

REDESDALE AND DISTRICT TENNIS ASSOCIATION INC.

Incorporation Number: A0016580L

Statement of Purposes and Rules

July 2014

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1 Name

- 1.1 The name of the incorporated association is Redesdale and District Tennis Association Incorporated. Hereinafter call *the Association*.

2 Definitions

- 2.1 All words shall have their natural and ordinary meaning.
- 2.2 Financial Year means each period of twelve (12) months ending on 30 June.
- 2.3 The Act means the Associations Incorporation Reform Act 2012 and includes any regulations made under that Act.
- 2.4 Writing includes any mode of representing or reproducing words in a tangible and visible form and includes facsimile and email transmission and written has the corresponding meaning.
- 2.5 The singular shall include the plural and the plural the singular.
- 2.6 A reference to one gender shall include both genders.
- 2.7 Member refers to a tennis club affiliated with the Association.
- 2.8 Special resolution means a resolution that requires not less than three-quarters of the members voting at a general meeting to vote in favour of the resolution.

3 Purposes of the Association

- 3.1 To organise and undertake an annual tennis competition involving tennis clubs who are members of the Association.
- 3.2 To provide playing rules which are fair and reasonable and recognise players' health and safety.
- 3.3 To encourage members of the Association to provide safe playing facilities.
- 3.4 To encourage and support an environment which provides for social fellowship between members of the Association.
- 3.5 To increase the profile of tennis in the region.
- 3.6 To do all such other things as may be incidental to the attainment of these purposes.

4 Powers

- 4.1 Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.
- 4.2 The Association may:
 - 4.2.1 Apply for and obtain grants or other assistance from any Government or Governmental statutory authority, or other bodies.
 - 4.2.2 Borrow money upon such terms and conditions as to repayment, interest and security or otherwise as the Association thinks fit, provided that the Association obtains the approval of a special General Meeting before borrowing money or securing any payment by charging the property of the Association.
 - 4.2.3 Employ and remunerate such agents, employees, consultants and contractors as the Association thinks fit.
 - 4.2.4 Enter into contracts, agreements, arrangements and understandings considered necessary by the Association.
 - 4.2.5 Invest any moneys not immediately required for the purpose of the Association in such manner as the Association thinks fit.
- 4.3 The Association may only exercise its powers and use its income and assets for its purposes.

5 Members

- 5.1 Members shall be tennis clubs that support the purposes of the Association, agree to comply with these rules, have applied in writing for membership and who are accepted as members by majority vote at a general meeting.
- 5.2 A member of the Association has the right:
 - 5.2.1 To receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules.
 - 5.2.2 To submit items of business for consideration at a general meeting.
 - 5.2.3 To appoint from its membership two (2) delegates who may speak and vote on its behalf at general meetings, with each delegate to have only one (1) vote.
 - 5.2.4 To have access to the minutes of general meetings, committee meetings and other documents of the Association, with the exception that the Committee may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
 - 5.2.5 To inspect the register of members.

- 5.3 At each annual general meeting the Association shall determine the amount of the annual affiliation fee (if any) for membership for the following financial year.
- 5.4 Each member shall pay the annual affiliation fee prior to the first match of each season.
- 5.5 The rights of a member (including the right to vote) who has not paid the annual affiliation fee by the due date are suspended until the fee is paid.
- 5.6 Membership shall cease:
 - 5.6.1 If the member resigns their membership by notice in writing to the Association.
 - 5.6.2 If a member's annual affiliation fees are more than 12 months in arrears.
 - 5.6.3 If a member acts counter to the Association's purposes.
- 5.7 Membership may be suspended by special resolution at a general meeting.
 - 5.7.1 Any suspended member may on not less than two (2) weeks written notice require the suspension to be reconsidered at one subsequent general meeting.
 - 5.7.2 The Association shall not be required to accept the renewal of membership of a suspended member when renewal next falls due.
- 5.8 Association members may receive recompense for any cost of meetings, travel, minor publicity or other reasonable expenses as determined by the Association.
- 5.9 The Secretary shall keep and maintain a register of members in which shall be entered:
 - 5.9.1 The full name of the member.
 - 5.9.2 The name and address of a contact person.
 - 5.9.3 The date of entry of the member.
 - 5.9.4 The date when a member ceases to be a member.

