



# Constitution of Woodbrook Golf Club

AS PASSED BY THE MEMBERS AT A

**SPECIAL GENERAL MEETING**

11th Day of September 2001

Revised after Motions passed at 2012 SGM

No Revisions During 2011

Revised after Motions passed at 2010 AGM

Revised after Motions Passed at 2009 AGM

Revised after Motions passed at 2008 AGM

Revisions up to 8<sup>th</sup> December 2005 Included

No Revisions During 2006

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# Constitution of Woodbrook Golf Club

As passed by the Ordinary Members of the Club at a Special General Meeting duly convened and held on the 11<sup>th</sup> day of September 2001 in the Clubhouse, Woodbrook Golf Club, Bray, Co. Wicklow.

## 1. Introduction

1.1 This Constitution shall come into force on the 6th day of December 2001 and shall operate in substitution for and to the exclusion of all previous Rules and Constitutions of Woodbrook Golf Club.

## 2. Definitions

2.1 In this Constitution and the Appendices the following expressions shall unless the context otherwise requires have the meanings following:

"the Accounts"	the Audited Accounts of the Club as at the 30th day of September in every year.
"the Appendices"	Appendix I and Appendix II to this Constitution.
"An Audit"	shall mean an audit carried out in accordance with generally accepted accounting principles.
"the Auditors"	the Auditors for the time being of the Club.
"the Captain"	the Captain for the time being of the Mens Club.
"the Captains"	the Captains for the time being of the Mens Club and the Ladies Club.
"Casual Vacancy"	any vacancy which occurs among any of the Officers of the Club or among the members of any committee or sub-committee of the Club between one Annual General Meeting and the next.
"the Chairman"	the Chairman for the time being of the Management Council .
"the Club"	the name or title "the Club" without qualification shall mean collectively the Mens Club and the Ladies Club or Woodbrook Golf Club, Bray, County Wicklow where the context so admits or requires.
"the Clubhouse"	the Clubhouse, buildings, lands, car park and landscaped areas and any additions, alterations or extensions made thereto.
"the Club Year"	Year to September 30 <sup>th</sup>
"Committee Members"	Members for the time being of the Management Council and/or the Committee of the Mens Club and/or the Ladies Club as the case may be.
"the Course Officer"	the Course Officer for the time being of the Club.
"the Financial Year"	Year to September 30th
"the Golf Course"	the 18 hole Golf Course situate at Woodbrook, Bray, County Wicklow and all and any additional course or golf courses or extensions to the existing Golf Course which the Club may from time to time own or operate.

"the G.U.I."	the Golfing Union of Ireland.
"the Honorary Secretary"	the Honorary Secretary for the time being of the Club
"the Honorary Treasurer"	the Honorary Treasurer for the time being of the Club.
"the House Officer"	the House Officer for the time being of the Club.
"the I.L.G.U."	the Irish Ladies Golf Union.
"the Ladies Club"	shall comprise of all of the female members of the Club.
"the Lady Captain"	the Lady Captain for the time being of the Ladies Club.
"the Lady Handicap Secretary"	the Handicap Secretary for the time being of the Ladies Club.
"the Ladies Committee"	the Lady Captain, the Lady Vice Captain, and nine members of the Ladies Club who are elected in accordance with the provisions of Clause 23 and the provisions of Appendix II to run, manage and control the business and affairs of the Ladies Club.
"the Lady Secretary"	the Secretary for the time being of the Ladies Club.
"the Lady Treasurer"	the Treasurer for the time being of the Ladies Club.
"the Lady Vice-Captain"	the Vice Captain for the time being of the Ladies Club.
"Lady Associate Member"	the category of membership described Member in Clause 8.4 which comprises those who were Lady Members as at 7th December 2000 and who declined to accept the offer of transfer to Ordinary Member pursuant to Clause 7.13.
"L.G.U"	the Ladies Golf Union.
"the Management Council"	shall comprise of the Captain, the Lady Captain and five Ordinary Members of the Club who are elected as members of the Management Council in accordance with the provisions of Clause 14.
"Member of the Club"	a member for the time being of Woodbrook Golf Club.
"Member of the Ladies Club"	a member for the time being of the Ladies Club.
"Member of the Mens Club"	a member for the time being of the Men's Club.
"the Mens Club"	shall comprise of all of the male members of the Club.
"the Men's Committee"	the Captain, the Vice Captain, and nine members of the Mens Club who are elected in accordance with Clause 19 and the provisions of Appendix I to run, manage and control the affairs of the Mens Club.
"the Mens Secretary"	the Secretary for the time being of the Mens Club.
"the Mens Treasurer"	the Treasurer for the time being of the Men's Club.
"Mixed Golf"	golf events involving male and female golfers.
"Officers"	the President, the Captains, Honorary Secretary, Honorary Treasurer, House Officer, Course Officer and the Trustees.

“Ordinary Member”	that category of membership of the Club which is described in Clause 8 and members of which are entitled to attend and vote at General Meetings of the Club.
"the President"	the President for the time being of the Club who shall act as Chairman of the Management Council .
“Suitable Candidate”	a person who has made an outstanding contribution to the game of golf or to the welfare of the Club or has achieved outstanding distinction in public life.
"the Trustees"	those persons who are elected as Trustees of the Club and hold office in accordance with the provisions of this Constitution and clause 12 in particular.
“the Vice Captain”	the Vice Captain for the time being of the Mens Club.

- 2.2 (a) Any reference to any provision of any legislation shall include any modification re-enactment or extension thereof.
- (b) Save as otherwise provided herein any reference to a section clause paragraph or sub-paragraph shall be reference to a section clause paragraph or sub-paragraph as the case may be of this Constitution or the Appendices.
- 2.3 The headings are inserted for convenience only and shall not affect the construction or interpretation of this Constitution or the Appendices.
- 2.4 Unless the context otherwise requires words denoting one gender shall include all genders and the words denoting the singular shall include the plural and vice versa.
- 2.5 For the purposes of this Constitution where time served as an Ordinary Member is calculated for the enjoyment of certain privileges, time served as a former Lady Associate who has transferred to Ordinary Membership shall be used in such calculation.

### **3. Name and Ownership**

- (a) The name of the Club shall be "**Woodbrook Golf Club**" and this name shall be the common name by which the Club, the Men’s Club and the Ladies Club shall be individually and collectively known.
- (b) The ownership of the Club’s property and assets shall be vested in the Trustees for the time being of the Club on behalf of the Ordinary Members.

### **4. Objects of the Club**

#### **A. The objects for which the Club is established are:**

- 4.1.1 To promote and encourage the playing of the game of golf in accordance with the Rules of Golf, The Rules of Amateur Status of the R & A Golf Club of St. Andrews and the SSS handicapping schemes of CONGU and the L.G.U.
- 4.1.2 To provide, operate, manage and control appropriate facilities for the playing of the game of golf and social activities and such ancillary facilities as may be conducive to the better enjoyment and greater comfort of the Members of the Club and those lawfully availing of its facilities rights and privileges.
- 4.1.3. To safeguard the well being of its members and to ensure that every individual in the club be valued and treated in an equitable, democratic and fair manner regardless of ability, age, sex, religion, social and ethnic background or political persuasion. In this regard every member of the club should at all times show respect and understanding for the rights, safety and welfare of other members and guests and should conduct themselves in a way that reflects the

principles of the club and the guidelines in the code of ethics and good practice for children's sport in Ireland.

**B. The objects for which the Mens Club is established are:**

- 4.2 To promote, organise and control the Amateur Game of Golf amongst its members.
- 4.3 To accept and abide by the Constitution and Bye-Laws of the G.U.I. to which the club is affiliated and Bye-Laws of the Leinster Branch of the G.U.I.
- 4.4 To accept and apply the Standard Scratch Score and Handicapping Scheme as prescribed by the Council of National Golf Unions and such rules thereunder as may be required to be implemented from time to time by the G.U.I.
- 4.5 To accept and recognise the Royal and Ancient Golf Club of St. Andrews as the sole authority for prescribing and implementing the Rules of Golf and the Rules of Amateur Status.
- 4.6 To accept and abide by this Constitution.

