

Attachment 1

**Bassendean Tennis Club Incorporated
Rules**

9th March 2019

ABN: 39 600 823 348

**Information provided to the Commissioner for Consumer Protection
pursuant to s.29(5) of the *Associations Incorporation Act 2015* (the Act)**

- A. The name of the association is Bassendean Tennis Club Incorporated.
- B. The objects of the association are:
- To provide safe and serviceable facilities for playing tennis and related social activity
 - To promote good relations and social interaction within the Club
 - To foster good relations with the community and other tennis clubs
 - To operate on a financially sound basis to ensure the future of the Club
 - To promote the game of tennis
- C. 25% of members personally present (being members entitled to vote under these rules at a general meeting) will constitute a quorum for the conduct of business at a general meeting.
- D. 50% + 1 Management Committee members constitute a quorum for the conduct of business at a Management Committee meeting.
- E. The Club's financial year will commence on 1 October and end on 30 September the following year.

1. Name

The name of the incorporated association is **Bassendean Tennis Club Incorporated**, also known as Bassendean Tennis Club (the Club).

2. Club financial year

The Club financial year is the period commencing on 1 October and concluding on 30 September the following year.

3. Objects

- 3.1 To provide safe and serviceable facilities for playing tennis and related social activity.
- 3.2 To promote good relations and social interaction within the Club.
- 3.3 To foster good relations with the community and other tennis clubs.
- 3.4 To operate on a financially sound basis to ensure the future of the Club.
- 3.5 To promote the game of tennis.

4. Attaining objects

The Club shall be empowered to do all things necessary for the attainment of its objects.

5. Property

The property and income of the Club must be applied solely towards the promotion of the objects of the Club and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member of the Club except in good faith in the promotion of such objects.

6. Powers of the Club

- 6.1 To acquire, hold, deal with and dispose of any real or personal property.
- 6.2 To open and operate bank accounts.
- 6.3 To invest funds of the Club not immediately required in such investments or securities authorised by the *Trustees Act 1962* (as amended) or equivalent and as may be determined from time to time by the Management Committee (the Committee) defined in clause 16.
- 6.4 To borrow money upon such terms and conditions as the Club thinks fit.
- 6.5 To give such security for the discharge of liabilities incurred by the Club as it thinks fit.
- 6.6 To appoint a Committee, agents and employees to transact any business of the Club on its behalf, for reward or otherwise.
- 6.7 To construct and maintain any building or other structure of any kind and to furnish, equip or improve the same for use by the Club.
- 6.8 To accept grants, donations and gifts in accordance with the objects of the Club.
- 6.9 To print and publish any information by any media, including newsletters, newspapers, articles, leaflets, electronic means and social media, for promotion of the Club.
- 6.10 To provide gifts and prizes in accordance with the objects of the Club.
- 6.11 To organise social events for members and the promotion of the Club.
- 6.12 To enter into any other contract that the Club considers necessary or desirable.

7. Membership

- 7.1 Membership shall be open to any person who wishes to further the interests of the Club.
- 7.2 Any person seeking membership shall make an application to the Committee, which shall determine whether the application is successful, whereupon the subscription (or proportion thereof) referred to in clause 12 shall be payable.

- 7.3 Each person admitted to membership shall be:
- Liable for such fees and subscriptions as may be determined and varied by the Committee
 - Entitled to all rights and obligations of membership
 - Provided with a copy of the Rules of the Club and is bound by the same

8. Membership categories

- 8.1 Junior member - any member under 18 years of age as of 1 October. Junior members shall have no voting rights, nor be entitled to hold any office.
- 8.2 Adult member - any member who is not a junior or life member. An adult member has full voting rights (one vote at a general meeting of the Club) and any other rights conferred by these Rules, or approved by resolution at a general meeting, or as determined by the Committee.
- 8.3 Life member - any member may nominate a person to the Committee for consideration for life membership where the person has given outstanding services to the Club. Life members shall enjoy all the rights and obligations of membership, except for payment of any annual subscriptions, fees and levies.
- 8.4 Memberships are not transferable.

