

Adopted by the members on 1st day of September 2024

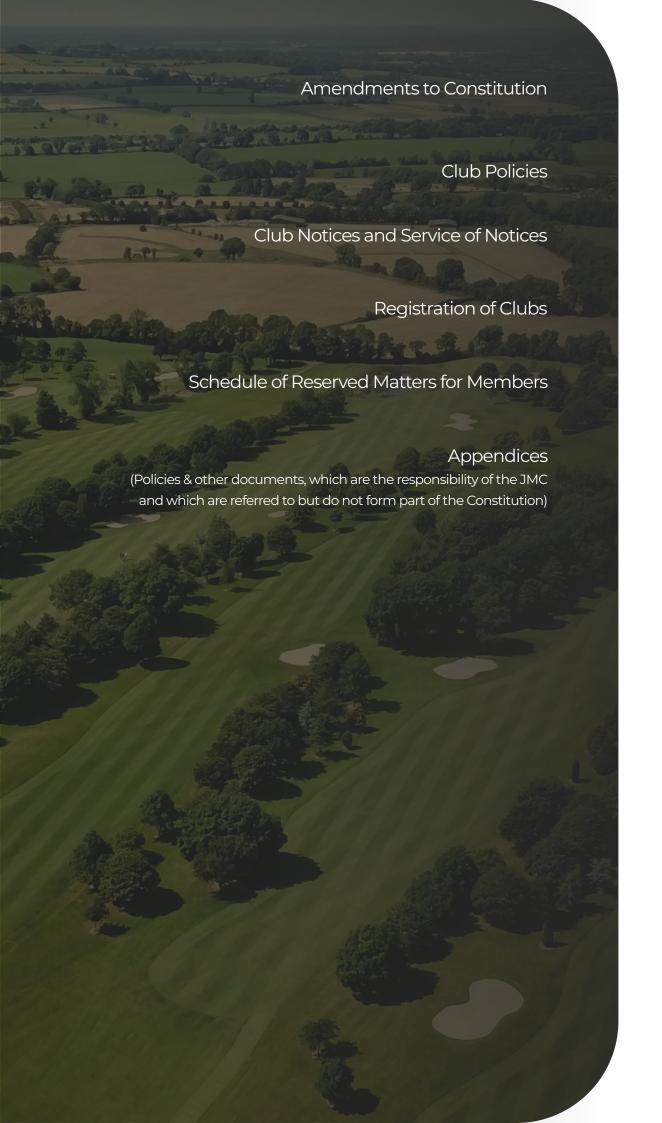
PREPARED BY

Kilcock Golf Club

Joint Management Committee



Interpretation and Definitions Club Overview and Background Core Aims, Purpose and Objects of the Club Club Affiliation to Golf Ireland Club Principles and Values **Trustees** Financial Affairs of the Club Membership of the Club - Application and Subscription Rights and Obligations of Members Termination or Cessation of Membership Club Structures and Organisation Club Committees and Management General Meetings **Motions** 





### 1. INTERPRETATION AND DEFINITIONS

- 1.1 The powers set out in this Constitution are to be used only for the attainment of the main objects of the Club and all and any income generated from the exercise of the said powers is to be applied for the objects of the Club only. It shall be a matter for the members to amend this Constitution and/or the Club objects in accordance with Clause 3
- 1.2 In the interpretation of this Constitution the following words and expressions shall have the meanings so defined and words importing the singular shall include the plural, and vice versa, words importing the masculine include the feminine and words importing persons shall include bodies Corporate.

**Affiliated Club** means the group of male and female playing golfers operating under a constitution acceptable to Golf Ireland and to which such club is affiliated.

**AGM** means an annual general meeting of the Club (or any section thereof);

**Captain** means the person for the time being holding such office having been appointed under the terms of the Constitution to perform the duties of Captain of the Club or any section thereof;

**Certifying Accountants** means the Certifying Accountants or Certifying Accountant for the time being of the Club;

Chair - see "President":

Constitution means this document;



**Committee** the name or title "committee" and the Officers and Members thereof, without qualification shall mean the Men's Golf Section (the Men's Section), the Women's Golf Section (the Women's Section), or the Management Committee or each of their Officers and Members where the context so admits or requires.

**Club** The name or title "Club" without qualification shall mean the Men's Golf Section (the Men's Section), the Women's Golf Section (the Women's Section) or the Joint Club/Main Club where the context so admits or requires.

Days means calendar days;

**EGM** means an extraordinary general meeting of the Club;

**Electronic address** means any address or number used for the purposes of sending or receiving documents or information by electronic means;

**Electronic communication** shall have the meaning given in the Electronic Commerce Act, 2000 (or any subsequent statute that may supersede the aforementioned Act);

**Electronic** means is any process or means provided or facilitated by electronic equipment for the processing (including digital compression), storage and transmission of data, employing wires, radio, optical technologies, or any other electromagnetic means;

**Electronic signature** shall have the meaning given in the Electronic Commerce Act, 2000 (or any subsequent statute that may supersede the aforementioned Act);

**General Meeting** means an AGM or EGM as applies in the Constitution.

**Home Club Member** means a Club Member whose World Handicap Index is held at that club.



**Honorary Secretary/Secretary** means the person/s for the time being holding such office having been elected or appointed under the terms of the Constitution to perform the duties of Honorary Secretary/Secretary of the Club or any section thereof;

**Honorary Treasurer/Treasurer** means the person/s for the time being holding such office having been elected or appointed thereto under the terms of the Constitution to perform the duties of Honorary Treasurer/Treasurer of the Club or any section thereof;

Management Committee (including references to the Joint Management Committee, JMC or Committee of Management), means the group elected by voting members of the Affiliated Club for the purpose of managing matters of common interest (other than the game of golf and related activities) including the provision and maintenance of the facilities owned by or available for the use by the members and such other matters as are in the interests of the Club and its Members.

**Member** means persons who have become members of the Club by being accepted into membership by the Club in accordance with the Club's membership policy and, where relevant, paid their subscription fees, including levies and such other charges as are required from time to time:

**Officers** refers to The Officers of the Men's and Women's Sections, having been elected or appointed under the terms of the Constitution, shall be Captain, Vice-Captain, Honorary Secretary, Honorary Treasurer, Honorary Competition Secretary and Honorary Handicap Secretary.

The Officers of the Management Committee, having been elected or appointed under the terms of the Constitution, shall be President, Honorary Secretary, Honorary Treasurer and Captain(s) of the Club or any section thereof.



**President** means the person for the time being holding such office having been elected under the terms of the Constitution to perform the duties of President (Chair) of the Club;

Standing Orders means a set of orders and rules governing the procedures of meetings;

**Sub-Committee** means a sub-committee appointed in accordance with the Constitution;

**Trustee** means a person appointed in accordance with Clause 6 of this Constitution for the purpose of having vested in him / her the ownership of the Club property and assets and carrying out such other functions as are appropriate in accordance with that Clause.

**Vice-Captain** means the Vice-Captain/s for the time being who shall also act as Captain in the absence of the Captain in accordance with the Constitution.

**WHS** means the World Handicap System.



### 2. CLUB OVERVIEW AND BACKGROUND

- 2.1 The name of the Club shall be Kilcock Golf Club and this name shall be the common name by which the Men's Section, the Women's Section and the Management Committee shall be individually and collectively known.
- 2.2 The official address of the Club is Gallow, Kilcock, W23WP2H, Co Meath.
- 2.3 The Club has been in existence since 1984.
- 2.4 The Club is affiliated to Golf Ireland and is organised as a member-owned Club.
- 2.5 The Club is run by committees composed of members of the Club who are elected or appointed, as appropriate, by the members in accordance with this Constitution.
- 2.6 The Management Committee (JMC) acts, on behalf of the members, to manage the business affairs of the Club including the provision and maintenance of the facilities owned by or available for the use by the members.
- 2.7 The Men's and Women's Committees act on behalf of the members and are responsible for all golfing matters at the Club, including maintaining affiliation with Golf Ireland, managing handicaps in line with the World Handicap System, and administering competitions.
- 2.8 The Club also has several sub-committees set up in accordance with this Constitution and has a suite of club policies which help govern the Club. Copies of this Constitution and our club policies are available to all members.
- 2.9 To assist in the administration and management of the Club, the Management Committee may engage such employees, contractors and service providers as are deemed necessary for the proper running, management and development of the Club.



