

20 July 2022

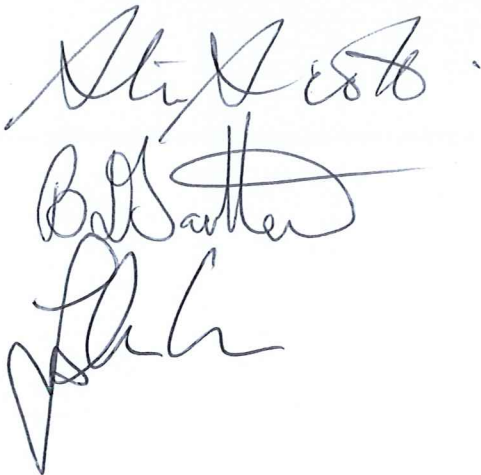
Pakuranga Country Club (Incorporated)

Constitution

Amended at the Annual General Meeting of the Club on
10 February 2022

Amendments are in bold print

I hereby certify that this is a correct copy of the rules
of the Pakuranga Country Club (Incorporated):



The image shows three handwritten signatures in cursive script, stacked vertically. The top signature is the most legible and appears to be 'Steve Scott'. The middle signature is 'Bob Barber'. The bottom signature is less legible but appears to be 'John'.

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1.0 NAME

The Club shall be called the Pakuranga Country Club (Incorporated) trading as Pakuranga Golf Club hereafter referred to as "the Club".

2.0 INTERPRETATION

In these rules, unless inconsistent with context:

- 2.1 "the Club" means the Pakuranga Country Club (Incorporated) trading as the Pakuranga Golf Club.
- 2.2 "the Register" means the Register of Members.
- 2.3 "the month" means calendar month.
- 2.4 "playing season" is deemed to be the period commencing with the Club's Opening Day and ending with the Club's Closing Day.
- 2.5 "the Board" means the Board of Management of the Club.
- 2.6 "the Committee" means any Committee of the Club as constituted in these rules.
- 2.7 "the Rules" means these rules or any other rules of the Club for the time being in force.
- 2.8 "the Act" means the Incorporated Societies Act 1908 and its amendments and any statutory provisions for the time being in force in modification of, or substitution of the same.
- 2.9 "the rights and Privileges" defined for the purpose of these rules describes the rights of members in each category to use the Club's facilities, play on the Course or vote or stand for the Board or Committee.
- 2.10 "Officer" means any officer elected in accordance with Rule 9.

Should any doubt arise concerning the interpretation of any Rule, Regulation or By-law for the time being in force, or any matter not provided for in these rules, the decision of the Board by way of resolution recorded in its minutes shall be conclusive and binding on all members of the Club until revoked at a General Meeting of members. Each financial member may upon request obtain a copy of the rules.

3.0 OBJECTS

The objects of the Club shall be to:

- 3.1 provide and maintain a high standard of facilities for the playing and the control of the amateur game of golf, and any other recreational activity which may conveniently be carried out in conjunction therewith.
- 3.2 ensure the maintenance of a sustainable financial position for the club.
- 3.3 encourage the growth of the game of golf and any other recreational activity.
- 3.4 provide social, recreational and other facilities for the members of the Club, their families and the public.
- 3.5 create opportunities for all participants to reach their potential.
- 3.6 create opportunities for all participants to represent the Club at District, National and International fixtures.

4.0 POWERS

The powers of the Club shall be to:

- 4.1 maintain the Constitution which provides for the effective management and maintenance of facilities for the playing and the control of the amateur game of golf, and any other recreational activity which may conveniently be carried out in conjunction therewith.
- 4.2 make or alter the rules of this constitution by resolution in general meeting.
- 4.3 acquire by purchase, lease or grant any property or property rights and to manage, let, sell, exchange or otherwise deal with property as may be considered appropriate for the acquisition, maintenance and working of golf courses, sporting grounds, club houses and amenities buildings. Construct and maintain such property, buildings, fences, dams, reservoirs, lakes, tanks, machinery, and other works that the club may consider necessary.
- 4.4 borrow or raise money upon mortgage, debenture or other security, charging the whole or any part of the assets of the Club, or to borrow money from Bankers or any other

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source with or without security and upon such terms as the Club may decide. To make, draw, accept, endorse, discount and issue Bills of Exchange, Promissory Notes and any other negotiable instruments upon such terms as the Club may decide.

- 4.5 fund raise by subscriptions, levies, donations and the like and apply funds in accord with the Objects.
- 4.6 employ or invest funds of the Club in such manner as shall be deemed to be in the best interests of the Club.
- 4.7 provide an organisation and executive to efficiently control and manage the facilities and amenities specified above.
- 4.8 enter into and/or terminate contracts with staff, contractors, members, sponsors and other persons, agencies and organisations.
- 4.9 delegate duties co-opt or appoint sub-committees or individuals.
- 4.10 insure property, employees and members.
- 4.11 disseminate private or other information about members with their consent, via written declaration, and subject to the purpose being in accordance with the objects of the Club.
- 4.12 subscribe to, affiliate to and co-operate with kindred or other organisations, including international.
- 4.13 establish tribunals to implement disciplinary procedures, conduct hearings and appeals, and impose sanctions and penalties including the withdrawal, suspension and termination of membership.
- 4.14 delegate powers to the Board to do all such things as are incidental or conducive to the attainment of the Objects and the Powers of the Club including power to appoint a General Manager, and make policies and bylaws.
- 4.15 do all things that are incidental or conducive to the attainment of any of these.

5.0 REGISTERED OFFICE

The Registered Office of the Club shall be the Clubhouse, 199 Botany Road, Howick, or any other place determined by the Board.

6.0 MEMBERSHIP

6.1 Categories of Membership

- 6.1.1 **Honorary Life Members**
Honorary Life Members shall have all the privileges of a financial full playing member. An Honorary Life Member is a member who has rendered exceptional service to the Club and has been nominated by Notice of Motion at the Annual General Meeting. The person so nominated shall be elected by a majority of two thirds of the members present at such meeting and from that time shall not be liable for any further subscriptions to the Club.
- 6.1.2 **Full Playing Members**
Full playing members shall be those persons who have paid the appropriate fees and shall be entitled to all rights and privileges of the Club.
- 6.1.3 **Participating Members**
Participating Members shall be those persons who have paid the appropriate Capital contribution and fees and shall be entitled to all rights and privileges of the Club.
- 6.1.4 **Weekday members**
Weekday members shall be entitled to all rights and privileges of The Club on any weekday from Monday to Friday inclusive. On Public Holidays which fall on any weekday (Monday to Friday inclusive), Weekday members may play subject to availability. During weekends (Saturday and Sunday) Weekday members shall be entitled to play at the Club subject to availability and on payment of green fees.
- 6.1.5 **Weekend Members**
Weekend members shall be entitled to all rights and privileges of full playing members on any Saturday, Sunday and Public Holiday, and shall be entitled to play at the Club on weekdays subject to availability and on payment of green fees.
- 6.1.6 **Nine Hole Members**

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Nine Hole members shall be entitled to all rights and privileges of full playing members other than the restriction to playing nine (9) holes only and with restricted playing times. The Board may from time to time determine the number of nine hole members and admit applicants for such membership as vacancies occur.

6.1.7 Corporate Members

A corporate member shall be a company, partnership or sole trader who has been admitted to membership of the Club upon such terms and conditions as the Board from time to time determines.

6.1.8 Intermediate Members

Intermediate members are persons aged from nineteen (19) years of age to thirty five years of age as at 1 September in each year and shall be entitled to all rights and privileges of full playing members.

The Board may, at its sole discretion, designate further age group sub-categories of Intermediate Members from time to time for the purpose of setting annual subscriptions applying separately to each sub-category.

6.1.9 Junior Members

Junior members are persons aged from ten (10) years of age to eighteen (18) years of age as at 1 September in any year. Junior members shall be entitled to play at the Club and in any competitions and at such times as the Golf Committee decides. Players of less than ten (10) years of age may be added to this category at the discretion of the Golf Committee.

