

# **Tehidy Park Golf Club Ltd: Club Rules**

## **Section One: Introduction**

The legal framework for Tehidy Park Golf Club Ltd. is provided by the Articles of Association, which can be referenced separately in the Club records and via the Club Web Site. The Rules set out below are intended to supplement the provisions of the Articles and provide information regarding the means and methods by which they are put into effect to manage and maintain the Club and to fulfil the Objectives for which it was founded and developed. In addition, the Club is affiliated to England Golf and to the Cornwall Golf associations – the CGU and CLCGA – and the Rules reflect the aims, advice and policies set out and supported by these organizations. The Rules are presented in sections, reflecting the full range of strategies and activities through which the objectives of the Club and Company are managed and served.

The powers required to establish and operate these Rules are set out in the Articles of Association and permit alteration and amendment by the Board of Directors with immediate effect. This allows changes to be made on a trial basis and possible improvements explored before the Board recommends them as permanent changes. **However, the Directors have a responsibility to consult members and offer an explanation of the nature and purpose of the changes before proceeding to any final decisions. This can be done at an AGM or General Meeting before the changes are implemented, or if a trial is preferred, at an AGM or General Meeting following a designated trial period. The approval of Members can be sought via an Ordinary Resolution, requiring a simple majority of the Voting Members present.** If, however, the change requires any alteration to the Articles of Association, or the Members seek to direct the actions of the Board in a different way, a Special Resolution must be presented, requiring the support of 75% of the Voting Members present to achieve acceptance. Further details regarding these requirements can be found in the Articles of Association.

## **TEHIDY PARK GOLF CLUB: Rules, procedures and by-laws**

### **1. Purpose and Objects**

The Club was formed in 1922 as a Private Members Club to provide golfing and social activities within the confines of the Golf Course and the Club Premises at Tehidy Park, Camborne, Cornwall.. It seeks to promote the sport of golf and to serve the local community as an inclusive family-friendly club, offering a high-quality course for both competitive and social golf alongside a welcoming clubhouse, as an enjoyable golfing and/or social experience for members, guests and visitors. It is a non-profit making organization, and will utilise all surplus funds to maintain and develop the club facilities or, with the approval of members, to make donations for charitable purposes.

The Club is affiliated to England Golf, the Cornwall Golf Union and the Cornwall Ladies County Golf Association, whose Rules and Codes of Conduct it supports and maintains, along with the current Handicapping System. These include the promotion of equal opportunities for all members of the community and policies designed to ensure that individuals are appropriately safeguarded and do not suffer discrimination on any grounds whatsoever. We expect all members to support us in achieving this through the measures and mechanisms set out below, and to observe both the letter and spirit of the rules and customs contained therein. In furtherance of these affiliations the Club:

- (a) Recognises the R&A as the body responsible for the Rules of Golf and the Rules of Amateur Status and shall abide by the Rules of Golf and any changes laid down by the R&A;
- (b) Will abide by the rules, by-laws, regulations and policies of England Golf including its terms and conditions of affiliation, equality policy, disciplinary policy, safe-guarding regulations and anti-doping regulations as laid down, amended and notified to the Company from time to time;
- (c) Will comply with the rules and regulations of the Cornwall Golf Union and the Cornwall Ladies County Golf Association and with those of any successor to those bodies;
- (d) Will pay all affiliation fees due to the CGU, CLCGA and EG in full and on time;
- (e) Will comply with CONGU UHS and any conditions/discretions imposed within the system by England Golf, or with an updated system of handicapping as directed by England Golf and/or CONGU;
- (f) Will oversee the appointment of a Competition and Handicapping Committee as required by the Rules of Golf and CONGU UHS. The Competition and Handicapping Committee shall have complete control of competition and handicapping matters at the Club.

All income and assets of the Company, howsoever derived, shall be applied solely towards the promotion of the objects of the Company, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the Company. This does not prevent a member receiving reasonable and proper remuneration for goods and services requested by the Company and the Rules do permit payment to any Member or Officer/Director for expenses incurred in the service of the Club/Company if they have been agreed by the Board in advance.

## **2. Membership**

As a Members Club Tehidy Park G.C. derives its purpose and authority from the membership, which consists of three sections: Ordinary Members; Social members; Special Category members. These categories are set out in further detail below along with the related procedures. The rights and obligations of members may vary according to their membership category and the extent of their participation. The rights and obligations set out in points **2.1** and **2.2** apply to all members.

### **2.1 Members Rights and Responsibilities**

- (a) The liability of members is limited. Every member of the Company undertakes that if the Company is dissolved while he or she is a member or within twelve months after he or she ceases to be a member, to contribute such sum (not exceeding £10) as may be demanded of him or her towards the payment of the debts and liabilities of the Company incurred before he or she ceases to be a member, and of the costs charges and expenses of winding up, and the adjustment of the rights of the contributories among themselves.
- (b) Membership of the Club shall be open to anyone interested in the sport on application regardless of sex, age disability, ethnicity, nationality, sexual orientation, religion or other beliefs. However, limitation of membership according to available facilities is allowable on a non-discriminatory basis.
- (c) The Club may have different classes of membership and subscription on a non-discriminatory and fair basis. The Company will aim to keep subscriptions at levels that will not pose a significant obstacle to people participating.
- (d) The Club may refuse membership, or remove it, only for good cause, such as conduct or character likely to bring the Club or sport into disrepute. An action of this kind shall be carried out in accordance

with the procedures set out in the Rules and Bye-Laws of the Club, which may, from time to time, be updated.

(e) Any member of the Company who ceases to be a member for whatever reason forfeits all rights to or claim upon the Company, its property or funds, or any return of fees or subscriptions paid and remains liable for any fees or charges due from him as at the date of cessation including, for the avoidance of doubt, the undertaking to contribute the sum (not exceeding £10) set out at Article 2.1(a) above.

