

The Constitution and Rules of the RIVERVIEW COUNTRY CLUB (Inc)

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1. Name of the Club:

The name of the Club is the Riverview Country Club (Inc).

2. Objects of the Club:

The Principal objects of The Club shall be:-

2.1 To establish, maintain and conduct a Club primarily devoted to sporting pursuits and in connection therewith to provide for the accommodation of the members of the Club and their guests and to provide a Club House and other conveniences and generally to afford to members and their guests all the usual privileges, advantages, conveniences and accommodation of a Club.

2.2 To engage in such cultural activities as the Club shall from time to time determine.

2.3 To establish and maintain the Club Premises, being all land, buildings and structures thereon, of which the club is the bona fide occupier.

2.4 To borrow raise or secure the payment of money for the purpose of The Club in such manner as the members think fit.

2.5 A Secondary object of The Club shall be:-

To maintain a club license under the current Liquor Act and its amendments.

3. Powers of the Club:

For the objects aforesaid the Club may exercise with the approval of a General Meeting the following powers:-

3.1 Purchase take of lease or exchange hire or otherwise acquire any real and personal property any rights or privileges which the Club may think necessary or convenient for the purpose aforesaid, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the real and personal property of the Club and in particular to lay out any land/or buildings of which the Club is owner or over which it has any control, so that the same may be used to the objects it foresaid.

3.2 Borrow or raise or secure the payment of money in such manner as the Club thinks fit, and in particular by the issue of debentures or debenture stock, charged upon all or any of the Club's property, both present and future and to purchase, redeem, or pay off any such debentures.

3.3 Enter into and bind all or any part of the assets and undertakings of the Club by guarantees, indemnities or similar obligations in any cases where it is thought that the objects of the Club can be more fully realised or attained by such obligations.

3. Powers of the Club: (cont)

For the objects aforesaid the Club may exercise with the approval of the Committee the following powers:-

3.4 Draw, make, accept, endorse, discount and issue promissory notes and bills of exchange.

3.5 Sell and dispose of any or all of the real and personal property of the Club for such consideration as the Club may think fit.

3.6 Invest and deal with the monies of the Club not immediately required in such manner as may from time to time be determined.

3.7 Employ, hire, engage and dismiss managers, clerks, secretaries, treasurers, auditors, workmen, curators and other persons.

3.8 Apply for and obtain the grant of any license, provisional certificate or permit under the Liquor Act and apply for and obtain the renewal transfer and removal of the same and to do all other things within the power of the Club under the Liquor control Act 1988.

3.9 Provide and maintain the accommodation and amenities of the Club from its funds.

3.10 Do all other things as are incidental or conducive to the attainments of its objects.

4. Income and Property of the Club -Not For Profit Clause:

The income and property of the Club shall be applied solely towards the promotion of the objects of the Club and no portion of the income or property shall be paid, transferred or distributed directly or indirectly to the members of the Club, provided that nothing shall prevent the payment in good faith of remuneration to any officer or employee of the Club or to any person other than a member, in return for services actually rendered to the Club.

5. Membership:

The Club shall consist of the following classes of members:

5.1 Ordinary member which means a member who has attained the age of 18 years (other than provisional or honorary member) who is entitled to exercise every privilege open to a member of the Club.

5.2 Country member which means a member who has attained the age of 18 years whose ordinary place of abode is not less than 40 kilometers from the Club premises by the shortest route.

5. Membership: (cont)

5.3 Life member which means a member who has attained the age of 18 years who has rendered notable services to the Club and who is elected a life member by the members of the Club on the recommendation of the committee. A member may propose another member for Life Membership to the Committee in writing giving reasons that the Life Membership should be granted. A current member of the Management Committee cannot be nominated for Life Membership while holding office.

A life member shall be exempt from payments of all future subscriptions.

The recommendation of a member for life membership shall be made by the committee and submitted to the members at the annual general meeting for approval. A 75% majority of those members present and voting shall be necessary to elect a life member. A life member shall be entitled to all the rights and privileges of an ordinary member. Only one person may be elected a life member at each annual general meeting.

5.4 Honorary member which means membership that may be granted to Club Patrons, Sponsors, Selected Government Officers and any other such persons as the Committee may decide from time to time based on their relationship to The Club or community. Honorary membership will be restricted at any one time to a level deemed appropriate by the Committee or as may be suggested by the Liquor Licensing Authority.

5.5 Supernumerary member which means a member of the Club who has attained the age of 18 years who intends to leave the district for a period of not less than one year and who before becoming a supernumerary member has duly paid all subscriptions and other monies owing to the Club and who applies in writing to the Secretary of the Club to be placed in the list of supernumerary members for the period of absence.

5.6 Junior member which means a member under the age of 18 years but who has attained the age of 12 years. A person within this age range shall apply to become a member in writing on the form prescribed by the committee from time to time and shall lodge the form carrying the recommendation and signature of the Captain and Vice-captain of the appropriate sporting team within the Club with the Secretary together with the nomination fee prescribed from time to time by the committee for junior membership. A junior member may be elected, co-opted or appointed to membership of a sectional or sub-committee provided that a junior member shall not be Chair or Vice-chair of any sectional or sub-committee. Subject as provided herein a junior member shall have no voice in the management of the Club and shall not be entitled to hold any office in the Club and shall not be eligible to vote but may attend meetings of members of the Club. A junior member shall in all other respects conform to and be bound by the Rules and By-laws of the Club for the time being in force. A junior member shall not be entitled to nominate nor second any application for membership of the Club.

