

**STATEMENT OF PURPOSE
& RULES OF RIVERSIDE
GOLF CLUB (ESSENDON)
(INC.)**

ASSOCIATIONS INCORPORATION ACT 1981 (Vic)

RIVERSIDE GOLF CLUB (ESSENDON) (Inc.)

STATEMENT OF PURPOSE

1. NAME

The name of the incorporated body is the *Riverside Golf Club Essendon Incorporated* (hereafter called the Club).

2. GENERAL PURPOSES

The objects for which the Club is formed are:

- (a) To provide the game of golf and other associated pastimes.
- (b) To provide a golf course, greens and a club house, and all things incidental to the playing of the game of golf.
- (c) To supply refreshments for members and to apply for, hold and/or renew from time to time any licences, permits or other provisions for the sale and disposal of liquor within the meaning of the *Liquor Control Reform Act 1998 (Vic)* or any Act passed in substitution therefor or amending the same.

3. BUSINESS, FUND RAISING, MANAGEMENT AND OTHER PURPOSES

- (a) To acquire by purchase, lease or otherwise golf links and grounds for golf or other associated pastimes, and to build or otherwise provide a club house, work shops and other conveniences in connection therewith, and to alter, enlarge, repair, uphold and maintain the same and to furnish and from time to time refurbish the same.
- (b) To purchase, take on lease in exchange or otherwise acquire any land, buildings, easements or property, real or personal and which may be required for the purpose of or conveniently used in connection with any of the objects of the Club, and to sell, demise, mortgage, give in exchange or otherwise dispose of the same or any part or parts thereof from time to time, and to grant easements in, through, upon or over any land and/or to acquire any easements or other rights of any kind or nature over any other real or personal property.
- (c) To purchase, hire, make or provide and maintain and/or sell and deal in all kinds of furniture, plate, linen, golf clubs and balls, of all kinds of liquors, provision and refreshments and/or personal property required or used by the Club and the members thereof and all apparatus which may be conveniently used in connection with links and grounds, club house and other premises of the Club.

- (d) To provide and maintain its facilities from the joint funds of the Club.
- (e) To enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Club; to obtain from any such Government or Authority any rights, privileges and concessions which the Club may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (f) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Club's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.
- (g) To invest and deal with money of the Club not immediately required in such manner as from time to time be thought fit.
- (h) The income and property of the Club whencesoever derived shall be applied solely towards the promotion of the objects of the Club as set forth in this Statement 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 any persons who at any time are or have been members of the Club or to any of them or to any persons claiming through any of them provided that nothing herein contained shall prevent the payment in good faith or remuneration to any officers or servants of the Club or to any member thereof or to any other person in return for any services actually rendered to the Club or the repayment of money advanced by any member or person to or for the purposes of the Club or any of them or the payment of interest on money lent to the Club.
- (i) To borrow, raise or secure the payment of money in such manner as the Club shall think fit and in particular (but without limiting the generality of the foregoing) by the issue of debentures or debenture stock perpetual or otherwise charge upon all or any of the Club's property (both present and future) or without any such security and upon such terms and conditions as the Club shall think fit and to purchase, redeem or pay off any such securities at such times and in such manner and on such terms and conditions as the Club may from time to time consider desirable.
- (j) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Club.

- (k) To take such steps by personal or written appeals, public meeting or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Club, in the shape of donations, annual subscriptions or otherwise.
- (l) To print and publish any newspapers, periodicals, books or leaflets that the Club may think desirable for the promotion of its objects.
- (m) To do all such things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Club.

ASSOCIATIONS INCORPORATION ACT 1981 (Vic)

RULES OF THE RIVERSIDE GOLF CLUB (ESSENDON) (Inc.)

1. The name of the incorporated association is the Riverside Golf Club Essendon (Inc.) (in these Rules called the Club).

2. Interpretation Clause

(a) In these Rules, unless the contrary intention appears;

“*Chairperson*” means Chairperson of the Committee of Management.

“*Club*” means the abovenamed incorporated association.

“*Committee of Management*” shall comprise of only those persons referred to in Rule 22 of these Rules.

“*Committee Person*” means a member of the Committee of Management.

“*Honorary Secretary*” means Secretary of the Committee of Management.

“*Honorary Treasurer*” means Treasurer of the Committee of Management.

The “*Executive Committee*” consists of the Chairperson, Honorary Secretary and the Honorary Treasurer.

“*Ladies Captain*” means the Captain of the Ladies’ Golf Sub-Committee.

“*Ladies Golf Sub-Committee*” means the sub-committee of the Club which the Committee of Management shall cause to be formed to have the care, control and supervision of ladies’ golf at the Club.

“*Men’s Captain*” means the Captain of the Men’s Golf Sub-Committee.

“*Men’s Golf Sub-Committee*” means the sub-committee of the Club which the Committee of Management shall cause to be formed to have the care, control and supervision of men’s golf at the Club.

“*Member*” means a member of the Club.

“*Month*” means a calendar month.

“*Office Bearers*” means those persons who are on the Committee of Management.

“*The Act*” means the *Associations Incorporation Act 1981 (Vic)*.

“*The General Body of Members*” means persons elected to the categories of membership of the Club referred to in Rule 4(a).

“*Year*” means the financial year of the Club.

“*Weekdays*” means Monday to Friday (both inclusive).

(b) Words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the *Acts Interpretation Act 1958 (Vic)* and the Act as in force from time to time.

(c) The headings of these Rules shall not be taken as part thereof or in any manner affecting the interpretation of the same.