**C. The objects for which the Ladies Club is established are:**

- 4.7 To promote, organise and control the Amateur Game of Golf amongst its members.
- 4.8 To accept and abide by the Constitution and Bye-Laws of the I.L.G.U. to which the club is affiliated, the L.G.U. and the Bye-Laws of the Eastern District (Leinster) of the I. L.G.U.
- 4.9 To accept and apply the Standard Scratch Score and Handicapping Scheme as prescribed by the Council of National Golf Unions and such rules thereunder as may be required to be implemented from time to time by the I.L.G.U.
- 4.10 To accept and recognise the Royal and Ancient Golf Club of St. Andrews as the sole authority of prescribing and implementing the Rules of Golf and the Rules of the Amateur Status.
- 4.11 To accept and abide by this Constitution.

**5. Legal Status**

The Club is a voluntary sporting organisation.

**6. Membership**

- 6.1 The Members of the Club shall be those persons who at the date of the adoption of this Constitution were listed as Members of the Club and such other persons as may from time to time hereafter be admitted to membership of the Club in accordance with this constitution. Every Member of the Club shall be subject to the provisions of this Constitution as amended from time to time.
- 6.2 Membership of the Club shall be divided into the following categories:
  - (a) Ordinary Members
  - (b) Honorary Life Members
  - (c) Honorary Members
  - (d) Five Day Members
  - (e) Lady Associate Members
  - (f) Country Members,
  - (g) Overseas Members
  - (h) Intermediate Members
  - (i) Junior Members.
  - (j) Pavilion / Social Members.
  - (k) Honorary Life Pavilion Members.
  - (l) Temporary Members
  - (m) Such other category of membership as the Members in General Meeting may from time to time create.
- 6.3 There shall be a maximum of 700 Ordinary Members with a minimum of 200 Ordinary Members in each of the Mens and Ladies Club provided always that there are suitable candidates/applicants to fill any vacancies that may arise. Until such time as the category of Lady Associate Member ceases to

exist, in calculating the minimum number for the Ladies Club, Ordinary Members and Lady Associate Members may be used in such calculation.

- 6.4 Honorary Life Members and Category “A” Ordinary/Lady Associate Members shall not be considered when calculating the maximum of 700 Ordinary Members.
- 6.5 No new Member of the Club shall be admitted as a Lady Associate Member and no Member of the Club shall be allowed to convert her category of membership to Lady Associate. Associate membership shall be deemed to be closed to all except those who, on the 7<sup>th</sup> day of December 2000, held that class of membership.
- 6.6 A Member of the Club may apply in writing, in the case of a Member of the Mens Club to the Mens Committee, and in the case of a Member of the Ladies Club to the Ladies Committee, to change from one category of membership to another. The particular Committee considering the application may consent or refuse any such application.
- 6.7 Any person who in the opinion of the Management Council is a Suitable Candidate may be elected an Honorary Member for a period of one year without payment of any entrance fee or subscription.
- 6.8 Any Member who, in the opinion of the Ordinary Members, is a Suitable Candidate may, subject to the requirements as to nomination specified in sub-paragraphs (a) to (e) below, be elected as an Honorary Life Member without payment of any annual or other subscription. Honorary Life Members shall enjoy all the privileges of Ordinary Members and notwithstanding any other provision in these Rules, shall have the right to attend and vote at General Meetings of the Club. Honorary Life Members may be elected at Annual General Meetings only.
- (a) Nomination of a candidate for election as an Honorary Life Member must be by a proposer and at least three seconders, all of whom must be Ordinary Members of at least ten years standing.
  - (b) Written notice, signed by the proposer and seconders, of the motion for the election of the candidate must be given to the Honorary Secretary at least 60 days before the Annual General Meeting at which the resolution is to be moved.
  - (c) The Management Council shall consider the notice of motion and shall cause to be annexed to such, a statement as to whether or not the proposed motion has the support of the Management Council.
  - (d) If the proposed motion has the support of the Management Council the Management Council shall cause to be displayed on the notice board in the Clubhouse for at least 14 days prior to the Annual General Meeting the notice of motion signed by the proposer and seconders and having annexed thereto the statement of the Management Council’s support.
  - (e) If the proposed motion does not have the support of the Management Council the notice with the statement of the Management Council annexed, shall be returned to the proposer or failing him to any of the seconders at least fourteen days before the Annual General Meeting. If the proposer then wishes to move the proposed motion at the Annual General Meeting he shall give notice in writing to the Honorary Secretary not less than seven days before the meeting of his intention to proceed with the motion. A copy of such resolution with the names of the proposer and seconders shall be posted on the notice board in the Clubhouse four days prior to the date of the meeting but in that event the statement of the Management Council that the proposed motion has not their support shall be annexed to and displayed prominently with the notice and such statement shall be read out with the motion at the Annual General Meeting.

## **7. Applications for Membership**

- 7.1 Applications for membership shall be made, during the month of September, on the appropriate form and all applicants shall be proposed by Ordinary Members of the Club in the manner prescribed on the Application Form as approved by the Management Council from time to time.

7.2

A Membership Committee comprising the persons listed below shall consider all applications for membership of the club:-

The Captain, Vice Captain and Secretary of the mens club and the captain, vice captain and Secretary of the Ladies Club together with three Ordinary Members of the Mens Club who shall have first been nominated and elected at the Annual General Meeting of the Mens Club to such a position and three Ordinary Members of the Ladies Club who shall have first been nominated and elected at the Annual General Meeting of the Ladies Club to such a position.

- 7.3 The Chair of the Membership Committee shall rotate from year to year between the Captains of the Mens and Ladies Club. The Chairperson shall not have a casting vote.
- 7.4.1 The Membership Committee shall meet as soon as practicable after the Management Council has stipulated the number (if any) of persons to be admitted to membership of the club in any given year. At such meeting the Membership Committee shall consider the membership numbers in each category of membership in each Club and the Membership Committee shall make recommendations to the Management Council as to the numbers that should be admitted to each category of membership in each Club in a given year. In making this recommendation the Membership Committee shall uphold the spirit of the Equal Status Act, 2000. The Management Council will then decide on the numbers to be admitted to each category of membership in each Club and may, as they think fit, either accept or reject the Membership Committee's recommendation.
- 7.4.2 The Management Council shall inform the Membership Committee of the numbers to be admitted to each category of membership in each Club and the Membership Committee shall then form two sub committees with all male members of the Membership Committee forming a sub committee to consider the applications for membership of the Mens Club and all female members of the Membership Committee forming a sub committee to consider the applications for membership of the Ladies Club.
- 7.4.3 The two Membership sub committees shall consider the applications and a ballot for election to fill vacancies shall take place as soon as possible and practicable. By the end of March, at the latest, there shall be a final meeting of the Membership Committee when each sub committee shall report on their decisions on membership applications. The Committees however may (with the consent of the Management Council) by a majority of three fourths of those present and voting at any meeting give priority to any candidate whose early election it considers would be of advantage to the Club. The Chairman of the Membership Committee shall then make a final report to the Management Council.
- 7.4.4 Elected Members of the Membership Committee may be re-elected from year to year provided always that having served for three consecutive years a member of the Membership Committee shall not be eligible for re-election until a further period of two years shall have elapsed.
- 7.4.5 Members of the membership committee shall absent themselves from any discussion or deliberation regarding a candidate for membership where they have proposed or seconded that candidate.
- 7.5 Where any particular application for membership is rejected the particular Committee considering the application shall not be obliged to give any reason for such rejection.
- 7.6 Applicants for Junior and Intermediate Membership shall be considered by the membership sub-committees as outlined in 7.4.2. above.
- 7.7 If in the furnishing of any particulars on the nomination of a candidate for election, misrepresentation of any kind is made, which in the opinion of the particular committee is deemed material and willful, then when such misrepresentation shall come to the knowledge of the Management Council, the candidate, even if deemed elected shall not be considered to have been duly elected and shall for ever after be ineligible for election.
- 7.8 In the event of the death of a proposer or seconder before the day of the election another proposer or seconder (as the case may be ) may be substituted.
- 7.9 No person shall be nominated as a candidate for any category of membership, save Junior Membership unless he or she shall have attained the age of eighteen years.
- 7.10 The List of candidates with their names and addresses to any category of membership shall be posted upon a notice board in the Clubhouse at least fourteen days before the day of the Committee Meeting at which the election of such candidates is to be considered and such List shall be dated and signed on behalf of the Council by the Honorary Secretary and/or Manager of the Club.
- 7.11. When a candidate has been declared to be elected the Honorary Secretary and/or Manager shall notify his election to him in writing and shall at the same time furnish him with a copy of the Constitution and club diary, and shall request him to pay his subscription for the current year together with such entrance fee as may from time to time be applicable and the elected candidate shall not be entitled to the benefits and privileges of the Club until he has paid such sums.