5. Membership: (cont)

5.7 Restricted member which means a member of the Club who has attained the age of 18 years entitled to enjoy all the privileges of the Club except the right to enter and participate in golf competitions and except the right to vote. In order to be eligible for restricted membership the person nominated must have been an ordinary member of the Club for not less than one year prior to nomination and by reason of age or disability be no longer reasonably able to participate in full in golf or other sports organized by the Club from time to time. The committee of management shall have an absolute discretion with respect to acceptance of a person as a restricted member after having regard for the above-mentioned conditions.

5.9 Social member which means a member of the Club who has attained the age of 18 years who is entitled to enjoy all the privileges of the Club except the right to participate in golf and other sports organized by the Club from time to time and except the right to vote and those subscriptions shall be reviewed annually by the members at the annual general meeting.

5.10 Reciprocal member which means a visitor, who is a full financial member of any like club in Western Australia or any Licensed club located outside of Western Australia and who is in attendance at The Club for the express purpose of participating in golf or other sporting or social activity organized by The Club and whose subscription be limited to the match fees applicable on the day. The committee of management shall have an absolute discretion with respect to acceptance of a person as a reciprocal member after having regard for the above-mentioned conditions.

5.11 Temporary member which means a person who is on any day visiting The Club as a member or official of another club, including those persons who are assisting a visiting club to:

- (i) Engage in a pre-arranged event with The Club as per The Club's objects;
- or
- (ii) Hold a pre-arranged function at The Club involving the use of The Club's sporting facilities.

5.12 Reciprocal, Temporary or Honorary members shall not be entitled to be present at any meeting of the members of The Club nor have any right, title or interest in or to any of the property of The Club.

5.13 Only Ordinary and Life members shall be entitled to voting rights.

6 . Entrance Fee and Subscription:

6.1 The entrance fee and annual subscription for each class of membership shall be determined by the committee from time to time. The annual subscription for each class of membership is due and payable in advance on the first day of January in each year or in two half yearly installments on the first day of January and the first day of July in the same year. If a member fails to pay the annual subscription or the half yearly installment thereof before the first day of March in the year then that member shall not be entitled to any of the privileges of the Club after the first day of March in that year until payment has been made.

6.2 If any member is indebted to the Club for entrance fee, subscription, locker fee or for any part of such fee or for food or liquor or otherwise however on or after the first day of March in any year, the committee may, upon giving fourteen days' notice in writing in electronic or printed form according to said member's nominated means of contact to such member of their intention so to do, strike his or her name off the register of membership and that person shall thereupon cease to be a member of the Club.

Such notice shall be conclusively deemed to have been duly given at the expiration of forty eight hours after the time of posting the same. The fact of any person so ceasing to be a member shall not be deemed to relieve him or her from indebtedness to the Club. If any explanation be made to the committee which it considers satisfactory it shall have discretionary powers to re-admit that member as a member of the Club on payment of all arrears and fines.

6.3 The committee shall have the power to grant a rebate of the entrance fee or such part thereof as it thinks fit to any member of the Club who during the first year of his or her membership leaves Albany to reside permanently elsewhere.

7. Levies:

7.1 The Committee may from time to time, on the authority of a resolution carried by a 75% majority of votes of the members present and voting at a Special General Meeting called for the purpose, make a levy on the members of the Club at such rate or of such amount as may be authorized by such resolution to meet the immediate requirements of the Committee occasioned by a financial emergency or to meet the capital cost of carrying out works of a capital nature (other than ordinary maintenance) which the Committee proposes to carry out and for which the ordinary revenue after allowing for ordinary costs of administration may not be sufficient.

7.2 The notice calling the Special General Meeting shall state clearly the reason for making the proposed levy and the rate of amount thereof, provided that no member shall be liable in any one year to pay by way of levy an amount in excess of one half of the amount of the annual subscription payable by him or her in respect of the year.

8. Election of Members:

8.1 Candidates for all classes of membership other than honorary or reciprocal shall be duly proposed and seconded in writing by two members of good standing (other than provisional members or members of the committee). The nomination shall be accompanied by the entrance fee prescribed from time to time by the committee. When the Secretary receives the application form, it shall then be placed on the notice board in the Club premises for a period of not less than seven (7) days before election, provided also that an interval of not less than two weeks shall elapse between nomination and election. The applicant will then be accepted or denied membership. The election or rejection of candidates shall be in the hands of the committee which shall not be required to give reasons for the rejection of an application.

8.2 The election of members shall be by ballot and vested in the Committee. Two adverse votes shall exclude the applicant from membership. Such election shall take place on a day to be specified and a record shall be kept by the Secretary of the names of the members of the Committee present and voting on such day.

8.3 (a) Notice of every candidate for election other than honorary members shall be displayed on the notice board (which shall be kept in a conspicuous place on the Club premises) for at least fourteen days before the day of election. Such notice shall contain the name and address of the candidate, with the names of the proposer and seconder.