9. Register of Members

- 9.1 The Secretary (or another person authorised by the Committee) will maintain a Register of Members and record in the same any changes in the membership of the Club.
- 9.2 The Register must include the class of membership to which each member belongs.

10. Subscriptions, fees and levies

- 10.1 The Committee shall determine Club subscriptions and give sufficient notice to members of the amount due and method of payment.
- 10.2 Annual subscriptions shall be due and payable on the first day of the new Club financial year i.e. 1 October.
- 10.3 The Committee shall have the power to impose such other levies or discount the fees as it considers necessary for the effective management of the Club.
- 10.4 Applications for payment extensions due to financial hardship may be submitted to the Committee for consideration. If members' subscriptions have not been paid, they remain eligible to attend and vote at any general meetings held until 1 December each year.
- 10.5 Persons whose memberships have expired as at 1 December, due to non-payment of the annual subscription, shall be welcome at the Club as playing visitors.
- 10.6 Members in financial arrears shall not represent the Club in inter-club competitions.
- 10.7 No refund of annual subscription fees shall be permitted upon resignation of membership.

11. Social guests

- 11.1 Members are entitled to be accompanied by partners and members of their immediate family at Club social events.
- 11.2 With the prior approval of a member of the Committee, members are welcome to invite guests to official social functions organised by the Club.
- 11.3 Inviting members are responsible to the Committee for the conduct of their guests.

12. Playing guests and visitors

- 12.1 Members shall be entitled to invite guests to play with them when the courts are open for play, on condition that the guests pay the visitor fee, as determined by the Committee.
- 12.2 Inviting members are responsible to the Committee for the conduct of their guests.

13. Termination of membership

- 13.1 A person may resign from membership of the Club by giving written notice to the Secretary. Such resignation takes effect when the Secretary receives the notice, or at a later time as provided for in the notice. The resigning member remains liable for any fees outstanding to the Club.
- 13.2 A person's membership of the Club will terminate upon the death of the member and is not transferable to another family member.
- 13.3 The Committee has the power to suspend or terminate a person's membership of the Club for:
- Non-payment of any subscription or fee by 1 December
 - False or inaccurate statements made in the person's application for membership
 - Breach of the Rules
 - Any act or behaviour detrimental to the interests of the Club
- 13.4 The Secretary must give the member written notice of the proposed suspension or termination at least 28 days before the Committee meeting at which the proposal is to be considered.
- 13.5 Such notice must state when and where the Committee meeting is to be held, the grounds upon which the proposed suspension or termination is based and notifying the member (or the member's representative) that he/she may attend the meeting and will be given a reasonable opportunity to make written or oral submissions to the Committee on the proposal.
- 13.6 At that Committee meeting, the member (or the member's representative) must be given a reasonable opportunity to make such submissions on the proposal.
- 13.7 The Committee will give due consideration to such submissions and will decide whether the person's membership should be suspended (and, if so, the appropriate period) or whether it should be terminated.
- 13.8 The suspension or termination from the Club will take immediate effect and the member shall be immediately excluded from all Club facilities and events.
- 13.9 The suspension or termination shall be confirmed to the member in writing by the Committee within seven days of the meeting, stating the reasons for such suspension or termination.
- 13.10 A mediator may be appointed upon the request of the suspended/terminated member.
- 13.11 The Committee shall have the discretion to fully or partially refund any subscription or fee paid by the member following the suspension or termination of membership.

14. Management Committee (the Committee)

- 14.1 Management of the Club shall be vested in the Committee, which has the power to manage the affairs of the Club and comprises the following Office Holders elected by the members at the Annual General Meeting (AGM):
- President
 - Vice-President
 - Secretary
 - Treasurer
 - Club Captain
- 14.2 Further members (not more than six) shall also form part of the Committee and are known as 'ordinary Committee members'. Such members must have reached 18 years of age.
- 14.3 No persons will be accepted as members of the Committee if they are ineligible under State legislation.
- 14.4 Committee members must exercise their powers and discharge their duties in good faith, in the best interests of the Club. They must not improperly use their positions to gain advantages for themselves or other persons or cause detriment to the Club.

