute.
- e) If the dispute is yet unresolved, any party to the dispute may apply to the State Administrative Tribunal to determine the dispute in accordance with the Act or otherwise at law.
- f) If further guidance is required, refer to Section 28 of the Model Rules.

## 14 Rules

### 14.1 Rules of the Club

- a) Members and Players agree to comply with these Rules.
- b) The Club will provide a free copy of the Rules to each Member and Player on joining.

### 14.2 Amendment of Rules

- a) The Club may amend the Rules only by Special Resolution at a General Meeting under rule 8.2.1(a).
- b) Amendments to the Rules will be lodged with the Commissioner within one month. Amendments take effect only once they are lodged with the Commissioner. In the case of the Name or Objects of the Club, changes take effect only once approval of the Commissioner is received in writing.

### 14.3 By-laws of the Club

- a) By-laws will be consistent with the Act.
- b) By-laws do not form part of the Rules.
- c) By-laws, also referred to as policies, may pertain to any matter considered necessary and appropriate to assist with governance and management of the Club's affairs.
- d) By-laws of the Club may be made, amended or repealed by resolution at a General Meeting, or by the Committee.
- e) By-laws will be available to Members and Players.

## 15 Cancellation and Distribution of Surplus Property

- a) Members may wind up the Club only by Special Resolution at a General Meeting under rule 8.2.1(a).
- b) Surplus property may be distributed only to certain types of organisations defined in the Act.
- c) One or more of the following incorporated associations will be given consideration when distributing surplus property: other tennis clubs; the Kardinya Sports Association and the tennis governing body in Western Australia.
- d) Section 29 and rule 29(2)(ii) of the Model Rules and *Part 9* of the Act detail the legal requirements for cancellation of incorporation and winding up of affairs.

## 16 Definitions

- a) 'Act' means the *Associations Incorporation Act 2015*.
- b) 'Books and Records' has the meaning given in *Section 3* of the Act, and includes electronic and physical registers, financial records as defined in *Section 62* of the Act, minute books, and documents of the Club.
- c) 'By-laws' are policies of the Club which guide its management and governance. They do not form part of the Rules, so they may be changed more frequently and simply, thus they can be kept up to date and be specific about current details, for example fees and office holders.
- d) 'Chairperson' has two meanings. The Chairperson is the person elected as an officer of the Club. A chairperson is a person presiding over a meeting.
- e) 'Club' means Kardinya Tennis Club.

- f) 'Commissioner' means the person designated as the Commissioner from time to time under the Act.
- g) 'Committee' means the Management Committee required by the Act, and is the body responsible for the governance and management of the Club.
- h) 'Constitution' is an historical term, now replaced by 'Rules', the document which sets out the manner in which Members govern themselves.
- i) 'General Meeting' means a meeting of the Club which all Members and Players are invited to attend.
- j) 'Incorporated Association' is a legal form for an organisation; an incorporated association is defined and governed under the Act.
- k) 'Member' means a person who becomes a Member of the Club under these Rules. Membership is restricted to persons over the age of 15.
- l) 'Member and Player Fees', means all fees charged to Members and Players by the Club, including but not limited to nomination fees, annual fees, pennant fees including fines, tournament fees, ball fees, and event fees.
- m) 'Member and Player Policy' is a Club by-law including categories of Members and Players, entitlements and obligations of Members and Players, and current fees.
- n) 'Model Rules' means *Model Rules for the Associations Incorporation Act 2015*, which were written by the Department of Commerce as a suggested template for Rules suitable for incorporated associations.
- o) 'Notice' means an official communication in writing to Members and Players, sent to their nominated email address, or via the normal method of communication determined by the Committee from time to time.
- p) 'Objects' are the purposes for the existence of the Club.
- q) 'Ordinary Resolution' means a resolution to decide a question at a General Meeting that is not a Special Resolution.
- r) 'Player' means a person who joins the club to play tennis but is not a Member as legally defined in the Act. Player status is restricted to persons under the age of 18, and is intended to protect the privacy of children by ensuring they are not included in the Member Register.
- s) 'Policies' has the same meaning as by-laws.
- t) 'Rules' means the rules of the Club used to guide its governance and management, which may be amended from time to time under rule 14.2.
- u) 'Special General Meeting' is a type of General Meeting convened for a specific purpose.
- v) 'Special Resolution' is a resolution reserved for significant decisions of the Club, made at a General Meeting, where a majority of three fourths is required.
- w) 'Surplus Property' has the meaning given to it in the Act, and describes any 'surplus' assets after the business of winding up the Club.
- x) 'Tier 1 Association' has the meaning defined in *Section 62* of the Act; it defines the legal requirements for the Club's financial reporting.