

# Constitution of Nollamara Tennis Club (Inc.)

## **1. NAME**

- 1.1. The name of the Club shall be “NollamaraTennis Club (Inc)”

## **2. OBJECTS AND PURPOSES**

- 2.1. The objects and purposes for which the Club is formed are to advance the game of tennis and without limiting the generality of the foregoing:
- (a) To promote and encourage, and to assist in the promotion and encouragement of the game of tennis.
  - (b) To provide control and maintain suitable grounds, facilities and premises for the playing and practice of the game of tennis.
  - (c) To arrange tournaments and matches, to award prizes and trophies and to expend any monies in connection therewith.
  - (d) To become affiliated with any tennis association or associations

## **3. AFFILIATIONS**

- 3.1. This Club is an affiliate of Tennis Australia and Tennis West and will adopt and comply with any rules or policies as directed by Tennis Australia and/or Tennis West through the Club’s By-Laws.

## **4. POWERS**

- 4.1. Subject to the Associations Incorporation Act 2015 ("the Act"), the Club may do all things necessary or convenient for carrying out its objects or purposes in a lawful manner.

## **5. PROPERTY AND INCOME**

- 5.1. Property and income of the Club whensoever derived shall be applied towards the promotion of the objects and purposes of the Club set forth in Clause 2 hereof and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Club.

- 5.2. Nothing herein contained shall prevent:
- (a) the payment in good faith of remuneration to any Committee Member, employee or Member in return for any services actually rendered to the Club or for goods supplied in the ordinary and usual course of business;
  - (b) the payment of interest at a rate not exceeding the prevailing market rate published by the Reserve Bank of Australia as the "Cash Rate Target" from time to time on money borrowed from any Member;
  - (c) the payment of reasonable and proper rent by the Club to a Member for premises leased by the Member to the Club; or
  - (d) the reimbursement of expenses incurred by any Member or any Committee Member on behalf of the Club.
- 5.3. Remuneration of Committee Members
- (a) The Club may pay a Committee Member's travelling and other expenses as properly incurred:
    - i. in attending Committee Meetings or sub-committee meetings;
    - ii. in attending any General Meetings of the Club; and
    - iii. in connection with the Club's business.
  - (b) Committee Members must not receive any remuneration for their services as Committee Members other than as described in Clauses 5.2 and 5.3.
- 5.4. Any payment from Club funds made to a member of the Committee under clause 5.2 or 5.3 apart from the reimbursement of expenses incurred by any Committee Member on behalf of the Club, must be itemised in the notes to the Accounts presented to the Annual General Meeting in the Financial Report referred to in clauses 18.7 and 33.4

## **6. CLUB COLOURS**

- 6.1. The colours of the Club shall be red and green and the badge shall be red and green kangaroo paw on gold background.

## **7. PATRONS AND TRUSTEE**

- 7.1. The Patron, Vice-Patron and Trustees Vice-Patrons shall be those persons invited each Membership Year by the Committee in its discretion and who accept such invitation. Their appointment shall be confirmed at the Annual General Meeting.

## **8. AUDITOR OR REVIEWER**

- 8.1. The Auditor or Reviewer shall audit or review the Accounts and Balance Sheet to be presented to the Annual General Meeting and shall report to the Members thereon in accordance with the requirements of the Act.
- 8.2. The Auditor or Reviewer may at any time and shall when requested by the Committee investigate and report to the Committee upon the financial position of the Club or any aspect thereof.

## **9. DELEGATES**

- 9.1. Such delegates as the Club is permitted to appoint to represent the Club in any capacity and to any other body, club or association whatsoever shall be appointed from time to time by the Committee.
- 9.2. The delegates shall attend all meetings as may be required as a representative of the Club and shall report to the Committee.
- 9.3. Delegates attending any meetings in that capacity shall act and vote as directed by the Committee in any case where they have received such a direction.

## **10. VISITORS**

- 10.1. Members may bring visitors to the Club as provided in the By-Laws.

## **11. MEMBERSHIP**

- 11.1. A "Membership Year" operates from 1 October to 30 September of the following year.
- 11.2. Members of the Club shall be classified as provided for in the By-Laws.
- 11.3. No person 18 years and under will be admitted to any class of membership other than Junior membership.
- 11.4. The Committee may in its absolute discretion approve or reject an application for membership.
- 11.5. Application for membership shall be made in writing and shall be signed by the applicant and shall be in such form as may be prescribed in the By-Laws.
- 11.6. An applicant for Membership becomes a Club Member upon approval of the Committee and payment of the appropriate subscription.
- 11.7. Membership ceases in accordance with Clause 15.3, 24.5 or when the Member resigns.