### 3. CORE AIMS, PURPOSE AND OBJECTS OF THE CLUB

The main purpose and objects of the Club are to;

- 3.1 Promote the amateur game of golf to members;
- 3.2 Comply with all affiliation requirements of Golf Ireland;
- 3.3 Involve members in the activities of the Club, including the social and community aspects of its activities for the benefit of members and our community;
- 3.4 Manage and control a well governed Club with appropriate legal, financial, and governance standards;
- 3.5 Comply with all statutory, legal, financial or other rules or regulations which apply to Clubs including all Health and Safety requirements;
- 3.6 Adopt policies, rules, regulations, procedures and standards required of members, and personnel at Committee level including but not limited to non-discrimination, equality and child safeguarding;
- 3.7 Promote and uphold the reputation of the Club;
- 3.8 Encourage an inclusive and democratic culture within the Club;
- 3.9 Promote a culture of respect and responsibility for the environment in all activities and works at the Club:
- 3.10 Adopt a policy of non-discrimination of any kind in all Club business and activities;



- 3.11 Apply for and receive financial assistance and funding (from all possible sources)
- 3.12 Adopt the R&A Women in Golf Charter (Golf Ireland Golf for All)
- 3.13 Engage with the CARA Sports Inclusion Disability Charter
- 3.14 Do all such things as shall be conducive to the attainment of these objects

In pursuit of the above, the Management Committee shall:

- 3.15 Provide facilities for the playing and promotion of the amateur game of golf by members and generally promote amateur games and other social activities amongst its members.
- 3.16 Be responsible for the maintenance and upkeep of the course, the clubhouse and other Club facilities and their environs to the standard required by members and in accordance with any requirements required by legislation or regulation from time to time.
- 3.17 Provide Bar and Catering facilities and all these entail to the extent deemed appropriate and achievable, having regard to relevant circumstances at any time.
- 3.18 Collect Annual Club Subscriptions, fees, levies and insurance payable by members.
- 3.19 Generally promote and advance the interests of the Club and the improvement of the facilities available to members.



### 4. CLUB AFFILIATION TO GOLF IRELAND

- 4.1 The Club is an affiliated member of Golf Ireland, the National Governing Body for Golf in Ireland.
- 4.2 As part of this affiliation the Club confirms:
  - 4.2.1 That it shall be bound by the constitution, policies, rules, bye laws, codes, rules and regulations which apply to all members of Golf Ireland and shall comply with the ongoing conditions of affiliation as directed by Golf Ireland from time to time.
  - 4.2.2 That it is entitled to be represented at Golf Ireland general meetings as prescribed by Golf Ireland.
  - 4.2.3 That it is formed correctly and holds an annual general meeting before a specified date each year at which only members of the relevant club are entitled to vote and persons, if permitted, are in attendance.
  - 4.2.4 That the officers and members of the committee of the Club are elected as required at the annual general meeting from among the voting members to administer the affairs of the Club in accordance with the Golf Ireland Constitution, Regulations and the Terms of Competitions of Golf Ireland.
  - 4.2.5 That it has an honorary secretary, and at least 3 of the following roles Captain, Vice-Captain, Treasurer, Handicap Secretary and Competition secretary,
  - 4.2.6 That it has a minimum of 50 Home Club Members (as defined in this Constitution),
  - 4.2.7 That it undertakes to pay the Membership Fee applicable to Affiliate Clubs, and to pay the Affiliation Fee to Golf Ireland as prescribed from time to time.



- 4.2.8 That it abides by the Rules of Golf, the Rules of Amateur Status as approved by the R&A, the Rules of Handicapping, as approved by the R&A and USGA, the Constitution, the Regulations and the Terms of Competition of Golf Ireland;
- 4.2.9 That it maintains an accurate register of all members on the Golf Ireland registration platform;
- 4.2.10 That it has access and maintains access to a course or links of a standard which warrants the allocation of an official course rating.
- 4.2.11 That It has access to and maintains access to a clubhouse or premises which shall be the official address of the Club.
- 4.2.12 That it has a children's safeguarding statement and a designated liaison person/club children officer appointed;
- 4.2.13 That it will obtain the prior written consent of Golf Ireland prior to any move to another course or links:
- 4.2.14 That it will make available to Golf Ireland the facilities of the course and clubhouse of the Club at reasonable intervals as may be agreed;



### 5. CLUB PRINCIPLES AND VALUES

- 5.1 The Committee shall ensure a club plan is developed and/or reviewed at least every 5 years. The vision, mission and values of the Club are set out in the club plan.
- 5.2 The Club has adopted the principle of gender equality across Club activities and in how the Club operates. The Club shall promote gender equality and the 30:30:40 gender principle as advocated by Golf Ireland in its Club Officers, Management Committees and Sub-Committees.
- 5.3 The Club has adopted Golf Ireland's 9 Governance Principles
- 5.3.1 Principle 1: Good Governance

  Governing the Club well by adopting a robust constitution and set of policies to enable adherence to standards, best practice and legislation.
- 5.3.2 Principle 2: Controls

  Ensuring appropriate internal financial and management controls are in place.
- 5.3.3 Principle 3: Accountability & Transparency
  Being open about the process of decision making, ensuring elections are democratic
  and accounting to membership regularly.
- 5.3.4 Principle 4: Gender Equality

  Taking positive action to increase and encourage the number of women and girls playing, leading and working at the club.
- 5.3.5 Principle 5: Safeguarding
  Adopting and implementing the Code of Ethics and Good Practice for Children's Sport
  and Golf Ireland's Safeguarding Policy.



### 5.3.6 Principle 6: Inclusivity

Developing an inclusive environment and welcoming diversity at all levels of the game.

### 5.3.7 Principle 7: Compliance

Complying with the R&A Rules of Golf and Amateur Status, the affiliation rules of Golf Ireland and the Rules of Handicapping.

### 5.3.8 Principle 8: Engagement

Committing to active involvement and communication with volunteers and stakeholders.

### 5.3.9 Principle 9: Integrity

Being honest, fair and impartial. Acknowledging and managing conflicts of interest and loyalties appropriately.

5.4 The Club is committed to anti-discrimination and equality and has policies in place dealing with equality, anti-discrimination, harassment and bullying. The Club shall not tolerate discriminatory behaviour, harassment or bullying of any kind.

5.5 The Club takes safeguarding children and vulnerable adults very seriously and has appointed a Club Children's Officer and Designated Liaison Person with the required training and vetting. The Club has a welfare and safeguarding statement and policy in place which it follows and requires its members to follow without exception.

5.6 The Club is committed to the maintenance and protection of its environment and will develop and implement policies to further this aim as part of its planning and strategy.



### 6. TRUSTEES

- 6.1 The Trustees shall not be more than 3 and not less than 2 individual members of the Club. Such Trustees shall be subject to election and appointment by the members at a General Meeting of the Club (main club).
- 6.2 Each Trustee shall hold office for no longer than 5 years or until resignation or removal from office by resolution of the members at a meeting of the main Club, provided always, that nothing in this rule shall prevent an existing Trustee from seeking re-election.
- 6.3 The Ownership of the Club property shall be vested in the Trustees of the Club on behalf of the Full Ordinary Members (as defined in the Club Membership Policy) by and against whom all proceedings in the name of the Club shall be taken.
- 6.4 The Trustees shall deal with such property as directed by resolution of the Management Committee, of which an entry in the Minute Book shall be sufficient evidence save and except that there shall by no purchase, lease, exchange, acquisition or disposal of land or building without the prior approval of the members given at a general meeting, at which no less than three quarters (3/4) of those present and voting, vote for such a transaction.
- 6.5 If the Trustees, when directed by a resolution of the Management Committee to perform a certain act, consider that the performance of such act is one of such importance that they consider that all full ordinary Members of the Club should be consulted, then the Trustees may refuse to perform such action until the members have been consulted at a meeting and a resolution is passed at such meeting authorising the Trustees to perform such act as was originally directed by the Management Committee.
- 6.6 The Trustees shall be entitled to attend meetings of the Management Committee without voting rights in their capacity as Trustees.



- 6.7 The Trustees shall be indemnified out of the Club property and assets in respect of all transactions directed by a resolution of the Management Committee, and against all liability and expenses necessarily incurred as a result of their trusteeship, and in the event of such property and assets being deficient, such deficiency shall be made good by the Full Ordinary members on whose behalf the property and assets of the Club are held.
- 6.8 The Management Committee shall nominate candidates for election at a General Meeting to any vacancy which may arise among the Trustees.