MEMBERS

3. The Members of the Club shall be –
 - (a) Every person who at the adoption of these Rules is a member of the Club.
 - (b) Every person who on or after the adoption of these Rules is elected to membership of the Club.
 - (c) Where as a consequence of the adoption of these Rules there is no category of membership which corresponds exactly with a category of membership of the Club in existence immediately prior to the adoption of these Rules, the Committee shall allocate to each Member of the Club so affected a category of membership available under these Rules which corresponds mutates mutants to the category of membership enjoyed by such Member immediately prior to the coming into operation of these Rules. The decision of the Committee shall be final and binding in each case.
 - (d) Every amateur golfer shall be qualified to be elected a Member of the Club.
 - (e) All classes of membership are open to persons of either sex.
 - (f) Subject to the express provisions of these Rules and to any by-laws for the time being in force made by the Committee of the Club as herein provided all members of the Club shall be entitled to be supplied at such charges as the Committee shall from time to time determine with such meals, refreshments and things as are provided by the Club for the use of its members and no person shall be entitled to derive any profit, benefit or advantage from the Club which is not shared equally by every Member, save as provided in Clause 3(h) of the Statement of Purpose.
4. (a) The General Body of Members of the Club shall be those set out hereunder –
 - (i) Honorary Life Members;
 - (ii) Ordinary Members;
 - (iii) Junior Members and
 - (iv) Social Members
- (b) The General Body of Members of the Club shall be those persons referred to in Rule 4(a) of these Rules. They shall have full rights and privileges to those parts of the Club premises licensed under the *Liquor Control Reform Act 1998* (Vic) ('the licensed premises') and the right to elect the Officers and Committee to manage the business and affairs of the Club.
- (c) The categories of Members of the Club shall be those referred to in Rule 4(a) of these Rules and Temporary Members.

- (d) Persons under the age of 18 years may be elected Junior Members as hereinafter provided.
- (e) Honorary and Temporary Members may be elected as hereinafter provided. No person shall be allowed to become an Honorary Member or Temporary Member of the Club or be relieved of payment of the regular subscription except those possessing the qualifications defined in these Rules and subject to the conditions and regulations prescribed herein.
- (f) Nothing in this Rule shall be taken to limit the effect of Rule 5 of these Rules and to the extent of any inconsistency, the provisions of Rule 5 shall prevail.

5. **Membership Initiatives**

- (a) The Committee may from time to time formulate and put into effect membership initiatives provided always that such initiatives shall require compliance with Rules 11 and 12 of these Rules.
- (b) A membership initiative for the purpose of these Rules includes but is not limited to :
 - (i) any initiative for the purpose of attracting new members to the Club;
 - (ii) any initiative for the purpose of creating a sub-group of Members within an existing category of Members;
 - (iii) any initiative for the purpose of increasing the size of an existing category of membership; and
 - (iv) any initiative for the purpose of the marketing and promotion of the Club.
- (c) No membership initiative shall be inconsistent with or affect or repeal anything contained in the Rules of the Club and shall be rendered void to the extent of any such inconsistency.
- (d) Any membership initiative put into effect by the Committee shall take effect as a by-law of the Club and may be altered or repealed as such.
- (e) Save for Rule 5(c) above, nothing in these Rules shall be taken to limit the ability of the Committee to formulate and put into effect membership initiatives of whatever description it sees fit.

6. **Ordinary Members**

Ordinary Members shall be persons who, having been elected and having paid the necessary fees, are entitled to all the privileges of membership.

6A. Social Members

Social Members shall have rights and privileges not less than those of an Ordinary Member except as set out in Rule 31 and Rule 32 of these Rules.

7. Junior Members

- (a) A Junior Member shall have rights and privileges not less than those of an Ordinary Member except as set out in Rule 31 of these Rules.
- (b) Upon attaining the age of eighteen (18) years, a Junior Member shall become an Ordinary Member with rights and privileges not less than those of an Ordinary Member.

8. Honorary Members

- (a) The following persons shall be eligible to be elected as Honorary Members of the Club –
 - (i) Persons who have been members of a golf club situated outside Victoria who have become permanently resident in Victoria and who have been duly proposed and seconded for membership may, at the discretion of the Committee, be admitted as Honorary Members during the period pending their election, upon such conditions as the Committee may decide, and provided further that such member shall pay an annual subscription and entrance fee determined by the Committee. The number of Members admitted under this Rule shall not exceed ten (10) at any one time.
 - (ii) Persons who have rendered distinguished service to the community or special services to the Club.
 - (iii) Persons competing in any golf competition or match on the Club Course and members of other Clubs accompanying competing members of their Club.
 - (iv) Competitors in tournaments held with the permission of the Club and officials acting at such tournaments.
- (b) For the purpose of the election of Honorary Members pursuant to this Rule there shall be an Election Committee which shall consist of any two Members of the Committee of Management and the Secretary or the person nominated by the Secretary in his/her absence.

- (c) The Honorary Secretary shall keep appropriate records of the names and addresses of all such Honorary Members and the voting on their election. Such record shall specify the occasion or period in respect of which such Honorary Membership is granted.
- (d) The Committee of Management or the Election Committee shall have the power to cancel the membership of any Honorary Member without notice and without assigning any cause therefor.

9. **Temporary Members**

- (a) Persons who are over the age of 18 years and possessing the following qualifications may be elected by the Committee or the election committee as Temporary Members of the Club –
 - (i) Persons who ordinarily reside more than 30 kilometres from the Club House; and
 - (ii) who are interested in the game of golf.
- (b) Temporary Members of the Club may be elected Temporary Members for a period not exceeding three (3) months.
- (c) Temporary Members shall be entitled to the rights and privileges of the Club save and except that they shall not be entitled to take any part in or vote at any meeting of the Club and shall not hold any office in the Club or nominate any person for any class of membership.
- (d) At the expiration of any period of Temporary Membership a Temporary Member may on application at the discretion of the Committee be re-elected a Temporary Member for a period not exceeding three (3) months at any one time.

10. **Honorary Life Members**

- (a) On the recommendation of the Committee, any Member who has given outstanding service to the Club over a period of not less than ten (10) years or outstanding service in the interest of golf over a period of not less than ten (10) years may at any general meeting of the Club, in consideration of the valuable services rendered by him or her to the Club or to golf, be elected an Honorary Life Member without any special payment for such life membership.
- (b) A two-thirds majority of those Members present and voting shall be necessary for such election.