## **12. PRIVILEGES OF MEMBERSHIP**

- 12.1. Subject to the Classification of Membership prescribed in the By-Laws, Members may be entitled to some or all of the following privileges:
  - (a) Attend all General Meetings
  - (b) Speak at all General Meetings
  - (c) Vote at all General Meetings
  - (d) Play on the Club courts on all days when the courts are available for play on the days and at times laid down by the Committee.
  - (e) Participate in tournaments and matches.
  - (f) Attend all entertainments and social functions.
  - (g) Bring visitors to the Club as provided in Clause 10

- 12.2. A Junior Member shall have no voice in the management of the Club and shall not be entitled to hold office or vote at any General Meeting or poll of the Club but shall in other respects conform to and be bound by the Constitution and By-Laws of the Club for the time being in force.
- 12.3. Every new Member entitled to vote at any General Meeting shall receive a copy of this Constitution and the By-Laws, which may be delivered electronically.

### **13. RESPONSIBILITIES OF MEMBERSHIP**

- 13.1. Upon accepting Membership, Members agree to comply with this Constitution, the By-Laws and any applicable rules of Tennis Australia and/or Tennis West.

### **14. VOTING RIGHTS**

- 14.1. Subject to sub-clause 14.2 herein every member so entitled shall have one vote in respect of a show of hands or a poll taken at any General Meeting.
- 14.2. No unfinancial member shall be entitled to vote at any General Meeting.
- 14.3. In the case of an equality of votes where there is a show of hands or in a poll the person in the Chair at the Meeting shall be entitled to a second or casting vote.
- 14.4. Proxy or absentee votes are allowed.

### **15. FEES AND SUBSCRIPTIONS**

- 15.1. Nomination fees and subscriptions shall be as determined from time to time by the Committee.
- 15.2. Subscriptions shall be paid immediately after election; otherwise the annual subscription shall become due and payable on the 1<sup>st</sup> day of October in each year and no member shall be entitled to the privileges of the Club after the 31<sup>st</sup> October unless the subscription has been paid provided that where it shall be brought to the notice of the Committee that the enforcement of this provision will cause undue hardship to a person desiring to remain a member of the Club, the Committee may in its discretion extend the time for payment of the subscription due or remit the whole or any part of such subscription. The Committee may discharge or omit or waive any fees of any member, other than a member of the Committee, for services rendered or to be rendered to the Club or for services generally to and in connection with the game of tennis. No particular case is to be taken as a precedent in accordance with which the Committee is obliged to act in any other case.
- 15.3. Any member failing to pay the subscription by the 31<sup>st</sup> day of December shall cease to be a member, provided that the Committee shall have the power to reinstate any such member.

## **16. REGISTER OF MEMBERS**

- 16.1. The Secretary or a person authorised by the Committee from time to time must maintain a Register of Members for the purposes of the Act and must ensure that the Register is up to date.
- 16.2. The Register shall contain:
  - (a) the full name of each Member entitled to vote at General Meetings and does not include Social, Honorary or Junior Members;
  - (b) a contact postal, residential or email address of each Member;
  - (c) the class of membership held by the Member; and
  - (d) the date on which the person became a Member;
- 16.3. Any change in membership of the Club must be recorded in the Register within 28 days after the change occurs.
- 16.4. The Register must be kept and maintained at the Secretary's place of residence, or at such other place as the Committee decides.

## **17. ACCESS TO AND USE OF THE REGISTER OF MEMBERS**

- 17.1. Any Member may, upon request to the Secretary, inspect the Register free of charge, at such time and place as is mutually convenient to the Club and the Member.
- 17.2. The Member may make a copy of details from the Register but has no right to remove the Register for that purpose.
- 17.3. A Member may make a request in writing for a copy of the Register.
- 17.4. The Committee may require a Member who requests a copy of the Register to provide a statutory declaration setting out the purpose of the request and declaring that the purpose is connected with the affairs of the Club.
- 17.5. Acting reasonably, the Committee may decline the Member's request for a copy of the Register.
- 17.6. The Club may charge a reasonable fee to the Member for providing a copy of the Register, the amount to be determined by the Committee from time to time.
- 17.7. A Member must not use or disclose the information on the Register:
  - (a) to gain access to information that a Member has deliberately denied them (that is, in the case of social, family or legal differences, or disputes);
  - (b) to contact, send material to the Club or a Member for the purpose of advertising for political, religious, charitable or commercial purposes unless the use of the information is approved by the Committee, or
  - (c) for any other purpose unless the purpose:
    - i) is directly connected with the affairs of the Club; or
    - ii) relates to the provision of information to the Commissioner in accordance with a requirement of the Act.