### 7. FINANCIAL AFFAIRS OF THE CLUB

- 7.1 Financial records and accounting
  - 7.1.1 The Committee shall ensure adequate accounting records are kept relating to:
    - 7.1.1.1 all sums of money received and expended and the matters in respect of which the receipt and expenditure takes place;
    - 7.1.1.2 all sales and purchases of goods;
    - 7.1.1.3 all transactions whereby services are provided or purchased; and the assets and liabilities.
  - 7.1.2 Adequate accounting records shall be such accounting records as are necessary to facilitate the preparation of financial statements that give a true and fair view of the state of the Club's affairs and to explain its transactions.
  - 7.1.3 Accounting records shall be kept on file at such place as the Committee think fit and shall at all reasonable times be open to the inspection of the Management Committee and provided to Certifying Accountants, Accountants, Legal Advisors and the Revenue Commissioners when required.
  - 7.1.4 The Clubs financial controls, procedures, signatories, accounts, cards and approvals shall be incorporated into a Club Financial Controls and Administration Policy as approved by the Management Committee from time to time.



7.1.5 The Club's Schedule of Reserved Matters for Members sets out all the decisions and powers relating to club borrowings, loans, finances, accounts, interest rates, grants, funding or any other matter pertaining to club financial matters which must be approved by the members at a general meeting.

### 7.2 Annual Accounts

- 7.2.1 The Club shall appoint Accountants to produce annual certified accounts.
- 7.2.2 The appointment or reappointment of the accountants shall be agreed by the Management Committee and approved by the AGM.
- 7.2.3 The Audit Committee shall liaise with Accountants on an annual basis.
- 7.2.4 Annual certified accounts shall be kept and made available to the Revenue Commissioners on request, or to such other person or body as is required by law.

### 7.3 Expenses

- 7.3.1 Reasonable expenses incurred by Club Employees, Officers or Committee Members in the course of their duties may be reimbursed in accordance with the provisions of the Club Expenses Policy which shall be approved and amended by the Management Committee from time to time.
- 7.3.2 Expenses incurred by a member or any other person on behalf of the Club (not being an Employee, Officer or Committee Member) may be reimbursed on production of the relevant receipt or invoice. For the avoidance of doubt, no such reimbursement shall be made unless expenditure was incurred with the prior approval of the Club Treasurer.



### 7.4 Insurance

The Club shall ensure it has taken out appropriate insurance and levels of cover as is required and shall ensure professional advice is taken in relation to the appropriate levels and type of insurance required and the renewal requirements on an annual basis.

### 7.5 Assets

All assets owned by the Club are detailed, managed, monitored and controlled in accordance with the Financial Controls and Administration Policy.

#### 76 Administration

The financial affairs of the Joint Club shall be operated in accordance with the Club's Financial Controls and Administration Policy, subject generally to the following:-

- 7.6.1 The Honorary Treasurer of the Joint Club shall keep full and detailed accounts, books and records, showing the financial affairs, receipts and disbursements of the Joint Club.
- 7.6.2 The Banking Account/s shall be kept in the name of the Joint Club (and shall be clearly identified as such) in such Bank as the Management Committee may from time to time determine. All cheques or payments by any other means, including transfers by electronic means or otherwise, shall be signed / transacted as authorised by resolution of the Management Committee.
- 7.6.3 Certified financial statements of the affairs of the Joint Club for the financial year ended 30th September shall be presented at the General Meeting of the Joint Club for approval. The certified financial statements shall be published to members on the Club website (and by any other method as may be appropriate) not less than 7 days prior to the relevant AGM.



- 7.6.4 The certifying accountant, who shall not be a member of the club, shall be appointed by a resolution at each AGM and shall hold office until the next AGM. The Management Committee, until the next AGM, may fill a casual vacancy.
- 7.6.5 The certifying accountant shall be a member of a body of accountants recognised under the provisions of the Companies Acts.
- 7.6.6 The certifying accountant shall report to the members on whether, in his/her opinion, the financial statements give a true and fair view of the state of the Joint Club's affairs at the Balance Sheet date and of its income and expenditure for the period then ended.
- 7.6.7 The Club shall make available to the Revenue Commissioners, on request by them, the Annual Financial Statements.
- 7.6.8 The Management Committee shall advance to the Men's and Women's Committees sums to be used for the general finances of the respective Clubs.
- 7.6.9 The financial affairs of the each of the Men's and Women's Clubs shall be operated as follows:-
  - 7.6.9.1 The Honorary Treasurer of the relevant Club shall keep full and detailed accounts, books and records, showing the financial affairs, receipts and disbursements of the Club.
  - 7.6.9.2 The Banking Account/s shall be kept in the name of the relevant Club (and shall be clearly identified as such) in such Bank as the Committee may, in consultation with the Management Committee, from time to time determine. All cheques or payments by any other means, including transfers by electronic means or otherwise, shall be signed / transacted as authorised by resolution of the Committee.



- 7.6.9.3 The Management Committee shall be responsible for the payment to Golf Ireland of the annual per capita subscription of each Club and the Provincial Levy on members as required by the Byelaws of that Union.
- 7.6.9.4 The relevant Committee shall be entitled to charge all entry fees in Club and Open Competitions under its control and management and for which it has arranged for the provision of prizes but shall transfer at year end any surplus to the Joint Club.
- 7.6.9.5 The Honorary Treasurer of the relevant Club shall issue a financial statement of the affairs of the Club for the financial year ended 30th September for consideration by the relevant Committee and for presentation and approval by the members at the General Meeting of the relevant Club which shall be held not later than following 15th November.
- 7.6.9.6 Following the meeting of the relevant Club at which the financial statement is considered the Honorary Treasurer shall immediately forward a copy of the financial statement to the Honorary Treasurer of the Management Committee for information.



### 8. MEMBERSHIP OF THE CLUB – APPLICATION AND SUBSCRIPTIONS

### 8.1 Membership

- 8.1.1 Membership of the Club shall consist of Full Ordinary Members, along with such additional categories of membership which the Management Committee may, in the best interests of Kilcock Golf Club, introduce from time to time. The categories of membership in the club shall be set out in the Club's Membership Policy, along with the rights and obligations attaching to each class.
- 8.1.2 The maximum number of Members shall be set by the Joint Management Committee each calendar year, having regard to the best interests of the Club and its existing members.
- 8.1.3 Members of the Club are individuals who have joined and paid their subscription fee to Kilcock Golf Club and have been admitted to membership of the Club in accordance with the membership application process as set out in the Club Membership Policy.

### 8.2 Voting Membership

8.2.1 Voting membership shall comprise of the below categories of membership, members of which, having paid the Entrance Fee, Annual Subscription and Capital Levy (if any) applicable to the relevant category and are otherwise in good standing, shall be entitled to attend and vote at all General Meetings of either the Men's or the Womens' Clubs, or of the main Club.



- Full Ordinary Membership
- Under 40's Membership (full ordinary)
- Flexible Membership
- Fully Paid / Part Paid Ordinary Life Membership
- Full Ordinary Life Membership
- Free Ordinary Life Membership
- Any other category of individual adult Membership as may be introduced from time to time, other than if excluded under Clause 8.9 below.
- 8.3 Categories other than Full Ordinary Membership
  - 8.3.1 Honorary, including Full Ordinary Life Members shall comprise men and women who shall be entitled to all the benefits of Full Ordinary Members but shall not be obliged to pay any Entrance Fee, Annual Subscription or Capital Levy. The Joint Management Committee may, provided it is in the interests of the Club, elect a maximum of one Full Ordinary Life member in any calendar year.
  - 8.3.2 Fully Paid / Part Paid Ordinary Life Members The Joint Management Committee may, provided it is in the long term financial interests of the Club, introduce a scheme for such a time period as is regarded as appropriate, whereby existing Ordinary Members may be invited to subscribe for a Paid or Part Paid Ordinary Life Membership in return for the payment of a subscription to be determined from time to time by the Joint Management Committee. This membership category shall comprise men and women who, in return for the said subscription, shall be entitled to all the benefits of Full Ordinary Members but shall not be obliged to pay any further Entrance Fee, Annual Subscription or Capital Levy. The maximum number of such members shall not exceed [20 fully paid and 20 part-time paid] at any time.



- 8.3.3 Free Ordinary Life Membership is granted to those individuals who are named in the Club's Register of Free Ordinary Life Members. These members are entitled to all the benefits and responsibilities of Full Ordinary Members, without the rights to transfer the membership. They shall not be obliged to pay any Entrance Fee, Annual Subscription or Capital Levy.
- 8.3.4 Corporate Membership The Joint Management Committee may, provided it is in the long term financial interests of the Club, introduce a scheme for such a time period as is regarded as appropriate, whereby companies or other corporate / commercial or similar entities may be invited to subscribe for a Corporate Membership in return for the payment of a subscription to be determined from time to time by the Joint Management Committee. The terms and conditions of such membership will be set out in the Club Membership Policy.