- 7.12. If an elected candidate does not pay his annual subscription and entrance fee within thirty days after the date of notice of his election, the Honorary Secretary and/or Manager shall report accordingly to the particular Committee and the candidate shall not be considered to have been duly elected unless he can justify the delay to the particular committee.

## 8. **The Rights/Privileges/Restrictions of Membership**

### 8.1 **Ordinary Members**

Ordinary Members of the Club shall:

- (a) Be entitled to receive notice of and to attend and vote at General Meetings of the Club.
- (b) Be entitled to nominate, propose or second, any person to any membership category of the Club PROVIDED ALWAYS:-
  - (1) that in any given year they are not entitled to propose and/or second more than one person to each category of membership;
  - (2) that if they propose or second more than one person to a particular category of membership all such applications shall be null and void;
  - (3) that if a candidate for election to membership is successful then the successful candidate's proposer shall not be entitled to propose another candidate in that category for three years. In the case of Ordinary Members who have transferred from the category of Lady Associate Member this prohibition shall not come into effect until 1<sup>st</sup> January 2010.
  - (4) they have been an Ordinary Member of at least four years standing.
- (c) Be entitled to nominate any person for election to the Management Council or to be a member of the Management Council.
- (d) Generally to avail, subject to such controls and restrictions as may be in force, of the facilities rights and privileges that the Club has to offer.

### 8.2 **Honorary Life Members**

Honorary Life Members shall:

- (a) Be those persons to whom the Members of the Club in General Meeting shall grant honorary membership of the Club.
- (b) Be entitled during their lifetime to all the rights and privileges of Ordinary Membership of the Club.

### 8.3 **Honorary Members**

Any person who in the opinion of the Management Council is a Suitable Candidate may be elected an Honorary Member for a period of one year. This category does not possess any introductory rights.

### 8.4 **Lady Associate Members**

Lady Associate Members of the Club shall:

- (a) Be entitled to membership of the Ladies' Club and shall be subject to the provisions of this Constitution and to the Rules and Regulations for the time being in force of the Ladies Club.
- (b) Be entitled to avail subject to such controls as may from time to time be in force, of the facilities, rights and privileges which the Club has to offer.
- (c) Not be entitled to:
  - (i) receive notice of or attend or vote at General Meetings of the Club,
  - (ii) to nominate any person for election to the Management Council,
  - (iii) to be a member of the Management Council (save in her capacity as Lady Captain).
  - (iv) to propose any person for membership of the Club or sit on a Membership Selection Committee.

### 8.5 **Five Day Members**

8.5.1. Five Day Members of the Club shall:

- (a) Be entitled to membership of the Mens Club or the Ladies' Club as the case may be and shall be subject to the provisions of this Constitution and to the Rules and Regulations for the time being in force of the Mens Club or the Ladies Club.
- (b) Be entitled to avail subject to such controls as may from time to time be in force, of the facilities, rights and privileges which the Club has to offer.

- (c) Not be entitled to:
  - (i) receive notice of or attend or vote at General Meetings of the Club,
  - (ii) to nominate any person for election to the Management Council,
  - (iii) to be a member of the Management Council or,
  - (iv) to propose any person for membership of the Club
  - (v) Be a member of their Club committee or attend their Clubs A.G.M.

8.5.2. The total number of Five Day Members shall not exceed 180. Category "A" Five Day Members shall not be considered when calculating the maximum number of Five Day Members.

8.6. **Country Members**

Country Members of the Club shall:

- (a) Be an ordinary or associate member of another Golf Club in Ireland and shall reside not less than 75 miles from the Clubhouse.
- (b) Be entitled to avail, subject to such controls as may from time to time be in force, of the facilities rights and privileges which the Club has to offer.
- (c) Not be entitled to:
  - (i) receive notice of or attend or vote at General Meetings of the Club,
  - (ii) to nominate any person for election to the Management Council,
  - (iii) to be a member of the Management Council or,
  - (iv) to propose any person for membership of the Club.
  - (v) be a member of their Club Committee or attend their Clubs A.G.M.

8.7. **Overseas Members**

Overseas Members of the Club shall:

- (a) Be an ordinary or associate member of another Golf Club and shall reside outside Ireland.
- (b) Be entitled to avail, subject to such controls as may from time to time be in force, of the facilities rights and privileges which the Club has to offer.
- (c) Not be entitled to:
  - (i) receive notice of or attend or vote at General Meetings of the Club,
  - (ii) to nominate any person for election to the Management Council,
  - (iii) to be a member of the Management Council or,
  - (iv) to propose any person for membership of the Club.
  - (v) be a member of their Club Committee or attend their Clubs A.G.M.

8.8. **Intermediate Members**

Intermediate Members shall:

- (a) Be over the age of 18 years at the date of their election to this category of membership. Their membership shall be valid for one year at a time and they must reapply for membership before the end of each Club year. Their membership shall cease in any event at the end of the club year in which they attain the age of twenty eight years unless the member in question has applied for 5 Day or Ordinary Membership and there is no availability in either category in which case the Management Council may extend the validity of their Intermediate Status until such time as an appropriate vacancy arises. Once a vacancy arises the Intermediate Member must accept the offer of 5 Day or Ordinary Membership or cease to be a member.
- (b) Be entitled to play in competitions specified by the appropriate Mens or Ladies Committee or subcommittee as the case may be responsible for organising and running the particular golf competitions in which the Intermediate Member is participating,
- (c) Have the right to enjoy such facilities rights and privileges of the Club as the Management Council shall determine from time to time, and
- (d) Not be entitled to:
  - (i) receive notice of or attend or vote at General Meetings of the Club,
  - (ii) to nominate any person for election to the Management Council, the Mens Committee or the Ladies Committee as the case may be,

- (iii) to be a member of the Management Council or,
- (iv) to propose any person for membership of the Club.
- (v) be a member of their Club Committee or attend their Clubs A.G.M.

#### 8.9 **Junior Members**

Junior Members shall:

- (a) Be between the age of 12 years and 18 years of age. Their membership shall be valid for one year at a time and they must reapply for membership before the end of each club year. Their membership shall cease in any even at the end of the club year in which they attain the age of 18 years unless the member in question has applied for another category of Membership in the club.
- (b) Be entitled to avail of the facilities and play in such competitions and participate in such events as are set out in the programme for Junior Golf that may from time to time be approved by the Junior Golf sub-committee.
- (c) Not be entitled to:
  - (i) receive notice of or attend or vote at General Meetings of the Club,
  - (ii) to nominate any person for election to the Management Council,
  - (iii) to be a member of the Management Council or,
  - (iv) to propose any person for membership of the Club.
  - (v) be a member of their Club Committee or attend their Clubs A.G.M.

Provided always that the number of Junior Members when combined with the number of Intermediate Members does not exceed 200.

#### 8.10 **Pavilion/Social Members**

(a) Pavilion/Social Members shall:

- (i) Be entitled to use and avail of such facilities rights and privileges as determined by Management Council.
- (ii) Be entitled to reduced green fees as the Management Council may from time to time decide.
- (iii) Not have any right to receive notice of or to attend and vote at General Meetings of the Club, and
- (iv) Not, without the prior consent of the Management Council, have any right as such Member to use the Golf Course or Practice facilities or enter any Golf Competition being run or organized by the Mens Club or the Ladies Club as the case may be.