## **18. GENERAL MEETINGS**

- 18.1. An Annual General Meeting of Members shall be held in every calendar year within four (4) months of the end of the Club's Financial Year (1<sup>st</sup> July – 30<sup>th</sup> June).
- 18.2. All General Meetings other than an Annual General Meeting shall be called Special General Meetings and the President or the Committee may at any time and shall if requested to do so by not less than TEN PERCENT (10%) of members entitled to vote, summon a Special General Meeting of the Club to deal with any business for which such Meeting has been summoned but for no other business. Any such requisition shall state specifically the purpose for which the Special General Meeting is to be summoned. Where such Special General Meeting has been requested, the Meeting shall be held no later than forty-five (45) days after receipt of the request.
- 18.3. At least fourteen (14) clear days and not more than twenty-eight (28) days notice of any General Meeting shall be given to each member entitled to vote and a copy shall be posted on the notice board of the Club.
- 18.4. Members wishing to bring forward specific business at the Annual General Meeting shall submit notice of motion in writing to the Secretary in sufficient time to permit inclusion in the notice of meeting.
- 18.5. At all General Meetings TEN PERCENT (10%) of total Club membership entitled to vote at a General Meeting must be present in person and that shall constitute a quorum.
- 18.6. If there shall be no quorum present within thirty minutes after the time fixed for commencement of the Meeting such meeting if convened on the requisition of members shall be dissolved; otherwise it shall be adjourned to a date and time to be fixed by those present and a notice of such adjournment shall be sent to all members in accordance with these rules. If at the adjourned meeting there shall be no quorum present those members present shall constitute a valid quorum for the meeting.
- 18.7. At the Annual General Meeting, the order of business unless otherwise determined by the Committee shall be as follows:
  - (a) Apologies
  - (a) Minutes and Confirmation thereof.
  - (b) Questions and Business Arising out of Minutes
  - (c) Correspondence
  - (d) Annual Report of the President
  - (e) Financial and Auditor's Report (to be approved by a resolution)
  - (f) Other Reports
  - (g) Election of members of the Committee
  - (h) Appointment of Auditor
  - (i) Motions on Notice
  - (j) Question Time
- 18.8. In any case the business of such meeting shall be confined to that set out in the Notice of such meeting.

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- 18.9. The President or Vice-President shall be entitled to take the chair at any General Meeting. If the President and Vice-President are absent or are unwilling to act then the Committee shall appoint the Chairperson, failing which, the members shall choose one of themselves to be Chairperson.
- 18.10. At any General Meeting, a resolution put to the vote of the Meeting shall be decided on the voices or on a show of hands unless before, or on the declaration of the result of a vote, a poll is demanded:
- (a) by the Chairperson, or
  - (b) by at least five (5) members present and entitled to vote.
- 18.11. Unless a poll is demanded a declaration of the result by the Chairperson shall when entered in the Minutes of the proceedings be conclusive evidence of the fact without proof being required of the number or proportion of votes recorded for or against the resolution.
- 18.12. No resolution passed at any General Meeting shall be rescinded except after notice of motion for the proposed rescission has been stated in the notice of meeting required in Clause 18.4 herein.

## 19. MANAGEMENT COMMITTEE

- 19.1. The Committee will consist of the following positions:
- President
  - Vice President
  - Secretary
  - Treasurer
  - Captain
  - such other positions , if filled at the Annual General Meeting, and as provided for in the By-Laws.
- 19.2. The roles and duties of the Committee Members shall be in accordance with the requirements of the Act and as further set out in the Club's By-Laws:
- 19.3. A Committee Member must be:
- (a) a natural person;
  - (b) over 18 years in age; and
  - (c) a Member.
- 19.4. No person shall be entitled to hold a position on the Committee if the person has been convicted of, or imprisoned in the previous five years for:
- (a) an indictable offence in relation to the promotion, formation or management of a body corporate;
  - (b) an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months; or
  - (c) an offence under Part 4 Division 3 or section 127 of the Act;
- unless the person has obtained the consent of the Commissioner.
- 19.5. No person shall be entitled to hold a position on the Committee if the person is, according to the Interpretation Act section 13D, a bankrupt or a person whose affairs are under insolvency laws unless the person has obtained the consent of the Commissioner.