### 8.4 Membership

- 8.4.1 The below category of membership will <u>not</u> have voting rights.
  - Juvenile Members (8-13 years)
  - Junior Members (14-18 years)
  - Student Members (19 24 years)
  - Honorary Members
  - Corporate Members

### 8.5 Transferable Membership

The following persons shall be granted the absolute and inalienable right to transfer their right to membership of the Club subject to the below conditions:

All members whose names properly appear in the club register of members with rights under this clause.



A member who has transferable rights may transfer his or her membership subject to the following conditions:

- 8.5.1 The transferee is a person who would be acceptable to be elected to membership of the Club and
- 8.5.2 The transferee shall not acquire any right to transfer, assign or in any other manner alienate their membership of the Club and
- 8.5.3 The membership of the class of membership to which the transferee is seeking to be elected shall be at least 540 in number.
- 8.5.4 Notwithstanding paragraphs (a) and (c) above, the Joint Management Committee shall have the absolute right to refuse to accept any Transfer and in such a situation shall be obliged to purchase such membership at the market rate within one calendar month of notice of refusal being posted. In the event of dispute of the market value of the transfer, the decision of an agreed arbitrator shall be accepted by both parties
  - 8.5.5 In exceptional circumstances, such as death or permanent injury of a member with a transferable option, the Management Committee shall have the right to purchase such membership at the market rate and shall not delay unduly in so doing. In the event of dispute of the market value, the decision of an agreed arbitrator shall be accepted by both sides.

### 8.6 Election of Members

8.6.1 The procedure for the election of members, other than Full Ordinary Life Members and Free Ordinary Life members shall be as set out in the Membership Policy:-



- 8.6.2 Each candidate for election must complete the relevant application form and submit this along with the relevant subscription to the Pro Shop which will submit the same to the Management Committee. On receipt of each such proposal, a decision as to admission to membership or otherwise will be made in accordance with the procedures set out in the Membership Policy.
- 8.6.3 The submission of a membership application form does not constitute an offer.

  Acceptance of the application and the granting of membership remain at the sole discretion of the Club.
- 8.7 Entrance Fees and Annual Subscriptions
  - 8.7.1 Entrance Fees and Annual Subscriptions shall be set from time to time by the Management Committee and advised to the Club's Annual General Meeting for information. The management of these fees and subscriptions will be in accordance with the Club's Membership Policy
- 8.8 Capital Levy / Other Charges
  - 8.8.1 The Joint Management Committee may vote to introduce a Capital Levy on Members to fund additional acquisition of land or buildings, construction work or improvement to the course, clubhouse or its environs, or the reduction or discharge of any debt or liability of the Club. The amount of and reason for any such levy will be provided to Members by the Management Committee no less than 4 weeks prior to its intended date of introduction or at the Club's next AGM (or EGM), whichever is the earlier.
  - 8.8.2 The amount of such levy shall be payable at the same time as the annual subscription, unless otherwise decided, and the same penalties shall apply.



8.8.3 The Joint Management Committee may vote to introduce a compulsory spending charge on members as it considers appropriate. The amount of and reason for any such compulsory charge, along with the relevant operational arrangements will be provided to Members by the Management Committee not less than 4 weeks prior to its intended date of introduction or at the Club's next AGM (or EGM), whichever is the earlier.



### 9. RIGHTS AND OBLIGATIONS OF MEMBERS

- 9.1 Members of Club have the following rights and obligations;
  - 9.1.1 To participate in Club activities and competitions.
  - 9.1.2 To pay membership fees, annual subscriptions, capital levy or any such other charge as is applied in accordance with the Club rules or Constitution as appropriate.
  - 9.1.3 To attend, participate and vote (where such voting rights exist) at the Club general meeting and to attend and participate in any other such meetings members are invited to or are otherwise entitled to attend.
  - 9.1.4 To be bound and comply fully with the constitution, rules, policies, codes and regulations of the Club which apply to Members
  - 9.1.5 To be bound by and comply fully with the decisions of the Club which are final unless such decisions are matters which are subject to any right to appeal.
  - 9.1.6 To be bound by and comply fully with the statutes, constitution, byelaws, rules, regulations and codes of Golf Ireland and the R & A.
  - 9.1.7 To resolve disputes in a timely manner in accordance with the Club's Code of Conduct and complaints and disciplinary policies and not to take legal action without first exhausting the internal complaints and disciplinary process.
  - 9.1.8 The rights and privileges of a member shall not be transferable and shall cease on termination by death or under any of the termination circumstances set out in this constitution.



9.1.9 Members may invite visitors / guests to the Club in accordance with the terms of the Club's Visitors / Guest policy. Members guests shall also be subject to all the rules and policies of the club.



### 10. TERMINATION FROM OR CESSATION OF MEMBERSHIP

10.1 Withdrawal from Membership

A member may at any time withdraw from membership by giving notice but shall remain liable for their [membership / subscription fees] for the then current year. Every such notice, unless otherwise expressed, shall be deemed to take effect immediately following the receipt thereof and the member shall thereupon cease to be a member.

10.2 Automatic Cessation of Membership

A member shall automatically cease to be a member if:

- 10.2.1 a member fails to pay any [membership/subscription fees] for which the member becomes liable whilst a member within the period laid down for any such payment;
- 10.2.2 a member becomes automatically disqualified from membership for any reason as set out in any Club policy or this Constitution;
- 10.2.3 the cessation of membership is one on which the Committee has authority to decide in accordance with a Club policy or this Constitution.
- 10.2.4 the outcome of a disciplinary hearing has determined that membership should cease (subject to any right of appeal that may exist);



- 10.2.5 a member is the subject of an investigation and/or has been requested to step aside and/or stand down or has been suspended (temporarily or otherwise) as a result of an investigation and/or complaint (by any person including the Club, Statutory Authority or as a result of any disciplinary case pending) which relates to any matter pertaining to the welfare or wellbeing of a child or vulnerable adult notwithstanding that the matter may not yet have been adjudicated upon.
- 10.2.6 a member is convicted of an indictable offence other than an offence under the Road Traffic Acts.
- 10.3 Liability for fees and subscriptions

A former member shall remain liable for all membership fees/subscription fees / levies (if any) and contributions due or imposed on them up to the date on which they shall cease to be a member and for any sums due by them to the Club and shall forfeit all claims to a return of any money paid by them on their admission as a member.

- 10.4 Suspension or Removal generally
  - 10.4.1 The procedures to suspend / remove a member from the Club, shall be conducted in accordance with the Club's Members' Code of Conduct and Disciplinary Policy unless the removal is one of the automatic cessation criteria set out above. In the former circumstances, the member in question shall retain the right of appeal set out in the Club's Disciplinary Policy, which will be processed in accordance with that Policy.
  - 10.4.2 A member may also be suspended from membership for a period of time and thereafter reinstated once the matter has been resolved to the Club's satisfaction. Such suspension may arise either as stipulated in the decision of a disciplinary committee or as agreed by the Committee if the Committee is the body with authority to determine the matter in accordance with the Club policies.



- 10.4.3 Where a sanction is not one of automatic cessation as set out in sub-clause 2 above, it is open to the Disciplinary Committee established for the matter in question under the Club Code of Conduct and Complaints / Disciplinary Policy to impose such sanction as it deems appropriate in the circumstances, up to and including suspension or removal, subject always to the requirement that the sanction is proportionate having regard to all the circumstances and to a right of appeal as set out in the aforementioned policy.
- 10.4.4 A member shall not compete in or take part in any activity or competition under the auspices of the Club while suspended and/or removed from membership.

### 10.5 Leave of Absence Policy

The Management Committee recognises that from time-to-time members can experience medical or other health-related issues which prevent them from playing golf.

For this reason, published guidelines to allow members to apply for a period of formal leave of absence (including Maternity Leave of Absence) from membership of The Club are set out in the Leave of Absence Policy.

Applications for Leave of Absence will be considered and determined only in accordance with that Policy.

A copy of the current Leave of Absence Policy shall be available to members and will be placed in the Members' area of the Club website for reference.



### 11. CLUB STRUCTURE AND ORGANISATION

The Club will be organised through the appointment of Officers, relevant Committees, and the engagement of such employees, contractors and service providers as are required in the best interests of the Club and as are permitted under this Constitution.

- 11.1 The committees of the Club are;
  - 11.1.1 The Committee (as defined in this Constitution);
  - 11.1.2 The Sub Committees;

### **Club Sub Committees**

Club Sub-Committees may consist of some or all of the following, in addition to such other Sub-Committees as are deemed appropriate by the Management Committee from time to time.