(b) No person who has been a member of the Club or any other Country Club who has been expelled there from or is under suspension there from shall be admitted as a member. A Candidate who has been rejected cannot again be proposed as a member until after an interval of six months, provided that any candidate whose election has been rendered void by irregularity in the ballot may with the consent of the Committee be proposed again at once.

8.4 The Secretary shall notify newly elected members and furnish them with a copy of the Constitution in electronic or printed form according to the said member's nominated means of contact and request them to pay the membership fee. If such fee is not paid within one month the election shall be void.

8.5 The Secretary shall keep on the Club premises an up to date **register of members** each in his or her class to be continually available for inspection setting forth the names in full and addresses of all members of the Club for the time being and the date of the last payment by such member of his or her subscription. A residential, postal or email address can be nominated by members for inclusion on the register of members.

9. Conflict Resolution:

9.1 Resolving Disputes Arising under the Rules:

- (i) Section 9.1 applies to:
 - 1. Disputes between Members; and
 - 2. Disputes between The Club and one or more Members that arise under the rules or relate to the rules of The Club. This does not include disciplinary matters undertaken with club members, which are covered only under Section 9.3 of The Club constitution.
- (ii) The parties to a dispute must attempt to resolve the dispute between themselves within fourteen (14) days of the dispute coming to the attention of each party.
- (iii) If the parties are unable to resolve the dispute, any party to the dispute may initiate a procedure under this rule by giving written notice to the Secretary of the parties to, and details of, the dispute.
- (iv) The Secretary must convene a Committee Meeting within twenty-eight (28) days after the Secretary receives notice of the dispute under Section 9.1 (iii) for the Committee to determine the dispute.
- (v) At the Committee Meeting to determine the dispute, all parties to the dispute must be given a full and fair opportunity to state their respective cases orally, in writing or both.
- (vi) The Secretary must inform the parties to the dispute of the Committee's decision and the reasons for the decision within seven (7) days after the Committee Meeting referred to in Section 9.1(v).
- (vii) If any party to the dispute is dissatisfied with the decision of the Committee they may elect to initiate further dispute resolution procedures as set out in the Rules.

9.2 Mediation:

Section 9.2 applies:

- 1. where a person is dissatisfied with a decision made by the Committee under Section 9.1(vi) or
- 2. where a dispute arises between a Member or more than one Member and The Club and any party to the dispute elects not to have the matter determined by the Committee.

9. Conflict Resolution: (cont)

- (i) Where the dispute relates to a proposal for the suspension or expulsion of a Member this rule does not apply until the procedure under Section 9.3 in respect of the proposed suspension or expulsion has been completed.
- (ii) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Section 9.1(ii), or a party to the dispute is dissatisfied with a decision made by the Committee under Section 9.1(vii) a party to a dispute may:
 - 3. Provide written notice to the Secretary of the parties to, and the details of, the dispute;
 - 4. Agree to, or request the appointment of, a mediator.
- (iii) Party, or parties requesting the mediation must pay the costs of the mediation.
- (iv) The mediator must be:
 - 5. a person chosen by agreement between the parties; or
 - 6. in the absence of agreement:
 - a. if the dispute is between a Member and another Member – a person appointed by the Committee; or
 - b. if the dispute is between a Member or more than one Member and The Club, the Committee or a Committee Member then an independent person who is a mediator appointed to, or employed with, a not for profit organisation.
- (v) A Member can be a mediator, but the mediator cannot be a Member who is a party to the dispute.
- (vi) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (vii) The parties are to exchange written statements of the issues that are in dispute between them and supply copies to the mediator at least 7 days before the mediation session.
- (viii) The mediator, in conducting the mediation, must:
 - 1. give the parties to the mediation process every opportunity to be heard;
 - 2. allow all parties to consider any written statement submitted by any party; and
 - 3. ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (ix) The mediator must not determine the dispute and the mediation must be confidential. Information provided by the parties in the course of the mediation cannot be used in any other legal proceedings that may take place in relation to the dispute.

9. Conflict Resolution: (cont)

9.3 Suspension or Expulsion of Members:

- (i) The Committee shall have the power to reprimand, suspend or expel any member of The Club.
- (ii) The President, Committee or Approved Manager in receiving a complaint from the Approved Manager or Approved Bar Staff, of a member's behaviour which is considered a serious breach of the Liquor Act or acceptable member behaviour or where police involvement is required, may suspend a member for a period of time until disciplinary action under Section 9.3 can be taken.
- (iii) The Committee is required to exempt any member of that Committee from hearing a charge in which he or she has an interest.
- (iv) If a responding member or a representative of the responding member does not attend within 30 minutes of the time stated on the hearing notice, the hearing may start without that member or his or her representative and determination will be made at the hearing.
- (v) The Committee shall apply the power to reprimand, suspend or expel any member of The Club who:
 - (a) fail in the observance or commit any breach of any rule of The Club, or any by-law of The Club or of any order or direction of the Management Committee or of any General Meeting; and/or
 - (b) in the sole judgement of the Committee have been guilty in or out of The Club's premises of any act, conducted matter or thing calculated to bring discredit on The Club or its members, or to impair or affect the enjoyment of The Club by other members
- (vi) Any member charged with misconduct as above shall be furnished with a written copy of the charge and summoned before the Committee with no less than seven (7) days' notice.
 - (a) The Committee shall after hearing the accuser and accused and taking such evidence as they may consider proper, if they find the charge proved, inflict a penalty of suspension from all or any of the privileges of membership.
 - (b) If the Committee consider that on a charge of gross misconduct suspension as above is insufficient, they may call on the member to resign, and if he or she neglects to resign within ten (10) days they may declare him or her to be expelled.
- (vii) If a Member is suspended or expelled under Section 9.3 (i) or 9.3 (ii), the person may appeal the Committee's decision through a Special general meeting by giving written notice to the Secretary within fourteen (14) days of receiving notice of the Committee's decision under Section 9.3(i) or 9.3(ii).