A junior member who meets the criteria set down by the Golf Committee and is recommended by the Junior Convenor may be given special playing rights as a full playing member. This privilege will be reviewed annually.

6.1.10 Pee Wee Members

Pee wee members are persons aged from six (6) years of age to nine (9) years of age as at 1 September in any year. Pee wee members shall be entitled to practice and play at the Club under supervision at such times as the Golf Committee decides. A pee wee member who meets the criteria set down by the Golf Committee and is recommended by the Junior Convenor may be given special playing rights as a junior playing member. This privilege will be reviewed annually.

6.1.11 Absent Members

Absent members shall be those persons absent from the district for a period of not less than twelve (12) months and who have paid the prescribed fees to hold their membership. Such persons shall not be entitled to use the Club's facilities whilst in this category of membership. Affiliation fees would require to be paid to retain membership.

6.1.12 Honorary Members

Honorary members shall be granted free membership on an annual basis at the discretion of the Board. Such members shall pay affiliation fees only and shall be entitled to the same rights and privileges as full playing members.

6.1.13 Children and Grandchildren of Members

Children and grandchildren of members under the age of ten (10) years may play a round of golf if accompanied by a parent or grandparent during off peak periods. Available times should be checked with the starter.

6.1.14 Social Playing Members

Social playing members shall be entitled to use the facilities and to play at the Club, other than at restricted times, as determined by the Golf Committee from time to time and only on payment of applicable green fees. The Board may from time to time determine the number of social playing members and admit applicants for such membership only as vacancies occur.

6.1.15 Social members

Social members having paid the appropriate fees may use the clubhouse facilities and shall be entitled to play two (2) rounds of golf during the season.

6.1.16 Such other categories, class, or classes as may from time to time be decided upon by the Board.

6.2 Rights and Privileges

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- 6.2.1 Full Playing, Honorary Life, Participating Members, Weekday, Weekend, Intermediate Members and nine hole Members who are financial are entitled to vote at general or special meetings of the Club and take part in the management of the Club.
- 6.2.2 Such members are entitled to receive all relevant notices and papers, to attend and exercise one vote at club meetings. Full Playing, Honorary Life, Participating Members, Weekday, Weekend, Intermediate and nine hole Members may stand for election as Officers or Board members.
- 6.2.3 Social Playing, Junior, Absent, Honorary and Social members shall not be entitled to vote.
- 6.2.4 Privileges and playing rights of members shall be subject to the Club bylaws.
- 6.3 Application for Membership**

Application for membership shall be made in writing and shall be in such form the Board from time to time prescribes. The application shall be signed by a proposer and seconder who shall have been financial members for at least two years, or accompanied by the names of two referees.
- 6.4 Admission to Membership**

At the next meeting of the Board after the receipt of any application and the fee applicable for any class of membership, such application shall be considered and decided.
- 6.5 Resignation of Membership**

Any member deciding to resign must notify the General Manager in writing prior to the end of the financial year or be liable for an annual subscription. Any member who remains unfinancial for more than 1 month and further fails to respond to requests for payment shall be deemed to have resigned.
- 6.6 Withdrawal, Suspension or Termination of Membership**
 - 6.6.1 A membership may be withdrawn, suspended or terminated if the member:
 - a. is convicted of an indictable offence, or
 - b. fails to comply with any of the provisions of these rules, or
 - c. acts in a manner which brings the Club into disrepute.
 - 6.6.2 A member may have membership withdrawn, or be suspended, or be removed from office on a resolution carried by a majority of votes recorded at a meeting of the Board.
- 6.7 Reinstatement of Membership**

A member may apply to have membership restored at the end of the period defined, or at the discretion of the Board.
- 6.8 Appeals against Withdrawal, Suspension or Termination of Membership**
 - 6.8.1 A person whose membership has been withdrawn suspended or terminated may within fourteen (14) days of receiving written notification thereof, lodge with the General Manager notice of intention to appeal against the decision of the Board.
 - 6.8.2 The Board will annually appoint an Independent Commission of three persons to hear any appeals on decisions taken by the Board against Withdrawal, Suspension or Termination of Membership
 - 6.8.3 Upon receipt of a notification of intention to appeal the General Manager shall, within fourteen (14) days of the date of receipt of such notice convene a meeting of the Appeals Commission or other meeting to determine the appeal. At any such meeting the applicant shall be given the opportunity to present fully a case, and the meeting shall have the opportunity to hear the opposing view. The appeal shall be determined by the majority of members at such meeting.
- 6.9 Register of Members**

The Board shall cause a register to be kept in which shall be entered the full name, residential address, occupation, category of membership, and other relevant information of all persons admitted to membership of the Club, the dates of their admission and all subsequent changes, and shall keep and maintain the register in accord with the Privacy Act 1993.
- 6.10 Close Membership**

The Board may close the list of members or any category thereof, at and for such time or times as it may deem expedient or otherwise to regulate the number of members of

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any category.

6.11 Pecuniary Gain

No member can make pecuniary gain from the operation of the Club, except as a duly appointed salaried officer, employee or contractor. Any payments made for services provided by members, or persons associated with members, shall be reasonable and relative to that which would be paid in an arm's length transaction at open market values.

6.12 Compliance

All members and visitors must comply with the Constitution, Rules of Golf, and Policies and Bylaws of the Club.

7.0 ENTRANCE FEES

7.1 The entrance fees to the Club for the various categories of membership shall be determined by the Board from time to time.

8.0 MEMBERSHIP FEES

8.1 Annual Subscriptions

8.1.1 The annual subscription shall be fixed by resolution of the Board once in each financial year, with the proviso, that varying rates of subscription may be decided upon for the various categories of membership. Any increase in subscriptions shall be limited to an annual increase up to 4%. Any greater increase in subscription must be approved by members at an Annual General Meeting or Special General Meeting. Nothing in this clause shall however apply to the fixing of annual subscriptions applicable to the respective sub-categories of Intermediate Members which the Board, at its sole discretion, may determine from time to time.

8.1.2 The membership fees for each class of membership shall be payable at such time and in such manner as the Board shall from time to time determine.

8.1.3 Membership shall lapse if the required fees and/or levies are not paid within one month of the due date.

8.1.4 No member shall compete for any prize or participate in a Club competition while a subscription, levy or any other monies are overdue for payment. The penalty for any breach of this rule is disqualification. The acceptance of any entrance fee by an Officer or servant of the Club shall not exonerate any member from this penalty.

9.0 OFFICERS

9.1 Officers of Club:

The Officers of the Club shall be the:

- Patron
- President
- Golf Captain
- Members of the Board (4)

The immediate past President shall have an ex officio role on the Board for the following year but will not be entitled to vote.

9.2 Election:

9.2.1 The members of the Club eligible to vote shall elect the President, the Golf Captain and the persons to fill the vacancies for elected members on the Board, by ballot each year and the results of the election will be declared at the Annual General Meeting immediately following that election.

9.2.2 The President and the Golf Captain shall be elected for a term of two years with a maximum of three terms. The President and Golf Captain shall retire by rotation respectively in alternate years and may offer themselves for re-election.

9.2.3 Four elected board members shall be elected for a term of two years with a maximum of three terms. Two of the four elected members of the Board shall retire by rotation each year and may offer themselves for re-election.

9.2.4 Any vacancies in the Board, arising between the Annual General Meetings shall be filled by the Board at its next meeting. Any Officer so appointed shall retire at the following Annual General Meeting, but be eligible for re-election.

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9.2.5 Except for those who retire pursuant to Rule 9.2.4 the Board members to retire shall be those who have been longest in office since their last election but for those who became Board members on the same day, retirement shall be determined by lot.