- (c) Every Honorary Life Member shall be entitled to all the privileges and be subject to all the duties of any Ordinary Member during his or her life without any further payment, annual or otherwise.

11. **Application for Membership**

- (a) The following Rule shall not apply to Honorary Life Members.
- (b) Every candidate for membership of the Club shall be proposed by one and seconded by another of the General Body of Members of the Club.
- (c) Every nomination for membership shall be made in writing and be signed by the Candidate for membership, the Proposer and the Secunder and shall be in such form as the Committee of Management may from time to time approve.
- (d) The Proposer shall submit in writing to the Committee of Management on the prescribed form of application the following details of the Candidate –
 - (i) the full name of the Candidate;
 - (ii) the full name of the Proposer;
 - (iii) the full name of the Secunder;
 - (iv) the residential address of the Candidate;
 - (v) the profession or occupation of the Candidate;
 - (vi) the name of any and all clubs that the Candidate is a member of at the time of application;
 - (vii) the likely category of membership of the Candidate;
 - (viii) any further information that the Candidate considers may be useful to the Committee of Management in arriving at a decision on the suitability of the Candidate.

12. **Election of Candidate for Membership**

- (a) Save and except in the case of Honorary Life Members, the full name, residential address and description of every Candidate and the full names of the Proposer and the Secunder shall be sent to the Secretary at least fourteen (14) days before the holding of any ballot to elect that Candidate.
- (b) The Honorary Secretary shall display the full name, residential address and the description of the Candidate and the full names of the Proposer and Secunder

in a conspicuous place in the Club House for at least seven (7) full days before the holding of any ballot to elect that Candidate.

- (c) An interval of not less than fourteen (14) days shall elapse between the nomination of and the holding of any ballot to elect any candidate.
- (d) Every Candidate for election shall be balloted for by the Committee of Management. A single objection by a Member of the Committee shall exclude the Candidate from membership of the Club.
- (e) For the purposes of the *Liquor Control Reform Act 1998 (Vic)*, a record shall be kept by the Honorary Secretary of the number of Committee members voting.
- (f) Any member may if the Committee of Management thinks fit and upon the application of such Member be elected a Member of any other category of membership.
- (g) Sub-paragraph (f) shall only apply if a vacancy arises in the relevant category of membership.

13. Payment of Subscription

- (a) When a candidate has been elected, the Honorary Secretary shall forthwith send to the candidate at the address given upon the candidate's application a request for payment of the entrance fee and first annual subscription.
- (b) Upon payment of the entrance fee and first annual subscription, a candidate shall become a Member of the Club. If within one calendar month of the Member's election such entrance fee and subscription be not paid, the election shall be null and void.

14. Entrance Fees, Annual Subscriptions and Funds of the Club

- (a) The Entrance Fees for the various categories of Members shall be such sums as the Committee of Management shall from time to time by resolution prescribe.
- (b) There shall be an initial joining fee for new members. This fee shall be such sum as the Committee of Management shall from time to time by resolution prescribe.
- (c) The annual subscription for the various categories of Members shall be such amount (being not less than \$10.00 except as approved by the Liquor Control Commission) as may be fixed from time to time by resolution of the Committee of Management. When so fixed, such subscription shall be deemed to be an Annual Subscription pursuant to this Rule.

- (d) Any Member of any class who fails to pay his/her subscription and/or entrance fee and/or call within one month after the due date of the amount shall pay such fine as shall be declared by the Committee but not exceeding ten (10) percent of the amount owing.
- (e) If the subscription and/or entrance fee and/or call remains unpaid following the issuing of a fine as described in sub-paragraph (d), a notice of default shall be sent to the Member by the Honorary Secretary or the Treasurer of the Club.
- (f) If the subscription and/or entrance fee and/or call remains unpaid for a further period of two weeks from the date of the sending of the notice of default, the defaulting Member shall thereupon cease to exercise any of the privileges of membership, and his/her name may be suspended from the list of Members by the Committee. The defaulting Member may be re-elected thereon by the Committee on the payment of all arrears and fines.
- (g) All annual subscriptions shall become due and payable in advance on the first day of July every year.
- (h) A Member elected on or after the first day of January in any given year shall be required to pay one half of the annual subscription for that year and if elected on or after the first day of April in any given year shall be required to pay one fourth of the annual subscription for that year in addition to the appropriate joining fee.
- (i) Members elected to another category of membership for which a greater entrance fee is applicable shall be required to pay the difference between the entrance fee paid and that prescribed for the other category at the time of election to such other category.
- (j) Any Member who has been outside the Commonwealth of Australia for any portion of any year greater than six (6) months shall in the absolute discretion of the Committee and provided that previous notice in writing is given to the Committee of the Member's intention to be so absent, be granted a remission of such portion of the annual subscription fee as the Committee may decide.
- (k) At any time, a Member may apply to the Committee in writing for a remission or deferral of some or all of their annual subscription fee. The grounds upon which such a remission or deferral may be granted by the Committee shall remain open, however the granting of any such remission shall remain at all times in the absolute discretion of the Committee.
- (l) Notwithstanding anything contained within these Rules, the Committee may by the vote of at least three-fourths of all the Committee for the time being refuse to accept or remit the annual subscription of or to any Member and the membership of such Member shall be immediately upon the termination of the year for which the then subscription has been paid ipso facto cease and

determine and no right of action or any claim shall accrue to such Member for or by reason of such refusal.

- (m) The funds of the Club shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Committee determines.

15. Resignation of Membership

- (a) Any Member may resign Membership of the Club by notice in writing addressed to the Honorary Secretary and deposited at the registered office of the Club.
- (b) If such resignation be not deposited before the 30th day of June in any year, the Member resigning shall be liable to pay the subscription for the next financial year unless otherwise determined by the Committee.