#### 8.11 **Honorary Life Pavilion Members**

Members of at least 25 years standing or in exceptional circumstances those of less than 25 years standing who are no longer able to enjoy the amenities of the game of golf may be elected by the Management Council as Honorary Life Pavilion Members and as such shall be entitled to all the rights and privileges of Pavilion Members.

#### 8.12 **Temporary Members**

Members may introduce visitors to the privileges of the Clubhouse and the Course. Such visitors shall be subject to the regulations for the time being in force relative to the exercise of the privileges of the Club and shall be deemed to be Temporary Members for the period for which they are introduced save that they shall not be entitled to play in any Club Competition (unless it is an Open Competition) or to introduce visitors. A Member introducing a visitor shall be liable for the payment of any expenses which the visitor incurs and does not discharge.

8.13. Where any Country, Overseas, Intermediate or Junior Member ceases for any reason to be eligible for membership of the particular category of membership of which he is a Member he shall be obliged to apply in accordance with Clause 7 to change his membership to a category for which he has the necessary qualifications.

8.14 The rights of membership shall be personal to each particular Member and shall not be assignable to any third party.

- 8.15 Membership of the Club shall not confer on any individual Member any proprietary rights in respect of the assets of the Club other than in a winding up of the Club. Any rights to share in surplus assets of the Club upon such a winding up shall be confined to the Ordinary Members of the Club on the date such winding up commenced.
- 8.16 Subject to Clauses 11 and 33 each and every Member shall pay to the Club such subscriptions fees and levies as are payable in respect of the category of membership to which the Member belongs.
- 8.17 No Member who is in the Full time employment of the Club may while he is so employed serve on the Management Council, the Mens Committee or the Ladies Committee.
- 8.18 Members shall be bound by this Constitution and the Rules and Regulations of the Mens and Ladies Clubs from time to time in place. Membership acceptance forms shall provide for a New Members signature binding him to this Constitution and the Rules and Regulations of the Club.

9. **Termination/Suspension of Membership**

9.1 Any Member who is found to have;

- (a) deliberately or recklessly infringed the Rules of Golf or Local Rules and Bye-Laws of the Club or of any other Golf Club in whose Competition he may have participated, or
- (b) persistently failed to abide by Local Rules governing the use of the course and the Clubhouse, or
- (c) caused a disturbance or committed an act of violence against any other Member of the Club or against any other person while on Club property or against a member of any other Golf Club in the course of or connected with or arising out of the running of a golf competition or event or the playing of golf or any related social activity or to have interfered, without due authority, with the property of any other person or Member of the Club while on club property, or
- (d) abused or been grossly disrespectful towards any Officer or Committee Member for the time being of the Club or the office which he holds, or
- (e) failed to pay his subscription or fees or levies on the date fixed by the Management Council for the payment of same, or
- (f) been suspended or expelled from any other Club of which he is a Member or debarred by any other Golf Club from availing of its facilities rights and privileges, or
- (g) acted in a manner which was detrimental to the interests of the Club or its Members as a whole,

shall be deemed to have been guilty of misconduct and may subject to this Constitution be liable to suspension and/or expulsion from the Club or made subject to such restriction or restrictions penalties or disciplinary action as the Management Council shall deem appropriate.

- 9.2 Any Member may be suspended from the Club where the Management Council has reason to believe that the Member may have infringed any of the provisions of Clause 9 to the extent that immediately upon such suspension being imposed that Member shall be prevented from participating in any or all activities which are organised by the Club or from availing of any or all of its facilities rights and privileges or any combination of them and/or may have his handicap suspended for such a period and subject to such conditions as the Management Council shall decide.
- 9.3 In the event that a Member wishes to make a complaint about a fellow member it must be in writing and addressed to the Honorary Secretary.
- 9.4 No Member shall be expelled from the Club or shall have his membership of the Club suspended for any continuous period unless and until he shall have first received notice in writing from the Club of the intention of the Management Council to expel or suspend him. Any such notice shall set out the reason or reasons for his proposed expulsion or suspension and he shall be afforded a reasonable opportunity to present his case to the meeting of the Management Council at which his expulsion or suspension is to be considered. The Member may at his discretion choose to present his case to a sub-committee appointed by the Management Council for that purpose. No decision of the Management Council to expel any member or suspend him shall be valid unless two-thirds of the Members of the Management Council present and voting vote in favour of such expulsion or suspension.

9.5. A suspended Member shall not be entitled to avail of the facilities rights and privileges of the Club or to participate in events organised by the Club and shall not be entitled to have a golf handicap from the Club.

9.6 Any person having been expelled or suspended from membership shall not be entitled to a refund of any portion of his entrance fee, annual subscription or any levy paid by the Member.

**10. Resignation of Members**

Any Member of any category intending to resign his membership of the Club shall signify his wish in writing to the Honorary Secretary and/or Secretary/Manager, on or before the 31st October in any year, otherwise he shall be liable for his subscription for the ensuing year.

**11. Leave of Absence**

11.1 The Management Council having consulted with the Mens or Ladies Committees as the case may be are empowered to grant leave of absence to members in certain circumstances. Leave of absence shall be granted from year to year up to a maximum of five years. During that time the member shall pay half the Annual Subscription and full levies that relate to his category of membership or such other amount as the Management Council may, in its absolute discretion, so decide.

11.2 Updated lists of members on leave of Absence will be displayed in the Clubhouse.

**12. The Trustees**

12.1 There shall be three Trustees of the Club who shall be Officers of the Club. The Trustees must be Ordinary Members of the Club of not less than ten years standing with not less than one Trustee being a member of the Mens Club and not less than one Trustee being a member of the Ladies Club.

12.2 The title of all and any real property of the Club shall be vested in the Trustees. A Trustee shall not act as Trustee of the Club until he shall first have entered into a Deed of Trust in a form approved by the Management Council which shall set forth inter alia the conditions under which the Trustees hold the property in trust for the Ordinary Members. The Trustees shall execute all such documents and do all such acts as may be required to vest any property of the Club in the Trustees or to dispose of any property belonging to the Club provided that any such transaction has been appropriately authorised in accordance with this Constitution.

12.3 The Trustees shall enter into all such agreements contracts deeds and covenants and shall complete and execute all such forms and give such undertakings on behalf of the Club as may be required to give legal effect to any transaction which the Club proposes to enter into and which has been appropriately approved and authorised in accordance with this Constitution.

12.4 All legal or arbitration proceedings in which the Club becomes involved shall be instituted or defended in the name of the Trustees and all and any such proceedings shall be conducted or defended in consultation with legal advisors appointed by the Club for that purpose.

12.5 Any Ordinary Member elected a Trustee following the adoption of this Constitution shall hold office until:

- (a) he resigns
- (b) he ceases to be an Ordinary member of the Club
- (c) he is convicted of a criminal offence involving fraud or dishonesty
- (d) he is removed by special resolution of the Members
- (e) he shall have served seven years as a Trustee of the Club.

12.6 Nominations (with the consent of the nominee attached) to fill any vacancy that may hereinafter arise in the office of Trustee, shall be given to the Honorary Secretary at least 21 days prior to the next General Meeting of the Club at which such vacancy will be filled. All nominees must be proposed by an Ordinary member of at least four years standing and seconded by at least three Ordinary Members of the Club of at least four years standing. A complete list of nominated persons together with their proposers and seconders must be posted on the Club notice board at least 14 days prior to the General Meeting. The election shall be conducted in accordance with Clause 28.

12.7 The Trustees shall be entitled to receive notice of and to attend meetings of the Management Council. The Trustee shall have no entitlement to vote at any such meetings. The Trustees shall be entitled to inspect the minute books and records of the Management Council. If a majority of the Trustees so

decide they shall be entitled to convene and attend at a meeting of the Management Council and to receive such information, explanations and reports as they may reasonably request from time to time concerning the affairs of the Club. If a majority of the Trustees so decide they shall be entitled to direct the Honorary Secretary to call a Special General Meeting of the Club. Any meeting which is so requisitioned shall be convened and held by the Management Council within 30 days of the receipt of any such requisition.