- 19.6. All members of the Committee shall retire at each Annual General Meeting but shall be eligible for re-election.
- 19.7. The Committee shall be elected by Members at each Annual General Meeting. Nominations for any office may be made in writing or by verbal proposal at each meeting.
- 19.8. Where no nomination has been received for a position, nominations of Members entitled to hold a position on the Committee may be proposed at the meeting provided that the nomination of any member not present at the Meeting shall be accompanied by that member's consent in writing.
- 19.9. In the event of two or more nominations being received for the one office the unsuccessful nominees may be nominated for any office not already filled.
- 19.10. No un-financial member may either nominate or accept nomination.
- 19.11. Elections of the Committee shall be conducted in the same manner as for a resolution in Clause 18.10.
- 19.12. Retiring members of the Committee shall retain office until the conclusion of the meeting at which they retire.
- 19.13. A vote of no confidence in a particular member of the Committee passed at a General Meeting by a two thirds majority of those personally present and entitled to vote shall automatically remove that member from office.
- 19.14. Any member of the Committee or any sub-committee absent for three (3) consecutive meetings of such committee or sub-committee without reasonable excuse shall be deemed to have resigned therefrom.
- 19.15. Each elected member other than the President may nominate an Alternate to be approved by the Committee. The Alternate will have full voting powers and may attend Committee meetings for a maximum of two consecutive meetings.

## **20. OBLIGATIONS AND RESPONSIBILITIES OF COMMITTEE MEMBERS**

- 20.1. Obligations of the Committee. The Committee must take all reasonable steps to ensure the Club complies with its obligations under the Act, this Constitution and the By-Laws.
- 20.2. Responsibilities of Committee Members
  - (a) A Committee Member must exercise his or her powers and discharge his or her duties with a degree of care and diligence that a reasonable person would exercise in the circumstances.
  - (b) A Committee Member must exercise his or her powers and discharge his or her duties in good faith in the best interests of the Club and for a proper purpose.
  - (c) A Committee Member or former Committee Member must not improperly use information obtained as a Committee Member to:
    - (i) gain an advantage for himself or herself or another person; or
    - (ii) cause detriment to the Club.



- 20.3. A Committee Member having any material personal interest in a matter being considered at a Committee Meeting must:
- (a) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Committee;
  - (b) disclose the nature and extent of the interest at the next General Meeting of the Club; and
  - (c) not be present while the matter is being considered at the Committee Meeting or vote on the matter.
- 20.4. Clause 20.3 does not apply in respect of a material personal interest that:
- (a) exists only because the Committee Member belongs to a class of persons for whose benefit the Club is established; or
  - (b) is a material personal interest the Committee Member has in common with all, or a substantial proportion of, the members of the Club.
- 20.5. The Secretary must record every disclosure made by a Committee Member under Clause 20.3 in the minutes of the Committee Meeting at which the disclosure is made.
- 20.6. The President may speak for the Club unless otherwise limited by a vote of the Management Committee. No other Committee Member shall make any public statement or comment or cause to be published any words or article concerning the conduct of the Club unless the person is authorised by the Committee to do so and such authority is recorded in the minutes of the Committee Meeting.

## **21. POWERS AND DUTIES OF THE COMMITTEE.**

- 21.1. The Committee
- (a) Shall be responsible for the general conduct and management of the Club affairs subject to clause 34.5
  - (b) Shall approve the admission of all members save and except life members.
  - (c) Shall construe and interpret this Constitution and any By-Laws made thereunder and such constructions shall be final unless revoked by resolution carried at an Annual or Special General Meeting.
  - (d) May delegate to a sub-committee any matter for investigation or report.
  - (e) May engage and dismiss any employees, agents or contractors of the Club.
  - (f) Shall comply with all orders, directions and references given to it in accordance with a resolution of members in General Meeting.
  - (g) Where immediate action is required in any matter affecting the policy or in the interest of the Club and it is impracticable to refer the matter to the appropriate sub-committee; the President shall seek the advice of as many members of the Committee as may be practicable and shall act in such manner as the majority of such members approve.