9. Conflict Resolution: *(cont)*

- (viii) Members are not permitted to have legal representation attend any disciplinary matters, but may bring another member to act in a support capacity only.
- (ix) If a Member's membership is suspended under Section 9.3(i), the Secretary must record in the Register:
 - (a) the name of the Member that has been suspended from membership;
 - (b) the date on which the suspension takes effect; and
 - (c) the length of the suspension as determined by the Committee under Section 9.3(i)
- (x) During the period a member's membership is suspended, the member —
 - (a) loses any rights (including voting rights and the right to attend The Club as a guest) arising as a result of membership;
and
 - (b) is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to The Club.
- (xi) Upon the expiry of the period of a Member's suspension, the Secretary must record in the Register that the Member is no longer suspended.
- (xii) If the Committee's decision to suspend or expel a Member is revoked under these Rules, any act performed by the Committee or Members in a General Meeting during the period that the Member was suspended or expelled from Membership under Section 9.3, is deemed to be valid, notwithstanding the Member's inability to exercise their rights or privileges of Membership, including voting rights, during that period.

9.4 Inability to Resolve Disputes:

- (i) If a dispute cannot be resolved under the procedures set out in the Rules, any party to the dispute may apply to the State Administrative Tribunal to determine the dispute in accordance with the Act or otherwise at law.

10. Resignation:

All members wishing to withdraw from the Club shall give notice to the Secretary in writing on or before the first day of December in any year of his or her intention so to do, otherwise the member shall be liable to pay the subscription for the next financial year.

11. Guests:

11.1 A guest is a person who has attained the age of 18 years who may be invited by a member to enjoy the amenities of the Club as a guest of that particular member but shall not exceed the maximum number as contained in section 48 of the Liquor Act.

11.2 Guests introduced by a member may be admitted to the use of any part of the Club premises. No guest shall in any calendar year be allowed to play on more than six days exclusive of Club matches or any day on which an open competition is held. No guest shall be supplied with liquor in the club premises unless on the invitation and in company of a member.

12. Juveniles:

For the purposes of the Rules of the Club and compliance with the Liquor Act, a juvenile means a person under the age of 18 years. A juvenile may not be elected an honorary member of the Club. A juvenile shall not be employed by the Club except in the clerical or administration work of the Club. A juvenile shall only be permitted in the section of the Club premises specified by the committee and in accordance with the provisions of the Liquor Act.

13. Officers:

The officers of the Club shall consist of President, Vice-president, Secretary and Treasurer, provided that a paid Secretary and/or Treasurer shall not be elected to the management committee.

13.1 The payment of an honorarium to a Committee member must be determined by members by special resolution at a General or Special General Meeting.

A Committee Member having any direct or indirect pecuniary or material personal interest in a contract or proposed contract, honorarium or other interest must:

- (a) Disclose the nature and extent of his or her interest to the Committee and,
- (b) Not take part in any deliberations or decision of the Committee with respect to that item.
- (c) The secretary must cause every disclosure under this rule 13.1 to be recorded in the minutes of the meeting.

14. Committee of Management:

14.1 The business and affairs of the Club Shall be under the management of a Committee elected by the general body of the members (this committee sometimes being referred to hereinafter as the "committee of management" or "the management committee") for a period of not less than twelve months, meeting monthly and recording all resolutions and proceedings of its meetings in a book provided for that purpose.

14.2 The committee shall comprise the President, Vice-president, Secretary, Treasurer (provided such Secretary and/or Treasurer are not employed by the Club in which event, they are ineligible), four ordinary and/or life members of the Club (hereinafter referred to as "ordinary committee members") and one ordinary or life member representative of each sectional committee in accordance with the provisions of Rule 15 (hereinafter such representatives are referred to as "sectional representatives")

Members and / or Life Members who are Employed by the Club may be elected to the Management Committee, but must declare a pecuniary interest in any area that may effect their employment or conditions .(rule 13.1)

14.3 The four ordinary committee members of the Club who are elected to the committee as above-mentioned shall, subject as hereinafter provided, hold office for a period of two years. At the first general meeting of the Club Two ordinary members shall be elected to the committee for a period of two years and the other two ordinary members shall be elected for a period of one year and thereafter, two members to fill the vacancies caused by the retirement of the two committee members as abovementioned shall be elected by secret ballot at the annual general meeting and in the case of equality of votes, the Chair shall have a casting vote as well as a deliberative vote. The two ordinary members being committee members who retire at the annual general meeting are eligible for re-election.

14.4 Five persons shall be required for a quorum for meetings of the committee.

14.5 At every annual general meeting the officers of the Club (with the exception of an employed Secretary and/or Treasurer if applicable), two ordinary committee members and all sectional representatives shall retire from office but shall be eligible for re-election.