(f) The rights of a member as such are personal and not transferable and cease upon his/her death.

## 2.2 Applications and Resignations

(a) No person shall become a member of the Company unless that person has completed an application for membership in a form approved by the directors and such application has been approved by the directors. Applications for membership can be made with the support of existing Tehidy members (Proposed and Seconded) or with a recommendation from another Golf Club, Centre or Association where the applicant has previously been a member. Potential members who do not have such contacts can make a personal application and arrange a meeting with a representative of the club to discuss details.

(b) The application form shall contain an undertaking to comply fully with the Rules and Byelaws and an undertaking to fulfil the Obligations set out above in clause 2.1(a). The Board (or the Captains' Committee on behalf of the Board) shall have the power to impose sanctions on members (including suspensions or expulsions) in accordance with the disciplinary procedures set out in the Bye-Laws and within the Club and on the Club's website.

(c) Any member wishing to resign his membership of the Company must give notice in writing of his intention to do so, addressed to the General Manager, and deposited at the registered office of the Company

(d) Any member of the Company expelled in accordance with the Rules, or otherwise ceasing to be a member of the Company whether by resignation, death or any other reason, shall, in default of an actual notice of resignation of his membership of the Company served in accordance with Article 2.1(e) above, be automatically deemed to have served a notice resigning his membership of the Company pursuant to Article 2.1(e) one calendar month from the date that he ceased to be a member of the Company.

## 2.3 Membership Categories.

(a) **Ordinary Members** are Full Playing Members (Men and Ladies) and Senior Full Playing Members (Men and Ladies 65 years of age and over who have been Full Playing Members of the Club for ten full subscription years or more). This category also includes Honorary Life Members – individuals whose longstanding membership and services to the Club have led the members to grant them life membership without further payment of subscriptions. Only Ordinary Members have the right to vote at General Meetings, serve as Officers, stand as candidates for the General Committee, or nominate others to do so.

(b) **Social Members** are non-playing members (Men and Ladies). Under current rules, those who have previously been Full Playing Members for at least ten years have the right to vote at General Meetings.

(c) **Special Category Members** are playing members who, for a variety of reasons, cannot (or choose not to) become Full Playing Members but are granted access to the Course and Club House for reduced periods of time and pay a reduced subscription. The numbers and extent of access are defined by the Board, which may amend the terms and conditions, remove or introduce particular categories and vary the subscriptions, subject to the approval of the membership at an AGM or EGM. At present, members of the Senior Full+, Young Adult and Intermediate Categories are included as Ordinary Members for the purpose of voting at Meetings. The current categories are:

Senior Full+ Members - Men and Ladies, 80 years of age and over, who have been Full Playing Members of the Club for twenty full subscription years or more.

Affiliated Members – Men and Ladies being Full Playing Members of other Cornish Golf Clubs outside a distance of seven miles.

Country Members – Men and Ladies living outside the County, being members of recognised Golf Clubs.

Young Adult Members – Golfers over 21 years and under 25 years of age.

Intermediate Members – Golfers over 18 years and under 21 years of age.

Junior Members – Boys and Girls under 18 years of age.

Overseas Members – Full Playing Members of the Club who reside outside the United Kingdom for a full subscription year.

Occasional Members – Existing Members of a minimum 5 years, who will pay a fee to retain their membership. An additional fee will be charged on a pay & play basis

Corporate Membership – Available to Corporate Bodies, with the detail to be approved by the Board.

Armed Forces Membership – Full Playing Members of the Club, who are serving members of Her Majesty's Armed Forces and therefore not always resident in the locality.

Student Membership – Current Junior members upon reaching the age of 18, & whilst still in full time education will migrate to a student category, which will carry a fee equal to that paid in the junior category.

## 2.4 Membership Procedures

(a) **Election:** A candidate for election to Golf Membership of the Club can be proposed and seconded by two Ordinary or Senior Full Playing members, or a Golf Club or Association of which they have previously been members. Junior Members

may automatically proceed to full membership, and new entrants to the sport may apply to the General Manager for a programme of preparation. A candidate for the category of Social Membership may be proposed and seconded by Social Members). If a candidate fails to be elected by the General Committee, their name may not be re-submitted for at least twelve months from the date of the Committee meeting which considered the application.

The names of candidates for election to Membership of the Club, together with those of their proposers and seconders, shall be posted on the Main Notice Board at least FOURTEEN days prior to the Board Meeting at which their application will be considered. Their acceptance as Members shall be by simple majority of those present and eligible to vote at the meeting. Membership shall take effect from the date of notification of acceptance. Non-payment of all fees due within TWENTY-EIGHT days of notification will result in automatic withdrawal of acceptance.

(b) **Resignation of Members:** The subscription year of the Club shall be from the 1<sup>st</sup> June to the 31<sup>st</sup> May in the following year. Any member wishing to resign his/her membership of the Club

shall give notice of his/her intention to do so in writing addressed to the Secretary/Manager on or before the 31<sup>st</sup> May in any year, otherwise he/she will be liable to pay the subscription for the next financial year. If a member has cause to resign in the course of a year he/she may apply for a partial refund by writing to the General Manager to explain the reasons for their resignation, The Board will consider the situation and make a decision accordingly. The same consideration can also be applied to the death of a member at any time.

- (c) **Discipline:** If the conduct of a member is considered to be below the standard expected of a member, the complainant may bring this to the notice of the General Manager by written submission acquainting him/her of the circumstances. The matter should then be discussed by the Captains' Committee, and if, after consultation with those involved, the matter cannot be resolved to the satisfaction of both parties, it should then be brought to the attention of the Board. If the Board considers the matter to be serious enough to warrant such action, the member against whom the complaint is made shall, having been given seven days written notice of the complaint, be invited to attend a Disciplinary Sub-Committee meeting and may be accompanied.