### **13 The Running of the Club**

13.1 The control and management of the Club's activities, business and affairs shall be divided into three distinct sectors as follows:

- (a) the Management Council shall subject to this Constitution manage, control, administer and be responsible for the running of the Club's business and affairs.
- (b) the Mens Club shall subject to this Constitution and the provisions of Appendix I through the Mens Committee manage, organise, regulate, control and administer all aspects of golf and social activities for or involving the Mens Club.
- (c) the Ladies Club shall subject to this Constitution and the provisions of Appendix II through the Ladies Committee manage, organise, regulate, control and administer all aspects of golf and social activities for or involving the Ladies Club.

13.2 The responsibility for the running, management and control of Mixed Golf events shall be vested in the Mens and Ladies Committee jointly. Golf for or involving junior members of the Golf Club shall be vested in a subcommittee to be formed and monitored by the Mens Committee and the Ladies Committee in consultation with each other.

13.3 It shall be the duty of the Management Council, the Mens Committee and the Ladies Committee to co-operate with each other to ensure that the Club is run properly and smoothly for the overall benefit and common good of the Club Members.

13.4 The rules and regulations governing the management and control of the Mens Club are set forth in Appendix 1 and the rules and regulations governing the management and control of the Ladies Club are set forth in Appendix II.

### **14 The Management Council**

14.1 The Management Council shall comprise of the following:-

- (a) Three elected Members who shall be chosen out of the general body of Ordinary Members and elected at the Annual General Meeting of the Club to the office of President, Honorary Secretary and Honorary Treasurer as the case may be in accordance with this Constitution;
- (b) The Captain and the Lady Captain subject to the provisions of Clause 14.5;
- (c) One Ordinary Member of the Mens Club whom shall have first been nominated and elected at the Annual General Meeting of the Men's Club to such position and One Ordinary Member of the Ladies Club whom shall have first been nominated and elected at the Annual General Meeting of the Ladies Club to such position. The Management Council shall then appoint one of these members to the office of Course Officer and the other to the office of House Officer.

14.2 Only persons who are entitled to attend and vote at General Meetings of the Club and who must have been ordinary members of the club for at least seven years shall be eligible for election or co-option to the Management Council.

14.3 Nominations (with the consent of the Nominee attached) for the election of President, Honorary Secretary and Honorary Treasurer to the Management Council shall be given to the Honorary Secretary at least 21 days prior to the Annual General Meeting of the Club. All nominees must be properly proposed by an Ordinary Member of the Club of four years standing and seconded by a further three Ordinary Members of the Club of four years standing. A complete list of nominated persons together with their proposers and seconders must be posted on the Club notice board for at least 14 days prior to the Annual General Meeting.

14.4 Members of the Management Council other than the Captain and Lady Captain may offer themselves for re-election from year to year provided always that having served for three consecutive years, a

member of the Management Council shall not be eligible for re-election until a further period of two years shall have elapsed.

- 14.5. The Captain and Lady Captain shall be members of the Management Council from the close of the Annual General Meeting of the Club following their election as Captain of their respective club until the next Annual General Meeting notwithstanding that their term as Captain/Lady Captain may end in the weeks leading up to such Annual General Meeting.
- 14.6 A Member of the Management Council (other than the Captain and the Lady Captain) may not simultaneously be a member of any other Committee of the Club. Nothing in this Clause shall prevent any such person from being a member of a sub-committee.
- 14.7 The Management Council shall have power to fill any casual vacancies that occur among its members from time to time provided that any person so appointed shall only hold office until the next following Annual General Meeting of the Club.
- 14.8 The President for the time being shall act as Chairman of the Management Council.
- 14.9 A member of the Management Council shall be deemed to have vacated his position of office in any of the following circumstances:
- (a) upon him ceasing to be an Ordinary Member of the Club.
  - (b) upon him tendering his resignation to the Management Council.
  - (c) if he shall fail to attend three consecutive Management Council meetings, unless such absence shall have been excused to the satisfaction of the Management Council .
  - (d) if he shall be convicted of any indictable offence involving fraud or dishonesty.
  - (e) upon the passage of a resolution carried by a two-thirds majority of the Ordinary Members of the Club in General Meeting.
  - (f) if he becomes of unsound mind;
  - (g) if he is adjudged bankrupt or makes any arrangement or composition with his Creditors or a restriction/disqualification order is made against him pursuant to the Companies Act 1963-1999 and as may be amended from time to time.

15. **Powers, Obligations and Functions of Management Council**

- 15.1 The management and control of the day to day business and affairs of the Club shall, subject to the provisions of this Constitution, be vested in and conducted by, the Management Council .
- 15.2 The Management Council shall in addition to any other power or function vested in it by this Constitution inter alia have the right to exercise the following powers and functions in the name and on behalf of the Club:
- (a) to hire, and dismiss staff, consultants, advisors contractors or to retain the services of any company or person whose services the Management Council consider appropriate to obtain or retain;
  - (b) to agree the remuneration and terms of employment or engagement of staff or any person or company for services rendered or to be rendered to the Club or on its behalf;
  - (c) subject to Clause 15.3 hereof to purchase lease hire or sell or exchange any plant machinery equipment tool or materials required in connection with the business and operation of the Club;
  - (d) to borrow raise or secure the payment of money in such a manner as the Management Council shall deem fit provided that the Management Council shall not without the prior approval of the Ordinary Members of the Club in General Meeting borrow any sum or sums of money the aggregate amount of which exceeds €30,000;
  - (e) to invest and otherwise deal with the monies of the Club not immediately required by the Club in such guaranteed or secure investments as it may be advised by the Club's Bankers or professional advisors;
  - (f) to open, operate, manage and control such bank accounts and to complete such mandates and other documents as may be required in relation thereto;
  - (g) to ensure that proper records and books of account are kept and maintained and that an annual audit is conducted and that a duly audited set of accounts including a balance sheet and profit and loss account are presented to every Annual General Meeting of the Club;
  - (h) to fix and agree the Auditors' fees;
  - (i) to ensure compliance by the Club with such laws Bye-Laws and Regulations as affect and govern the running and operation of the Club and its facilities, rights and privileges including

- but not limited to the terms of all necessary licenses, consents and permissions which have been already granted or may in the future be granted, to the Club;
- j) to apply for and obtain such licenses, consents and registrations as may be necessary and appropriate for the operation of the Club and its facilities rights and privileges including all necessary intoxicating liquor licenses, planning consents, effluent licenses, etc and to give all such undertakings and do all such acts as may be required to obtain and maintain the same;
  - k) to provide appropriate facilities for its Members and to maintain, protect and where possible improve the Club's buildings, Golf Course and facilities;.
  - l) to regulate and control overall membership of the Club, and to stipulate the number (if any) of persons to be admitted to membership of the Club in any year;
  - m) to fix entrance fees for the various categories of Members and to fix and settle green fees in consultation with the Men's Committee and the Ladies Committee;
  - n) to regulate in consultation with the Men's Committee and the Ladies Committee the use of the Golf Course and to introduce and implement such Rules and Regulations governing the use thereof as it considers necessary;
  - o) to investigate in consultation with the Men's Committee or the Ladies Committee as the case may be any complaint which may be in writing by any person or persons concerning the use of any of the facilities of the club or membership of the Club, the behaviour or misbehaviour of any of its Members, Employees, Consultants, Advisors or other persons while acting in the name of or representing the Club or on its property and to investigate any complaint made by any other Golf Club or on its behalf concerning any Member of the Club.
  - p) to implement and carry out in so far as it is able the wishes of the Ordinary Members of the Club as decided by them in General Meeting;
  - q) subject to the provisions of Clause 12 to institute, defend, abandon, compromise or otherwise deal with legal, arbitration or administrative proceedings involving the business or affairs of the Club;
  - r) to take such steps as it considers appropriate and necessary to protect the Club's name and any other rights in the nature of intellectual property which may from time to time be vested in the Club;
  - s) to take without prejudice to Clause 9 such steps, impose such restrictions and penalties or to demand such apologies and take such disciplinary measures as it, deems appropriate against any person in respect of whom a complaint has been made.;
  - t) to uphold this Constitution and be bound by its provisions;
  - u) to insure to the best of their ability with some Insurance Company of repute the property and assets of the Club for the full insurable value thereof and to insure against all risks of an insurable nature to which the Club or its assets may be exposed under an appropriate policy or policies of insurance and to pay such premiums as are payable in respect thereof;.
  - v) To form and disband sub committees and in particular to oversee the formation, each year, of a House and a Course Committee. The House Committee shall be chaired by the House Officer and shall include no less than five members, two members being drawn from the Ladies Club and two members from the Mens Club. The Course Committee shall be chaired by the Course Officer and shall include no less than five members, two members being drawn from the Ladies Club and two members from the Mens Club. The members on each such committee may include Officers and Committee members of the Club or of the Mens Club or the Ladies Club. The Captains of each Club shall appoint the respective members to the above sub committees within 21 days following their Clubs AGM. The Chairperson of the House and Course Committees will convene meetings as appropriate and report to the Management Council on a monthly basis.
  - w) subject to the approval of the Ordinary Members in General Meeting allocate funds to the Men's Club and the Ladies Club and to fix and agree the President, Captain and Lady Captain's expenses;
  - x) to do all such other things as the Management Council shall consider to be incidental or conducive to the conduct of the business and affairs of the Club or as are usually done in connection with the running control and management of a Members' Golf Club;
  - y) to ensure in so far as is possible that the affairs of the Club are run smoothly and properly and to ensure that any disputes that may arise between the Management Council, the Men's Committee or the Ladies Committee are resolved as quickly as possible;
  - z) The Management Council are obliged to agree annual plans and budgets, following consultations with the Club Treasurers, giving one year and ongoing projections for the operational and financial health of the Club. Interim reports are to be available to brief Members on progress.