14.6 Except for sectional representatives on the committee of management, the election of officers and committee at the annual general meeting shall be conducted in accordance with the following provisions namely:

- (a) Only ordinary and life members shall be eligible for election as officers of the Club and as members of the committee and to vote for the election of any officer or member of the committee.
- (b) Every candidate shall be nominated in writing by two members who are either Ordinary or Life members, both of whom shall sign the nomination. The candidate also shall sign the nomination as evidence of consent thereto.
- (c) A member nominating for President must have served on the Management Committee for a period of not less than 12 months.

14. Committee of Management: (cont)

- (d) Nominations shall be received or delivered to the Secretary on or before the fifteenth day of November Preceding the annual general meeting at which the election will be held. Any nomination which is received by the Secretary after the said date shall be rejected by the Secretary.
- (e) The election of officers and committee shall be by secret ballot by those members who are eligible to vote as per Sec:16.7

and taken in the manner following:_

The Secretary shall arrange for the names of candidates to be on printed , typewritten or written ballot forms. Each ordinary and life member shall be entitled to vote by secret ballot at the annual general meeting as per Sec 16.7.

Informal ballot papers shall be invalid. Scrutineers shall be appointed by the general meeting and on examination of the ballot forms shall declare names of the candidates who have been elected.

- (f) When in the course of an election and as often as it happens that two or more candidates obtain an equal number of votes and the vacancy or vacancies which remain to be filled are less in number than the said candidates a further ballot or further ballots (as the case may require) shall be taken immediately upon which the members present shall vote to determine which of the said candidates shall be elected to fill the vacancy or vacancies from time to time during the election remaining to be filled. If upon the last of such ballots being taken to fill one remaining vacancy the two candidates left in such ballot again obtain an equal number of votes the Chair by his or her casting vote shall decide which of them shall be declared elected to fill such vacancy.
- (g) In the event of the number of candidates duly nominated being less than the number of vacancies to be filled the Chair at the annual general meeting shall declare the candidates already nominated elected and shall then call for the verbal nomination of candidates for election to fill the remaining vacancies, and an election to fill the said vacancies shall be held in accordance with these provisions so far as the same are applicable to such election.

14.7 The candidates for sectional representative for each sport upon the committee of management shall be orally nominated by an ordinary or life member at the annual general meeting for election by the ordinary and/or life members at that meeting. Subject to this Sub-rule and unless the context otherwise requires, the provisions of Sub-rule 14.6 hereof shall be incorporated herein and apply to the election of sectional representatives.

14.8 All persons appointed to any committee or sub-committee (including a sectional committee) formed for any particular purpose shall be members of the Club and shall report to, and be responsible to, the committee of management.

14. Committee of Management: (cont)

14.9 Any member of the committee who:

- (a) ceases to be a member of the Club or is expelled from membership, or
- (b) is absent without leave of the Committee from four consecutive Ordinary Meetings of the Committee; or
- (c) becomes disqualified from holding a position under section 14.17 as a result of bankruptcy or conviction of a relevant criminal offence; or
- (d) becomes permanently incapacitated by mental or physical ill health;

shall vacate office unless in the latter case the disqualification is removed by a resolution of the Committee.

14.10 Any casual vacancy for a member of the committee shall be filled by the committee and any member so chosen shall be eligible as a candidate for election on the committee at such annual general meeting. In the event of his or her election, the term shall expire at the date on which the person he or she replaced would have retired.

14.11 The Committee, in addition to the powers hereinafter specifically confirmed upon them, shall have the control of the finance of the Club, power to engage, control and dismiss the Club servants, and all such administrative powers as may be necessary for properly carrying out the objects of the Club in accordance with these rules, including the power:

- (a) To borrow or raise money in addition to that already raised, and to give security for the same, provided that the Committee shall not borrow without the sanction of a general meeting.
- (b) To arrange all tournaments, competitions and matches and to fix matches therefore, and to alter such dates as the occasion may require, and settle all disputes in connection therewith.
- (c) To appoint sub-committees and to delegate any of their powers to such sub-committees.
- (d) The Committee must keep and maintain an up to date condition the Rules of the Club and any by-laws of the Club.
- (e) The Club shall have a common seal. The Committee will have the power to appoint the person authorized to keep and use the Common Seal of the Club. The Common Seal shall never be used unless authorized by the Committee. The affixation of the Seal after the authority has been given shall be witnessed and countersigned by the Secretary and the President or Vice President.
- (f) To elect members and limit the numbers of the various categories of membership.
- (g) To re-elect, in their discretion, without Entrance Fee, ex-Members who wish to rejoin as members.
- (h) To fix the Fees for use of sporting facilities to be paid by visitors.
- (i) To remove from office any Officer of the Club or to remove from the Committee or accept the resignation of any Member thereof and to fill any vacancy so caused.
- (j) To reimburse expenses of any servant of The Club for faithful and diligent service as deemed fit.

14. Committee of Management: (cont)

14.12 Special meetings of the Committee may be called by the President, the Secretary or on the request of three (3) members of the Committee.

14.13 Unless provided otherwise in these Rules all questions at any meeting of the committee shall be determined by a majority of votes of the members present. The Chair of the meeting shall, in the case of an equality of votes have a second or casting vote.