The Disciplinary Sub-Committee, consisting of the Officers of the Club and the General Manager, will investigate the complaint and call witnesses as necessary. The Disciplinary Sub-Committee shall have the power to dismiss the complaint or take such disciplinary action as they consider appropriate or recommend expulsion, on a simple majority of the Disciplinary Sub Committee. A recommendation to expel a member from the Club must be ratified by the Board without undue delay. The General Manager must give written notice of the Committee's decision to the member within three days of the meeting. Any member expelled in accordance with this rule or otherwise ceases to be a member of the Club, and shall forfeit all rights to, or claim upon, the Club or its property or funds that he/she would have by reason of his/her membership. Members have a right of appeal to independent authority, at County Level initially and if the issue is still unresolved, to England Golf.

- (d) **Subscriptions:** The Directors shall from time to time decide the rate of Subscriptions and Entrance Fees for all categories of Membership. Members may choose to pay in full, or to utilise the Instalment scheme. A Member paying his/her annual subscription under the instalment scheme shall cease his/her membership should full payment not be received by 1<sup>st</sup> July, unless an acceptable reason is provided in writing. Should the Membership of such a Member be cancelled, he/she is barred from playing on the Course under any circumstances.

Subscriptions are due on the First day of June each year. Members will receive, by post or email, at their last known address, one month prior to that date, a statement of subscriptions due for the following Subscription Year. A Member failing to pay (or commence payment instalments) within one month of the due date shall be notified by the Secretary/ Manager in writing. Should the amount due be not paid within FOURTEEN DAYS of such notice, membership of the Club shall cease forthwith and the Member's name shall be posted on the Main Notice Board until the next Committee Meeting. The Committee may reinstate a defaulting Member upon receipt of an acceptable reason for non-payment being received in writing. The liability shall then be discharged immediately.

### 3. Governance:

The focus of Governance as set out in the Rules is to serve the Purpose and Objects of the Company, **by providing a secure structure to enable both the management of the Club as a business and the representation of the concerns and interests of the members.** The section begins by describing the structures that exist to provide governance in different areas

and aspects of the Club, its management and activities, and briefly outlines the procedures involved.

**3.1 The Board of Directors: The governing body of the Club is the Board of Directors, which is vested with the full powers of the Company, to be applied as set out in Section 1 of this document within the framework of the Club Rules and the Articles of Association.** This includes the power to establish sub-committees to organise particular activities and areas of activity, as Standing Committees – such as the Captains' Committee – or as temporary sub-committees to deal with particular issues and arrangements as they arise. The Board shall elect a Chair at the first meeting.

The Board consists of six elected Directors who are chosen by the membership, plus three Officers of the Club who are designated as Directors ex-officio during their term of office. Candidates for election may be nominated regardless of gender. The elected Directors shall normally be elected to serve for a three-year term, and can be re-elected to serve for a total of nine years. In particular circumstances the Board may also co-opt a Director on a temporary basis to fulfil a particular function or requirement until the next AGM. It also has the power to appoint Directors from within or outside the Membership to provide particular skills and expertise, or to fill an unexpected vacancy, for a designated period of time.

The Board shall hold a minimum of 4 meetings a year, and may additionally meet as required, with a quorum of 5 members, and exercise direct oversight of: - the Club and its activities, the management of assets, employment of staff, Membership, General Meetings and Elections. The General Manager of the Club shall attend the meetings as a non-voting member, and other employees of the Club shall be invited to attend the main meetings or meetings of a sub-committee as appropriate. **The Board also has the power to introduce amendments to the Rules and Bye-Laws of the Club, with a responsibility to explain their nature and purpose to membership at an AGM and receive approval before regarding them as permanent.** Further details of the role, responsibilities, rights and powers of the Board, and of individual Directors are set out in the Articles of Association and are summarised in an Appendix attached to this document for further reference.

### **3.2 Governance Committees:**

**(a) The Captains Committee:** In addition to the Board, the Directors shall establish and maintain a Captains' Committee, which shall have access to the all the powers of the Board required to fulfil its functions, including the right to establish sub-committees as required. It shall consist of the Men's and Women's Captains, hereafter referred to as the Captain and the Captain of the Ladies, with their respective Vice-Captains and 5 other members as representatives of the membership as a whole. These may be elected Directors, representatives of club sections such as the Juniors and societies within the Club such as the Seniors, or be elected/co-opted from the wider membership. The focus of attention for this committee should be the organisation of Golf events, Competitions and Teams, the availability of golfing activities for all members, accessibility for new golfers and members, and the provision of social activities and entertainments. It may also deal with disciplinary issues involving members, if requested to do so by the Board, and will set up a Competition and Handicap Committee as required by England Golf, as the need arises. It shall meet at least six times per year and may choose to meet more frequently, with a quorum of six members. Meetings will be chaired by the Club Captain, or by a nominated deputy. The General Manager of the Club shall attend the meetings as a non-voting member, and other employees of the Club shall be invited to attend the main meetings or meetings of a sub-committee as appropriate.

**Further sub-committees** may be devised for particular purposes, or as standing committees relating to a particular area of activity. They shall be organised and led by members of the Board/Captains Committee. They will meet as required to fulfil their responsibilities, and will operate with a quorum of 2/3rds of the membership. The work of the sub-committees shall be monitored by the Board of Directors, which must approve any proposed developments. A Chair shall be designated at the point of establishment. Should the Chair retire at some point in the lifetime of the sub-committee, its members may elect a successor.

(c) In addition to the above, the Club permits the establishment of other committees for the management of particular sections of the membership, such as the Ladies committee, and the Junior development committee and societies such as the Tpegs. These committees represent their membership and have authority over their members. They can hold meetings and organise activities as required, and representatives can be invited to attend the Standing Committee meetings to share information as deemed appropriate, but cannot vote on those occasions. Their members are, of course, entitled to stand individually for election as Directors or Officers of the Club or as members of the Captains Committee if they fulfil the membership requirements.