16. Rejoining

Any Member who has resigned and is subsequently re-elected to the Club shall not be required to pay an entrance fee unless in the meantime such fee has been raised, in which case the person shall pay the difference only unless otherwise determined by the Committee.

17. Forfeiture of Membership

- (a) The Committee may cause any Member :
 - (i) who has not paid any increase in entrance fee within one calendar month after election or within such extended period as the Committee may allow; or
 - (ii) who has not paid the annual subscription on or before the 14th day of August or any later date to which the Committee may extend the time for such payment;

to be struck off the Register of Members and thereupon such Member shall cease to be a Member of the Club and shall forfeit all rights of claim upon the Club and its property, except under any debenture or debentures held by him.

- (b) A Member who has been struck off the Register pursuant to sub-paragraph (a) shall continue to be liable to pay all entrance fees, subscriptions and other moneys owing to the Club as at the date of **his/her** being so struck off.

18. Visitors

- (a) A Member of the General Body of Members may introduce not more than four (4) visitors into the Club House at any one time and the same visitor shall not be introduced more than twelve times in the same year.
- (b) The restrictions detailed in sub-paragraph (a) shall not apply to the spouse, partner, immediate family or finance of a Member.
- (c) The name and address of each visitor and the name of the Member introducing shall be entered into the Visitor's book.

19. Breach of Rules

- (a) If any Member shall wilfully refuse or neglect to comply with the provision of the Rules or the by-laws of the Club or shall be guilty of any conduct unworthy of a Member, such Member shall be liable to suspension or expulsion by a resolution of the Committee provided that at least seven (7) days before the meeting at which such resolution is passed :
 - (i) he shall have had notice of the intended resolution for his/her suspension or expulsion; and
 - (ii) he shall have had an opportunity of giving orally or in writing any explanation or defence he may think fit.
- (b) Any Member expelled under this Rule shall forfeit all rights in and claims upon the Club except under any debenture or debentures held by him.

20. Disputes and Mediation

- (a) The grievance procedure set out in this Rule applies to disputes under these Rules between :
 - (i) A Member and another Member; or
 - (ii) A Member and the Club.
- (b) The parties to the dispute must meet and discuss the matter in dispute, and if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all the parties.

- (c) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must within ten (10) days hold a meeting in the presence of a mediator.
- (d) The mediator must be a person chosen by agreement between the parties or, in the absence of such agreement :
 - (i) in the case of a dispute between a Member and another Member, a person chosen by the Committee of Management of the Club; or
 - (ii) in the case of a dispute between a Member and the Club, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (e) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (f) The mediator, in conducting the mediation, must :
 - (i) give the parties to the mediation process every opportunity to be heard; and
 - (ii) allow due consideration by all parties of any written statement submitted by any party; and
 - (iii) ensure that natural justice is accorded to the parties and the dispute throughout the mediation process.
- (g) The mediator must not resolve the dispute.
- (h) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or the general law.

21. **Supply of Liquor**

- (a) No liquor shall be sold or supplied to any person except on the days, during the hours and in the manner prescribed or permitted by the provisions of the *Liquor Control Reform Act 1998 (Vic)* or any amendments thereof or substitution therefor or under any rules or regulations made pursuant to such Act or amendment thereof or substitution therefor.
- (b) No liquor shall be sold or supplied to any person under 18 years of age except where such person is accompanied by a spouse or parent or guardian and the liquor sold is supplied for consumption as part of a meal supplied at the Club premises.

- (c) A visitor shall not be supplied with liquor in the Club premises unless in the company of a Member.
- (d) No payment or part payment to any Secretary, Manager or Servant of the Club shall be made by way of commission or allowance from or upon the receipt of the Club for liquor supplied.
- (e) For the purposes of these Rules the word 'liquor' where appearing shall be deemed to be a reference to liquor within the definition of that word in s.3 of the *Liquor Control Reform Act 1998 (Vic)* and the words 'Club Premises' where appearing shall be deemed to mean such portion of the Club's premises as is for the time being 'licensed premises' within the definition of that phrase in s.3 of the *Liquor Control Reform Act 1998 (Vic)*.
- (f) No person under 18 years of age shall be employed by the Club unless such person is being trained as a waiter and a condition is placed upon their employment that they are not permitted to serve behind the bar.
- (g) No more than 120 persons shall be permitted on the Club Premises at any one time.

22. **Office Bearers of the Club**

There shall be seven (7) Office Bearers of the Club who shall be elected by the General Body of Members. Those Office Bearers shall be as follows:

- (a) **Executive Office Bearers :**
 - (i) Chairperson;
 - (ii) Honorary Secretary; and
 - (iii) Honorary Treasurer.
- (b) The Executive Office Bearers shall each be appointed for a period of two (2) years.
- (c) Other Office Bearers:
 - (i) Two (2) Committee Persons
 - (ii) Ladies Captain
 - (iii) Men's Captain
- (d) The Other Office Bearers shall each be appointed for a period of one (1) year.

COMMITTEES

23. **Committee of Management**

The Committee of Management shall be all those Office Bearers mentioned in Rule 22 of these Rules.

24. **Delegation by the Committee**

- (a) The Committee of Management may from time to time delegate any of its powers to such Sub-Committee or Sub-Committees consisting of one or more members of the Committee of Management or such ordinary Members as they shall think fit to appoint and may recall or revoke any such delegation or appointment. Any such Sub-Committee or Sub-Committees shall in the exercise of the powers so delegated conform to any regulations that may be prescribed by the Committee.
- (b) At no time shall the Committee of Management have the power to delegate their control of the supply of liquor to or by the Club.
- (c) The members of any Sub-Committee created under this rule shall be appointed for such period as the Committee of Management deems appropriate but the tenure of any member on such a Sub-Committee shall not exceed twelve (12) months.