- (h) May appoint a financial member of the Club entitled to hold a position on the Committee under Clause 19.3 to a vacant position.
- (i) May suspend or expel Members under Clause 24

21.2 Filling casual vacancies

- (a) The committee may appoint a member who is eligible under rule 19 to fill a position on the committee that has become vacant under rule 19; or was not filled by election at the most recent annual general meeting

**22. RECORD OF OFFICE HOLDERS**

- 22.1. The Secretary or a person authorised by the Committee from time to time must maintain a record of office holders.
- 22.2. The record of office holders must include:
  - (a) the full name of each office holder;
  - (c) the office held and the dates of appointment and (if applicable) cessation of the appointment; and
  - (d) a current contact postal, residential or email address of each office holder.
- 22.3. The record of office holders must be kept and maintained at the Secretary's place of residence, or at such other place as the Committee decides.

**23. INSPECTING THE RECORD OF OFFICE HOLDERS**

- 23.1. Any Member is able to inspect the record of office holders free of charge, at such time and place as is mutually convenient to the Club and the Member.
- 23.2. The Member may make a copy of details from the record of office holders but has no right to remove the record for that purpose.

**24. SUSPENDING OR EXPELLING MEMBERS**

- 24.1. The Committee may, by resolution, suspend or expel a Member from membership if:
  - (a) the Member refuses or neglects to comply with this Constitution or the By-Laws; or
  - (b) the Member's conduct or behaviour is detrimental to the interests of the Club.
- 24.2. The Committee must hold a meeting to decide whether to suspend or expel a Member.
- 24.3. The Secretary must, not less than 14 days before the Committee Meeting referred to in Clause 24.2 ,give written notice to the Member:
  - (a) of the proposed suspension or expulsion and the grounds on which it is based;
  - (b) of the date, place and time of the Committee Meeting;
  - (c) that the Member, or the Member's representative, may attend the Committee Meeting; and
  - (d) that the Member, or the Member's representative, may address the Committee at the meeting and will be given a full and fair opportunity to state the Member's case orally, or in writing, or both.

- 24.4. At the Committee Meeting referred to in Clause 24.2 the Committee must:
- (a) give the Member, or the Member's representative, a full and fair opportunity to state the Member's case orally;
  - (b) give due consideration to any written statement submitted by the Member; and
  - (c) determine whether or not the Member should be:
    - (i) expelled from the Club; or
    - (ii) suspended from membership, and if so, the period that the Member should be suspended from membership.
- 24.5. Once the Committee has decided to suspend or expel a Member under Clause 24.4(c) the Member is immediately suspended or expelled from membership.
- 24.6. The Secretary must inform the Member in writing of the decision of the Committee and the reasons for the decision, within 7 days of the Committee Meeting referred to in Clause 24.2.

## **25. RIGHT OF APPEAL OF AGAINST SUSPENSION OR EXPULSION**

- 25.1. If a Member is suspended or expelled under Clause 24 the person may appeal the Management Committee's decision by giving written notice to the Secretary within fourteen (14) days of receiving notice of the Committee's decision under Clause 24 requesting the appointment of a mediator under clause 30.3
- 25.2. Reinstatement of a Member
- (a) If the Committee's decision to suspend or expel a Member is revoked under this Constitution, any act performed by the Committee or Members in General Meeting during the period that the Member was suspended or expelled from Membership under Clause 24 is deemed to be valid, notwithstanding the Member's inability to exercise their rights or privileges of Membership, including voting rights, during that period.
- 25.3. When a Member is Suspended
- (a) If a Member's membership is suspended under Clause 24 the Secretary must record in the Register:
    - (i) the name of the Member;
    - (ii) the date on which the suspension takes effect; and
    - (iii) the length of the suspension as determined by the Committee under Clause 24
  - (b) A Member that has been suspended under Clause 24 cannot exercise any rights or privileges of membership, including voting rights, during the period they are suspended from membership.
  - (c) Upon the expiry of the period of a Member's suspension, the Secretary must record in the Register that the Member is no longer suspended.