### **3.3 General Meetings**

General Meetings are attended by the Membership as a whole, **with Ordinary Members entitled to vote on the issues raised**. They are important occasions for information and consultation by the Directors and Committees, and for the membership to express any views and concerns. In that sense, they are an important element of Governance and essential for the successful management of the Club. The details set out here highlight the main features of the General Meetings but further details can be accessed in the Articles of Association, or in the Appendix attached to this document.

(a) The Company shall hold a general meeting in each year as its **Annual General Meeting** in addition to any other meetings in that year, and must specify the meeting as the Annual General Meeting in the notices convening it. Not more than 15 months shall elapse between the date of one Annual General Meeting of the Company and that of the next. Provided that so long as the Company hold its first Annual General Meeting within 18 months of its incorporation it need not hold it in the year of its incorporation.

The **Annual General Meeting** shall be held at such time and place as the directors shall appoint.

(b) The current custom is that any general meetings other than the Annual General Meetings shall be called Extraordinary General Meetings, and may be called for general discussion or for discussion of a specific issue.

(c) The Directors may, whenever they think fit, convene a general meeting.

(d) Members of the Company may require the Directors to convene a general meeting. The Directors must call a general meeting once the company has received requisition to do so from members who represent at least 10% of the total voting rights of all the members having, at the date of deposit of the request, a right to vote at General Meetings.

(e) No business may be conducted at any meeting unless a quorum of members of the Company is present. At a General Meeting, a quorum is defined as the lesser of 10% of the membership or forty members of the Company present in person and entitled to vote. If within half an hour from the time appointed for the meeting a quorum of members is not present or if, during the holding of a meeting

that number is reduced below the required number, such a quorum ceases to be present. Therefore if the meeting was called pursuant to a request by members, it shall immediately be dissolved; in any other case, the meeting shall be adjourned to the same day in the next week at the same time and place or to such other day, time and place as the directors may determine. If, at the adjourned meeting, a quorum of members is not present within half an hour of the time appointed for the adjourned meeting, the members present shall form a quorum.

**3.4 Elections** Elections of Officers and Directors take place at an AGM, unless an EGM is called for that purpose. Elections to other committees and sub-committees take place as required and organised by the relevant committee, with oversight from the Board of Directors.

**(a) Election of Officers:** The Officers of the Club are the President, the Captain, the Captain of the Ladies Section. They are nominated by the Board (or members thereof) and approved by the members at an AGM with a show of hands. Thereafter they serve as Board members according to their role and functions. The Vice-Captains are also Officers, but are not members of the Board.

1. The **President** fulfils an honorary role as the leader of the Club and takes part in a number of events in that capacity. He/she is therefore a member of the Board, The President is elected for a term of two years.

The Board of Directors shall select a candidate by a majority vote. Consent shall then be obtained from the Nominee. Refusal to accept nomination requires the procedure to be repeated until a Nominee accepts. The candidate will then be the Official Board Nomination and will be presented to the members at a General Meeting, normally the AGM. The procedure for the Election of Officers will then be set in motion, with members asked to approve the appointment by a show of hands. Should the office become vacant in mid-term, the Board shall either call an Extra-Ordinary General Meeting to elect a replacement or delay action until the following Annual General Meeting if that is deemed to be in the interests of the Club.

2. The **Captain** and the **Captain of the Ladies** play a vital part in the governance of the Club by organising Golf teams, competitions and associated activities, attending events and social activities, arranging presentations and representing the Club both internally and within a wider context. While they each have particular areas of responsibility, they can also work together where it is beneficial, as in the Captains' Committee and if they so choose, in fulfilling the duties of the Club Captain. They are elected to office for one year only, and therefore nominate a Vice-Captain and Lady Vice-Captain to share the workload and prepare for their own term of office. Having previously been nominated, and served as Vice-Captain, they formally accept the role and authority of Captain after confirmation at the relevant AGM. Both are ex-officio Directors and voting members of the Board, with responsibility for providing information about Club activities and representing the views and experience of the membership.

3. The **Vice-Captains** should be chosen according to the following procedure. The Captain/Captain of the Ladies Section selects a candidate for the office giving priority to members who have had experience of serving on one of the relevant committees/sub-committees. The Captain must ensure that his/her nominee for the office of Vice-Captain and subsequent Captain is aware of the responsibilities and commitment involved and consult the President and the other Officers before presenting his/her nomination for adoption by the Board of Directors. The appointment is then announced at, or as soon as possible after, the relevant AGM.



## **(b) Election of Club Directors**

While Directors will normally be elected for a term of the three years, the first group of Directors to be established will need to retire at different times in order to maintain some continuity in the membership of the Board. For that reason, when the Board is initially established two will be elected initially for a two-year term, and three for a full three years. When their tenure is completed they will all be eligible for re-election as set out in Article 3.1 above.

1. Candidates for the role of Club Director shall be nominated by any two Ordinary Members (Proposer and Seconder) having previously received the consent of the Member to be nominated. A form shall be affixed to the Main Notice Board of the Club by the General Manager at least SIX WEEKS before the Annual General Meeting. The name of each nominee, together with those of the Proposer and Seconder, shall be entered on the form. The closing date for nominations shall be TWENTY-EIGHT days (inclusive) prior to the Annual General Meeting. Should the number of nominees be the same as the number of existing vacancies, the names shall be presented to the Members in alphabetical order and election shall be confirmed by a show of hands.

Should nominations exceed vacancies, election shall be by ballot of those present, with the addition of any postal/e-mailed or hand-written votes previously received by the General Manager. In this event, those who have nominated a candidate are expected to make a statement in support of their candidate and outline their qualifications for the role. Should two or more nominees receive an equal number of votes for the last vacancy, a further ballot shall take place for that vacancy in which only those present are entitled to vote. If insufficient nominations are received to fill existing vacancies, the Board may fill such vacancies for that year at the first Committee meeting following the Annual General Meeting. The Board shall also have power to fill any vacancies which may arise amongst the Officers or Directors during the year for the unexpired period of that year. This shall not disbar the Member from being proposed for election for a full term at the subsequent Annual General Meeting.