- Audit and Risk
- Course
- Finance
- Governance
- Standing Orders / Nominations
- Disciplinary (as required)
- Membership / Marketing / Commercial
- HR and Remuneration
- House / Facilities
- Environment, Social Responsibility and Community Relations
- Members' Experience
- Equality, Safety and Child Protection
- Health & Safety



### **Golf Sub Committees**

- Handicap
- Tournament / Competitions
- Junior
- Senior
- Inter Club
- Such other Sub Committees as are deemed appropriate from time to time

### 11.2 Employees/Contractors

The Club shall also engage employees / contractors as it sees fit, including a General Manager (GM), to manage the day to day operational, administrative and management affairs of the Club.

The GM shall perform all duties in accordance with a contract of employment and be answerable to the Management Committee. The General Manager shall be responsible for the employment and management of such other employees as the Club may require to fulfil its objectives. The General Manager shall attend meetings of the Joint Management Committee (without voting rights) and any other meetings as might be consistent with the role and duties of the General Manager.

The HR and Remuneration Committee, in conjunction with the Management Committee, are responsible for agreeing policies and salary levels of employees subject to the agreed Club budget. The Club has an Employee Handbook which is kept up to date with legislation.

No employee shall be a member of the Men's Committee, the Women's Committee or the Management Committee.



### 12. CLUB COMMITTEES AND MANAGEMENT

12.1 Composition of Club Committee

The Management Committee shall be made up of a maximum of 13 persons including;

### **The Officers**

- 12.1.1 Captain (both Men's and Women's if not the Golf Ireland One Club Model)
- 12.1.2 Vice-Captain (both Men's and Women's if not the Golf Ireland One Club Model)
- 12.1.3 President (who shall be the Chair if that office does not separately exist)
- 12.1.4 [Honorary] Secretary
- 12.1.5 [Honorary] Treasurer [Finance Officer]

### **The Committee Members**

12.1.6 Up to six voting members of the Club, elected / appointed in accordance with subclause 2 below.

Positions on the Committee [whether appointed or elected] shall, to the extent possible, consist of at least 30% women, 30% men and 40% either gender.

Management Committee members shall sign a Code of Conduct and the specific duties and expectations for each of the roles in (1) above are set out in role descriptions included with the Code of Conduct.



The Management Committee may also directly co-opt / appoint to such sub-committees as it considers necessary in the best interests of the Club, persons which the Management Committee consider appropriate to provide any skills or experience which may be required.

12.2 Election of Management Committee

The Management Committee are elected as follow;

Elections - Officers and Committees.

- 12.2.1 The election of Office Bearers and Members of Committee shall be made at the respective Annual General Meeting.
- 12.2.2 A candidate for the Office of President of the Joint Club, must have been a voting member of the club for five consecutive years immediately prior to the date of the A.G.M. at which he/she is proposed as a candidate. A nomination (with the consent of the nominee) for the office of President shall be made by any two voting members.
- 12.2.3 The incoming Captain (or the incoming Men's and Women's Captains, if appropriate) shall have the right to name the incoming Vice-Captain (or the incoming Men's and Women's Vice-Captains respectively, if appropriate), subject to the approval of a committee which shall consist of the outgoing Captain and two former Captains, who are current members of the Club (or the Men's or Women's Clubs, if appropriate). The Vice-Captain automatically becomes Captain at the following A.G.M.
- 12.2.4 Nominations (with consent of the nominee) for election to any honorary office or as a Member of Committee shall be made by two Voting Members of the particular Club. A nominee for any honorary office must have been a Member of the club for two consecutive years immediately prior to the date of the Annual General Meeting at which he/she is proposed as a candidate for honorary office.



- 12.2.5 A complete list of Nominees for election as Members of Committee together with the names of their proposers and seconders must be posted on a notice board at least 10 days prior to the Annual General Meeting.
- 12.2.6 The Terms of Office for each term of the Management Committee shall be as follows:
  - President / Chair 2 Years
  - Secretary 2 Years
  - Treasurer 2 Years
  - Other Members 3 Years
  - Captains 1 Year

Members shall serve no more than 6 (six) consecutive years or a combination of 6 (six) years on the Management Committee and shall be deemed ineligible to serve on the Management Committee unless they have stepped down for a complete 3 (three) year period whereupon they shall become eligible again.

- 12.2.7 Two of the above-mentioned other committee members shall retire each year. In deciding which two other members will resign the incoming captains and incoming vice-captains shall be excluded from the considerations. The longest serving of the remaining committee members shall retire first. In the event of a number of committee members having the same length of service, the committee member or members to retire first shall be drawn by lots. Such retiring members may, if vacancies arising through their retirement are not otherwise filled, be nominated for election to the next committee, or be appointed in accordance with 2.8 below, subject to the overall limits on service mentioned at 2.6 above.
- 12.2.8 The respective Committees shall have power to fill any vacancies in the membership of the Committee that arise during any year. The person so appointed shall hold office until the next Annual General Meeting of the particular Club. Any person so appointed shall have voting rights on the Committee.e mentioned at 2.6 above.



- 12.2.9 The office of any Office Bearer or Ordinary Member of Committee shall be vacated by such Office Bearer or Ordinary Member resigning there from or on ceasing to be a member of either the Men's or the Women's Clubs or being removed by resolution at a General Meeting of the appropriate Club or being absent from three consecutive meetings of the particular Committee without permission of that Committee.
- 12.2.10 The Club shall ensure all its records, (including financial records) and minutes are safely stored and controlled in accordance with the Clubs data protection policy and in compliance with legal and financial requirements. Such records shall be handed over and made available to incoming Committees.

#### 12.3 Committee Meetings

- 12.3.1 Meetings of the Management Committee shall be held at least ten times per annum. Special meetings may also be arranged on dates as may be found to be convenient or necessary for the transaction of business. Such meetings will, in general, be held in person at the Clubhouse or such other location as the Committee may deem appropriate in the circumstances. However, where circumstances dictate, virtual meetings may be held using appropriate electronic means, subject to all of the terms of this clause in relation to the holding and management of meetings.
- 12.3.2 Meetings of the Men's and Women's Committees shall be held at least ten times per annum. Such meetings will, in general, be held in person at the Clubhouse or such other location as the Committee may deem appropriate in the circumstances. However, where circumstances dictate, virtual meetings may be held using appropriate electronic means, subject to all of the terms of this clause in relation to the holding and management of meetings.
- 12.3.3 The quorum for Management Committee (or meeting of the Men's and Women's Committee) to be valid shall be 50% of its members.



- 12.3.4 At meetings of the Management Committee the Chair shall be taken by the President or if absent by a committee member who shall be moved to the Chair.
- 12.3.5 At meetings of the Men's or the Women's Committees the Chair shall be taken by the Captain or, if absent, by the Vice-Captain of the Club concerned. In the absence of these Officers at a particular meeting, those in attendance, having votes, shall elect a Chairperson.
- 12.3.6 The Chairperson at a meeting shall, in addition to a deliberative vote, have, and shall exercise, a casting vote.
- 12.3.7 The Management Committee shall establish a set of Standing Orders, in writing, indicating how it shall conduct its business.
- 12.3.8 Questions arising at any meeting of the Committee, except where otherwise provided for in this Constitution, shall be determined by a majority of votes of the Committee members present, and in case of an equality of votes the Chair of the meeting shall have a casting vote.
- 12.3.9 Any member of the Management Committee who is, directly or indirectly, interested in any contract or proposed contract with the Joint Club shall declare the nature of his/her interest at the meeting of the Management Committee at which the question of entering into the contract is first taken into consideration and shall not vote on the contract. A breach of this Clause shall disqualify the member in question from membership of the Management Committee.
- 12.3.10 In exceptional circumstances between meetings, where an urgent decision is required, the President shall be empowered to call a meeting of the Officers of the Joint Management Committee who may make any decision considered necessary. The President shall report on any such meeting at the next meeting of the Management Committee.



- 12.3.11 Minutes shall be kept of all Committee and subcommittee meetings, including the names of the members attending, the business discussed, and any decisions made.
- 12.4 Powers and Duties of Committee
  - 12.4.1 The Joint Management Committee (through the Trustees), holds the property and assets of the Club in Trust on behalf of the Full Ordinary Members of the Club and is not affiliated to Golf Ireland.
  - 12.4.2 The Management Committee shall manage the business of the Club, update the members on its activities and carry out its duties and exercise its powers to achieve the objects and strategy in accordance with this Constitution and all such policies, rules and procedures approved and in compliance with all Golf Ireland requirements.
  - 12.4.3 The Management Committee shall be entitled to employ and remunerate any person or company for services rendered to the Club, to purchase, rent, hire, lease or other means of acquisition, plant, machinery etc. necessary for the upkeep or maintenance of the Club's land or premises.