6 General Meetings

- 6.1 An annual general meeting shall be held not more than four (4) months after the close of each financial year.
- 6.2 The business of the annual general meeting shall be:
 - 6.2.1 To confirm the minutes of the preceding annual general meeting
 - 6.2.2 To receive the President's report from the previous financial year.
 - 6.2.3 To receive the Treasurer's report and the audited financial statements for the previous financial year.

- 6.2.4 To elect or re-elect the members of the Committee who must consent in person or in writing.
- 6.2.5 To conduct any other business placed on the agenda before the commencement of the meeting.
- 6.3 Any general meeting of the Association, other than an annual general meeting, is a special general meeting.
- 6.4 A special general meeting may be convened by the Committee whenever it thinks fit or within one month of a written request of three (3) members of the Association specifying the business to be conducted at the meeting.
- 6.5 Written notice of a general meeting shall be distributed to all members of the Association not more than twenty-eight (28) days and not less than seven (7) days before the meeting date.
- 6.6 A quorum at a general meeting shall be a majority of current Association members.
- 6.7 If at any general meeting there is no quorum within thirty (30) minutes of the time appointed for the meeting then a majority of members present may decide to adjourn the meeting for a period not exceeding fourteen (14) days. The quorum for such adjourned meetings shall be reduced to three (3) members, failing which the meeting will lapse altogether.
- 6.8 Members not represented at general meetings without a reason acceptable to the Association will be fined five and a half (5.5) points for every member's team competing in the competition at the time of their absence.

7 Minutes

- 7.1 The Committee must ensure that minutes are taken and kept of each general meeting and each committee meeting.
- 7.2 The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote, and any material personal interest disclosed.
- 7.3 In addition, the minutes of each annual general meeting must include:
 - 7.3.1 The names of the members attending the meeting.
 - 7.3.2 The financial statements submitted to the members.
 - 7.3.3 The certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Association.
 - 7.3.4 Any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

8 Voting

- 8.1 Voting shall be by show of hands except when:
 - 8.1.1 Any contested election at an annual general meeting or otherwise shall be by secret ballot.
 - 8.1.2 The meeting may by show of hands require any other vote to be by secret ballot.
- 8.2 Persons with special interest or knowledge relevant to the Association may be invited to attend any meeting and to speak at the discretion of the President but such persons may not vote.
- 8.3 If at any general meeting a matter arises for decision in which a member's delegate or a close association of the member's delegate has a conflict of interest, that delegate shall forthwith declare such interest and such declaration shall be recorded in the minutes. The member's delegate shall not vote on that decision.
- 8.4 Members cannot appoint proxies to vote of their behalf.

9 Management

- 9.1 The business of the Association shall be managed by the members in general meeting and by the Committee.
- 9.2 The Committee shall comprise the President, Vice-President, Secretary and Treasurer who shall be elected by members of the Association at the annual general meeting. Their term of office shall be until the next annual general meeting, when they shall be eligible for re-election.
- 9.3 The Committee shall meet as often as may be required to conduct the business of the Association.
- 9.4 Written notice shall be given to all committee members at least seven (7) days prior to a committee meeting, or in cases of urgency a meeting can be held provided as much notice as practicable is given to each committee member by the quickest means practicable.
- 9.5 A Committee Member shall cease to hold such office upon:
 - 9.5.1 Resignation in writing.
 - 9.5.2 If the person is a representative of a member of the Association that has been suspended by the Association.
 - 9.5.3 Absence for three successive general meetings without explanation acceptable to the Association.