- 15.3 The Management Council shall not be entitled without the prior approval of the Members in General Meeting to;
- (a) borrow any monies the aggregate amount of which exceeds €30,000 at any one time
  - (b) involve the Club in any one item of expenditure of a non-recurring nature exceeding €100,000.
  - (c) to be involved in the day to day running of Golf competitions.
- 15.4 The Management Council shall not be entitled without the passing of a special resolution of the Members in General Meeting to;
- (a) acquire or dispose of any part of any lands owned by the Club
  - (b) to impose any levy on the Members.
- 15.5 A president under this Constitution shall on one occasion only, during his/her term of office be entitled to nominate one person to Ordinary Membership.
16. **Proceedings at Meetings of the Management Council .**
- 16.1 The Management Council shall meet regularly, but at least once in a month, to regulate, monitor, control and dispatch those aspects of the business and affairs of the Club which are entrusted to it by this Constitution and all such meetings shall be convened by the President.
- 16.2 The quorum for the holding of a meeting of the Management Council shall be at least four members of the Management Council.
- 16.3 Each Member of the Management Council and the Trustees shall be entitled to receive 48 hours notice of meetings of the Management Council .Such notice may be verbal or in writing. In the event that there exists any matter requiring urgent attention, a meeting of the Management Council may be called at shorter notice provided two thirds of the members so agree.
- 16.4 The Management Council shall cause minutes to be kept and recorded in appropriate minute books of its proceedings at meetings.
- 16.5 No Member of the Management Council shall participate in any decision concerning the awarding of any contract or the granting of any concession by the Club if he has a business or financial or personal interest in the awarding of the contract or the granting of the concession.
- 16.6 In the absence of the President any other member of the Management Council duly elected at the commencement of the meeting from which the President is absent shall act as Chairman of the Management Council Meeting.
- 16.7 The Management Council may delegate any of its powers to any sub-committee on such terms as it shall think fit.
- 16.8 In the conduct of its affairs the Management Council is obliged to take appropriate professional advice in the interest of the efficient and professional management of the Club.
17. **Executive Functions**
- 17.1 The Management Council may from time to time appoint a person to executive office with the Club for such period and on such terms as to remuneration, conditions of employment and otherwise, as it thinks fit and may subject to the terms of any such agreement entered into in any particular case revoke, cancel or terminate any such appointment. The holder of any such executive office shall not be a Member of the Management Council but may at the request of the Management Council attend Management Council Meetings..
- 17.2 The Management Council may entrust to or confer upon the holder of any such executive office any of the powers and functions exercisable by it subject to and upon such conditions and restrictions as the Management Council may impose and it may from time to time alter or revoke, withdraw or vary all or any of such powers and functions.
18. **The Mens Club**
- 18.1 The Mens Club shall comprise of all of the Male Members of the Club.

18.2 The Mens Club shall adopt the Rules and Regulations as set out in Appendix 1 for the running operation and control of the Mens Club and all events organised by the Mens Club. Any such Rules and Regulations shall be subject to this Constitution and in the event of there being a conflict between those Rules and Regulations and this Constitution then this Constitution shall prevail.

**19. The Mens Committee**

19.1 The Mens Committee shall comprise of:

- (a) The Captain, who shall be elected at the Annual General Meeting of the Mens Club.
- (b) The Vice Captain, who shall be appointed by the Captain at the Annual General Meeting of the Mens Club.
- (c) Nine Committee Members, who shall be elected at the Annual General Meeting of the Mens Club.

19.2 Only persons who are entitled to attend and vote at General Meetings of the Mens Club shall be eligible for election to the Mens Committee.

19.3 The Officers of the Mens Club and the Committee Members of the Mens Club shall be elected or deemed to be elected and shall hold office in accordance with the provisions of Appendix 1.

**20. Powers, Functions and Obligations of Mens Committee**

20.1 The running and control of Mens golf for the Mens Club shall, subject to the provisions of this Constitution and Appendix I be vested in the Mens Committee.

20.2 The selection and admission of male applicants for membership of the Golf Club shall be in accordance with the procedures laid down in Clause 7 of this Constitution.

20.3 The Mens Committee:

- (a) may with the prior consent of the Management Council open, operate and control a Bank Account and complete such mandates and other documents as may be required in relation thereto;
- (b) shall keep proper complete and accurate records of all of the financial transactions of the Mens Club including written records of all income and expenditure of or relating to the Mens Club.
- (c) shall submit the books and records of the Mens Club to the Management Council and its advisors from time to time and to answer any queries and provide explanations that may be required or requested by the Management Council in relation thereto from time to time.
- (d) shall organise, participate in, support and arrange all types of golf and social events for the benefit and enjoyment of Members of the Mens Club and their guests and to foster good relations with other Golf Clubs by whatever means the Mens Committee considers appropriate and to organise support and contribute to charitable events and causes.
- (e) to investigate in consultation with the Management Council any complaint made in writing by any person or persons concerning or touching the behavior or misbehavior of any member of the Mens Club on Club property or concerning the infringement of any Rule of Golf or any Local Rule of the Club by any Member or a visitor to the Club and to investigate any complaint made by any other Golf Club or on its behalf concerning any Member of the Mens Club.
- (f) shall take without prejudice to Clause 15.2 (o) and (s) such steps, impose such restrictions and penalties or to demand such apologies and take such disciplinary measures as the Management Council may approve or request against any member of the Mens Club in respect of whom a complaint has been made pursuant to sub-clause e) of this Clause.
- (g) shall uphold this Constitution and be bound by its provisions.

20.4 The Mens Committee shall not be entitled to:

- (a) borrow any monies in the name of the Mens Club;
- (b) involve the Mens Club in any one item of expenditure of a non-recurring nature exceeding €3,000.00 or such other sum as the Management Council may from time to time decide.
- (c) to impose any levy on the Members of the Mens Club or to vary the annual subscription.
- (d) to bind the Members of the Club to any transaction or to act in any manner which is not authorised by this Constitution;
- (e) to exercise without the prior consent of the Management Council any power or function in relation to the Club which is vested in the Management Council.

21 **The Mens Captain**

The Mens Captain shall during his year of office enjoy the following rights and privileges:

- (a) subject to Clause 14.5 be a member of the Management Council.
- (b) to convene meetings of the Mens Committee
- (c) to nominate a person to Ordinary Membership
- (d) generally to perform representative and ceremonial functions in relation to the Club's affairs as may be required from time to time and authorised by this Constitution.