The Management Committee may from time to time borrow or receive such monies necessary for any or all of the activities of the Club, with or without security, from such bank, company or person as it thinks fit, and may mortgage or otherwise charge the assets of the Club, or any part thereof, as security for the repayment of such monies.

The Management Committee shall not be entitled to sell, let (except for short term lettings), alienate or dispose of any lands without the approval of a general meeting except to comply with a statutory requirement as specified in Clause 7.6.



No contract for any single item of capital expenditure for the Club in excess of €70,000 may be entered into except with the prior approval of the members of the Club at a General Meeting.

- 12.4.4 The Management Committee may adopt, approve and/or amend any policies, regulations, codes of conduct, protocols, membership criteria and procedures as required from time to time for the proper control and management of the Club, its members and employees/contractors/volunteers which shall be binding on all members and employees/contractors/volunteers. These are subject always to being compliant with the provisions set out in this Constitution and are subject to any approval which may be required by members under the Clubs Matters Reserved for the Members Policy.
- 12.4.5 The Management Committee shall have power to co-opt a member to be a member of the Committee to fill any vacancy occurring during the year. Any member so co-opted shall cease to be a member of the Committee at the next Annual General Meeting and must then submit to the usual election/appointment process to return to membership of the Committee if they wish.
- 12.4.6 The Management Committee is empowered to make, and from time to time alter, such bye-laws, policies and regulations for the management of the Joint Club as it may consider necessary, including but not limited to those policies referred to in the appendices to this Constitution.
- 12.4.7 In consultation with both the Men's and the Women's Committees, the Management Committee is also empowered to make such local rules (provided these are not at variance with the Rules of Golf) and regulations for the use of the course as are required in the interest of all members.



- 12.4.8 The Management Committee's interpretation of this Constitution, in addition to all Rules, Bye-Laws and Regulations, shall be binding on every member unless set aside by a General Meeting.
- 12.4.9 The business affairs respectively of the Men's Club and the Women's Club shall be under the jurisdiction and control of a Committee, (hereinafter referred to as "The Men's Committee" and "Women's Committee" respectively), consisting of the Officers, the immediate Past Captain, with a minimum of four and up to six voting members of the Men's or Women's Club, to include one voting member on either the Men's Committee or the Women's Committee representing the Juniors (the determination of which shall be by agreement between the said Committees each year), elected in accordance with this Constitution.
- 12.4.10 Each of the aforementioned Committees may exercise its powers notwithstanding that there might be a vacancy or vacancies in its membership.
- 12.4.11 Nothing in this rule shall preclude a member of either the Men's or the Women's Committee being also a member of the Management Committee or "vice versa".
- 12.4.12 To comply with any Act of Parliament, Local Authority Regulation or Bye-Law, or other statutory requirement, but not otherwise, the Management Committee is empowered to rescind, alter or delete any of these Rules as they may consider appropriate.
- 12.4.13 The Club has a Schedule of Reserved Matters for Members which sets out all the decisions which must be approved by the members at a general meeting and cannot be approved by the Management Committee acting on its own.
- 12.4.14 The Clubs shall keep proper records of all its business, membership and financial affairs including minutes of all meetings in hard copy/digitised format and in accordance with the Clubs data protection policy.



#### 12.5 Appointment of Sub-Committees

- 12.5.1 The Men's and the Women's Committees and the Management Committee shall each have power to appoint Sub-Committees and to appoint members of their respective sections to act on such Sub-Committees and to define the scope of their authority and to delegate and confer upon such Sub-Committees, with the exception of the power to elect any category of members, the powers necessary for the discharge of the function or functions for which such Sub-Committees are formed.
- 12.5.2 Each Sub-Committee shall keep minutes of their meetings and shall report in writing to the Committee by whom it was appointed, at each monthly meeting.
- 12.5.3 Each Sub-Committee shall retire annually on the date of the General Meeting of its respective club or when the function for which it was appointed is completed.
- 12.5.4 The quorum of each Sub-Committee shall be defined at the time of its appointment.
- 12.5.5 The Chairperson of each Sub-Committee must be a member of the Committee by whom the Sub-Committee is appointed. The Chairperson of the Sub-Committee shall, in addition to a deliberative vote, have and shall exercise a casting vote.

#### 12.5 Administration

- 12.6.1 The three sections of the Club shall be administered as follows:-
- 12.6.2 The Honorary Secretaries of the Men's Club and of the Women's Club shall be responsible for the every-day affairs of that Club, except such duties which are specifically assigned to another Officer of the Men's or Women's Club, or to the General Manager.



- 12.6.3 The Honorary Secretary of the Joint Club shall be responsible for the every-day affairs of that Club except such duties which are specifically assigned to another Officer of the Joint Club or to the General Manager.
- 12.6.4 All written complaints concerning matters under jurisdiction and control of the Committee of the particular Club shall be referred primarily to the Honorary Secretary who shall place the complaint on the agenda of the next meeting of the Committee of such Club for investigation and decision.
- 12.6.5 The Honorary Secretary of the Joint Club shall also act as Liaison Officer between the Management Committee and each of the Men's and the Women's Committees.
- 12.7 Vacation of Office of a member of the Management Committee

Membership of the Management Committee shall be vacated if he or she:

- 12.7.1 resigns in writing to the Honorary Secretary;
- 12.7.2 has reached the end of their natural term of elected office;
- 12.7.3 being a co-opted or appointed member, has reached the end of their term of office in accordance with the term of appointment;
- 12.7.4 becomes an employee of the Club, a paid consultant or adviser to the Club or provides for profit any other services to the Club;
- 12.7.5 can no longer be reasonably regarded as possessing adequate decision-making capacity by reason of his or her health;
- 12.7.6 is convicted of an indictable offence unless the Management Committee otherwise determine and the determination of the Management Committee is ratified at the next held general meeting of the Club;



- 12.7.7 is removed by a decision of a disciplinary committee or other management committee appointed in accordance with the relevant policy which applies and such decision is either, not appealed, or is upheld on appeal.
- 12.7.8 fails to comply with any provision of their Code of Conduct as a Management Committee member including failure to attend the requisite number of management committee meetings.
- 12.7.9 is adjudicated insolvent or bankrupt or makes any arrangement or compromise with his or her creditors or being a bankrupt has not obtained a certificate of discharge in the relevant jurisdiction;



#### 12.8 Committee Insurance and Indemnity

The Committee of Management shall purchase and maintain insurance in respect of members of the Committee, its Subcommittees and Club Trustees

Where insurance has been put in place every member of the Committee or any sub-committee thereof or any Trustees shall be indemnified out of the assets of the Club against all losses or liabilities which that person may sustain or incur in or about the execution of the duties of office or otherwise in relation thereto, including any liability incurred by such person in defending any proceedings, whether civil or criminal, in which judgement is given in such person's favour or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his or her part, or in which such person is acquitted and no such person shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Club in the execution of the duties of the office or in relation thereto.

Any legal or professional fees as well as costs, charges, losses, expenses or liabilities incurred by or for an individual member and paid by the Management Committee shall become repayable, where he or she is not entitled to be indemnified or where circumstances later occur that disentitles him or her to the indemnity.



#### 13. GENERAL MEETINGS

- 13.1 Notice and Business of Club General Meetings (AGM and EGM)
  - 13.1.1 General meetings shall be held on such date and at such time and place as may be determined by the Management Committee for the purposes outlined at sub-clause 13.6.
  - 13.1.2 All general meetings shall be either Annual General Meetings (AGM) or Extraordinary General Meetings (EGM). All general meetings shall be held in the Republic of Ireland. Meetings may be held electronically and all references in this Constitution to attendance includes attendance via any electronic platform.
  - 13.1.3 An AGM shall be held once in every year, at such time (within a period of not more than fifteen calendar months after the holding of the last preceding AGM) and place as may be determined by the Management Committee. This shall occur not later, save in exceptional circumstances, than in the month of December following the financial year to the previous 30th September.
  - 13.1.4 A notice calling a general meeting shall be sent by email to every member via their email address and will also be posted on the club website. The accidental omission or the non-receipt of such notice by any person who is eligible to attend shall not invalidate its proceedings. No other person shall be entitled to receive notice of general meetings.
  - 13.1.5 Every notice calling a general meeting shall specify the place and the day and hour of the meeting. The notice shall also include the agenda and business to be transacted at the meeting. The notice shall be accompanied by the financial statements and Certifying Accountants report and all other papers referenced in the agenda.