2. If an Officer or Director intends to be absent for TWO MONTHS or longer, he shall give notice of the fact to the Committee who may appoint another Member of the Committee to perform the duties of the Officer in question during his absence.

3. Only Ordinary Members shall be eligible for election as Officers of the Club or as Directors.

## **4. Communication by the Company to Members**

1. Unless otherwise provided for in these Articles or by the Act, the Company may send a document or information to a member by the following means:

- In hard copy form by sending it by post in a prepaid envelope addressed to the member at the address held by the Company in its register. Provided that the address is in the United Kingdom, and it was properly addressed, prepaid and posted, service of the document or information is deemed to have been received by the intended recipient 48 hours after it was posted;

- In electronic form if the member has given an e-mail address for this purpose. Provided that it was properly addressed, the document or information is deemed to have been received by the intended recipient 48 hours after it was sent; or -
- - by making such document or information available on the Company website. The document or information shall be readable and downloadable, and the recipient shall be notified of its presence and how to access it. The document or information is deemed to have been received by the intended recipient when the material was first made available on the website or, if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website. It shall be available on the website for at least 28 days beginning with the day on which notification was sent to the intended recipient, provided that temporary non-availability wholly attributable to circumstances that it would not be reasonable to have expected the Company to prevent or avoid shall be disregarded.

2. Where a member has received a document or information from the Company otherwise than in hard copy form, he may require the company to send him a version of the document or information in hard copy form. The Company shall send free of charge such document or information in hard copy form within 21 days of receipt of any such request.

3. A document or information sent or supplied by a member to the Company or by the Company to a member is sufficiently authenticated if:

- (a) in hard copy form, it is signed by the person sending or supplying it; and
- (b) in electronic form, the identity of the sender is confirmed in the manner specified by the Company or, where no such manner has been specified by the Company, if the communication contains or is accompanied by a statement of the identity of the sender and the company has no reason to doubt the truth of that statement.

## 5. By-Laws

By-laws are Club Rules that relate to a specific item and do not require any detail regarding their significance and related procedures. They can be added, removed or amended by the Board of Directors, **either** by consulting the membership at a General Meeting **or** by making changes on a trial basis and seeking confirmation from the membership at a General Meeting thereafter.

### (a) Membership - Special category rules

- Honorary Life Member: A Member recommended to the category of Honorary Life Member shall be considered to have given notable service to the Club. A recommendation must be submitted in writing to the Committee. Upon approval by the General Committee, the name will be submitted to the next Annual General Meeting for election. A Member so elected shall have the rights and privileges of an Ordinary Member and shall be exempt from paying the annual subscription.
- Affiliated & Country Members: Affiliated & Country Members may use the Course on fifteen days during the year without paying a green fee and have unlimited social access to the Clubhouse.
- Applicants seeking Membership who are under tuition and have not yet been passed by the Club Professional as competent, may use the practice facilities after seeking permission from the Secretary and provided that they do not interfere with the practice and/or playing of Members.
- An Applicant who has been certified as competent by the Professional or who has an official handicap may use the practice facilities or pay a green fee under the 'Playing Card Scheme' at off peak periods, provided that such use of the course will cause neither obstruction nor nuisance to Members.

**(b) Dress Rules**

- **Clubhouse:** Members, guests and visitors are expected to wear a reasonable standard of dress at all times.
- **On the Course:** Recognised Golf Apparel must be worn at all times.  
Members are asked to ensure that they are suitably dressed after leaving the Course and before entering the Clubhouse.

**(c) Visitors and Guests**

- **Visitors** are welcomed for both golf and social activities. They may visit the clubhouse to eat and drink, and to attend social events for which they have purchased any tickets required or paid the stipulated entrance fee. Visitors seeking to use the Course and practice facilities may enter Open competitions, or book and pay for access, provided that they have a valid handicap or come as part of a visiting Golf Organisation.
- **Guests** are individuals invited by Members for either or both golf and social activities and accompanied by the Member involved. Members are required to pre-book access for their guests to any organized social event and inform the Catering Manager of the numbers. Ordinary and Senior Full Playing Members may invite up to THREE guests to access the Course and/or practice facilities at a reduced green fee, at a time pre-arranged with the Club Professional. Guests cannot participate in a Club competition unless it is designated as Open. The Member must always play with their guest/guests and no individual can play as a guest more than 12 times in a year.
- **Special Access Visitors**
  - The President, Captain and Secretary/Manager shall have the authority to grant the courtesy of the course to special guests and visitors.
  - The courtesy of the course may be extended to Club Captains in office, Golf Club Secretaries, Golf Professionals and Head Greenkeepers by arrangement with the General Manager.
  - Golfing Societies, which are organised bodies of golfers numbering twelve or more individuals, may be granted concessionary rates of Green Fees, at the discretion of the General Manager.
  - Visitors playing by Reciprocal arrangements with designated Clubs, or with a County Card, have access to the Course according to the Rules associated with those categories.

**(d) Financial Year** - The Financial Year shall be from the first day of April until the thirty-first day of March.

**(e) Trophies** - Winners of Challenge Prizes (trophies, cups and shields), shall be responsible for their safe-keeping if taken from the Club.

**(e) Buggies** - Personal buggies are permitted in line with the Clubs Buggy Policy. For a copy or to discuss the Buggy Policy please refer to the Secretary/Manager.

**(g) Pool Table** - The Pool Table may be sited within the Clubhouse on a permanent basis with the proviso that the Golf Club does NOT enter a Pool League.