22. **The Ladies Club**

22.1 The Ladies' Club shall comprise of all of the Lady Members of the Club.

22.2 The Ladies' Club shall adopt the Rules and Regulations as set out in Appendix II for the running operation and control of the Ladies Club and all events organised by the Ladies' Club. Any such Rules and Regulations shall be subject to this Constitution and in the event of there being a conflict between those Rules and Regulations and this Constitution then this Constitution shall prevail.

22.3 The Lady Captain shall represent the Ladies' Club on the Management Council of the Club. In the event that the Lady Captain for the time being of the Club is not an Ordinary Member of the Club she shall be afforded all of the privileges of Ordinary Membership during her period of service on the Management Council as such Lady Captain.

23. **The Ladies Committee**

23.1 The Ladies Committee shall comprise of,

- (a) The Captain, who shall be elected at the Annual General Meeting of the Ladies Club.
- (b) The Vice Captain, who shall be appointed by the Captain at the Annual General Meeting of the Ladies Club.
- (c) Nine Committee Members, who shall be elected at the Annual General Meeting of the Ladies Club.

23.2 Only persons who are entitled to attend and vote at General Meetings of the Ladies Club shall be eligible for election to the Ladies Committee.

23.3 The Officers of the Club who are members of the Ladies Club and the Committee Members of the Ladies Club shall be elected or deemed to be elected and shall hold office in accordance with the provisions of Appendix II.

24. **Powers, Functions and Obligations of Ladies Committee**

24.1 The running and control of ladies golf for and involving the Ladies Club shall, subject to the provisions of this Constitution and Appendix II be vested in the Ladies Committee.

24.2. The selection and admission of female applicants for membership of the Golf Club shall be in accordance with the procedures laid down in Clause 7 of this Constitution.

24.3 The Ladies Committee:

- (a) may with the prior consent of the Management Council open, operate and control Bank Accounts and complete such mandates and other documents as may be required in relation thereto.
- (b) shall keep proper complete and accurate records of all of the financial transactions of the Ladies Club including written records of all income and expenditure of or relating to the Ladies Club.
- (c) shall submit the books and records of the Ladies Club to the Management Council and its advisors from time to time and to answer any queries and provide explanations that may be required or requested by the Management Council in relation thereto from time to time.
- (d) shall organise, participate in, support and arrange all types of golf and social events for the benefit and enjoyment of Members of the Ladies Club and their guests and to foster good relations with other Golf Clubs by whatever means the Ladies Committee considers appropriate and to organise support and contribute to charitable events and causes.
- (e) to investigate in consultation with the Management Council any complaint made in writing by any person or persons concerning or touching the behavior or misbehavior of any member of

the Ladies Club on Club property or concerning the infringement of any Rule of Golf or any Local Rule of the Club by any Member or a visitor to the Club and to investigate any complaint made by any other Golf Club or on its behalf concerning any Member of the Ladies Club.

- (f) shall take without prejudice to Clause 15.2(o) and (s) such steps, impose such restrictions and penalties or to demand such apologies and take such disciplinary measures as the Management Council may approve or request against any member of the Ladies Club in respect of whom a complaint has been made pursuant to sub-clause e) of this Clause.
- (g) shall uphold this Constitution and be bound by its provisions.

24.4 The Ladies Committee shall not be entitled to,

- (a) borrow any monies in the name of the Ladies Club;
- (b) involve the Ladies Club in any one item of expenditure of a non-recurring nature exceeding €3,000.00 or such other sum as the Management Council may from time to time decide.
- (c) to impose any levy on the Members of the Ladies Club or to vary the annual subscription.
- (d) to bind the Members of the Club to any transaction or to act in any manner which is not authorised by this Constitution;
- (e) to exercise without the prior consent of the Management Council any power or function in relation to the Club which is vested in the Management Council.

**25. The Lady Captain**

The Lady Captain shall during her year of office enjoy the following rights and privileges:

- (a) subject to Clause 14.5 be a member of the Management Council and in the event that she is not an Ordinary Member she will be afforded all the rights and privileges of Ordinary Members for her year of office.
- (b) to convene meetings of the Ladies Committee
- (c) to nominate a person to Ordinary Membership.
- (d) generally to perform representative and ceremonial functions in relation to the Club's affairs as may be required from time to time and authorised by this Constitution.

**26. General Meetings**

26.1 The Management Council shall convene General Meetings of the Ordinary Members of the Club from time to time as it considers necessary.

26.2 All Ordinary Members attending Meetings of the Club shall be required to register in a book specially provided for that purpose before being granted admission to any such Meeting.

26.3 The Club shall in each year hold a General Meeting as its Annual General Meeting in addition to any other General Meeting in that year. The Notice convening such Annual General Meeting shall specify the Meeting as such. The Annual General Meeting of the Club shall be held not later than seventy days after the end of the Club year on a day to be fixed by the Management Council.

26.4 All General Meetings, other than the Annual General Meeting, shall be called Special General Meetings. A Special General Meeting of the Club shall be convened if thirty Ordinary Members requisition such a meeting in writing. Any meeting which is so requisitioned shall be convened and held by the appropriate Committee within 30 days of the receipt of any such requisition.

26.5 Fourteen days notice shall be given for the convening of each General Meeting of the Club. The Notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the day, the place and the hour of the Meeting. In the case of an Annual General Meeting the Notice shall specify the matters for consideration at the meeting and the names of those persons who are proposed for election to the Management Council or to the office of Trustee. In the case of any other General Meeting the general nature of the business to be transacted shall be given. A copy of such notices shall be posted on the notice board in the Clubhouse fourteen days prior to the date of the meeting.

26.6 If the Management Council shall decide that there exists any matter or state of affairs affecting the management and affairs of the Club which is required to be laid before the Ordinary Members for their urgent consideration or for their decision, a Special General Meeting may be convened, by giving not less than seven days notice, provided the majority of the Ordinary Members present and voting consent to the meeting proceeding, even though short notice may have been given. If the majority of the

Ordinary Members present and voting fail to agree to the meeting proceeding on the shorter notice then the meeting shall be reconvened on a date which would allow sufficient notice to be given. No business other than that for which the Meeting is called may be transacted at such Meeting.

- 26.7 No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. Fifty Ordinary Members present in person shall constitute a quorum. If within half an hour from the time appointed for the commencement of the General Meeting a quorum is not present the meeting shall, if convened upon the requisition of Ordinary Members, be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place. If at such adjourned meeting a quorum is not present within half an hour from the time appointed for the commencement of the meeting the number of persons present shall constitute a quorum for the purposes of considering and otherwise dealing with the business which was set out in the notice convening the meeting. No other business may be transacted at any meeting which proceeds in this fashion without a quorum.
- 26.8 In the case of General Meetings of the Club the President of the Management Council or in his absence such other member of the Management Council as it shall decide shall act as Chairman of all General Meetings of the Club.
- 26.9 The Chairman may with the consent of, or shall upon a resolution of the Ordinary Members present at any meeting at which a quorum is present, adjourn the Meeting from time to time and from place to place but no business shall be transacted at any adjourned Meeting other than the business left unfinished at the meeting from which the adjournment took place. Where a Meeting is adjourned for 30 days or more a fresh notice of not less than seven days on the reconvening of the adjourned Meeting shall be given in like manner as in the case of the original meeting. It shall not otherwise be necessary to give any notice of an adjournment of the business to be transacted at any such adjourned meeting.
- 26.10 The accidental omission to give notice of a General Meeting to any individual Ordinary Member or Members shall not invalidate any resolution passed at such Meeting, provided that notice of the Meeting has been posted upon the notice board in the Clubhouse for at least fourteen days before the date of the meeting.
- 26.11 All general meetings shall be conducted in accordance with Standing Orders as set out in Clause 31. The adopting of Standing Orders shall be the first item of business at the start of each and every such meeting.