- 14.5 No person shall hold the position of President, Vice-President, Secretary or Treasurer for more than two consecutive 1-year terms, unless at an AGM not less than 90% of those members present and entitled to vote shall resolve to extend their terms, in the event that there are no other persons nominating for such positions.
- 14.6 The Secretary must maintain a Record of Office Holders, stating the names and addresses of all members of the Committee. The Secretary must, upon the request of a Club member, make the Record available for inspection. The member may make a copy of or take an extract from the Record, but does not have the right to remove the same and is prohibited from disclosing information within the Record, except for authorised purposes.
- 14.7 The Committee shall be empowered to appoint, direct and dismiss or otherwise terminate the services of the Club Coach. The Club Coach shall not hold a position on the Committee.

15. Election of Committee members

- 15.1 At least 14 days before an AGM, the Secretary must send written notice to all the members calling for nominations for election to the Committee.
- 15.2 A member who wishes to be considered for election to the Committee must send written notice to the Secretary at least seven days before the AGM, nominating for a position as Office Holder or ordinary Committee member.
- 15.3 At the AGM, a separate election must be held for each position of Office Holder of the Club. If there is no nomination for a position, the President may call for nominations from attending members.
- 15.4 At the AGM, members must decide by resolution the number of ordinary Committee members to hold office for the next year.
- 15.5 If only one member has nominated for a position, the President must declare the member elected to the position. If more than one member has nominated for a position, the members at the meeting must vote to decide who is to be elected to such position.
- 15.6 Each member present at the meeting may have one vote. A member who has nominated for a position may vote for himself/herself.
- 15.7 The term of office of Committee members begins upon election at an AGM and ceases at the next AGM.

16. Duties of Office Holders

- 16.1 **President**
- Provide leadership to the Club in pursuance of its objectives
 - Maintain the Rules and ensure its compliance with the Act
 - Ensure the effective management of the Club, especially in regard to financial and risk management
 - Convene and preside at all Club meetings
 - Prepare the notices required for all Club meetings
 - Represent the Club at special events
 - Act as Club spokesperson
 - Present an annual report to members at the AGM
- 16.2 **Vice-President**
- Deputise for the President in his/her absence
 - Assist the President in strategic planning and policy formulation
 - Assist the President in furthering Club objectives with external parties
- 16.3 **Secretary**
- Maintain full and accurate minutes of all Club meetings
 - Receive and respond to correspondence, as appropriate
 - Maintain and ensure the safe custody of the Register of Members, Record of Office Holders and other membership records
 - Carry out any other duties given by the Committee

16.4 **Treasurer**

- Ensure that any amounts payable to the Club are collected, receipts issued and monies credited to the appropriate account
- Ensure payments authorised by the Committee are made on time
- Maintain the financial affairs of the Club, including the books of accounts, and ensure the safe custody of all financial records
- Prepare the financial statements for the Club
- Report the financial position of the Club, as needed
- Ensure that sufficient copies of the financial statements are available at AGMs
- Carry out any other duties given by the Committee

16.5 **Club Captain**

- Represent the Club in all matters relating specifically to tennis play
- Coordinate play on Club courts
- Organise Club tournament events
- Attend to enquiries from prospective members and their introduction to Club play