## **Section 2: APPENDICES: ROLE OF DIRECTORS and PROCEDURES FOR MEETINGS**

### **1. Appendix: The role of Director – conditions, procedures, powers and responsibilities.**

**The following provisions draw on the Articles of Association and the procedures outlined above, and the duties, powers and procedures set out below are to be understood in the context of the conditions and requirements set out in the Introduction on page 1 of the Club Rules.**

**(a) Conditions of Tenure:**

1. The maximum number of directors is [9 ] and the minimum number of directors is [4 ]. Under current rules there are 6 elected Directors and 3 Officers of the Club who are members of the Board ex-officio. This maximum and minimum may be changed by a resolution of the Company in general meeting. A director must be a member of the Company and at least 18 years of age. If there are fewer than the stated minimum number of directors, those directors or a sole director in office shall not have the power to transact business unless they immediately call a General Meeting for the purpose of appointing further directors. There is no gender requirement for Directors, and the use of the masculine form below is generic only, as defined in the Articles of Association (1.3).
2. The Chairman of Directors is elected at their first meeting, and remains Chair until he/she chooses to stand down, reaches the end of his term of office, or is deemed unable to fulfil the role. At a meeting of directors, 5 directors are a quorum. A director shall not vote nor be counted as a member of the quorum at any directors' meeting held in respect of any contract in which he is interested. If he shall purport to vote his vote shall not be counted and if the meeting is thereby inquorate, any resolution concerning that contract is and shall be void
3. **No director of the Company shall be appointed to any salaried office and no remuneration or other benefit in money or money's worth shall be paid or given by the Company to any director, except that a director is entitled to be reimbursed from the property of the Company for payment of out-of-pocket expenses properly and reasonably incurred by him or her solely in connection with the director's duties as director when acting on behalf of the Company,** However, nothing in these Articles shall prohibit payment by the Company of any sum or salary to the Secretary for clerical or other assistance.
4. Retirement of Directors: Automatic retirement of Directors of Directors takes place according to the provisions of the Articles of Association. If a Director chooses, or is obliged to retire, at some other point in his/her tenure of office, the Board has the power to appoint a replacement according to the rules set out in the Articles and the procedures set out in the Club Rules.
5. Save where the number of directors falls below 5, the directors shall have power at any time, and from time to time, to appoint any person to be a director, either to fill a casual vacancy or as an addition to the existing directors. Any director so appointed shall hold office only until the next Annual General Meeting, and shall then be eligible for re-election if they choose to stand and are elected within the terms of the Constitution.
6. The Company may by Ordinary Resolution remove any director before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such director.
7. The office of a director is further vacated automatically if:
  - he holds any office of profit under the Company;

- he is directly or indirectly interested in any contract with the Company and fails to declare the nature and/or existence of his interest in the manner required by s.182 of the Act;
- his membership of the Company is terminated in accordance with disciplinary procedures.
- he absents himself from meetings of the directors for a continuous period of 6 months without special leave of absence from the directors acting and duly recorded at a directors meeting held during that period of 6 months;
- he is disqualified from acting as a director by operation of law or order of the court;
- he gives the directors one calendar month's notice in writing that he resigns his office or
- he being an elected director of the company is elected under the provisions of Article 47 to the position of Captain. However nothing in this provision shall prevent a person so elected from being an ex-officio director of the Company as stated in the Club Constitution.

**(b) Powers and duties of directors**

1. Appointment of Club Manager: The Manager must be appointed by the directors for such term and at such remuneration and upon such conditions as they think fit. The directors may terminate the Manager's appointment and fill a vacancy.
2. The general duties of the directors are as specified in section 170 to section 177 of the Act.
3. The business of the Company shall be managed by the directors, who may pay all expenses incurred in promoting and registering the Company and may exercise all such powers of the Company as are not, by the Act or under these Articles, required to be exercised by the Company in general meetings. **They are subject, nevertheless, to the provisions of the Act and these Articles and to such regulations as may be prescribed by the Company in a general meeting**, provided that no regulation made by the Company in general meeting shall be applied retrospectively. The directors may, subject to Rule 2(a)1, act notwithstanding vacancies.
4. Within the framework of the Club Rules and their responsibility to the membership, the directors may exercise all the powers of the Company, including:
  - to borrow money, and to mortgage or charge its assets or undertakings, or any part thereof, and to issue debentures, debenture stock or other securities, whether outright or as security for any debt, liability or obligation of the Company;
  - to fix the annual and other subscriptions and entrance fee (if any) payable by Members on such terms and conditions as they think fit and provide for such variation of subscriptions for different classes of Members as they think fit. The annual subscriptions shall become due in advance on 1st (month) in each year or such other date or dates as the directors in any case may determine. If the whole of the subscription or any part thereof shall remain unpaid within one calendar month of its due date a member shall cease ipso facto to be a member of the Company and shall have no claim on the assets thereof;