9.3 Election Procedure:

9.3.1 Nominations for the President and 2 members of the Board in every second year and for the Golf Captain and 2 members of the Board in every alternate year shall be called for by the General Manager once each year before the Annual General Meeting and the General Manager shall exhibit the notice on the Club's notice board at least 30 days before the Annual General Meeting calling for such nominations provided the person nominated is a financial member of the club and not an employee of the Club, or a contractor to the Club. In any year in which election is required for both President and Golf Captain, then the election shall be for the President for a term of two years and the Golf Captain for a term of one year. In any year in which election is required for more than 2 members of the Board, then the election shall be for 2 members for a term of two years and the additional member(s) of the Board for a term of one year.

9.3.2 The last day on which nominations shall be received by the General Manager shall be 5.00 pm on the 20th day before the Annual General Meeting, and the General Manager shall exhibit on the Club's notice board the names of all nominees and the respective positions for which they have been nominated as such nominations are received.

9.3.3 Any financial member of the Club may nominate or second any other financial member of the Club for election as an officer, provided the person nominated is not an employee of the Club, or a contractor to the Club as defined in Rule 9.4.

9.3.4 Every nomination shall be in writing signed by the proposer and seconder and the nominee shall endorse thereon his or her signature signifying his or her willingness to stand for office.

9.3.5 A member may be proposed and seconded for more than one position. The order of election shall be in accordance with the positions specified in Rule 9.1 and in the event of any person being elected to any position, then his or her nomination for any other office shall be null and void.

9.3.6 In the event of there being insufficient nominations or just sufficient nominations, for the available offices, then those nominated shall be declared elected without a ballot.

9.3.7 In the event of there being insufficient nominations, the Chairperson may accept nominations at the Annual General Meeting, and if there are still insufficient nominations, the Board shall appoint a member or members to fill the vacancy or vacancies.

9.3.8 In the event of nominations for office exceeding the vacancies, a vote shall be held of all members of the Club present at the Annual General Meeting and eligible to vote.

9.3.9 Two scrutineers shall be appointed by the Board and they shall count the votes and report the result of their count to the Chairperson of the Annual General Meeting, who shall declare the result at such meeting.

9.4 Eligibility for Election

9.4.1 Any Club member who puts him or herself forward for election as an Officer of the Club must comply with the following criteria:

- Be a financial member of the Club.
- Not be an employee of the Club.
- Not be a contractor with the Club as defined in 9.4.2 below.
- Not be an undischarged bankrupt.
- Not being mentally disordered within the meaning of the Mental Health (Compulsory Assessment and Treatment) Act 1992.

9.4.2 For the purposes of 9.4.1 a person is a contractor with the Club if he or she or their immediate family members leases, licenses or otherwise contracts with the Club (whether for financial reward or not) to carry out any of the following activities:

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- The bar operation
 - The professional shop
 - The catering facility
- 9.4.3 Where a person or their immediate family members hold a controlling interest in a company or are trustee or trustees of a family trust which contracts with the Club, then that person shall be classed as a contractor with the Club if 9.4.2 applies.
- 9.4.4 Any Officer who, during his or her term of office does not comply with 9.4.1 or is on temporary suspension from the Club must immediately resign from the position held.

10.0 BOARD OF MANAGEMENT

10.1 Governing Body of Club

The governing body of the Club shall be a Board of Management and shall consist of:

- The President who shall be the chairperson
- Golf Captain
- Four (4) elected members
- Immediate Past President who is a non-member
- General Manager who is a non-voting member

Any member of the Board shall not be a member of a Club committee unless appointed by the Board to such committee.

10.2 Powers and Duties

10.2.1 The Board shall be responsible to the members for achieving the objects of the club. The Board shall be responsible to the members for the overall control of the Club and shall have authority for all aspects of financial management, business and general affairs of the Club which include, but are not limited to the following:

- a. To co-ordinate and direct a long term plan and policies for the diligent use of the Club's finances and resources, including the maintenance and replacement of buildings, machinery and other assets.
- b. To formulate and implement, in consultation with the Golf Committee a long term plan and policies for the management, beautification and development of the course.
- c. To formulate long term policy to ensure full and satisfied membership of the Club.
- d. To exercise all such powers and do all such acts and things as the Club is by its Rules of Constitution or otherwise authorised to exercise and do and which are not hereby or by statute directed to be exercised or done by the Club in general meeting but, subject, nevertheless, to the provisions of the existing statutes.
- e. To ensure the utilisation of all the Club's facilities to generate funds from external events to contribute to the income of the Club.

Without prejudice to the general powers conferred by the last preceding clause and other powers conferred by these rules, the Board shall have the following additional powers:

10.2.2 To buy or sell any real or personal property or any rights or privileges at such price and upon such terms and conditions as it thinks fit and to give and execute such mortgages, deeds, instruments and securities as are considered necessary. No commitment for the purchase or sale of Club land may be made unless approved by a majority of 75% of members present at the preceding Annual General Meeting as part of the Annual Budget or at a Special General Meeting of members.

10.2.3 To purchase, acquire, construct, alter or maintain such buildings, fences, machinery and other works as required by the Club, subject to no single item of capital expenditure or course development to be in excess of 10% of subscription income, unless approved at the preceding Annual General Meeting as part of the Annual Budget or at a Special General Meeting of members.

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- 10.2.4 To appoint, review or suspend staff, determine conditions of service, remuneration of terms of contracts entered into with employees, catering staff and Club professional.
- 10.2.5 The Board may delegate any of its powers to the Club Committees consisting of member/s, any Officer of the Club and any other persons whether members of the Club or not as the Board thinks fit. Any Committees so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board. No Committee shall commit the Board to any expenditure without the prior consent of the Board. It is expressly provided that all reports of each meeting of a Committee appointed pursuant to this clause shall be placed before the next meeting of the Board immediately succeeding that of the Committee.
- 10.2.6 To lease or accept leases, enter into all negotiations, contracts and agreements in the name and on behalf of the Club as necessary for its efficient operation.
- 10.2.7 Total borrowings both from members and external lenders should not exceed 120% of the Club's budgeted subscriptions in any year or 25% of the book value of the Club's total assets, whichever is the lesser. Additionally interest on total borrowings should not exceed 10% of the Club's budgeted subscriptions in any year. Leasing (both finance and operating leases) and hire purchase arrangements should be included. Limits can be exceeded if approved at the preceding Annual General Meeting or at a Special General Meeting of members.
- 10.2.8 To invest such part of the funds of the Club as shall not be required to satisfy or provide for immediate demands in an investment portfolio that contains an appropriate range of investments, is diversified to a suitable extent, and is invested in such manner as is reasonably expected from a prudent business person exercising an appropriate level of care, diligence, and skill in investing money and managing the affairs of others in accordance with Clause 15.7.
- 10.2.9 To enter into all such negotiations and contracts and rescind and vary all such contracts and do all such acts and things in the name and on behalf of the Club as the Board may consider expedient.
- 10.2.10 The Board may, out of the funds of the Club, by way of Reserve Funds, from time to time reserve or set apart such sums as in their judgement are necessary or expedient to be applied at the discretion of the Board in providing against losses on leasehold or other property subject to depreciation, or to meet claims on or liabilities of the Club, or to be used as a sinking fund to pay off debentures or encumbrances of the Club, or for any other purposes of the Club. Notwithstanding anything contained in these Rules, the Board may determine by resolution that a specific part of each member's annual subscription shall be paid into a Special Purpose Fund designated for a specific purpose.
- 10.2.11 The setting of any levy is to be approved by members at either a Special General Meeting or Annual General Meeting.
- 10.2.12 To determine who shall be authorised to sign on behalf of the Board, bills, notes, receipts, cheques, contracts and documents, provided that any such documents are signed by two duly authorised signatories.
- 10.2.13 To cause full and complete records of all Club activities to be kept.
- 10.2.14 To cancel any membership for non-payment of entrance fees or subscriptions provided the member shall be given four weeks notice in writing of the Board's intention to cancel the membership. The notice shall contain a statement informing the member that his/her membership shall be cancelled on a certain date if payment is not made.
- 10.2.15 To prevent any member whose subscription is overdue from playing on the Course, or making use of Club facilities or being a member of any Committee.
- 10.2.16 To endorse all payments from Club funds to meet budget requirements, and to report to members all significant non- budgeted expenditure through notation in monthly minutes of Board meetings.