17. Committee meetings

- 17.1 The date, time and place of the first Committee meeting for the financial year must be determined by the Committee members as soon as practicable after the AGM at which they are elected.
- 17.2 The Committee shall meet at least five times per Club financial year and be provided with at least three days' notice prior to the meeting.
- 17.3 Any two members of the Committee may demand that a Committee meeting be convened as soon as practicable.
- 17.4 A quorum of the Committee shall be 50% of its members plus one. Attendance need not be in person but may be by way of telephone or other means of instantaneous communication. In such circumstances, the Committee member is deemed to be present at the meeting and to have voted in person.
- 17.5 No business may be conducted at a Committee meeting unless the quorum is present. If a quorum is not present within 30 minutes of the commencement time, the meeting is adjourned to the same time, day and place in the following week. If a quorum is not present within 30 minutes of the commencement time of the adjourned meeting and at least two Committee members are present, they are deemed to constitute a quorum.
- 17.6 The Committee shall be competent to exercise all or any of the authorities, discretion and powers of the Club that are not required by law or these Rules to be exercised by the Club at a general meeting.
- 17.7 If the President or Vice-President is absent or is unwilling to chair a Committee meeting, then another Committee member nominated at the meeting shall chair the same.
- 17.8 Each Committee member present at a Committee meeting has one vote on any question arising at the meeting. A motion is carried if a majority of the Committee members present vote in favour of the motion. If the votes are divided equally, the chair has a second or casting vote.
- 17.9 A member or other person who is not a Committee member may attend a Committee meeting if invited to do so. Such person has no right to any documents circulated at the meeting, may not comment on any matter discussed unless invited to do so by the Committee and cannot vote on any matter decided at the meeting.
- 17.10 The Secretary, or other person authorised by the Committee, must take and keep minutes of each Committee meeting. The minutes must record:
- The names of the Committee members present at the meeting
 - The name of any other person invited to attend the meeting
 - The business considered at the meeting
 - Any motion on which a vote is taken at the meeting and the result of the same

- 17.11 The minutes of a Committee meeting must be reviewed and signed as correct by the chair of the meeting or the chair of the next Committee meeting.
- 17.12 Members of the Committee shall declare any conflict of interest or pecuniary interest in any subject discussed at meetings at the earliest possible opportunity and must not be present while the matter is being considered or vote on the matter. The declaration must be noted in the minutes and disclosed at the next general meeting.

18. Resignation and removal of Committee members

- 18.1 A position on the Committee shall be vacated for any of the following:
- Suspension or termination of membership
 - Death or inability to carry out the duties of office
 - Resignation of office by notice in writing (including by electronic means) to the Committee
 - Removal of Office Holders by special resolution at a general meeting
 - Absences from three or more meetings without an apology of absence
- 18.2 A Committee member may resign by written notice to the President or Secretary. The resignation takes effect when the notice is received or at a later time as stated in the notice.
- 18.3 Should a Committee member be removed from office at a general meeting, the Club must, by resolution, elect a member to fill the vacant position.
- 18.4 In the event that a position becomes vacant during a Club financial year, the Committee shall have the power to appoint a suitable person by resolution at a Committee meeting to fill the casual vacancy until the next AGM, or leave the position vacant.

19. Indemnity

- 19.1 No Committee member, Club member or servant of the Club shall be liable for the acts, neglects or defaults of any Committee member, Club member or servant of the Club or for any loss or expense of the Club.
- 19.2 Each Committee member, Club member or servant of the Club shall be indemnified out of funds of the Club against any action taken against them in relation to Club business.

20. General meetings

- 20.1 General meetings may be called by the Committee, or at the request of the President, or on the written request to the Secretary of at least 10% of Club members, which clearly states the purpose of the meeting and is signed by each member.
- 20.2 Such general meeting must be held within 28 days of the request. If the Committee does not convene a general meeting within this time, the members requesting the meeting may convene the same within three months of the original request.
- 20.3 The Secretary shall give at least 14 days' notice of the date, time and place of the general meeting to Club members, either in writing or by electronic means. The notice shall set out clearly the business for which the meeting has been called. No other business shall be dealt with at that meeting.
- 20.4 In the event that a special resolution is to be proposed at the meeting, the Secretary must give to each member at least 21 days' notice of a general meeting.
- 20.5 The Secretary must use reasonable endeavours to notify all members of a general meeting. Non-receipt of such notice shall not invalidate the proceedings of the meeting.
- 20.6 No business may be conducted at a general meeting unless a quorum is present. The quorum shall be at least 25% of Club members, three of whom are Committee members. If a quorum is not present 30 minutes after the notified start time, the general meeting shall be adjourned to the same day, time and place in the following week. If, at the subsequent general meeting there is no quorum, those members present shall be deemed competent to discharge the business of the meeting.