25. **Men's and Ladies' Golf Sub-Committees**

Without limiting the generality of Rule 24 above:

- (a) The following sub-committees shall be formed:
 - (i) a Ladies' Golf Sub-Committee.
 - (ii) a Men's Golf Sub-Committee.
- (b) The members of the Ladies' Golf Sub-Committee and the Men's Golf Sub-Committee shall be elected by resolution of the General Body of Members at the Annual General Meeting or at an Extraordinary Meeting called for the purpose of such election and each such member shall be appointed for a period of one year.

26. (a) The Ladies Golf Sub-Committee shall have the care, control and supervision of all aspects of ladies golf at the Club.
- (b) The Ladies Golf Sub-Committee shall appoint a Handicapper and a delegate to the affiliated body.
27. (a) The Men's Golf Sub-Committee shall have the care, control and supervision of all aspects of men's golf at the Club.
- (b) The Men's Golf Sub-Committee shall appoint a Handicapper and a delegate to the affiliated body.
28. At all times, both the Ladies' Golf Sub-Committee and the Men's Golf Sub-Committee shall be responsible to and subject to the direction and control of the Committee of Management.
29. At any time and without notice the Committee of Management may recall, vary or revoke the authority and power of either of these two Sub-Committees.

30. **Officers to be Honorary**

No Officer or Member of the various Committees shall be entitled to remuneration for **his/her** service save as provided in clause 3(h) of the Statement of Purposes of the Club.

31. **Members to be eligible as Officers, Committee**

- (a) Except as provided below, every Member of the General Body of Members who has been a bona fide Member of the Club for not less than twelve (12) months and who has paid the annual subscription for the current financial year shall be entitled to be elected as an Officer of the Club or to a Committee of the Club.
- (b) No Member of the General Body of Members under the age of eighteen (18) years shall be eligible to be elected as an Officer of the Club or to a Committee of the Club.
- (c) A Social Member shall be ineligible to be elected as an Officer of the Club or to a Committee of the Club.

32. Votes of Members

- (a) Except as provided below, every Member of the General Body of Members shall have one vote and no more. No other Member or persons shall be entitled to vote and no Member otherwise eligible shall be entitled to vote at any meeting unless the annual subscription and/or entrance fee and/or call for the current year has been paid or the time for payment thereof or of any unpaid part thereof extended.
- (b) Voting by proxy shall not be permitted at any general meeting.
- (c) Every Member of the General Body of Members present and voting at a general meeting shall enter his/her name in a book to be provided for that purpose.
- (d) A Social Member shall not be entitled to vote in any election of Officers or any Committee persons of the Club.

33. Chair of Meetings

- (a) The Chair of each general meeting shall be the Chairperson of the Club.
- (b) If the Chairperson of the Club is not present at a general meeting within five (5) minutes of the appointed time for the holding of the same, the eligible Members personally present at the meeting shall choose one of their number to act as Chairperson of that meeting.
- (c) In the case of an equality of votes, the Chair of the general meeting shall be entitled to a second or casting vote.

34. Election of Office Bearers and Committee

- (a) Any two (2) financial members of the General Body of Members who have been bona fide members of the Club for a period of not less than twelve (12) months shall be at liberty to nominate any other Member of the General Body of Members eligible for election under Rule 31 of these Rules, to serve as an Officer of one of the Committees of the Club.
- (b) The three Office Bearers, being the Chairperson, the Secretary and the Treasurer must have been Members of the Club for at least two (2) years.
- (c) At least fourteen (14) days before the Annual General Meeting the name of each Member nominated pursuant to Rule 34(a) of these Rules together with the name of the proposer and the seconder shall be sent in writing to the Honorary Secretary accompanied by a Memorandum signed by the candidate consenting to serve if elected.

- (d) A list of the candidates for election as Officers and of the candidates for election as Men's and Ladies' Golf Sub Committee Members (such last named candidates to be listed in alphabetical order) together with the proposer's and seconder's names shall be posted in a conspicuous place in the club House for at least seven (7) days immediately preceding the Annual General Meeting.
- (e) The Secretary shall, if the number of candidates exceeds the number of vacancies for Officers and other Committee members, cause balloting lists to be printed containing :
 - (i) the full names of such candidates in alphabetical order; and
 - (ii) a description of the positions for which the said candidates are proposed.

Such balloting lists shall bear an asterisk beside the name or names of any retiring candidate or candidates.

- (f) The Secretary shall post one balloting list as described in Rule 34(e) of these Rules to each member of the General Body of Members at least seven (7) days before the date fixed for the Annual General Meeting.
- (g) Members voting shall number in order of preference the candidates they wish to vote for and return the completed balloting list to the Honorary Secretary in a sealed envelope.
- (h) The Honorary Secretary shall appoint at or before the said Annual General Meeting three (3) Members not being candidates to act as scrutineers. The report of the scrutineers as to the number of votes polled for each of the candidates for their respective positions shall be final and conclusive.
- (i) The Honorary Secretary shall on the day fixed for the Annual General Meeting hand unopened to the scrutineers all the envelopes containing the balloting lists received by the Honorary Secretary from Members. The scrutineers shall tally the effective votes and hand to the Chairperson at the beginning of or during the Annual General Meeting their report as to the number of votes given to each candidate.
- (j) The Chairperson shall read the report of the scrutineers at the Annual General meeting and shall declare elected the candidates who have received the most votes for their respective positions. In the case of two or more candidates receiving an equal number of votes, the Chairperson shall elect by lot from such candidates the candidate who is to be elected.
- (k) All Officers and Committee Members shall be elected or accepted by the General Body of Members and shall hold office for a period of not less than twelve (12) months.

- (l) When required to do so by a majority of the Members present at a Meeting at which the result of an election of Officers and other Committee Members is to be declared, the Chairperson shall appoint three (3) Members not being candidates to act as scrutineers to examine and report upon any aspect of election procedure indicated by a majority of Members present. The declaration of the Chairperson upon the receipt of the report of the scrutineers shall be final and conclusive.