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- 10.2.17 To regulate and control the number of members within the categories and types of membership and under such conditions as it may deem expedient.
- 10.2.18 In the event of any matter arising from the conduct of the Club's activities for which there is no provision in these Rules to deal effectively with such matter, the Board may, at its discretion (not controllable in any Court of Law or Equity) deal with and dispose of such matters as it deems fit.
- 10.2.19 From time to time make, alter and rescind regulations and by-laws for conducting the affairs of the Club and carrying out the objects of the Club. Such regulations and by-laws shall not be inconsistent with these rules.
- 10.2.20 To undertake an annual analysis of financial, operating, environmental and other risks to the club and develop potential actions of mitigation for significant risks.

10.3 Meetings

- 10.3.1 The Board shall generally meet monthly at such times and places as it determines necessary, provided it shall meet at least eight (8) times in each calendar year, including at least once in each of the months of February, April, June, August and October.
- 10.3.2 The Chairperson shall preside at every meeting of the Board. At any meeting he/she is not present or is unwilling to act as Chairperson the members present may elect their own Chairperson from the remaining elected Board Members.
- 10.3.3 Four (4) members of the Board personally present shall be a quorum and no business shall be transacted unless a quorum is present.
- 10.3.4 At any meeting of the Board the person presiding at the meeting shall have a deciding vote and, in the case of an equal number of votes, shall also have a casting vote.
- 10.3.5 A special Meeting of the Board may be convened on the requisition of not less than four (4) members of the Board.
- 10.3.6 Should a member of the Board not attend three consecutive meetings without a satisfactory explanation, that person shall be deemed to have vacated his or her office.
- 10.3.7 All proceedings and all resolutions of the Board shall be recorded as Minutes in either hard copy or electronic form.

11.0 GOLF COMMITTEE

11.1 The Role

- The role of the Golf Committee shall be the organization of the game of golf and related activities for the enjoyment of Club members. The Golf Committee shall be responsible for all matters concerning the playing of golf, the running of tournaments and events, the course set up, members' behaviour and dress standards, and any other matters which may affect the smooth operation of golf and social events in agreement with the General Manager.
- It shall consist of the:
 - Golf Captain who shall be the chairperson
 - Men's Captain
 - Men's Vice-Captain
 - Women's Captain
 - Women's Vice-Captain
 - Junior Convenor
 - General Manager
 - Immediate Past Golf Captain (ex officio for 1 year)
 - **Director of Golf.**

11.2 Powers and Duties

The Golf Committee shall have the responsibility for matters of organisation of the game of golf and related activities. These shall include those as set out in By-Law No1 – Golf Committee. The Golf Committee may delegate any of these responsibilities to the Men's Committee and/or the Women's Committee.

12.0 MENS SECTION COMMITTEE

12.1 The role of the Men's Section Committee shall be the organisation and provision of

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those golf and associated social activities of the club, which relate solely to the men members. These shall include those as set out in By-Law No 2 – Men's Section.

- 12.2 It shall comprise the Men's Captain, the Men's Vice Captain, the Midweek Men's Captain and a **minimum of two (2) men members and a maximum of four (4) men** members who, with the exception of the Midweek Men's Captain, shall be elected by ballot each year at the annual general meeting of the Men's Section by the men members of the Club eligible to vote. The Midweek Men's Captain will be a member of the Men's Committee as a consequence of his election at the Annual General Meeting of the Midweek Men's Section.
- 12.3 An Annual General meeting of the Men's Section shall be held no later than the last day of November. Financial Full Playing, Life, Participating, Weekend, Weekday and 9 Hole members only are eligible for election.
Nominations for elected positions shall be received by the General Manager no later than 5.00pm on the 20th day before the Annual General meeting of the Men's Section.
- 12.4 The Men's Committee may co-opt members from time to time, to assist in the running of the men's activities.
- 12.5 The Men's Committee shall have the responsibility for the organisation of the game of golf and related activities for the enjoyment of men members. The rules of play shall be those of the Royal and Ancient Golf Club of St Andrews and the local rules of the Club.
- 12.6 There may be Sub Sections within the Men's Committee to organise their golfing and social activities. Bylaws as laid down by the Board shall apply and the Sub Section Committees shall at all times liaise with their respective Section Committee. The appointed Sub Section Captain shall be a member of the Men's Committee.

13.0 WOMEN'S SECTION COMMITTEE

- 13.1 The role of the Women's Section Committee shall be the organisation and provision of those golf and associated activities of the Club, which relate exclusively to the Women members. These shall include those as set out in By-Law No 3 – Women's Section.
- 13.2 It shall comprise the Women's Captain, the Women's Vice Captain, the Women's Weekend and the Women's nine hole representatives and a minimum of three (3) women and a maximum of four (4) women members who shall be elected by ballot each year at the annual general meeting of the Women's Section Committee by the women members of the Club eligible to vote.
- 13.3 An Annual General meeting of the Women's Section Committee shall be held no later than the last day of November. Financial Full Playing, Life, Participating, Weekend, Weekday and 9 Hole members only are eligible for election.
Nominations for elected positions shall be received by the General Manager no later than 5.00pm on the 20th day before the Annual General meeting of the Women's Section.
- 13.4 The Women's Committee may co-opt members from time to time, to assist in the running of the women's activities.
- 13.5 The Women's Committee shall have the responsibility for the organisation of the game of golf and related activities for the enjoyment of women members. The rules of play shall be those of the Royal and Ancient Golf Club of St Andrews and the local rules of the Club.
- 13.6 There may be Sub Sections within the Women's Committee to organise their golfing and social activities. Bylaws as laid down by the Board shall apply and the Sub Section Committees shall at all times liaise with their respective Section Committee. The appointed Sub Section Captain shall be a member of the Women's Committee.

14.0 MEETING OF MEMBERS

14.1 Annual General Meeting

- 14.1.1 The Board shall convene an Annual General Meeting of the Club not later than 3 months following each financial year at such time and place as the Board may determine.
- 14.1.2 The Officers of the Club will be elected at the Annual General Meeting in accordance with the procedure set down in Rules 9.3.1 to 9.3.9.
- 14.1.3 The meeting shall transact only business specifically set down in the notice convening the meeting.
- 14.1.4 At such meeting the following items will be presented for adoption:-

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- Minutes of the previous meeting
 - Annual report from the Board
 - Annual report from the Golf Committee
 - Financial Statements for the financial year, including income and expenditure, balance sheet, contingent liabilities and any financial arrangements and commitments extending beyond the year under review
 - Auditor's Report
 - Annual plan and budget for income and expenditure, capital expenditure, course development and any funding arrangements and to include any commitments extending beyond the year under review.
- 14.1.5 The Annual General Meeting will appoint an Auditor who shall audit and certify to members in respect of the financial statements for the ensuing year.
- 14.1.6 Any member wishing to bring before the Annual General Meeting, any motion to be included in the business of the meeting under Rule 14.1.3, shall give notice in writing of such motion to the Board before 5.00 pm on the 20th day before the Annual General Meeting and no such motion shall come before the meeting unless such notice has been given or unless the Board shall see fit to dispense with this requirement in any particular case.
- 14.2 Special General Meeting**
- 14.2.1 A Special General Meeting of members may be called at the direction of the Board at any time in such place as the Board may determine.
- 14.2.2 A Special General Meeting shall be called at any time by the General Manager, when directed to do so by the Board within one month from the date of receipt of a requisition in writing signed by not less than fifty per cent (50 %) of the members of the Board or of any number of members but not less than 50 or 5% of the total membership entitled to vote, whichever is greater, such requisition shall clearly state the reasons why such a meeting is being convened and the nature of the business to be transacted thereat.
- 14.2.3 If the Board neglects to call a Special General Meeting within one month of the date of delivery of the requisition, the requisitionists may convene it themselves.
- 14.2.4 No business shall be transacted at any Special General Meeting except such as has been specified in the notice convening it.
- 14.2.5 At any Special General Meeting a motion of no-confidence in the Board or any member or members thereof may be moved and passed, provided that notice of the intention to move has been given in the notice calling such meeting.
- 14.2.6 On the passing of such a motion, the Board or such member or members as the case may be, shall be deemed to have resigned and the meeting shall have power to and may then proceed to elect a new Board or a new member or members thereof as the case may be, as nearly as practicable in the same manner as at an Annual General Meeting of the Club, to hold office until the next Annual General Meeting of the Club.
- 14.3 Notice of Meeting**
- 14.3.1 Fourteen days notice shall be given of all Annual and Special General Meetings and the notice shall state the business to be considered at the meeting.
- 14.3.2 The notice shall be sent electronically or by post to all members at their last known place of address and shall also be posted in the Clubhouse for fourteen days prior to the meeting.
- 14.3.3 The accidental omission to give notice of a meeting to any member or members shall not invalidate the proceedings of any meeting provided that omission to give notice shall not affect more than 20% of the members.
- 14.4 Quorum**
- At all Annual or Special General Meetings, not less than 7.5 per cent of the members entitled to vote shall form a quorum. Unless a quorum is present within fifteen minutes of the time for which the meeting is called, the meeting shall stand adjourned for a fortnight and be held at the same time and place, and the business on the Agenda Paper, but no other, shall then be disposed of by the members present, in person, without constituting a quorum or not.