- 20.7 Special resolutions are required to:
- Amend the Rules
 - Change the name of the Club
 - Remove an Office Holder
 - Wind up the Club
- 20.8 If the President or Vice-President is unable to attend a general meeting, then a person nominated by the meeting shall chair the same.
- 20.9 The chair of a general meeting may, with the consent of a majority of the members present, adjourn the meeting to the same day, time and place in the following week if there is insufficient time to deal with the business at hand or to give members more time to consider an item of business. Notice of such adjournment is not required.
- 20.10 No business may be conducted at an adjourned meeting other than the business that remained unfinished when the original meeting was adjourned.
- 20.11 The Secretary, or other person authorised by the Committee, must take and keep minutes of each general meeting. The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the same.
- 20.12 The minutes of a general meeting must be reviewed by the chair of the meeting and approved by the Committee at a subsequent Committee meeting.

21. Annual General Meeting (AGM)

- 21.1 The AGM must be held before 30 November each year. All Club members may attend.
- 21.2 The Secretary shall provide at least 14 days' notice of the date, time and place of the AGM to members, either in writing or by electronic means.
- 21.3 The Secretary must use reasonable endeavours to notify all members of the AGM. Non-receipt of such notice shall not invalidate the proceedings of the meeting.
- 21.4 If the President or Vice-President is unable to attend the AGM, then a person nominated by the meeting shall chair the same.
- 21.5 No business may be conducted at a general meeting unless a quorum is present. The quorum for the AGM shall be at least 25% of eligible voting members. If a quorum is not present 30 minutes after the notified start time, the AGM shall be adjourned to the same day, time and place in the following week. If, at the subsequent AGM, there is no quorum within 30 minutes of the notified start time and at least two members are present, they shall be deemed competent to discharge the business of the meeting.
- 21.6 The agenda for an AGM shall be:
- Opening of meeting
 - Apologies and proxies
 - Approval of minutes of previous AGM
 - Presentation and approval of annual report
 - Presentation of Treasurer's report and financial statements
 - Election of Office Holders and ordinary Committee members
 - Vote of thanks to outgoing Committee members
 - Special resolutions
 - Any other business
 - Close
- 21.7 The Secretary, or other person authorised by the Committee, must take and keep minutes of each AGM. The minutes must record:
- The names of all members present
 - Any proxy forms provided to the Secretary
 - The financial statements and auditor's report presented at the meeting
 - The business considered at the meeting
 - Any resolution on which a vote is taken at the meeting and the result of the same

21.8 The minutes of an AGM must be reviewed by the chair of the meeting before being adopted by members at the following AGM and signed by the chair.

22. Proxies

22.1 In the event that members are unable to attend a general meeting in person, they may appoint another Club member as their proxy, to vote and speak on their behalf.

22.2 A Club member may be appointed as proxy for no more than five members.

22.3 The appointment of a proxy must be in writing and signed by the member making the appointment.

22.4 Notice of a general meeting given to Club members must state that they may appoint a proxy for the meeting and include a copy of the proxy form approved by the Committee.

22.5 The proxy form may be submitted to the Secretary at the general meeting.

23. Motions and voting

23.1 Every motion put to a general meeting must originate from a member who is eligible to vote at that meeting and be seconded by a member who is also eligible to vote.

23.2 Only eligible voting members may speak at a general meeting.

23.3 Every motion submitted to a general meeting shall be decided in the first instance by show of hands and, unless a secret ballot is demanded by those present, the declaration by the chair that the resolution is carried or not is sufficient for an entry in the minutes to that effect.