- 13.1.6 The business of the AGM shall include:
  - 13.1.6.1 consideration of the club's financial statements [and the report of the Certifying Accountants];
  - 13.1.6.2 a review of the Club's affairs including any Management Committee updates or reports;
  - 13.1.6.3 the election and re-election of members of the Management Committee when applicable;
  - 13.1.6.4 any matter which requires the approval of the membership in general meeting;
  - 13.1.6.5 the appointment and/or reappointment of Certifying Accountants;
  - 13.1.6.6 the authorisation for the Management Committee to approve the remuneration of the Certifying Accountants;
  - 13.1.6.7 any other business properly brought before the meeting in accordance with the process set out by the Club.
- 13.1.7 An AGM shall be called by twenty one days' (21) notice in writing at the least, and an EGM shall be called by fourteen (14) days' notice in writing at the least, exclusive of the day on which the notice is served or deemed to be served and of the day for which it is given.
- 13.1.8 Minutes of all general meetings shall be kept and filed for the purpose of recording:-
  - 13.1.8.1 attendance at general meetings



- 13.1.8.2 results of all elections/appointments;
- 13.1.8.3 all approvals and proceedings at all general meetings

#### 13.2 EGM

- 13.2.1 The Management Committee may convene an EGM on the written requisition, with cause stated, of;
  - 13.2.1.1 not less than one half of the members of the Club who have the right to vote at a general meeting; or
  - 13.2.1.2 one or more Members holding, or together holding, at the date of the deposit of the requisition, not less than 10 percent of the total voting rights of all the Members who have the right to vote at general meetings. Such a meeting shall be held within forty-two days of requisition.
- 13.2.2 The Management Committee may also convene an EGM if a majority of the Management Committee agree it is necessary.
- 13.2.3 Such a meeting shall be held within forty-two days of requisition.
- 13.3 No proxies or substitutes shall be allowed to vote at General Meetings. The Management Committee may allow observers to attend if deemed appropriate or necessary.
- 13.4 Quorum for general meeting
  - 13.4.1 No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. The quorum shall be 25 members entitled to attend and vote at a general meeting



13.4.2 If within half an hour from the time appointed for the general meeting a quorum is not present the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such other day and such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the Members present shall be a quorum.

#### 13.5 Chair of general meeting

13.5.1 The President shall preside as Chair at any general meeting, but if such Chair is not present then either Captain may preside as Chair of the meeting. If neither the Chair nor either Captain is present, then the members of the Management Committee present shall choose one of their number to preside as Chair at the meeting. In the event of a tie, the Chair of the meeting shall be chosen by lot.

#### 13.6 Adjourning a general meeting

13.6.1 The Chair may with the consent of the members in attendance at any general meeting at which a quorum is present (and shall if so directed by 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. It shall not be necessary to give any notice of any adjournment or of the business to be transacted at an adjourned meeting.

#### 13.7 Voting at general meeting

13.7.1 Only those members who are approved as having fulfilled the membership criteria as set out in Section 8 are entitled to vote shall cast a vote at general meetings.



- 13.7.2 Matters for approval which arise at any general meeting, shall be determined by a majority of votes of the members present, with the exception of changes to the Constitution which require a 75% majority of those attending and, in case of an equality of votes, the Chair of the meeting shall have a casting vote as well as any original vote they hold.
- 13.7.3 Elections of members of the Management Committee shall be by secret ballot unless otherwise agreed by the meeting on foot of a proposal duly put, seconded and carried.
- 13.7.4 All other voting at a general meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by (a) the Chair or (b) not less than three Members present and entitled to vote or (c) any Member or Members present and representing not less than 10 per cent of the total voting rights of all of the Members having the right to vote at the meeting.
- 13.7.5 On a vote by secret ballot 3 scrutineers may be appointed by the Chair.
- 13.7.6 A demand for a poll may be withdrawn. Unless a poll be so demanded (and the demand withdrawn) a declaration by the Chair that a resolution has been carried, whether unanimously or by a particular majority, or lost, and an entry to that effect in the minute book shall be conclusive evidence of the fact, without proof of the number or proportion of votes recorded for or against such resolution.
- 13.7.7 Voting by ballot may be conducted by registered post in advance or electronically in advance or by electronic platform at the meeting at the discretion of the Management Committee as required and advised to the members in advance.



- 13.7.8 Other than for a vote for elections of members to the Management Committee, in the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a casting vote.
- 13.7.9 If any ballot to appoint a member to the Management Committee results in a tie between two or more candidates, a further ballot (which may be conducted by post or electronically at the discretion of the Management Committee) shall be held to elect such member solely from among such candidates. If following the second ballot the result is still a tie vote between two or more candidates, the person to be appointed from among such candidates to the Management Committee shall be decided by lot.
- 13.7.10 No objection shall be raised as to the qualification of any voter except at the meeting or adjourned meetings at which the vote objected to is given or tendered, and any vote not disallowed shall be valid. Any such objection made in due time shall be referred to the Chair whose decision shall be final and conclusive.
- 13.7.11 If any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the resolution unless it be pointed out at the same meeting, or at an adjournment thereof, and not in that case unless it shall in the opinion of the Chair be of sufficient magnitude to vitiate the resolution.
- 13.7.12 If a poll is duly demanded (and the demand is not withdrawn) it shall be taken in such manner as the Chair may direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The Chair may appoint scrutineers and may adjourn the meeting to some place and time fixed for the purpose of declaring the result of the poll.



- 13.7.13 A poll demanded on the election of a Chair or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either immediately or at such time and place as the Chair of the meeting directs, and any business other than that upon which the poll has been demanded may be proceeded with pending the taking of the poll. No notice need be given of a poll not taken immediately.
- 13.8 Elections nominations and election process
  - 13.8.1 Members shall be informed when positions become vacant for election on the Club committees. Nominations for election shall be forwarded to the Secretary in accordance with the timelines and manner set out in the notice from the Club.
  - 13.8.2 The Management Committee may appoint a Standing Orders Committee to manage the nominations process in advance of an Annual General Meeting.
  - 13.8.3 The candidates in each election shall be listed on the ballot papers in alphabetical order.
  - 13.8.4 If only one candidate is nominated for a position, the candidate shall be declared elected on receiving a vote from the majority of those voting.
  - 13.8.5 In the event of there being more than one candidate for any position a vote shall be taken and the candidate receiving an absolute majority of valid counted votes, after an elimination process, if necessary, shall be declared elected. The meaning of an absolute majority vote in this context is the greater in number of votes. For the avoidance of doubt the candidate who has secured at least one extra vote of the valid votes cast ahead of any other candidate will be deemed elected.



- 13.8.6 Once all votes have been cast the votes shall be counted/reviewed and scrutinised by a representative appointed by the Chair. Any spoiled votes shall not be counted. It shall be a matter for the scrutineers to determine what a spoiled vote is.
- 13.8.7 When the votes have been counted and verified the result shall be advised at the AGM.

#### 13.8 The Men's and Women's Club

- 13.9.1 The General Meeting of the Men's and Women's Club shall, save in exceptional circumstances, be held not later than 15th November for receiving the Club Committee's Annual Report and the Financial Statement for the year ended the previous 30th September; for electing Office Bearers, Members of Committee, revising its rules and transacting such other business of the Men's Club and Women's Club as may be on the Agenda.
- 13.9.2 Twenty-one days' notice, at least, of such General Meeting shall be given to the Full Ordinary Members of the Club who are the only persons entitled to attend and vote at a General Meeting of the Men's Club.
- 13.9.3 Notices of Motion (ordinary) must be made in writing to the Honorary Secretary of the Men's and Women's Club at least fourteen days prior to the General Meeting and be posted on the club noticeboard at least ten days prior to the meeting.
- 13.9.4 An amendment to a Motion (ordinary) may be accepted at the meeting without requiring prior notice.
- 13.9.5 The Honorary Secretary of both Clubs shall place the proposal on the Club Notice Board at least ten days prior to such meeting and put the item on the agenda for the next General Meeting of the Club concerned.



#### 14. MOTIONS TO A GENERAL MEETING

- 14.1 The Management Committee may appoint a Standing Orders Committee to manage the process for motions in advance of the Annual General Meeting.
- 14.2 Any member seeking to raise a matter at a General Meeting should write to the Club Secretary, the submission to be received not later than 14 days prior to the date of the meeting, with a copy of the proposed motion.
- 14.3 The motion shall be submitted to the Standing Orders Committee (if appointed, otherwise the Management Committee) for review to ensure it has been submitted by an affiliated member in accordance with the motion process set out by the Club.
- 14.4 The Standing Orders Committee shall be entitled to review the proposed motion and request the secretary to include the matter with the papers for the General Meeting. The Standing Orders Committee shall also be entitled to advise the proposer that the matter is not an appropriate matter for consideration at a General Meeting provided the reasons for its exclusion are clearly set out in writing to the proposer and the General Meeting is advised that the matter cannot be discussed for the reasons stated.