35. Casual Vacancies – Office Bearers

- (a) All casual vacancies arising among the Office Bearers of the Club shall be filled by resolution of the Committee of Management.
- (b) A person chosen to fill a casual vacancy among the Office Bearers of the club shall retain office for only so long as the vacating Member of the Committee would have retained the same if no vacancy had occurred.

36. Casual Vacancies – Sub-Committees

- (a) All casual vacancies arising among the members of any Sub-Committee shall be filled by resolution of the Committee of Management.
- (b) A person chosen to fill a casual vacancy among the members of any Sub-Committee shall retain that office for so long as the Committee of Management deems fit or until they resign their position.

37. Power of Committee of Management

- (a) The business and affairs of the Club shall be under the management of the Committee of Management, elected by the General Body of Members as referred to in Rule 34 of these Rules. The Committee of Management shall be a ‘Management Committee’ for the purposes of Schedule 1 of the *Liquor Control Reform Act 1998 (Vic)*.
- (b) The Committee of Management shall hold periodic meetings. The minutes of all resolutions and proceedings of the Committee at such meetings shall be entered in a book to be provided for that purpose.
- (c) The Chairperson of the Club for the time being shall act as the Chairperson of the Committee of Management and shall when present preside at all meetings of the Committee of Management. If the Chairperson is not present at a meeting of the Committee, the Committee shall elect a Chairperson from one of their number who is present.

- (d) Save as herein otherwise provided, questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chairperson shall have a second or casting vote.
- (e) A member of the Committee of Management may, and upon the requisition of a member of the Committee of Management the Secretary shall, summon a meeting of that Committee.
- (f) If an Officer or a Member of the Committee of Management fails to attend three consecutive meetings of the Committee without submitting an apology, the Honorary Secretary shall within seven (7) days of the close of the third consecutive meeting so missed, write to the Officer or Committee member concerned and request that he submit in writing, within fourteen (14) days of receiving the letter, the reasons for his/her non-attendance at the meetings. At its next succeeding meeting, the Committee of Management shall consider the response of the Officer or Committee member concerned and may, if it sees fit, declare the position of the Officer or Committee member vacant by simple majority of those present at the Committee meeting.
- (g) The Committee of Management shall exercise all such powers and do all such things as may be exercised or done by the Club save such as are by these Rules or by the Act or by any other statute for the time being in force required to be exercised or done by the Club in general meeting.
- (h) The quorum necessary for the transaction of business by the Committee of Management may be fixed by the Committee and unless and until so fixed shall be five (5) persons.
- (i) The Committee of Management may from time to time impose a levy on all Members of the General Body of Members for such amount or amounts and payable at such time or times as shall be determined by the Committee but at no time shall the total amount of the levy or levies made on any Member in any one year exceed twenty-five (25) per cent of the current annual subscription for the category of membership to which the Member is elected.
- (j) The Committee shall cause the Common Seal of the Club to be kept in the custody of the Honorary Secretary. The Common Seal of the Club shall not be affixed to any instrument except by the authority of the Committee and the affixing of the Common Seal shall be attested by two (2) members of the Committee.

38. Powers of Honorary Treasurer may be delegated

- (a) By resolution of the Committee of Management, any powers or duties of the Honorary Treasurer may be delegated to any member or members of a Sub-Committee of the Club. Any such Sub-Committee member shall in the exercise of the powers so delegated conform to any regulations that may be prescribed by the Committee.

- (b) The powers and duties the subject of delegation in this manner shall include but are not limited to :
 - (i) the handling of the monies of the Club;
 - (ii) the opening, maintenance and operation of bank accounts on the Club's behalf;
 - (iii) the purchasing of any items on the Club's behalf; and
 - (iv) the keeping of any records or books of account.
- (c) Any resolution of the Committee of Management by which the powers or duties of the Honorary Treasurer are delegated to any member or members of a Sub-Committee of the Club shall take effect as a by-law of the Club.
- (d) The Honorary Treasurer shall be responsible to report to the Committee of Management at least once every year on the performance and activities of those Sub-Committee members who by delegation under this Rule are exercising the powers and duties of the Honorary Treasurer.

39. Power to make by-laws

The Committee of Management shall have power to make, alter and repeal by-laws for the conduct and management of the Club provided always that no by-law shall be inconsistent with or affect or repeal anything contained in these Rules.

40. Retirement of Officers and Committee

- (a) Subject to the following provisions, all Officers of the Club and all Members of the various Committees shall retire at each Annual General Meeting.
- (b) Sub-paragraph (a) shall not apply in the case of the Chairperson, the Honorary Secretary and the Treasurer who shall retire at each alternate Annual General Meeting
- (c) Subject to the provisions of subparagraph (e) hereunder and to the other provisions in these Rules applicable to the tenure of Officers and members of the Sub-Committees, each member of the Committee of Management and of the various Sub-Committees of the Club shall hold office for a period of not less than twelve months.
- (d) If for any reason the number of Officers and Committee Members shall be reduced to less than five, the remaining Officers and Committee Members or if there be none the Honorary Secretary shall have the power to call and shall call an Extraordinary General Meeting of the General Body of Members for

the purpose of filling the vacancies and may do all acts and cause to be issued all notices which may be necessary for the said purpose.

- (e) The office of an Officer of the Club or of a Member of the Committee of Management of the Club becomes vacant if the Officer or Member :
 - (i) ceases to be a member of the Club;
 - (ii) becomes an insolvent under administration within the meaning of the *Companies (Victoria) Code*; or
 - (iii) resigns **his/her** office by notice in writing given to the Secretary of the Club.

41. Notices

- (a) A notice may be given by the Club to any Member either personally or by sending it by post to **his/her** registered or last known address or in the case of an Extraordinary General Meeting only, by posting a notice in a conspicuous place in the Club House and maintaining such notice from the date of posting up to and including the date of the meeting.
- (b) Where a notice is sent by post, service of that notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and shall be deemed to be effected at the time at which the letter would be delivered in the ordinary course of post.