- to raise money by a levy upon the members but the payment of such levy shall not be enforceable unless the imposition of the levy has been approved by a normal resolution passed in any general meeting including the Annual General Meeting of the Company;
  - to fix from time to time the different categories of membership the conditions of entry into each category and the rights and privileges attaching to each category which for the avoidance of doubt shall include the voting rights of each category.
5. The directors may delegate any of their powers to a committee or committees of members of the Company appointed by the directors. With the exception of a committee with less than 4 members or one concerned with the purchase for the Company, or supply by the Company, of intoxicating liquor, a committee may have up to one third of its membership from members of the Company other than directors. In the exercise of the powers delegated to it a committee must conform to any regulation prescribed by the directors and in accordance with the Constitution of the Club. Any delegation of powers or appointment of a committee or a member of that committee may be recalled or revoked by the directors at any time.
6. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for monies paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed as the directors shall from time to time by resolution determine.
7. The directors shall cause minutes to be made for the purpose of:
- all appointments of Officers or membership of committees and the delegated powers of those committees made by the directors including the revocation or recall of the same;
  - the names of all directors and members present at each meeting of the directors and of any committee; and
  - all resolutions of members passed otherwise than at general meetings, all proceedings of general meetings of the Company and of the directors and committees. These records must be kept for at least ten years from the date of the resolution, meeting or decision, as appropriate.
8. The directors shall be entitled to request observers to attend meetings of the board of directors who shall be members of the Company and who shall, subject to any contrary resolution of the directors, have the right to speak but not vote at those meetings.
9. Subject to Rule 2(a)1 of this Appendix, the directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall not have a second or casting vote. A director may, at any time, request the Secretary to summon a meeting of the directors. It shall not be necessary to give notice of a meeting of directors to any director for the time being absent from the United Kingdom.
10. All acts done by any director, acting either alone or as part of a committee or meeting, shall be valid notwithstanding that it is afterwards discovered that: there was a defect in his appointment, he was disqualified from holding office, he had ceased to hold office, or he was not entitled to vote on the matter in question.
11. A resolution in writing, signed by all the directors for the time being entitled to receive notice of a meeting of the directors, shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held.

12. Accounts: the directors shall ensure that adequate accounting records are kept, in accordance with section 386 of the Act. In particular, these shall contain:

- entries from day to day of all sums of money received and expended by the company and the matters in respect of which the receipt and expenditure takes place; and
- a record of the assets and liabilities of the Company.

13. The accounting records shall be kept at the Company's registered office or such other place as the directors think fit, and shall at all times be open to inspection by the Company's Officers. The directors shall from time to time determine whether and to what extent, at what times and places, and under what conditions and regulations, the accounting records, or any of them, are to be open to the inspection of members of the Company who are not Officers. Save as aforesaid no member of the Company who is not an Officer has any right to inspect any accounting records or other document of the Company save as expressly conferred by statute and subject to the conditions provided therein. Accounting records which the Company is required to keep under section 386 of the Act shall be preserved for at least 3 years from the date on which they are made.

14. For each financial year, the directors shall prepare accounts of the Company for that financial year comprising: a balance sheet as at the last day of the financial year and a profit and loss account, giving a true and fair view of the Company's financial position and in accordance with section 398 of the Act. The company's annual accounts shall be approved by the board of directors and signed on behalf of the board by a director of the Company. The balance sheet shall contain the signature, the name of the person who signed it, and a statement in a prominent position above the signature to the effect that the accounts have been prepared in accordance with the provisions applicable to a company subject to the small companies' regime as defined in section 381 of the Act.

15. The directors shall also prepare a directors' report for each financial year of the Company, stating:

- the names of the persons who, at any time during the financial year, were directors of the Company; and
- the principal activities of the company in the course of the year.

16. Should the company be audited, the directors' report shall also contain a statement to the effect that, in the case of each of the persons who are directors at the time the report is approved:

- so far as the director is aware, there is no relevant audit information of which the company's auditor is unaware; and
- he has taken all steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditor is aware of that information.

17. The directors' report shall be approved by the board of directors and signed on behalf of the board by a director or the secretary of the Company. It shall state the name of the person who signed it and contain a statement in a prominent position above the signature to the effect that the report has been prepared in accordance with the small companies regime.

18. The directors shall deliver to the registrar for each financial year a copy of the balance sheet drawn up as at the last day of that year, and – if the Company has been audited for that year – a copy of the auditor's report on those accounts. The directors may also deliver a copy of the company's profit and loss account for that year; and a copy of the directors' report for that year. Such accounts and reports shall be filed no more than 9 months after the end of the

relevant accounting reference period. Calculation of the period for filing shall be in accordance with section 443 of the Act.

19. Copies of the Company's annual accounts and reports for each financial year shall be sent to all persons entitled to receive notices of general meetings of the Company, provided that no such obligation shall arise for a person for whom the Company does not have a current address as defined in section 423 of the Act. Such accounts and reports must be sent no later than the end of the period for filing, or, if earlier, the date on which the Company's accounts and reports are actually delivered to the registrar.

20. On demand by a member, the Company shall provide within seven days of receipt of the request and free of charge a single copy of: the company's last annual accounts, the last directors' reports, and – if the Company was audited for that financial year – the auditors' report on those accounts (including the statement on that report). The entitlement under this Article is in addition to any copy to which a member may be entitled under [Rule 2(b)19] above.

21. Auditors shall be appointed and their duties regulated in accordance with the provisions of Part 16 of the Act.

22. Rules and Byelaws of the Club:

The directors of the Company may from time to time make, alter and repeal any Rules and Byelaws they consider necessary or expedient or convenient for the proper conduct and management of the Club and in particular, but not exclusively, they may by such Rules and Byelaws:

- Regulate the different categories of membership the conditions of entry into each category and the rights and privileges attaching to each category which for the avoidance of doubt shall include the voting rights of each category
- Regulate and prescribe such rules as they deem necessary for the nomination and election of the [Captain's] [ ] Committee of the Club.
- Regulate the terms and conditions upon which guests of the club and its members, children of members of the Club and visitors may use the property and premises of the Club and Company;
- Fix the times of opening and closing of the golf course, clubhouse and premises of the Club and Company or any part of them and the permitted hours for the supply of intoxicating liquor;
- Regulate the conduct of members of the Club in relation to one another and to the Club and Company staff;
- Set aside the whole or any part of the Club and Company premises for members, of class of member at any particular time or for any particular purpose;
- Regulate all matters in relation to expulsion and suspension of membership from the Club or Company and they may pursuant to the proper exercise of this power delegate such to the Captain's committee of the club.
- Regulate any matter that is commonly the subject of Club rules and byelaws.

They are, however, required by the Club Constitution to ensure that the membership is informed of the nature and purpose of the changes at the AGM following the changes, before they are regarded as permanent.