## **26. MEETING AND PROCEEDINGS OF THE COMMITTEE.**

- 26.1. The Committee shall meet as often as it shall from time to time determine and on any special occasions when summoned by the President or Secretary provided that no more than two (2) calendar months shall elapse between meetings.
- 26.2. At least three (3) clear days notice of meeting to the Committee shall be given in writing by the Secretary to each member of that Committee provided that such notice may be dispensed with in respect of a meeting at which all members attend and consent.
- 26.3. At all meetings of the Committee a quorum shall constitute at minimum the President, Secretary and Treasurer.
- 26.4. The order of business at meetings of the Committee shall be as provided in the By-Laws.
- 26.5. Where at an Annual General Meeting of Members, insufficient persons are elected to enable the Committee to establish a quorum for meetings of the Committee as required under Clause 26.3 then the persons who were elected to the Committee at the Annual General Meeting of members will be entitled to exercise the power of the Committee under Clause 21.1 to appoint financial members of the club to vacant positions on the Committee.

## **27. SUB-COMMITTEES**

- 27.1. The Committee may appoint sub-committees responsible to the Committee as and when deemed necessary.
- 27.2. The President of the Committee may be an ex- officio member of all sub-committees.
- 27.3. Any financial member may serve on a sub-committee or as Chairperson of the sub-committee.
- 27.4. The Committee may at any time terminate the appointment of any sub-committee and of the members appointed thereto.
- 27.5. All of the members of sub-committees shall retire at the expiration of each Annual General Meeting but each shall be eligible for appointment to any position or office in the Club.
- 27.6. At all meetings of sub-committees two (2) members of such sub-committee shall constitute a quorum.
- 27.7. At meetings of sub-committees, the Chairperson shall determine the order of business.

## **28. BY-LAWS OF THE CLUB**

- 28.1. The Members of the Club may make, amend and repeal By-Laws for the management of the Club by Ordinary Resolution at a General Meeting provided that the By-Laws are not inconsistent with the Constitution and the Act.
- 28.2. The By-Laws made under Clause 28.1
- (a) Do not form part of the Constitution;
  - (b) May make provision for:
    - (i) classes of Membership and the rights and obligations that apply to each class of Membership;
    - (ii) requirements for financial reporting, financial accountability or audit, or review of Accounts in addition to those prescribed by the Act and the Constitution;
    - (iii) restrictions on the powers of the Committee including the power to develop new, or dispose of existing assets; and
    - (iv) any other matter that the Club considers necessary or appropriate; and
  - (c) Must be available for inspection by Members.

## **29. DISPUTES ARISING UNDER THE CONSTITUTION**

- 29.1. This Clause applies to:
- (a) disputes between Members; and
  - (b) disputes between the Club and one or more Members
- that arise under the Constitution or relate to the Constitution of the Club.
- 29.2. In this Clause “Member” includes any former Member whose membership ceased not more than six months before the dispute occurred.
- 29.3. The parties to a dispute must attempt to resolve the dispute between themselves within fourteen (14) days of the dispute coming to the attention of each party.
- 29.4. If the parties are unable to resolve the dispute, any party to the dispute may initiate a procedure under this Clause by giving written notice to the Secretary of the parties to, and details of, the dispute.
- 29.5. The Secretary must convene a Committee Meeting within twenty-eight (28) days after the Secretary receives notice of the dispute under Clause 29.4 for the Committee to determine the dispute.
- 29.6. At the Committee Meeting to determine the dispute, all parties to the dispute must be given a full and fair opportunity to state their respective cases orally, in writing or both.
- 29.7. The Secretary must inform the parties to the dispute of the Committee’s decision and the reasons for the decision within seven (7) days after the Committee Meeting referred to in Clause 29.6.
- 29.8. If any party to the dispute is dissatisfied with the decision of the Committee they may elect to initiate further dispute resolution procedures as set out in the Constitution.