42. Indemnity

- (a) Every Officer of the Club as defined in these Rules and every Member of the Committee of Management of the Club shall be indemnified by the Club against and it shall be the duty of the Committee to pay out of the funds of the Club, all costs, losses and expenses which any such Officer or Member may incur or become liable for by reason of any contract entered or act or thing done by him in **his/her** capacity as an Officer or Member or in discharge or purported discharge of **his/her** duties.
- (b) No Officer or Member of the Committee of Management of the Club shall be liable for the acts, receipts, neglects or defaults of any other Officer or Committee member of the Club or for joining in any receipt or other act for conformity or for any loss or expense happening to the Club through the insufficiency or deficiency of title to any property acquired by order of the Committee of Management for and on behalf of the Club or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Club shall be invested or for any loss or damage arising from the bankruptcy or tortious act of any person owing moneys to the Club or with whom any moneys, securities or effects shall be deposited or for any loss

occasioned by an error of judgement or oversight on his/her part or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his/her office or in relation thereto unless the same happen through his/her own dishonesty.

43. **Honorary Secretary**

- (a) There shall be a Secretary of the Club known as the Honorary Secretary and they shall be paid such remuneration (if any) for their services as the Committee of Management may from time to time determine.
- (b) The Honorary Secretary shall perform all such duties in relation to the Club as these Rules require to be performed and such other duties as the Committee of Management requires of him.
- (c) The Honorary Secretary shall keep custody of the Common Seal of the Club and shall be the Public Officer of the Club.
- (d) A Register of Members of the Club for the time being shall be kept by the Honorary Secretary on the Club's premises and such Register shall set forth in full the names and addresses of all the Members of the Club and the date of the latest payment by each Member of his/her subscription.
- (e) The Register of Members shall be kept open by the Honorary Secretary for inspection at any time by :
 - (i) a licensing inspector pursuant to the *Liquor Control Reform Act 1998 (Vic)*;
 - (ii) an authorised member of the police force;
 - (iii) the Director of Liquor Licensing;
 - (iv) a person employed under Part 3 of the *Public Sector Management and Employment Act 1998 (Vic)* in the administration of the *Liquor Control Reform Act 1998 (Vic)* who has been authorised in writing by the Director of Liquor Licensing; or
 - (v) such other person as may from time to time be necessary.
- (f) The Honorary Secretary shall ensure that the Accounts described in Rule 41 of these Rules are at all times sufficient to explain the financial operations and the financial position of the Club.

44. Accounts

- (a) The Committee of Management shall cause correct accounts and books to be kept showing the financial affairs of the Club and particulars usually shown in books of account of a like nature and in particular :
 - (i) particulars of the sums of money received and expended by the Club and the matters in respect of which such receipts and expenditures take place; and
 - (ii) particulars of the assets and liabilities of the Club.
- (b) The books of account shall be kept at the registered office of the Club or at such other place or places as the Committee of Management think fit and shall always be open to the inspection of the members. The Committee shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the Club or any of them shall be open to the inspection of the Members.
- (c) At least once in every year the Committee of Management shall lay before the Club in General Meeting an account of income and expenditure for the period since the preceding account. In particular, a balance sheet shall be made out in every year and laid before the Club in General Meeting made up to a date not more than six (6) months before such meeting. A copy of the balance sheet shall, not less than seven (7) days prior to the meeting, be sent to all the persons entitled to receive notice of the General Meetings of the Club in the manner in which notices are to be given hereunder.
- (d) All payments of money shall be made by the order of the Committee of Management by cheques signed by any two Members of the Committee of Management.

45. Audit

- (a) Once every alternate year the accounts of the Club shall be examined and the correctness of the working account and balance sheet ascertained.
- (b) The Auditor or Auditors shall continue as such until replaced by the vote of a majority of Members at the General Meeting.

46. Power to Borrow Money

- (a) The Committee of Management may issue debentures, debenture stock bonds or obligations of the Club at the time and in the form or manner and for any amount, including a power to restrict the transfer assignment or charge thereof

or to any of them and for any amount and may raise or borrow for the purposes of the Club any sum or sums of money either upon mortgage or charge of any of the property of the Club or on bonds or debentures charging all or any of such property or without any security or otherwise as it thinks fit.

- (b) Notwithstanding the provisions of sub-paragraph (a), the powers of the Committee of Management to issue debentures, debenture stock bonds or obligations of the Club shall be subject to the qualification that no mortgagee or other person shall be concerned to see that any money advanced by him is wanted for any purpose of the Club or that no more than is wanted is raised or borrowed.
- (c) The Committee of Management shall not without the sanction of a majority of Members at a General Meeting of the Club demise, underlet, exchange, sell or otherwise dispose of the whole or any part of the real property of the Club.

47. General Meeting

- (a) A general meeting of the Club shall be held once in every year at such time (not being more than fifteen (15) months after the holding of the last preceding general meeting) and place as may be prescribed by the Committee of Management.
- (b) The general meetings described in sub-paragraph (a) above shall be called Annual General Meetings. All other general meetings shall be called Extraordinary General Meetings.
- (c) The only persons entitled to vote at general meetings or to have any voice in the management of the Club shall be the General Body of Members, provided however that the Committee may invite a person or person to attend any such meeting or meetings.

48. General Meeting Quorum

- (a) No business except the adjournment of the meeting shall be transacted at any general meeting unless a quorum of the General Body of Members is present at the time when the meeting proceeds to business.
- (b) Twenty (20) of the General Body of Members present personally shall form a quorum.
- (c) If within half an hour of the time appointed for the meeting a quorum of eligible Members is not present, the meeting if convened on the requisition of the eligible Members shall be dissolved. In any other case it shall stand adjourned to such day, time and place as the Committee of Management may within the period of ten (10) following decide and if at such adjourned meeting a quorum is not present within half an hour of the time appointed for

the meeting, those eligible Members personally present if more than one (1) shall form a quorum.