23. The directors must adopt whatever means they consider sufficient to bring all Rules and Byelaws, alterations, repeals and additions to the notice of the members of the Company. All Rules and Byelaws of the Company, for so long as they are in existence, are binding upon all members of the Company. No Rule or Byelaw may be inconsistent with, or affect or repeal



anything contained in the Articles or be in breach of any statutory provision. Any Rule or Byelaw may be altered, repealed or added by resolution of the directors.

24. Indemnity: Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other Officer or committee member of the Company shall be indemnified out of the assets of the Company against any liability incurred by him to a person other than the Company in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the courts for liability for negligence, default, breach of statutory or other duty or breach of trust in relation to the affairs of the Company SUBJECT ALWAYS that the person so indemnified must have acted honestly, reasonably and in the best interests of the Company and is entitled to be indemnified.

## **2. Appendix – Procedures for Meetings**

### **General Meetings**

1. Meetings of Committees and sub-committees are organised according to the requirements of their role and responsibilities. Meetings open to the general membership are termed General meetings.
2. The directors may, whenever they think fit, convene a general meeting.
3. Members of the Company may require the directors to convene a general meeting according to the terms laid out in section 3.3 of the Constitution. A requisition made by members:
  - must state the general nature of the business to be dealt with at the meeting, and
  - may include the text of a resolution that may properly be moved and is intended to be moved at the meeting.
4. A resolution may properly be moved at a meeting unless: it would, if passed, be ineffective, it is defamatory, or it is frivolous or vexatious.
5. A requisition may be made in hard copy or electronic form and must be authenticated by the person or persons making it.
6. If the directors are required to hold a meeting pursuant to a requisition by members, they shall call such meeting within 21 days from the date on which they become subject to the requirement. If the requisition identified a resolution intended to be moved at the meeting, notice of the meeting shall include notice of the resolution. The meeting shall be held on a date not more than 28 days after the date of the notice convening the meeting.
7. If the directors are required to call a meeting but fail to do so in accordance with the above provisions, the members who requisitioned the meeting, or any of them representing more than 50% of the total voting rights of all of them, may themselves call a general meeting. If the requisition identified a resolution intended to be moved at the meeting, notice of the meeting shall include notice of the resolution. The meeting shall be called for a date not more than three months after the date on which the directors became subject to the requirement to call a meeting.

8. Notice of general meetings: A general meeting shall be called by at least 14 days' notice. An Annual General Meeting or a meeting called for the passing of a special resolution shall be called by at least 21 days' notice. However an AGM involving the election of Officers or Directors will require a longer period of notice, as set out in article 4.2 of the Constitution. Any meeting may be called by shorter notice than that otherwise required if shorter notice is agreed by members who represent not less than 90% of the total voting rights at that meeting of all the members. Any period of notice is exclusive of the day on which the notice is given and the day of the meeting.
9. Notice shall be given to every member and every director of the company, and shall state:
  - the time and date of the meeting;
  - the place of the meeting; and
  - the general nature of the business to be dealt with at the meeting.
10. Notice shall be given in hard copy form, in electronic form, or by means of the company website; or partly by one such means and partly by another. If notice is by means of the company website, the company shall notify persons so entitled of the presence of the notice on the website. Such notification shall state that it concerns a notice of a company meeting, and specify the place, date and time of the meeting. The notice shall be available on the company website from the date of notification until the conclusion of the meeting.
11. Accidental omission to give notice of any meeting to any one or more persons does not of itself invalidate the proceedings at that meeting.
12. Special Business: All business shall be deemed special that is transacted at a General Meeting and also all that which is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets and the reports of the directors and auditors, the election and re-election of the directors in the place of those retiring and the appointing, and the fixing of the remuneration of the auditors.
13. The Chairman elected by the board of directors shall preside as Chairman at every general meeting of the Company. If there is no such Chairman, he is unwilling to act, or he is not present within 5 minutes after the time appointed for the holding of the meeting, the directors present shall elect one of their number to be Chairman of the meeting. If at any meeting no director is willing to act as Chairman, or if no director is present within 15 minutes after the time appointed for holding the meeting, the members present shall, by simple majority, elect one of their number to be Chairman of the meeting.
14. Passing of resolutions: At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands. A declaration by the Chairman that a resolution has or has not been passed, or passes with a particular majority, shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. An entry in respect of such a declaration in recorded minutes of the meeting shall also be conclusive evidence of that fact without such proof. A declaration or entry shall not be conclusive evidence if a poll is demanded in respect of the resolution, and the demand is not subsequently withdrawn.
15. A poll may be demanded by:
  - the Chairman;
  - at least 2 members having the right to vote at the meeting; or
  - members representing at least 10% of the total voting rights of all the members having the right to vote at the meeting.
16. The demand for a poll may be withdrawn.
17. If a poll is demanded and not withdrawn:

- it shall be taken in such manner as the Chairman directs and the result of the poll is deemed to be the resolution of the meeting at which the poll was demanded. No member of the Company shall be entitled to a second or casting vote where there is an equality of votes; and
  - if demanded by the Chairman, or on the question of adjournment, the poll shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
18. Subject to the provisions of the Act, a resolution in writing signed by each and all of the members of the Company for the time being entitled to receive notice of and to attend and vote at general meetings shall be as valid and effective as if the same had been duly passed at a general meeting of the Company duly convened and held.
19. Voting rights: Every Ordinary Member of the Company shall be entitled to vote under these Articles from time to time and shall have one vote and shall be entitled to receive notice of and to attend and vote at general meetings PROVIDED THAT no member may vote at any meeting unless all monies presently due and payable by him to the Company and unincorporated golf club have been paid. Where a member is unable to attend a meeting for a reason deemed valid by the Board, they are entitled to provide a written record of their voting intentions to be taken into account at the meeting. This must be signed and posted or delivered via email or in person to the General Manager before the day on which the meeting takes place.