14.14 Every member of the Committee shall be indemnified against any loss, expenses or liability incurred by reason of any act or deed performed by him/her in good faith on behalf of the Committee and the Committee may use the funds of The Club for any such purpose required, together with any reasonable expenses incidental to Committee activities.

14.15 A Committee member must exercise his/her powers and discharge his/her duties in good faith in the best interests of The Club.

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

14.17 (a) No person shall be entitled to hold a position on any Club Committees if the person has been convicted of, or imprisoned in the previous five years for:

- (i) an indictable offence in relation to the promotion, formation or management of a body corporate;
- (ii) an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months; or
- (iii) an offence under Part 4 Division 3 or section 127 of the Act; unless the person has obtained the consent of the Commissioner.

(b) No person shall be entitled to hold a position on any Club Committees if the person is, according to the Interpretation Act section 13D, a bankrupt or a person whose affairs are under insolvency laws unless the person has obtained the consent of the Commissioner.

15. Sectional Committees:

15.1 The conduct of each sport authorized by the members of the Club in a general meeting shall be controlled by a Sectional Committee consisting of members of the club elected by such members as shall register with the Secretary as players of the particular sport at an annual meeting confined to such members and held annually, prior to the Annual General Meeting. Each such Sectional Committee shall consist of four or more members, one of which shall be appointed Handicap Manager for such sport.

15.2 The President of the club shall be ex-officio, a member of each such Sectional Committee and when attending a meeting of such Committee, shall act as its Chair. At other times the Committee shall elect one of its members to be Chair.

15 Sectional Committees (cont)

15.3 One member of each Committee shall act as Secretary of such Committee and shall keep Minutes of all resolutions and proceedings at its meetings in a book provided for the purpose and shall provide the Committee of Management with a copy thereof within seven days of the holding of any such meeting.

15.4 All sectional committees shall be subordinate to and under the direction of the Committee of Management at all times and shall report to and be responsible to the committee of management and shall have no power to expend monies without the prior approval of the committee of management.

15.5 At the annual general meeting each sectional committee shall nominate its candidate or candidates for election to the committee of management.

16. General Meetings:

16.1 The annual general meeting of the Club shall be held within the first 15 days of December in every year for the following Purposes:

- (a) To receive the committee's report and balance sheet.
- (b) To elect the officers of the Club and the committee of management for the next year.
- (c) Such business as shall be brought forward of which due notice has been given.
- (d) General business of which prior notice is not required by these Rules.

16.2 The quorum for the annual general meeting or a special general meeting shall consist of 20 % ordinary and/or life members.

16.3 A **special general meeting** may be called in either of the following ways:

- (a) By resolution of the committee; or
- (b) By a request in writing by no less than 20% ordinary and/or life members of the Club stating the nature of the business which is to be the subject of the meeting.

16.4 At least 7 days notice shall be given of the time and place appointed for the holding of the annual general meeting and a special general meeting. The notice of the holding of a special general meeting shall state the nature of the business which is to be the subject of the meeting.

Notice of a general meeting shall be given by affixing a written notice on the notice board of the Club premises .

Members who have provided an email address will also be emailed a copy of the notice of the meeting, agenda items and any Notices of Motion.

16. General Meetings (cont)

16.5 The President, or in his or her absence, the Vice-president, shall preside at the annual general meeting and at any special general meeting. In the absence of the President and the Vice-president the meeting shall elect another member of the committee to preside.

16.6 The Chair of any general meeting shall have a deliberative vote upon any question and in the event of an equality of votes upon any question the Chair shall also have a casting vote.

16.7 Only Ordinary and Life Members shall be eligible to vote at any general meeting of the Club. Members unable to attend the meeting may lodge a vote for the election of Officers and the Committee of Management on The Club approved ballot paper with the secretary at least 2 days prior to the meeting, having also recorded and signed an apology for the meeting on an outer sealed envelope that contains the sealed ballot paper. This approved ballot paper must be distributed directly to the member. All other votes shall be cast at the Annual Meeting.

16.8 Unless otherwise provided herein, at every general meeting a resolution put to the vote shall be decided by a show of hands by a numerical majority of members present after taking into account any proxy votes. Votes may be cast either personally or by proxy. The instrument appointing a proxy shall be signed by the person giving it and handed to the Secretary prior to the ballot. No person may be a proxy unless that person is eligible to vote. No person may be proxy for more than five (5) entitled members. Proxies are only allowed for voting on agenda items and not for the election of officers or committee.

16.9 If within half an hour from the time appointed for a general meeting a quorum of members is not present the meeting if convened upon the requisition of members shall be dissolved but in any other case it shall stand adjourned to the same day in the following week at the same time and place and if at such adjourned meeting a quorum of members is not present the members present shall be a quorum and may transact the business for which the meeting was called.

16.10 At any general meeting unless a poll is demanded by at least ten members, a declaration by the Chair that a resolution has been carried or carried by a particular majority or lost and an entry to that effect in the minute book of the Club shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolutions.

16.11 Minutes of the proceedings at every general meeting shall be entered and kept in a book and/or in electronic format and the said book/electronic format, when signed shall be conclusive evidence that the proceedings minuted therein were regular and actually took place as minuted at a meeting duly convened and held, and shall be binding on all the members. The Secretary or in his or her absence another member, shall keep the minutes of all general meetings and committee meetings.