49. Adjournment of Meeting

The Chairperson may with the consent of the meeting adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

50. Declaration of Chairperson

At every general meeting, unless a poll is demanded by at least one third of the Members personally present and entitled to vote, a declaration by the Chairperson that a resolution has or has not been carried by either a simple or some special majority and an entry to that effect in the minute book of the Club shall be conclusive evidence of the fact without proof of the number or proportion of the voters recorded in favour of or against the resolution.

51. Proceedings at General Meetings

- (a) At least fourteen (14) days notice specifying the place and date and the hour of a general meeting and in the case of special business the general nature of the business shall be given to the General Body of Members in the manner described in these Rules or in such other manner (if any) as may be prescribed by the Club in general meeting.
- (b) The non-receipt of notice of a general meeting by or the accidental omission to give such notice to any eligible Member or Members shall not invalidate the proceedings at any general meeting.

52. Extraordinary General Meetings

- (a) The Committee may, whenever it thinks fit or upon a requisition made in writing by fifteen (15) or more Members of the General Body of Members convene an Extraordinary General Meeting.
- (b) Any requisition made under this Rule must state the object of the meeting proposed to be called and must be signed by the requisitionists and deposited at the registered office of the Club.
- (c) Upon receipt of the requisition, the Committee of Management shall forthwith proceed to convene an Extraordinary General Meeting. If the Committee of Management does not proceed to cause a meeting to be held within twenty eight (28) days from the date of the requisition being deposited at the registered office of the Club, the requisitionists or any twenty five (25)

members of the General Body of Members may themselves convene a meeting and for such purpose shall have access to the Register showing the names and addresses of the General Body of Members of the Club.

53. Special Business

All business shall be deemed special that is transacted at an Extraordinary General Meeting or that is transacted at an Annual General Meeting with the exception of the consideration of the accounts balance sheets, the ordinary reports of the Committee of Management and the Auditor or Auditors, the election of Officers and of Committee in the place of those retiring and the fixing of any remuneration of the Auditor or Auditors.

54. Poll

If a poll is demanded in the manner described in Rule 50 of these Rules, that poll shall be taken in such manner as the Chairperson directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

55. Variation to Rules

While and so long as the Club is licensed under the *Liquor Control Reform Act 1998* (Vic), the Secretary shall within one (1) month of the making of any amendment or alteration in the Rules of the Club forward to the Secretary of the Liquor Control Commission a certified copy of such amendment or alteration.

56. Amendment of Rules

The Rules of the Club or any of them may be from time to time added to, rescinded, altered or amended and any new Rule or Rules may from time to time be made at any general meeting or Extraordinary General Meeting as follows :

- (a) Any Member entitled to attend and vote at a meeting of the Club and wishing to propose any addition, rescission, alteration or amendment to these Rules shall give notice thereof in writing to the Honorary Secretary, together with a copy of the proposed addition, rescission, alteration or amendment proposed.
- (c) The proposed addition, rescission, alteration or amendment or any new Rule or Rules shall be submitted by the Committee of Management at the next Annual General Meeting or at an Extraordinary General Meeting called for the purpose of so doing and if seconded, a vote may be taken thereon and shall be decided by a majority of three quarters of those present entitled to vote, or the meeting may be adjourned from time to time as may be deemed necessary. Members shall be given a minimum of 21 days notice of any meeting, where any proposed addition, rescission, alteration or amendment is proposed.

57. Alteration of the Statement of Purpose of the Club

The Statement of Purpose of the Club may be from time to time added to, rescinded, altered or amended. Any such addition, rescission, alteration or amendment may from time to time be made at any general meeting or Extraordinary Meeting as follows :

- (a) Any Member entitled to attend and vote at a meeting of the Club and wishing to propose any addition, rescission, alteration or amendment to the Statement of Purpose of the Club shall give notice thereof in writing to the Honorary Secretary, together with a copy of the proposed addition, rescission, alteration or amendment proposed.
- (b) The proposed addition, rescission, alteration or amendment shall be submitted by the Committee of Management at the next Annual General Meeting or at an Extraordinary General Meeting called for the purpose of so doing and if seconded, a vote may be taken thereon and shall be decided by a majority of three quarters of those present entitled to vote, or the meeting may be adjourned from time to time as may be deemed necessary. Members shall be given a minimum of 21 days notice of any meeting, where any proposed addition, rescission, alteration or amendment is proposed.

58. Custody of Books and other documents

Except as otherwise provided in these Rules, the Honorary Secretary shall keep in his/her custody or under his/her control all books, documents and securities of the Club.

59. Winding up

If upon a winding up or a dissolution of the Club there remains after the satisfaction of all its debts and liabilities any money or property whatsoever, the same shall not be paid to or distributed among the Members of the Club or any of them but shall be given or transferred to some other association, institution or body having objects similar to the objects of the Club (and which prohibits the distribution of its income and property among its Members to an extent at least as great as is imposed on the Club under or by virtue of Clause 3(h) of the Statement of Purposes of the Club) such association, institution or body to be determined by the Members of the Club at or before the time of dissolution and in default thereof by the Supreme Court of Victoria or a Judge thereof and if and so far as effect cannot be given to the aforesaid provision then to some charitable object to be determined in the manner described herein.

**THESE RULES SHALL BE THE RULES OF THE CLUB AS FROM THE
27TH DAY OF NOVEMBER 2009**

**I HEREBY CERTIFY THAT THESE ARE THE RULES AS ADOPTED BY
THE GENERAL MEETING OF THE MEMBERS OF THE CLUB HELD ON
THE 27TH DAY OF NOVEMBER 2009**

SIGNED : _____

**Chairperson of the Riverside Golf
Club (Essendon) Inc.**