### **30. MEDIATION**

- 30.1. This Clause applies:
- (a) where a person is dissatisfied with a decision made by the Committee under Clause 29; or
  - (b) where a dispute arises between a Member or more than one Member and the Club and any party to the dispute elects not to have the matter determined by the Committee; or
  - (c) where a member is suspended or expelled under Clause 24 and the person gives notice of appeal under 25.1 requesting the appointment of a mediator.
- 30.2. Where the dispute relates to a proposal for the suspension or expulsion of a Member this Clause does not apply until the procedure under Clause 24 in respect of the proposed suspension or expulsion has been completed and the person suspended or expelled gives written notice under Clause 25.1
- 30.3. If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Clause 29.3 or a party to the dispute is dissatisfied with a decision made by the Committee under Clause 29 a party to a dispute may:
- (a) Provide written notice of the parties to, and the details of, the dispute to the Secretary;
  - (b) Agree to, or request the appointment of, a mediator.
- 30.4. The party, or parties requesting the mediation must pay the costs of the mediation.
- 30.5. The mediator must be:
- (a) a person chosen by agreement between the parties; or
  - (b) in the absence of agreement:
    - (i) if the dispute is between a Member and another Member – a person appointed by the Committee; or
    - (ii) if the dispute is between a Member or more than one Member and the Club, the Committee or a Committee Member then an independent person who is a mediator appointed to, or employed with, a not for profit organisation.
- 30.6. A Member can be a mediator, but the mediator cannot be a Member who is a party to the dispute.
- 30.7. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 30.8. The parties are to exchange written statements of the issues that are in dispute between them and supply copies to the mediator at least five (5) days before the mediation session.
- 30.9. The mediator, in conducting the mediation, must:
- (a) give the parties to the mediation process every opportunity to be heard;
  - (c) allow all parties to consider any written statement submitted by any party; and
  - (d) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

- 30.10. The mediator must not determine the dispute and the mediation must be confidential. Information provided by the parties in the course of the mediation cannot be used in any other legal proceedings that may take place in relation to the dispute.

### **31. INABILITY TO RESOLVE DISPUTES**

- 31.1. If a dispute cannot be resolved under the procedures set out in the Constitution, 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.

### **32. COMMON SEAL**

- 32.1. The Common Seal of the Club shall be retained in the club safe and shall not be affixed to any document or instrument except pursuant to a resolution of the Committee and in the presence of any two (2) of the President, Secretary and one other member of the Committee.

### **33. ACCOUNTS**

- 33.1. The Financial Year shall commence on the first day of July each year and conclude on the 30<sup>th</sup> June of the following year.
- 33.2. The Committee shall cause proper accounting and other records to be kept and shall each year cause to be made out a Statement of Income and Expenditure and a Balance Sheet (hereinafter called 'the Accounts') made up to a date not more than four (4) calendar months before the date of each Annual General Meeting.
- 33.3. The Committee shall make available on demand by any member a copy of the Accounts provided that no member shall be entitled to request a copy of the Accounts earlier than seven (7) days before the Annual General Meeting at which such Accounts are to be tabled.
- 33.4. The Committee shall lay the Accounts together with the Auditor's or Reviewer's Report thereon before each Annual General Meeting.
- 33.5. The Accounts shall inter alia show separately the amounts (if any) paid by way of donations.

### **34. CONTROL OF FUNDS**

- 34.1. The funds of the Club must be kept in an account in the name of the Club in a financial institution determined by the Committee.
- 34.2. The funds of the Club are to be used in pursuance of the objects and purposes of the Club.
- 34.3. All electronic funds transfers, cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Club must be signed or approved by:
- (a) any two Committee Members; or
  - (b) one Committee Member and a person authorised by the Committee

- 34.4. No expenditure shall be incurred from the funds of the Club, other than on a normal operating expense item, without prior approval of the Committee. The By-Laws will provide for an annual budget of normal operating income and expense adopted by the Committee.
- 34.5. Where the total cost of any project or group of projects may be greater than THIRTY PERCENT (30%) of the Club's income from membership fees in the Financial Report for the previous Financial Year referred to in Clause 18.7 the project or group of projects must first be approved by the members at a General Meeting.
- 34.6. Levies: A levy may be made on members by a resolution passed at a Special General Meeting; notice of which resolution must be given in the notice convening the meeting and any such resolution shall not be binding unless carried by at least two thirds of the members present at such Special General Meeting.
- 34.7. Loans: No loan shall be raised without the prior approval of two thirds of the members present at the Annual General Meeting or a Special General Meeting called for that purpose. An approach should be made to the Local Governing Authority to provide the necessary accommodation. If such cannot be obtained from that source the necessary funds may be borrowed elsewhere on the personal guarantee of such member or members willing to stand in that capacity.

## **35. FINANCIAL RECORDS**

- 35.1. The Club must keep financial records that:
  - (a) correctly record and explain its transactions, financial position and performance; and
  - (b) enable true and fair financial statements to be prepared in accordance with Part 5 of the Act.
- 35.2. The Club must retain its Financial Records for at least seven (7) years after the transactions covered by the records are completed.
- 35.3. For each financial year, the Club must ensure that the requirements under Part 5 of the Act are met.