#### 15. AMENDMENTS TO CONSTITUTION

- 15.1 The Standing Orders Committee shall consider any necessary changes to the Constitution as part of their role on an annual basis. If such Committee is not permanently appointed, the Management Committee will, by appointment of a subcommittee or otherwise, address this requirement.
- 15.2 Proposed alterations to the Constitution may also be submitted by members for consideration to the Standing Orders Committee no later than 30th September in any year for consideration before the next general meeting.
- 15.3 All proposed alterations shall be debated and considered by the Standing Orders Committee in the first instance. The Standing Orders Committee may contact the proposer of the changes to discuss/amend/adapt or withdraw the amendments prior to being considered at a general meeting.
- 15.4 The Standing Orders Committee shall send its final proposed changes of the Constitution to the Management Committee for its final review. The Committee may itself also make amendments to the suggested changes to ensure changes are in keeping with the constitution, club strategy and policies and good corporate governance practice.
- 15.5 Once the Committee has finalised its review all proposed alterations and amendments shall be presented to the members for their consideration at a general meeting in a marked format, so all changes are clearly identified.
- 15.6 When the general meeting has considered and voted on the changes, the Chair shall announce that any changes shall take effect 21 days after the meeting, or on the following 1st January, whichever is earlier, unless a date is specified in the motion to effect the change.



#### 16. CLUB POLICIES

- 16.1 The Club operates a suite of policies which are available to members, and which are developed and / or amended by the Management Committee from time to time in accordance with this Constitution. All members shall comply with such policies which are available on the Club website or on request. Breaches of such policies shall be taken seriously by the Club and may result in disciplinary action including but not limited to cessation of membership or other sanction in accordance with the Clubs disciplinary policy.
- 16.2 The Club is committed to providing a safe and healthy environment for members and personnel and has a Health and Safety Statement and policy in place which is included with its other policy documents.
- 16.3 The Club complies with data protection legislation and ensures all data and personal information under its control is held and maintained in accordance with the General Data Protection Policy Regulation.
- 16.4 The Club's Safeguarding policy is kept up to date by the Club Children's Officer and is subject to approval by the Management Committee. The Club's Children's Officer shall be fully trained and vetted.
- 16.5 A Designated Liaison Person shall also be appointed who shall receive such training and education as necessary to fulfil that role. Any person with access to and/or working with Children and/or Vulnerable Adults is required to be vetted in advance in accordance with the policy.



#### 17. CLUB NOTICES AND SERVICE OF NOTICES

- 17.1 Except as otherwise provided for in this Constitution, all notices, communications, documents or information may be given, served or delivered to the Club in writing on paper or in electronic form in the manner as may have been specified by the Committee from time to time for the giving, service or delivery of notices, communications, documents or information in electronic form.
- 17.2 The Committee may prescribe such procedures as they think fit for verifying the authenticity or integrity of any such notice, communication, document or information given, served or delivered to the Club in electronic form.
- 17.3 A notice or document to be given, served or delivered in pursuance of this constitution may be given to, served on or delivered to any member by the Club:
  - 17.3.1 by handing same to the member or their authorised agent; or
  - 17.3.2 by leaving the same at the members registered address; or
  - 17.3.3 by sending the same by post in a pre-paid cover addressed to the member at their registered address; or
  - 17.3.4 by sending the same by means of electronic mail or other means of electronic communication approved notice, communication, document or the information in electronic form to such electronic address as may from time to time be provided by the member; or
  - 17.3.5 by making it available on a website (provided the Club sends to the member, to the address notified to the Club by the member the fact that the notice, communication, document or information has been placed on the website).



- 17.4 The giving, service or delivery thereof shall be deemed to have been effected at the time the same was handed to the member or their authorised agent, or left at their registered address (as the case may be), or after the expiration of twenty-four hours after the cover containing it was posted, or if sent in electronic form to an electronic address, at the expiration of twelve hours after despatch; or if made available on a website, at the time that the notification that it was placed on the website is deemed to be given, served or delivered in accordance with this Constitution.
- 17.5 If the Club receives a delivery failure notification following the sending of a notice, communication, document or other information in electronic form to an electronic address, the Club shall give, serve or deliver the notice, communication, document or information on paper or in electronic form (but not by electronic means) to the member either personally or by post or other delivery service addressed to the member at their registered address or (as applicable) by leaving it at that address.
- 17.6 A notification to a member of the publication of a notice, communication, document or information on a website as permitted by this constitution shall state:
  - 17.6.1 the fact of the publication of the notice, communication, document or information on a website:
  - 17.6.2 the address of the website and, where necessary, the place on that website where the notice, communication, document or information may be accessed and how it may be accessed; and
  - 17.6.3 in the case of a notice of a general meeting of members that concerns a notice of a general meeting (AGM or EGM) and includes the place, date and time of the meeting and details of any other procedures as to voting or other matters.



- 17.6.4 It shall also be published on that website, for at least a period of not less than 21 days and throughout the period beginning with the giving of that notification and ending with the conclusion of the relevant meeting.
- 17.7 Where a member has for any reason requested not to receive notice via electronic mail or other means of electronic communications such revocation shall not take effect until 7 days after written notice of the revocation is received by the Club.
- 17.8 The signature (whether electronic signature, an advanced electronic signature or otherwise) to any notice to be given by the Club may be written (in electronic form or otherwise) or printed.



#### 18. REGISTRATION OF CLUB ACTS AND INTOXICATING LIQUOR ACTS

- 18.1 No excisable liquor shall be sold or supplied in the Club premises to any person under the age of 18 years.
- 18.2 No member of the Club, Management Committee, and Trustee, Officer, manager or servant employed in the Club shall have any personal interest in the sale of excisable liquor in the Clubhouse or in the profits arising from such sale.
- 18.3 A visitor shall not be supplied with excisable liquor in the Clubhouse unless on the invitation and in the Club of a Member and such Member shall, with the admission of such visitor to the Clubhouse or immediately on his being supplied with such liquor, enter his name, and the name and address of the visitor in a book (which may be in electronic form) which shall be kept for that purpose and which shall show the date of such visit.
- 18.4 Where members of a group visit the club for the purpose of taking part in any activities or events at the Club, or organising, or taking part in the organisation of, or arrangements for, any such activity or event, intoxicating liquor may be supplied to them at the request and in the presence of an official of the Club on the occasion of the visit. An official of the Club shall enter the name of the group concerned, and the number of persons in it a book kept for that purpose.
- 18.5 The Club may prohibit the admission of any visitor or guest to the Club premises and no Member shall bring any person whose admission is prohibited into the Club premises.
- 18.6 In addition to the Constitution and Clause set out above, the clauses and regulations embodied in the Registration of Clubs Acts 1904-2008 and the Acts amending and extending the same shall be deemed rules of the Club.



#### 19. SCHEDULE OF RESERVED MATTERS FOR MEMBERS

The following are matters that may be decided upon only on a vote of members at a properly constituted general meeting.

- a. Election of Committee of Management
- b. Election of Presidents, Club Secretary and Club Treasurer
- c. Approval of annual reports and financial report
- d. Appointment of Trustees
- e. Amending the Constitution
- f. Approval of capital expenditure in excess of the limit from time to time specified in this Constitution



# 20. APPENDICES (POLICIES/ OTHER DOCUMENTS, WHICH ARE THE RESPONSIBILITY OF THE JMC AND WHICH ARE REFERRED TO BUT DO NOT FORM PART OF THE CONSTITUTION)

20.1 Code of Conduct and Complaints / Dis	ciplinary Policy
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- 20.2 Committee Members' Code of Conduct
- 20.3 Course Roles and Responsibilities Policy
- 20.4 Volunteer Work Arrangements Policy
- 20.5 Club Financial Controls and Administration Policy
- 20.6 Finance Committee Terms of Reference
- 20.7 Leave of Absence Policy
- 20.8 Safeguarding Policy
- 20.9 Employee Handbook
- 20.10 Club Byelaws (including Visitors and Guests Policy)
- 20.12 Register of Free Ordinary Life Members
- 20.13 Register of members with Transferable Membership
- 20.14 Visitor & Green Fee Policy











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