17. Duties of the Secretary:

17.1 The Secretary shall subject to the direction and control of the committee, be responsible for the general management of the Club and the supervision of the staff and shall carry out such duties as the committee may direct from time to time.

17.2 The Secretary shall have custody of all the documents of The Club with the exception of the Accounting records of the club.

17.3 The Secretary shall keep full and correct minutes of all resolutions and proceedings of all general meetings and committee meetings in a book provided for that purpose.

17.4 Subject to the discretion of the President, minutes of all meetings shall be open to inspection by any member at a time and place convenient to the Secretary.

17.5 The Secretary shall maintain the Register of Members including the email, residential or Postal address of each member.

17.6 The Secretary shall ensure the safe custody of the Books, with the exception of the Accounting records of The Club.

18. Finance:

18.1 The Treasurer shall ensure timely payments from the funds of The Club are made and shall pay all monies received by the Treasurer to the credit of the Club's bank account and keep correct accounts and books showing the financial affairs of the Club and particulars usually shown in the books of account of a like nature.

18.2 The Club's bank account shall be conducted at such bank as the committee from time to time directs. It shall be operated upon conjointly by the President, Vice-president Secretary and Treasurer of any two of them or such other members as the committee shall from time to time appoint.

18.3 The annual general meeting may appoint a firm of Public Accountants to conduct the audit of the accounts of the accounts of the Club. The Treasurer will coordinate the preparation of the financial statements or financial report as imposed on The Club under Part 5 of the Act, prior to their admission to the Annual General Meeting of The Club. This includes the makeup of the annual statement of accounts and balance sheet of The Club to the last day of October in each year.

The statement of accounts and balance sheet shall be open for inspection by members at the office of the Secretary for a period of seven days immediately preceding the annual general meeting.

18.4 The Treasurer shall ensure that The Club complies with the account keeping requirements in Part 5 of the Act including ensuring the safe custody of the Financial Records of The Club and any other relevant records of The Club.

19. Liquor:

19.1 The committee and all members of the Club shall at all times observe and obey the provisions of the Liquor Act so far as it affects the Club and such provisions shall be deemed to be incorporated to the Rules of the Club from time to time.

19.2 No payment or part payment of any officer or servant of the Club shall be made the way of commission or allowance upon, or out of, money received from the sale of liquor.

19.3 No liquor shall be sold or supplied for consumption elsewhere than on the Club premises unless such liquor is removed from the premises of the Club by the member purchasing the same.

19.4 The Club shall ensure a Duty Manager is on the licensed premises for the purposes of observing liquor licensing requirements and regulations, as required under the Liquor Act.

19.5 The Club shall be open for sale of liquor during such hours as The Committee shall from time to time determine and as permitted under the Liquor Act.

20. General:

20.1 No persons shall be entitled to derive any benefit or advantage from the Club which is not shared equally by every member. This does not prevent:

(i) the payment in good faith of remuneration to any officer, employee or Member in return for any services actually rendered to The Club or for goods supplied in the ordinary and usual course of business.

(ii) the payment of interest at a rate not exceeding the prevailing market rate published by the Reserve Bank of Australia as the "cash rate target" from time to time on money borrowed from any Member.

(iii) the payment of reasonable and proper rent by The Club to a Member for premises leased by the Member to The Club: or

(iv) the reimbursement of expenses incurred by any Member or any Committee Member on behalf of The Club as per section 14.11.

(v) the payment of an honorarium to Committee Members as detailed in section 13.1.

20.2 All complaints shall be made in writing to the Secretary who shall submit them to the committee if the Secretary is unable to satisfy the complainant.

20.3 A rental may be fixed by the committee and charged for lockers and buggy storage. Members requiring lockers / buggy storage must send their names to the Secretary and in the event of all being occupied, they shall be allotted in order of application.

20. General (cont)

20.4 A member in paying an entrance fee and subscription is conclusively deemed to have submitted himself or herself to the Rules and By-laws of the Club and subject as aforesaid on these conditions is entitled to enjoy all the advantages and privileges of the Club relating to the particular class of membership.

20.5 The property of the Club shall belong to the general body of members and no person who resigns or is expelled from the Club or who otherwise ceases to be a member of the Club shall have any claim whatsoever on the property or assets of the Club.

20.6 No paper, notice or placard written or printed, shall be put up in the Club premises without the sanction of a member of the committee.

20.7 No member shall be entitled to take any legal action against The Club, other than a claim for goods sold and delivered and services rendered and must conform to the decisions of the Committee and in the case of an appeal, to the decision of the General Meeting to which he or she may appeal.

20.8 These rules shall be the rules of The Club and shall be binding on members.

21. By – Laws:

The committee shall have power to make By-laws for the regulation and management of the Club and for the conduct of election of officers and members and to alter, amend or rescind them as occasion may require. A book containing the By-laws shall be kept in such place as the committee appoints for that purpose. All such By-laws and any revocation or alteration thereof shall be in force until disallowed by a meeting of the members of the Club. Until so disallowed such By-laws shall be binding upon every member.