## **36. NOTICES**

- 36.1. Notice of every General Meeting shall be given to:
  - (a) Every Member entitled to vote who has supplied an address to the Club
  - (b) The Auditor for the time being of the Club
  - (c) Every patron of the Club.
- 36.2. A notice may be:
  - (a) delivered by hand to the nominated address of the addressee;
  - (b) sent by post to the nominated postal address of the addressee; or
  - (c) sent by e-mail or any other method of electronic communication (including facsimile) to the nominated electronic address of the addressee.



### **37. RESTRICTED LICENCE CONDITIONS**

- 37.1. The Club shall comply with the requirements of the applicable Sections of the Liquor Control Act 1988 (LCA 1988).
- 37.2. Other conditions relating to the Restricted License are referenced in the By-Laws.

### **38. ALTERATION OR AMENDMENT TO CONSTITUTION**

- 38.1. The Club may alter, rescind or add to this Constitution by a resolution carried by seventy-five percent (75%) majority of members present and entitled to vote at an Annual General Meeting or a Special General Meeting called for the purpose and not otherwise.
- 38.2. Full particulars shall be given of any proposed new clause, repeal or amendment of an existing clause in the notice convening the meeting.
- 38.3. When a resolution amending the Constitution is passed, the required documents must be lodged with the Commissioner within:
  - (a) one month after the resolution is passed; or
  - (b) a longer period as the Commissioner may allow.

An amendment to the Constitution does not take effect until the required documents are lodged with the Commissioner.

- 38.4. Within fourteen (14) days after the making of an amendment or alteration to the Constitution of the Club, the Committee shall send or deliver to the Principal Clerk of the Licensing Court of Western Australia a certified copy of the amendment or alteration.
- 38.5. An amendment to the Constitution that changes or has the effect of changing:
  - (a) the name of the Club; or
  - (b) the objects or purposes of the Club,does not take effect until the required documents are lodged with the Commissioner and the approval of the Commissioner is given in writing.

### **39. DISSOLUTION OF THE CLUB**

- 39.1. If and when the Club shall be dissolved and upon the winding up of its affairs all the property and assets of the Club remaining after all the debits and liabilities of the Club shall have been paid or discharged in full shall be distributed as determined by special resolution by reference to the persons mentioned in section 24(1) of the Associations Incorporation Act. Failure to achieve a special resolution deeming otherwise any surplus property shall become and remain the property of The Western Australian Tennis Association Inc. trading as Tennis West and may be used or applied by that body for carrying out any of its objects.

### **40. SAVINGS CLAUSE**

- 40.1. The Constitution presently in force remains in force until any resolution amending or rescinding the Constitution and the required documents under the Act are lodged with the Commissioner pursuant to clause 38.3.
- 40.2. Any appointment made or motion passed under any prior Constitution shall continue in force as far as practicable as if made or passed under this Constitution.

## **41. DEFINITIONS**

**"Accounts"** means the Accounts as defined in Clause 33.2

**"Act"** means the *Associations Incorporation Act 2015*

**"By-Laws"** are additional arrangements or processes adopted by members by Ordinary Resolution of the Club to supplement this Constitution. They do not form part of the Constitution and are not required to be lodged with the Commissioner.

**"Commissioner"** means the person designated as the "Commissioner" from time to time under the Act;

**"Committee"** means the Management Committee referred to in clause 19

**"Committee Member"** means a member of the Committee referred to in clause 19

**"Financial Records"** has the meaning given to it in section 62 of the Act and includes:

- a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers;
- b) documents of prime entry; and
- c) working papers and other documents needed to explain:
  - i. the methods by which financial statements are prepared; and
  - ii. adjustments to be made in preparing financial statements;

**"Financial Report"** has the meaning given to it in sections 62 and 63 of the Act;

**"Financial Statements"** has the meaning given to it in section 62 of the Act;

**"Financial Year"** has the meaning given to it in Clause 33.1

**"Member"** means a person who has been granted membership of the Club under the terms of this Constitution and the By-Laws.

**"Membership Year"** has the meaning given to it in Clause 11.1

**"Natural person"** clause 19.3 means an individual human being as distinguished from a person (as a corporation) created by an operation of law

**"Office holders"** means members of the Committee.

**"Poll"** means voting conducted in written form which may include, but is not limited to a secret ballot (as opposed to general agreement or a show of hands).