- 9.5.4 Special resolution at a general meeting that the position be declared vacant because the duties of the position have not been performed in a proper and acceptable manner provided that notice of the resolution has been given to members, and the committee member is provided with an opportunity to speak.
- 9.6 Committee positions unfilled may be filled by the Association for the unexpired remainder of the term.
- 9.7 The President or two other members of the Committee shall have the power to call a committee meeting of the Association.
- 9.8 The procedure to be followed at committee meetings will be determined by the Committee.
- 9.9 A committee meeting cannot proceed without a quorum present, which is a majority of committee members.
- 9.10 The Association may appoint sub-committees of members and non members for specific purposes who shall meet as they see fit or as directed by the Association and who shall report to the Association through general meetings.

10 General Duties of Committee

- 10.1 As soon as practicable after being elected or appointed to the Committee, each committee member must become familiar with these Rules and the Act.
- 10.2 The Committee is collectively responsible for ensuring that the Association complies with the Act and that members comply with these Rules.
- 10.3 Committee members must exercise their powers and discharge their duties with reasonable care and diligence, in good faith in the best interests of the Association and for a proper purpose.
- 10.4 Committee members and former committee members must not make improper use of their position or information acquired by virtue of holding their position to gain advantage for themselves or cause detriment to the Association.
- 10.5 A committee member must disclose any material personal interest in a matter being considered at a committee meeting, must not be present while the matter is being considered and must not vote on the matter.

11 President

- 11.1 The President shall ensure the safe keeping of the Common Seal, which shall be affixed only by resolution of a general meeting and in the presence of another Committee member.
- 11.2 The President shall chair general meetings except that in the absence of the President or at the request of the President or of a majority of members at a meeting, another member's delegate may be elected as chair for that meeting.
- 11.3 The President shall chair committee meetings except that in the absence of the President or at the request of the President another committee member may be elected by the Committee.

- 11.4 The President at any meeting shall have a personal deliberative vote and shall in addition have a casting vote if votes are equal.
- 11.5 The President together with the Secretary shall prepare the agenda for general meetings.
- 11.6 The President shall encourage full balanced participation by all members at general meetings and shall decide matters of order.
- 11.7 The President shall act as Spokesperson unless an alternative Spokesperson has been appointed by the Committee or by resolution at a general meeting. The Spokesperson shall make statements in accordance with previously agreed policy, or in an emergency following consultation with at least two (2) members of the Committee.

12 Treasurer

- 12.1 The Treasurer shall ensure that all monies received are paid into an account authorised by the members in the name of the Association, and shall issue receipts for those monies.
- 12.2 The Treasurer shall make payments authorised by the Committee or by a general meeting as petty cash or cheque signed by two (2) authorised signatories of whom there shall be no more than three (3) appointed by the Association.
- 12.3 The Treasurer shall ensure that records are kept of all receipts and payments and other financial transactions. Such records shall be available for inspection by any member.
- 12.4 The Treasurer shall ensure that financial records are maintained in accordance with the Act and shall submit a report on the finances to each general meeting.
- 12.5 The Treasurer shall coordinate the preparation of the financial statements of the Association and their certification by the committee prior to their submission to the annual general meeting.
- 12.6 The Treasurer shall ensure that the annual Financial Statements are audited before presentation to the annual general meeting by an independent auditor who shall be appointed by the Association, provided that where the auditor is changed the Treasurer shall so inform the annual general meeting.

13 Secretary

- 13.1 The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.
- 13.2 The Secretary must:
 - 13.2.1 Maintain the register of members.
 - 13.2.2 Keep custody of all books, documents and securities of the Association, other than financial records and the Common Seal.

13.2.3 Subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents.

13.2.4 Give notice of meetings in accordance with the provisions of these Rules.

13.3 The Secretary must give to the Registrar of Incorporated Associations notice of his or her appointment within fourteen (14) days after the appointment.

14 Employees

14.1 An employee of the Association may be a member's delegate to the Association including the member's representative on any subcommittee.

14.2 An employee of the Association shall not:

14.2.1 Be a committee member of the Association unless specifically provided in these Rules or any subsequent amendment.

14.2.2 Take part in decisions relating to paid work and shall remain absent from deliberations relating to any worker if so requested by a majority of the Association members.