23.4 Voting powers at all general meetings, whether by show of hands or by secret ballot, shall be as follows:

- The President shall be entitled to a deliberating vote and, in the event of a tied vote, he/she shall exercise a casting vote
- Each adult and life member present shall have one vote

23.5 Resolutions at general meetings require more than 50% of total votes to pass.

23.6 Special resolutions at general meetings require at least 75% of voting members to pass.

23.7 In the case of a special resolution, a secret ballot may be called by members at general meetings to decide an issue, provided that at least one member present so demands it.

24. Finances

24.1 The Treasurer shall prepare a statement of income and expenditure and balance sheet that clearly shows the Club's assets and liabilities, to be submitted to the AGM.

24.2 All funds of the Club shall be deposited into its accounts at such bank or recognised financial institution as the Committee shall determine.

24.3 Funds surplus to operating requirements shall be invested as the Committee shall determine.

24.4 The signatories to the Club's accounts shall be the Treasurer and any Office Holder.

24.5 Majority agreement of Office Holders shall be sufficient for expenditure of less than \$500, together with the reimbursement of reasonable out-of-pocket expenses properly incurred by a member on behalf of the Club.

24.6 It shall be the duty of Office Holders to approve funds of the Club to pay all costs, losses and expenses which any Committee member, Club member or servant of the Club incurs, or becomes liable for, by reason of a contract entered into or an act carried out by them in the proper discharge of their duties.

24.7 Any other payments to Committee or Club members from Club funds must be approved by resolution at a general meeting.

25. Execution of documents

All official Club documents should be executed by two Office Holders.

26. Inspection of records and documents

- 26.1 A Club member may at any reasonable time inspect the Register of Members, Record of Office Holders or any other document of the Club and should contact the Secretary to make the necessary arrangements.
- 26.2 If the member wishes to inspect the minutes of a Committee meeting, the right to inspect that document is subject to approval from the Committee.
- 26.3 The member may make a copy of, or take an extract from, a record or document, but does not have a right to remove the same.
- 26.4 The member must not use or disclose information in a record or document except for a purpose that is directly connected with the affairs of the Club or relates to complying with a requirement of the Act.

27. Alterations to the Rules

- 27.1 No alteration, repeal or addition shall be made to these Rules except by way of a special resolution at a general meeting called for that purpose.
- 27.2 No change to these Rules shall take effect until the requirements of the relevant State legislation have been satisfied.

28. Resolving disputes

- 28.1 In the event of any disputes between members, or between members and the Club, the parties must attempt to resolve the same between themselves within 14 days of the dispute coming to the attention of each party.
- 28.2 If the parties are unable to resolve the dispute between themselves within this timeframe, any party to the dispute may start a grievance procedure by giving written notice to the Secretary of the parties and the matters that are the subject of the dispute.
- 28.3 Within 28 days of such notice, a Committee meeting must be convened to consider and determine the dispute.
- 28.4 The Secretary must give each party to the dispute seven days' written notice of the Committee meeting at which the dispute is to be determined. The notice must state the date, time and place of the Committee meeting and advise the parties (or their representative) that they will be given a reasonable opportunity to make written and oral submissions to the Committee regarding the dispute.
- 28.5 At that meeting, the Committee must:
 - Give each party to the dispute (or the party's representative) a reasonable opportunity to make such submissions
 - Give due consideration to any submissions made
 - Determine the dispute
- 28.6 Within seven days of such meeting, the Committee must give each party to the dispute written notice of its determination and the reasons for the same.

29. Winding up

- 29.1 The Club may be wound up by a special resolution at a general meeting.
- 29.2 Any surplus property of the Club remaining after satisfaction of its debts and liabilities and the costs, charges and expenses of winding up, shall be distributed in accordance with s.71 of the Act.
- 29.3 By special resolution at a general meeting, the Club may direct that a distribution plan be prepared, detailing the allocation of its surplus assets.
- 29.4 The winding up process shall be managed in accordance with the provisions of s.130 of the Act.

END