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14.5 Adjournment

Any meeting may be adjourned as the members present shall resolve.

14.6 Chairperson

The Chairperson of every Annual or Special General Meeting shall be the President and in his or her absence, a Chairperson shall be elected from members present.

14.7 Voting

14.7.1 At any general meeting of members, every member will have one vote expressed by a show of hands or in writing.

14.7.2 No member shall be entitled to be present at or vote at any Annual or Special General Meeting, or participate in any ballot or to be reckoned in a quorum, who is in arrears with any subscription, or sum payable by him or her to the Club.

14.7.3 At all meetings of the Club voting on all matters, shall be in the first instance by voice and if there is any doubt as to the result, a show of hands shall be called for. Alternatively, any twenty members present with voting rights may (before or on the declaration of the result of the show of hands) ask for a ballot. Unless a ballot is so demanded, the declaration by the Chairperson that a resolution has on a show of hands been carried or carried unanimously or by a particular majority, or lost, and an entry to that effect in the books containing the minutes of the proceedings of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. Voting by proxy shall not be allowed.

14.8 Ballot

14.8.1 If a ballot be demanded, it shall be taken in such manner and in such time and place as the Chairperson of the meeting may direct and either at once or after an interval or adjournment or otherwise, and the result of the ballot shall be deemed to be the resolution of the meeting at which the ballot was demanded. The demand for a ballot may be withdrawn. The results of any ballot shall include the numbers of votes cast both for and against

14.8.2 The demand of a ballot shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a ballot has been demanded.

14.9 Casting Vote

In the case of an equal number of votes, either by a show of hands or a ballot, the Chairperson shall have a casting vote in addition to the vote to which he or she may be entitled. The Chairperson at the meeting shall be the sole and absolute judge of the validity of every vote tendered at any meeting or ballot at the meeting.

14.10 Minutes

14.10.1 Minutes of all annual or Special General Meetings shall be kept and the record of Minutes shall be open to the inspection by members at all reasonable times.

14.10.2 The first business at every meeting after the Chair is taken and apologies received shall be the adoption of the minutes of the last meeting and if the minutes do not appear to have been correctly recorded, they shall on being found or made correct be signed by the Chairperson.

15.0 FINANCIAL

15.1 The financial year of the Club shall end on 31 August each year.

15.2 The Club year shall be deemed to commence on the first day of September in each year and an annual subscription shall entitle a member to the privileges of the Club for his or her particular category of membership until the last day of August next following.

15.3 The General Manager shall be responsible for keeping true and a full account of moneys received and expended by the Club and of the assets and liabilities of the Club in proper books which shall be kept at such place as the Board thinks fit.

15.4 The General Manager shall be responsible for the preparation of all financial statements containing particulars of the income and expenditure for the financial year ended, and the assets and liabilities and of all mortgages, charges and securities affecting the property of the Club at the close of the year, which are required to be audited and sent to members of the Club prior to an Annual General Meeting.

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- 15.5 The income and property of the Club shall be applied solely towards the promotion of the objects of the Club and no portion thereof shall be paid or transferred directly or indirectly by way of profits, dividend, bonus or otherwise to the members of the Club or any of them and no member shall in any way receive any pecuniary gain from the property or operations of the Club. Provided that nothing herein shall prevent the payment in good faith of reasonable remuneration to any Officer or servants of the Club in return for services rendered to the Club, or prevent the payment of interest on the bona fide borrowing of money by the Club from any member.
- 15.6 The General Manager shall provide for the safe custody of books, documents, instruments of title and securities of the Club.
- 15.7 Where at any time the Club holds surplus funds in excess of \$250,000, or any sale of Club property, including land, results in the Club receiving any amount in excess of \$250,000, or the grant of any right by the Club to any third party, including easements or covenants, results in the Club receiving any amount in excess of \$250,000,
- (i) the Board will delegate its power of investment under clause 10.2.8 to a Club Investment Committee appointed under Clause 10.2.5 comprising of not less than three suitably qualified persons which shall be responsible for appointing an adviser(s) or fund manager(s) as well as making the final decisions on which securities or investments will be included, based on the recommendations the Investment Committee receives from said adviser/s or fund manager(s);
 - (ii) the Board shall approve and review annually a Statement of Investment Policy Objectives which details the proposed investment strategy, asset allocation and other investment parameters, how the strategy is aligned with the Club's development and investment objectives and how often a delegated Investment Committee must report to the Board;
 - (iii) any such investments must be in accordance with the approved Statement of Investment Policy objectives;
 - (iv) the income generated from any such investments will be available to the Club to use in the pursuits of the objectives of the Club in accordance with the Annual Plan and budget for income and expenditure, capital expenditure, course development and any funding arrangements and to include any commitments extending beyond the year under review;
 - (v) any proposal to spend any of the capital funds invested under sub clause (ii) and (iii) above must be approved by a two thirds majority vote at an Annual General Meeting or a Special General Meeting of the Club called for that purpose; and
 - (vi) separate investment accounts and performance against the Statement of Investment Policy Objectives shall be reported to the Annual General Meeting.

16.0 AUDIT

- 16.1 The Annual General Meeting shall elect annually a suitably qualified person as Auditor who shall be a member of the NZ Institute of Chartered Accountants. Such a person shall not be an Officer of the Club or a member of the Board or Golf Committee and need not be a member of the Club. The audit fees shall be approved by the Board.
- 16.2 The Auditor shall remain in office until his successor is appointed and shall be eligible for re-election. If any casual vacancy shall occur in the office of Auditor, the Board shall have power to fill the vacancy.

17.0 SEAL

The common seal of the Club shall be kept in the custody of the General Manager and shall not be affixed to any document except by the authority of the Board and in the joint presence of two members of the Board or one member of the Board and the General Manager who shall affix their signature to every document so sealed. A register of all documents upon which the seal has been affixed shall be maintained.

18.0 POWER TO CONTRACT WITH THE CLUB

- 18.1 No Officer or Committee Member shall be disqualified by reason of his office from

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contracting with the Club either as a Vendor or Purchaser or otherwise.