22. Dissolution:

22.1 A special general meeting may by the votes of at least 75% of the members of the Club eligible to vote dissolve the same and thereupon the assets of the Club shall be divided amongst charitable organizations recognized by the Commissioner of Taxation and to be selected by the members of the Club at the time of dissolution.

22. Dissolution (cont)

22.2 Upon cancellation of The Club, the Surplus Property must only be distributed to one or more of the following:

- (i) an incorporated association under the Act;
- (ii) a body corporate that at the time of the distribution is the holder of a licence under the charitable collections legislation in Western Australia;
- (iii) a company limited by guarantee that is registered as mentioned in section 150 of the Corporations Act 2001 (Cwth);
- (iv) a company holding a licence that continues in force under section 151 of the Corporations Act 2001 (Cwth);
- (v) a body corporate that:
 - 1. is a member or former member of The Club; and
 - 2. at the time of the Surplus Property is distributed, has rules that prevent the property being distributed to its members;
- (vi) a trustee for a body corporate referred to in rule Section 29(c)(v); or
- (vii) a co-operative registered under the Co-operatives Act 2009 that, at the time of the distribution, is a non-distributing co-operative as defined in that Act.

23. Inspection of Books of Association and Rules:

23.1 Upon request, a member is able to inspect the Books of the Association at such time and place as is mutually convenient to The Club and the Member.

23.2 Upon request The Rules shall be open to inspection by any member upon giving reasonable notice to the Secretary at a time and place convenient to the Secretary.

- (i) A Member must contact the Secretary to request to inspect the Member Register.
- (ii) The Member may make a copy of details from the Member Register but has no right to remove the Register for that purpose.
- (iii) A Member may make a request in writing for a copy of the Member Register.
- (iv) The Club may charge a reasonable fee to the Member for providing a copy of the Member Register, the amount to be determined by the Committee from time to time.
- (v) A Member must not use or disclose the information on the Member Register:
 - 3. To gain access to information that a Member has deliberately denied them (that is, in the case of social, family or legal differences or disputes);
 - 4. To contact, send material to The Club or a Member for the purpose of advertising for political, religious, charitable or commercial purposes, or
 - 5. For any other purpose unless the use of the information is approved by the Committee and for a purpose:
 - a. That is directly connected with the affairs of The Club; or
 - b. Related to the provision of the information to the Commissioner in accordance with a requirement of the Act.

23. Inspection of Rules: (cont)

23.3 The Committee may require a Member who requests a copy of the Member Register to provide a statutory declaration setting out the purpose of the request and declaring that the purpose is connected with the affairs of The Club.

24. Alteration of Rules:

24.1 No alteration, addition or amendment of these Rules shall be made unless and until carried by a resolution at any general meeting called for such purpose by a majority of 75% of members present and entitled to vote personally and by proxy. No such motion shall be submitted to the meeting unless seven (7) clear days previous notice thereof has been duly given.

24.2 Notices of Motion to repeal, alter or suspend any rule shall be given to the Secretary at least twenty one (21) days preceding the Annual General Meeting or Special General Meeting at which the motion shall be presented. The Secretary shall exhibit the proposal on the Club notice board at least fourteen (14) days prior to such meeting. Members who have provided an email address will also be emailed a copy.

24.3 As soon as practicable after the making of any proposal for a change to the Rules of The Club, the club shall provide the Director of Liquor Licensing the proposed changes. No effect will be given to the changes without the prior approval of the Director.

24.4 Within one month of passing of a special resolution to alter its rules The Association must lodge notice of special Resolution with the Consumer Protection Division of the Department of Commerce. The Notice must set out the particulars of the alterations and include a Declaration by a member of the Committee that the resolution/s were passed as a Special Resolution and that the rules of the Association as altered conform to the requirements of the Act.

24.5 In addition, all amendments passed as a special resolution must be noticed to Racing, Gaming and Liquor.

25. Definitions:

In reading this Constitution, unless the context or such otherwise indicates or requires:

1. “The Club” means Riverview Country Club Inc.
2. “The Club Premises” means all land, building and structures thereon of which The Club is the bona fide occupier.
3. “The Committee” means the Management Committee for The Club, duly elected for the time being in accordance with these Rules.
4. “Annual Meeting” means an Annual General Meeting.
5. “Special General Meeting” means a General Meeting as defined below, called in accordance with Section 16 , at which only business that has been described in the notice may be transacted.
6. “General Meeting” means a General meeting of The Club whether Annual or Special.
7. “Month” means a calendar month.
8. “Financial year” means from the first of November each year, until the following 31st of October.
9. “The Act” means the Associations Incorporation Act 2015, its amendments and any other legislation that may come into force to replace or supplement this Act, and shall form part of these Rules.
10. “Liquor Act” means the Liquor Control Act 1988, its amendments and any other legislation that may come into force to replace or supplement this Act, and shall form part of these Rules.
11. “The By-Laws” means the codes of rules made and adopted by The Club in accordance with Section 21.
12. “Books of the Association” means: the Members Register; the Record of Office Holders; and the Club Constitution.
13. “Commissioner” means: the person for the time being designated as the Commissioner under section 153 of the Associations Incorporation Act.
14. “Voting rights” means: the ability for a financial member to propose or second an application for membership; move or second a motion or special motion; speak at all general meetings; nominate for a position on the Management Committee; vote at all general meetings; and petition for a special general meeting.