15 Amendment to Statement of Purposes and Rules

15.1 Subject to the Act and Regulations, these Rules may only be amended or rescinded by special resolution at a general meeting of which not less than seven (7) days written notice, including notice of the proposed amendment or rescission, has been distributed to all members.

16 General Matters

16.1 The funds of the Association shall be derived from Government grants, or grants or donations from other sources, or income earned from affiliation fees or charges for goods and services provided, or from such other sources as the Association may from time to time determine.

16.2 The Common Seal shall not be affixed to any instrument except by authority of the Association and the affixing of the Common Seal shall be attested by the signatures of two Committee members.

17 Liability, Property and Dissolution

17.1 Persons who with the authority of the Association incur any debt or other liability on behalf of the Association shall have such liability met by the Association so that they incur no personal loss.

- 17.2 The income, property and funds of the Association shall be used solely towards the promotion of the purposes of the Association, and shall not be paid or transferred to any members, member's delegates or relatives, provided that nothing herein shall prevent any payment in good faith to any person in return for services rendered or to any person in furtherance of the purposes of the Association and without undue preference.
- 17.3 The Association may make a call on members to cover debt incurred, subject to a majority vote of members at a general meeting, and where the debt incurred was towards the promotion of the purposes of the Association.
- 17.4 The Association shall not be dissolved except by special resolution at a general meeting called for that purpose for which not less than one month's written notice, including notice of the proposed dissolution, has been distributed to all members.
- 17.5 On dissolution all property remaining after payment of all legal liabilities shall be transferred to such other body formed for promoting similar objectives or for charitable objectives as shall be approved by the Association, provided that:
- 17.5.1 Such other body shall also prohibit the distribution of income and property to the members to the extent stated herein.
- 17.5.2 If the Association shall have been approved pursuant to Section 78 of the Income Tax Assessment Act then such other body shall also be approved.
- 17.6 The Association shall hold appropriate insurance to cover office holders and public liability.

18 Disciplinary Action

- 18.1 The Association will not take disciplinary action against a member.

19 Grievance Procedure

- 19.1 This grievance procedure applies to disputes under these Rules between members, between a member and the Committee, and/or between a member and the Association.
- 19.2 The parties to a dispute must attempt to resolve it between themselves within fourteen (14) days of the dispute coming to the attention of each party.
- 19.3 If the parties to a dispute are unable to resolve the dispute between themselves, the parties must within ten (10) days:
- 19.3.1 Notify the Committee of the dispute.
- 19.3.2 Agree to or request the appointment of a mediator.
- 19.3.3 Attempt in good faith to settle the dispute by mediation.
- 19.4 The mediator must be a person chosen by agreement between the parties, or in the absence of agreement:

- 19.4.1 If the dispute is between a member and another member – a person appointed by the Committee.
- 19.4.2 If the dispute is between a member and the Committee or the Association – a person appointed or employed by the Dispute Settlement Centre of Victoria.
- 19.5 A mediator appointed by the Committee may be a member or former member of the Association but in any case must not be a person who has a personal interest in the dispute or is biased towards any party.
- 19.6 The mediator to the dispute, in conducting the mediation, must:
 - 19.6.1 Give each party every opportunity to be heard.
 - 19.6.2 Allow due consideration by all parties of any written statement submitted by any party.
 - 19.6.3 Ensure that natural justice is accorded to the parties throughout the mediation process.
- 19.7 The mediator must not determine the dispute.
- 19.8 If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

20 Competition Playing Rules

- 20.1 The Association will establish or amend playing rules for the annual tennis competition at a general meeting, of which not less than seven (7) days written notice, including notice of the proposed amendment, has been distributed to all members.

21 Health and Safety

- 21.1 The Association will encourage members to promote healthy and safe playing conditions for all tennis players in the region. This will include:
 - 21.1.1 The Association developing a policy on healthy and safe playing conditions.
 - 21.1.2 The Association requesting members to display and actively promote healthy and safe tennis playing practices.
 - 21.1.3 The Association encouraging members to maintain facilities and standards, which provide safe physical conditions for tennis players.