- 18.2 Any contract or contracts or arrangements entered into by or on behalf of the Club in which any Officer or Committee Member shall be in any way interested shall not be voided.
- 18.3 An Officer or Committee Member of the Club who makes a profit when entering into or being involved in a contractual relationship with the Club shall not be bound to account to the Club for such profit.
- 18.4 It shall be the duty of any Officer or Committee Member to declare the nature of his interest at a meeting of the Board or Committee and it shall be the duty of the General Manager or the Committee Secretary to record such Declaration in the Minutes of the meeting. The Officer or Committee member must declare his or her interest at the first opportunity which would usually be the first Board or Committee Meeting in which the contract or arrangement is discussed.
- 18.5 It shall be sufficient declaration of interest if the Officer or Committee member notifies the Board or the Committee that they or their immediate family are a director, shareholder or member of a specific company, firm or entity.
- 18.6 No Officer or Committee member shall be deemed to be interested in any contract or proposed contract relating to any loan to the Club merely by reason of the fact that he or she has guaranteed such loan or any part thereof.
- 18.7 No Officer or Committee member who declares his or her interest shall vote at a Board or Committee Meeting on any matter relating to the said Contract or arrangement.

19.0 INDEMNITY FOR OFFICE BEARERS

The Club hereby agrees to indemnify any and all Office bearers both past and present against any personal liability whatsoever incurred by virtue of any such Office bearers lawfully and properly acting or omitting to act in his or her capacity as Office bearer. The indemnity does not extend to an Office bearer's personal dishonesty or to the wilful commission by that office bearer of an act known to that person, to be a breach of that person's duty to the Club.

20.0 VALIDITY OF BOARD AND COMMITTEE'S ACTION

- 20.1 All acts done at any meeting of the Board or Committee or by any member of the above shall stand notwithstanding that there was some defect in the appointment of the Board, Committee or any member thereof or whether any of the above were not qualified to act.
- 20.2 If clause 20.1 applies then the decision shall stand until it is ratified by the appropriate Body.

21.0 RULES OF PLAY

- 21.1 Rules of play shall be those of the Royal and Ancient Golf Club of St. Andrews, Scotland and the local rules of the Club.
- 21.2 Local rules will be established by resolution of the Golf Committee under delegated authority from the Board.
- 21.3 Local Rules will be displayed on the Club's Notice Board at all times.

22.0 DOPING

The Club's policy on doping shall be in accordance with the policy of "New Zealand Golf."

23.0 DISPUTES

Any disputes between the Club, its Officers or paid servants and its members shall be referred to the Board for determination. Any determination by the Board in respect of any dispute shall, at the request of any party to that dispute, be referred by the Board to arbitration in accordance with the Arbitration Act 1996. Any such reference to arbitration shall be a reference to a single disinterested arbitrator to be appointed by the Board and the decision of such arbitrator shall be final and binding upon the parties to the dispute in respect of all questions of fact.

24.0 AMENDMENT TO CLUB RULES

- 24.1 Rules may be added to, repealed or amended only by a two thirds majority vote at an

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Annual General Meeting or at a Special General Meeting of the Club called for that purpose. Notice of any such repeal, amendment or addition must be posted or sent electronically by the General Manager to each member at least fourteen days before the date of the meeting at which each proposed repeal, amendment, or addition is considered. Any member desiring to propose any repeal, amendment or addition to these Rules shall give notice in writing to the General Manager at least 21 days before such a meeting.

- 24.2 No addition to or alteration or recession of the rules shall be approved if it affects the non-profit aims, personal benefit clause or the winding up clause. The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

25.0 CLUB BY-LAWS

- 25.1 The Board has power to establish amend or adopt by-laws.
25.2 Such by-laws must conform to the rules of the Club, both in fact and intent.
25.3 Any change in the Club by-laws or new by-laws must be posted on the Club Notice Board and/or club website within 24 hours of being established.

26.0 DISSOLUTION

- 26.1 Should the Club at any time determine in General Meeting that it be merged with another organisation, then the funds or property remaining after the satisfaction of all debts and liabilities shall pass to the new organisation.
26.2 Should the membership of the Club fall below 50 members for a period of three months then the Club shall be wound up. The Club may also be wound up voluntarily, if the Club at a General Meeting of its members passed a resolution requiring the Club so to be wound up and the resolution is confirmed at a subsequent General Meeting called together for that purpose and held no earlier than (30) days after the date on which the resolution so to be confirmed was passed.
26.3 If upon the winding up or dissolution of the Club there remains after the satisfaction of all its liabilities and costs, charges and expenses of the winding up, any property or assets whatsoever, that property and those assets shall not be paid to or distributed amongst the Members of the Club, but shall be given or transferred to some other charitable organisation having objects similar to the objects of the Club, or used to further a similar charitable purpose or purposes as defined in section 5(1) of the Charities Act 2005.

27.0 REVOCATION

All Rules existing immediately prior to these Rules coming into operation are hereby revoked, provided that such revocation shall not affect:

- a. The validity, effect or consequence of anything already done or suffered.
- b. Any right, interest or title already acquired, accrued or established or any remedy or proceeding in respect thereof,
- c. Any existing status or capacity.
- d. The proof of any past act or thing.

By Law No 1 - GOLF COMMITTEE

1. The Role

The role of the Golf Committee shall be the organization of the game of golf and related activities for the enjoyment of Club members. The rules of play shall be those of the Royal and Ancient Golf Club of St Andrews and the rules of the Club. The Golf Committee shall be responsible for all matters concerning the playing of golf, the running of tournaments and events, the course set up, members' behaviour and dress standards and any other matters which may affect the smooth operation of golf and social events as agreed with the General Manager.

2. The Committee

The Golf Committee shall consist of the:

- Golf Captain who shall be the Chairperson
- Men's Captain

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- Men's Vice-Captain
- Women's Captain
- Women's Vice-Captain
- Junior Convenor
- General Manager
- Immediate Past Golf Captain (ex officio for 1 year)
- **Director of Golf**

The Committee shall elect a Secretary.

3. Powers and Duties

- 3.1 Co-ordinate annually the preparation of acceptable golfing programmes for all men, women and junior members of the Club, and arrange, in conjunction with the General Manager, for the programmes to be printed and distributed to members prior to commencement of the playing season. Through the Men's and Women's and Junior committees arrange and control the annual programme of golfing tournaments and matches, and any other special golfing events involving Club members and/or visitors that are played at the Club including corporate and charity golf days..
- 3.2 Assist the development of junior golfers in the Club by appointing a Junior Convenor from within the members of the Club. Arranging and chairing as necessary a meeting of junior golfers, their parents and/or guardians, and other interested members to elect a committee of the Junior Convenor and at least 4 others (including one junior member) to manage junior golfing activities within the Club.
- 3.3 Appoint handicappers on the recommendation of the Men's and Women's Committees, and manage their activities.
- 3.4 Promote the participation of Club Members in approved inter-club events and competitions. Appoint manager(s) for approved inter-club teams.
- 3.5 Ensure that the Club is represented at the Auckland Golf Association and at other important district and/or national meetings on golfing issues through the nomination/appointment of suitable representatives.
- 3.6 Foster a strong club spirit within the membership by promoting, supporting and organising social events for members.
- 3.7 The control of all competitions, tournaments and matches with its decisions on all points connected there with being final.
- 3.8 Approve the local rules of golf to be applied at the Club and arbitrate and make decisions if called upon on competition disputes.
- 3.9 Advise the General Manager on all matters of course set up and general layout for the playing of golf.
- 3.10 Promote membership of the Club jointly with the Board.
- 3.11 Liaise with the Board in the approval of applications from members to change from one category of membership to another.
- 3.12 Permit members of the public and visitors from other clubs to have playing privileges on the course on payment of the specified green fees.
- 3.13 Permit such visiting members to use the Course at any time in connection with competitions which are open to visitors.
- 3.14 Liaise with the General Manager in his or her control of the activities in the Clubhouse including the operation of the bar and catering facilities, and to make by-laws or such other rules as it deems necessary for the proper management and control of members' behaviour and dress standards in the Clubhouse.
- 3.15 Together with other Officers set, and through the Men's, Women's and Junior Committees, maintain the correct standard of dress of members and visitors on the golf course and in the Clubhouse.
- 3.16 Raise funds to be used for the benefit of the Club as shall be determined by the Committee after consultation with the Board.
- 3.17 Appoint sub committees, as the Committee deemed necessary to assist in the carrying out of its functions.
- 3.18 The Committee shall take full responsibility in the above matters, provided its decisions do not involve the Club in any financial commitments unless prior approval and authorisation has been obtained from the Board.

4. Meetings

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- 4.1 The Golf Committee shall hold at least six (6) meetings each year.
- 4.2 The Chairperson will preside over all subsequent meetings of the Golf Committee. If at any meeting he/she is not present or does not wish to act as Chairperson then the members may elect their own Chairperson.
- 4.3 Except as otherwise provided, every question at a meeting of the Golf Committee shall be determined by a majority of votes of the Golf Committee and in the case of an equal number of votes, the Chairperson shall have a casting vote in addition to his or her original vote as a member of the Golf Committee.
- 4.4 Four (4) members of the Golf Committee personally present shall be a quorum and no business shall be transacted unless a quorum is present.
- 4.5 Should a member of the Golf Committee not attend three consecutive meetings without a satisfactory explanation, that person shall be deemed to have vacated his or her office. Any vacancy which may occur shall be filled by the Board on the recommendation of the Golf Committee. The occurrence of any vacancy or any failure to fill it shall not invalidate any act or proceeding.
- 4.6 All proceedings and all resolutions of the Golf Committee shall be recorded as Minutes in either hard copy or electronic form. The Golf Committee shall maintain oversight of all playing sections' committees by monitoring meeting minutes of those committees, competition, tournament, match and other documents and reports as may be necessary. All minutes of the sections' Committees shall be made available in papers to succeeding Board meetings.
- 4.7 The Committee shall as it sees fit, delegate any of its powers to the sections' Committees to assist in the carrying out of its functions and responsibilities.
- 4.8 No alteration shall be made to the rules of the Golf Committee except by resolution by the Board. The rules may be rescinded by like resolutions and new rules made.

By Law No 2 – MEN'S SECTION:

1. **The Role**

The role of the Men's Committee shall be the organisation of the game of golf and related activities for the enjoyment of men members. The rules of play shall be those of the Royal and Ancient Golf Club of St Andrews and the local rules of the Club. The Men's Committee shall report to the Golf Committee.
2. **The Committee**
 - 2.1 The Men's Committee shall consist of the:
 - Men's Captain
 - Men's Vice Captain
 - Men's Midweek Captain
 - Committee members comprising a minimum of two (2) and a maximum of four (4) men members.
 - 2.2 The Men's Captain, Men's Vice-Captain, Men's Midweek Captain and Committee shall be elected annually with a maximum of 3 terms for the Men's Captain.
 - 2.3 The Men's Captain shall be the Chairperson at all Men's Section general meetings and Men's Committee meetings and in his absence this role will pass to the Men's Vice-Captain. In the absence of both the Men's Captain and the Men's Vice Captain, the meeting shall elect its own chairman.
 - 2.4 The Men's Committee may co-opt members from time to time, to assist in the running of the men's activities.
 - 2.5 There may be Sub Sections within the Men's Committee to organise their golfing and social activities. Bylaws as laid down by the Board shall apply and the Sub Section Committees shall at all times liaise with their respective Section Committee. The appointed Sub Section Captain shall be a member of the Men's Committee.
3. **Election of Committee**
 - 3.1 The Men's Committee shall be elected at an annual general meeting of the men's section which is to be held no later than two weeks prior to the Annual General Meeting of the Club.
 - 3.2 Nominations for the Men's Captain, and the Vice Captain, and Men's Committee shall be called for by the General Manager once each year before the Men's Section Annual General Meeting and the General Manager shall exhibit the notice on the Club's notice

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board at least 30 days before the Men's Section Annual General Meeting calling for such nominations, provided the person nominated is not an employee of the Club, or a contractor to the Club.

- 3.3 The last day on which nominations shall be received by the General Manager shall be 5.00 pm on the 20th day before the Men's Section Annual General Meeting, and the General Manager shall exhibit on the Club's notice board the names of all nominees and the respective positions for which they have been nominated as such nominations are received.
- 3.4 Every nomination shall be in writing signed by the proposer and seconder and the nominee shall endorse thereon his signature signifying his or her willingness to stand for office.
- 3.5 A member may be proposed and seconded for more than one position. The order of election shall be in accordance with the positions specified in 2.1 and in the event of any person being elected to any position, then his nomination for any other office shall be null and void.
- 3.6 In the event of there being insufficient nominations or just sufficient nominations, for the available offices, then those nominated shall be declared elected without a ballot.
- 3.7 In the event of there being insufficient nominations, the Chairperson may accept nominations at the Men's Section Annual General Meeting, and if there are still insufficient nominations, the Board shall appoint a member or members to fill the vacancy or vacancies.
- 3.8 In the event of nominations for office exceeding the vacancies, then a ballot shall be held of all members of the Club eligible to vote.
- 3.9 Two scrutineers shall be appointed by the Board and they shall count the votes and report the result of their count to the Chairperson of the Men's Section Annual General Meeting, who shall declare the result at such meeting.
- 3.10 In the event of a tie in the voting the Chairperson shall resolve it by lot at the Men's Section Annual General Meeting.

4. Powers and Duties

- 4.1 Each year prepare an acceptable golfing programme for all men members of the Club and submit in draft form to the Golf Committee for approval in the time frame set by that Committee.
- 4.2 Select handicapper(s) from within the men members of the Club and submit names to Golf Committee for approval.
- 4.3 Promote the participation of Club Members in inter club events by entering, selecting, seeking approval to cost budgets and managing as necessary teams in Auckland Golf Association pennant and other competitions.
- 4.4 Foster a strong club spirit within the membership by supporting appropriate social events for members.
- 4.5 Administer the local rules of golf as set by the Golf Committee as they apply to the men members of the Club and arbitrate and make decisions and/or recommendations to the Golf Committee if called upon on competition disputes.
- 4.6 Arrange and control the annual programme of golfing tournaments and matches and, as directed by the Golf Committee, any other special golfing events involving men members and/or men visitors that are played at the Club.
- 4.7 Make recommendations to the Golf Committee on all matters of course set up and general layout for the playing of men's golf.
- 4.8 Support the Board and/or the Golf Committee in the promotion of membership of the Club.
- 4.9 Furnish to the Golf Committee copies of meeting minutes of the Men's Committee and any other reports and/or documents as may be called for by the Golf Committee and within the time frame required.
- 4.10 Submit an annual budget of income and expenditure to the Golf Committee and do not involve the Club in any financial commitment outside of such annual budget unless prior approval and authorisation has been obtained from the Golf Committee.
- 4.11 The Committee shall as it sees fit delegate any of its powers to the Weekday Men's Committee and any other committee(s) appointed by it to assist in carrying out of its functions and responsibilities.
- 4.12 The Committee will administer the standard of dress of the men members of the Club

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and men visitors as set down by the Golf Committee from time to time.

- 4.13 The Committee shall appoint sub committees and/or co-opt members from time to time, as the Committee deems necessary, to assist in the carrying out of its functions.

5. Men's Section Annual or Special General Meetings

- 5.1 The Annual General Meeting for the Men's Section shall be held no later than the last day of November. Notice shall be sent to all men members along with the agenda fourteen (14) days prior to the meeting. At any such meeting not less than 5% of all men members shall be required to be present to form a quorum.

- 5.2 The business of the Annual general meeting shall include:

- Apologies
- Minutes of the previous Men's Annual General Meeting
- Results of the election to the Men's Committee under clause 3
- Financial statements
- Budgets for the financial year
- General business

- 5.3 Voting at any annual or special general meeting shall be carried out on a show of hands but ten (10) members present may request a ballot. In the event of a tied vote, the Chairman may have a second or casting vote.

- 5.4 All financial Full playing, Honorary Life, Participating, Weekday, Weekend, Intermediate and 9 hole Men members shall be entitled to vote at any Men's Section annual or special general meeting.

6. Men's Committee Meetings

- 6.1 The Men's Committee shall meet at least ten (10) times each year. A quorum of five (5) shall be required to conduct any business at a meeting of the committee.

- 6.2 Except as otherwise provided, every question at a meeting of the Men's Committee shall be determined by a majority of votes of the Men's Committee and in the case of an equal number of votes, the Chairperson shall have a casting vote in addition to his original vote as a member of the Men's Committee.

- 6.3 Should a member of the Men's Committee not attend three consecutive meetings without a satisfactory explanation, that person shall be deemed to have vacated his office. Any vacancy which may occur shall be filled by the Committee in consultation with the Golf Committee. The occurrence of any vacancy or any failure to fill it shall not invalidate any act or proceeding.

- 6.4 All proceedings and all resolutions of the Men's Committee shall be recorded as Minutes in either hard copy or electronic form with a copy to be made available to the Golf Committee for its succeeding meeting.

- 6.5 No alteration shall be made to the rules of the Men's Committee except by resolution by the Board. The rules may be rescinded by like resolutions and new rules made.

By Law No 3 – WOMEN'S SECTION:

1. The Role

The role of the Women's Committee shall be the organisation of the game of golf and related activities for the enjoyment of women members. The rules of play shall be those of the Royal and Ancient Golf Club of St Andrews and the local rules of the Club. The Women's Committee shall report to the Golf Committee.

2. The Committee

- 2.1 The Women's Committee shall consist of the:

- Women's Captain
- Women's Vice Captain
- a Women's Weekend representative
- a Women's Nine hole representative, and
- a minimum of three (3) and a maximum of four (4) women members

- 2.2 The Women's Captain, Women's Vice-Captain and Committee shall be elected annually with a maximum of 3 terms for the Women's Captain.

- 2.3 The Women's Captain shall be the Chairperson at all Women's Section general meetings and Women's Committee meetings and in her absence this role will pass to the Women's Vice-Captain. In the absence of the Women's Captain and Women's Vice

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Captain, the meeting shall elect its own chairman.

- 2.4 The Women's Committee may co-opt members from time to time, to assist in the running of the Women's activities.
- 2.5 There may be Sub Sections within the Women's Committee to organise their golfing and social activities. Bylaws as laid down by the Board shall apply and the Sub Section Committees shall at all times liaise with their respective Section Committee. The appointed Sub Section Captain shall be a member of the Women's Committee.

3. Election of Committee

- 3.1 The Women's Committee shall be elected at an Annual General Meeting of the Women's section which is to be held at least two weeks prior to the Annual General Meeting of the Club.
- 3.2 Nominations for the Women's Captain, and the Women's Vice Captain, and the Women's Secretary and Women's Committee shall be called for by the General Manager once each year before the Women's' Section Annual General Meeting and the General Manager shall exhibit the notice on the Club's notice board at least 30 days before the Women's' Annual General Meeting calling for such nominations, provided the person nominated is not an employee of the Club, or a contractor to the Club.
- 3.3 The last day on which nominations shall be received by the General Manager shall be 5.00 pm on the 20th day before the Women's Section Annual General Meeting, and the General Manager shall exhibit on the Club's notice board the names of all nominees and the respective positions for which they have been nominated as such nominations are received.
- 3.4 Every nomination shall be in writing signed by the proposer and seconder and the nominee shall endorse thereon her signature signifying her willingness to stand for office.
- 3.5 A member may be proposed and seconded for more than one position. The order of election shall be in accordance with the positions specified in 2.1 and in the event of any person being elected to any position, then her nomination for any other office shall be null and void.
- 3.6 In the event of there being insufficient nominations or just sufficient nominations, for the available offices, then those nominated shall be declared elected without a ballot.
- 3.7 In the event of there being insufficient nominations, the Chairperson may accept nominations at the Annual General Meeting, and if there are still insufficient nominations, the Board shall appoint a member or members to fill the vacancy or vacancies.
- 3.8 In the event of nominations for office exceeding the vacancies, then a ballot shall be held of all members of the Club eligible to vote.
- 3.9 Two scrutineers shall be appointed by the Board and they shall count the votes and report the result of their count to the Chairperson of the Women's Section Annual General Meeting, who shall declare the result at such meeting.
- 3.11 In the event of a tie in the voting the Chairperson shall resolve it by lot at the Women's Section Annual General Meeting.

4. Powers and Duties

- 4.1 Each year prepare an acceptable golfing programme for all women members of the Club and submit in draft form to the Golf Committee for approval in the time frame set by that Committee.
- 4.2 Select handicapper(s) from within the women members of the Club and submit names to Golf Committee for approval.
- 4.3 Promote the participation of Club Members in inter club events by entering, selecting, seeking approval to cost budgets and managing as necessary teams in Auckland Golf Association pennant and other competitions.
- 4.4 Foster a strong club spirit within the membership by supporting appropriate social events for members.
- 4.5 Administer the local rules of golf as set by the Golf Committee as they apply to the women members of the Club and arbitrate and make decisions and/or recommendations to the Golf Committee if called upon on competition disputes.
- 4.6 Arrange and control the annual programme of golfing tournaments and matches and,

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as directed by the Golf Committee, any other special golfing events involving women members and/or women visitors that are played at the Club.

- 4.7 Make recommendations to the Golf Committee on all matters of course set up and general layout for the playing of women's golf.
- 4.8 Support the Board and/or the Golf Committee in the promotion of membership of the Club.
- 4.9 Furnish to the Golf Committee copies of meeting minutes of the Women's Committee and any other reports and/or documents as may be called for by the Golf Committee and within the time frame required.
- 4.10 Submit an annual budget of income and expenditure to the Golf Committee and not to involve the Club in any financial commitment outside of such annual budget unless prior approval and authorisation has been obtained from the Golf Committee.
- 4.11 The Committee shall as it sees fit delegate any of its powers to any other committee(s) appointed by it to assist in carrying out of its functions and responsibilities.
- 4.12 The Committee will administer the standard of dress of the women members of the Club and women visitors as set down by the Golf Committee from time to time.
- 4.13 The Committee shall appoint sub committees and/or co-opt members from time to time, as the Committee deems necessary, to assist in the carrying out of its functions

5. Women's Section Annual or Special General Meetings

- 5.1 The Annual General Meeting for the Women's Section shall be held no later than the last day of November. Notice shall be sent to all Women members along with the agenda fourteen (14) days prior to the meeting. At any such meeting not less than 5% of all Women members shall be required to be present to form a quorum.
- 5.2 The business of the Annual General Meeting shall include:
 - Apologies
 - Minutes of the previous Women's Annual General Meeting
 - Results of the election to the Women's Committee under clause 3
 - Financial statements
 - Budgets for the financial year
 - General business
- 5.3 Voting at any annual or special general meeting shall be carried out on a show of hands but ten (10) members present may request a ballot. In the event of a tied vote, the Chairperson may have a second or casting vote.
- 5.4 All financial Full Playing, Honorary Life, Participating, Weekday, Weekend, Intermediate and nine hole Women members shall be entitled to vote at any Women's annual or special general meeting.

6. Women's Committee Meetings

- 6.1 The Women's Committee shall meet at least ten (10) times each year. A quorum of five (5) shall be required to conduct any business at a meeting of the committee.
- 6.2 Except as otherwise provided, every question at a meeting of the Women's Committee shall be determined by a majority of votes of the Women's Committee and in the case of an equal number of votes, the Chairperson shall have a casting vote in addition to her original vote as a member of the Women's Committee.
- 6.3 Should a member of the Women's Committee not attend three consecutive meetings without a satisfactory explanation, that person shall be deemed to have vacated her office. Any vacancy which may occur shall be filled by the Committee in consultation with the Golf Committee. The occurrence of any vacancy or any failure to fill it shall not invalidate any act or proceeding.
- 6.4 All proceedings and all resolutions of the Women's Committee shall be recorded as Minutes in either hard copy or electronic form with a copy to be made available to the Golf Committee for its succeeding meeting.
- 6.5 No alteration shall be made to the rules of the Women's Committee except by resolution by the Board. The rules may be rescinded by like resolutions and new rules made.