**27. The Annual General Meeting of the Club**

27.1 The following business shall be transacted at every Annual General Meeting of the Club:

- (a) The Minutes of the immediately preceding Annual General Meeting shall be read by a member of the Management Council appointed by the Chairman of the meeting and when the meeting confirms the Minutes as read or as altered by the meeting they shall be signed by the Chairman.
- (b) The Audited Accounts including Balance sheet and Profit and Loss Accounts for the immediately preceding financial year shall be read and adopted, if approved, by the Members. A representative of the Auditors shall attend to deal with any queries which the Members may have in relation to the Accounts.
- (c) The appointment of the Auditors shall be approved.
- (d) The Chairman or such officer appointed by the Chairman shall present a report on the activities of the Club which fall within the aegis of the Management Council since the last Annual General Meeting.
- (e) The election of persons to any vacancies that exist on the Management Council or to the office of Trustee.
- (f) The consideration and approval of the Operating and Financial Budgets for the forthcoming year.
- (g) Deal with any motions properly before the meeting.
- (h) Any other business to be conducted.
- (i) Where a definitive answer is not available to a Member's question at the meeting the Management Council is obliged to provide the answer within fourteen days.

**28. Elections**

28.1 Any election to the Management Council or to the office of Trustee shall be by secret ballot. The election box shall open at 9.00am on the morning of the meeting and shall close on the commencement of the meeting. In the event of an equality of votes between candidates for any vacancy and if so

remains after a recount the Member to fill the vacancy shall be decided by lottery among those candidates who received an equal number of votes.

28.2. In casting his votes in an election a Member must vote for a sufficient number of candidates to fill the vacancies that exist when the election takes place. Any votes cast by a Member for a lesser or greater number of candidates than there are vacancies shall be invalid and shall be disregarded in the counting of votes.

28.3 The Chairman shall appoint three members of the Club to scrutinise and count the votes cast at any such election. Any candidate for election may himself, or his nominee, oversee the counting of votes.

**29. Motions for General Meetings of the Club**

29.1. Motions concerning the business affairs and the running of the Club may be submitted by Ordinary Members to the Honorary Secretary for consideration at the Annual General Meeting or the next General Meeting. Every such motion or amendment thereto shall be in writing and shall be signed by the Ordinary Member proposing it and seconded by an Ordinary Member entitled to attend and vote at the Meeting. No motion will be laid before a General Meeting unless it is addressed to the Honorary Secretary and received at the Clubhouse not less than 21 days before the date fixed for the holding of the Meeting. A copy of such motion with the names of the proposer and seconder shall be posted on the notice board of the Clubhouse fourteen days prior to the date of the meeting.

29.2 Motions for the meeting shall be considered and the proposer of any such motion shall be afforded an opportunity to speak for a maximum of five minutes in favour of the motion. The Chairman may allow at his discretion the Proposer to speak for a longer period. The particular motion shall then be thrown open for discussion among the Members. No Member shall address the meeting more than once on any one motion or amendment thereto but if directed by the Chairman he may reply to questions or give further information. The proposer of an original motion may, however speak for three minutes in reply. After the reply, the questions shall be put to a vote on a show of hands if not withdrawn before a vote is taken.

**30. Business to be transacted at Special General Meetings of the Club**

30.1 A Special General Meeting shall be called to deal with any matter which is to be the subject matter of a Special Resolution. A Special Resolution may also be passed at an Annual General Meeting provided the appropriate notice has been given in accordance with Clause 26.

30.2 No decision to;

- (a) wind up the affairs of the Club, or
- (b) impose a levy on the Members, or
- (c) acquire or dispose of any part of the lands owned by the Club, or
- (d) amend this Constitution, or
- (e) act in any manner not authorised by this Constitution,

shall be valid unless it is approved by Special Resolution of the Members of the Club.

**31.**

**A. Standing Orders**

Each and every General Meeting of the club shall be conducted in accordance with the following Standing Orders.

1.1. Members present shall be entitled to address the meeting on any point that may properly arise during the course of the meeting provided that the time taken does not exceed 3 minutes.

1.2. The ruling of the Chairman on all points of order and procedure shall be final.

1.3. In the event of a tied vote, whether on a show of hands or as a result of a secret ballot, the Chairman may exercise a second or casting vote.

1.4. If the Chairman rises to speak, all other members shall be seated immediately.

1.5. The Chairman shall have the right to require any person who is causing a disturbance or is generally disrupting the proceedings of any meeting, to leave and to adjourn the business of the meeting until the person does so.

**B. Voting**

- 1.1. At any General Meeting, a motion put to a vote shall be decided on a show of hands, unless the majority of members decide it should be by secret ballot. A declaration by the Chairman that a motion has, on a show of hands been carried or lost shall be final and conclusive, thereupon an appropriate entry shall be made in the minute of the meeting. A demand for a secret ballot may be withdrawn at any time.
- 1.2. Each member shall have one vote and all voting shall be done in person. Voting by proxy shall not be allowed.
- 1.3. A Special resolution shall not be passed unless at least two-thirds of the members present and voting are in favour of it.

**C. Motions and Amendments.**

- 1.1 Motions and amendments must be submitted in accordance with the provisions of the Constitution.
- 1.2 Subject to the discretion of the Chairman, the proposer of a motion shall be allowed 5 minutes only and each subsequent speaker 3 minutes.
- 1.3 No speaker shall speak more than once, with the exception of the mover of the original motion who shall be allowed 3 minutes to reply to the discussion.
- 1.4 When an amendment to a motion is moved no other amendment shall be taken until the first amendment is resolved.
- 1.5 Where the proposer of a motion indicates that an amendment is acceptable the Chairman will invite the movers of the amendment to put it formally before the meeting. If there is no objection to the amendment it will be voted on immediately. Otherwise the proposer and seconder of the amendment will be invited to speak first followed by a debate on the amendment in the normal manner.
- 1.6 The proposers and seconders may have a motion withdrawn at any time with the consent of the meeting.
- 1.7 Should it be deemed appropriate by the Chairman to accept a special motion or amendment from the floor, such motion or amendment must be in writing and signed by the proposer and seconder. Only when the Chairman is in possession of same and is satisfied to proceed, will the debate begin.

**D. Suspension of Standing Orders.**

- 1.1 Any motion to suspend Standing Orders shall specify the Standing Order or Orders to be suspended and the period of such suspension. Such a motion shall not be successful unless supported by not less than two thirds of the meeting present and voting.

**32. Finance.**

32.1. The financial affairs of the Club shall be operated as follows:-

1. The Honorary Treasurer shall keep full and detailed accounts, books and records, showing the financial affairs, receipts and disbursements of the Club and shall present monthly management accounts and report at Council meetings.
2. The banking account shall be kept in the name of the Club (and shall be clearly identified as such) and in such Bank as the Management Council may from time to time determine. All cheques shall be signed as authorised by resolution of the Management Council.
3. The Honorary Treasurer of the Club shall issue an audited statement of the affairs of the Club for the financial year for consideration by the Management Council and for presentation and approval by the members at the Annual General Meeting of the Club.
4. The Management Council may make grants to each of the Men's and the Ladies' Clubs from time to time on request being made, to defray the expenses incurred by the particular Committee including monies for payment to the Golfing Union of Ireland of the annual per capita subscription and provincial levy on members as required by the Bye-Laws of that Union and for payment to the Irish Ladies Golfing Union the annual per capita subscription on members as required by that union and as collected from the Members.

32.2. The financial affairs of the Mens Club shall be operated as follows:-

1. The Treasurer of the Mens Club shall keep full and detailed accounts, books and records, showing the financial affairs, receipts and disbursements of the Mens Club.
  2. The Mens Committee shall be responsible for the payment to the G.U.I. of the annual per capita subscription and Provincial Levy on members as required by the Bye-Laws of that Union.
  3. The Men's Committee shall be entitled to retain the entry fees for Club competitions under its control and management for which it has arranged for the provision of prizes, and a proportion of the entry fees for open competitions, such amount to be determined by the Management Council.
  4. The Treasurer of the Mens Club shall issue a financial statement of the affairs of the Mens Club for the year end 30<sup>th</sup> September for consideration by the Mens Committee and for presentation and approval by the members at the Annual General Meeting of the Mens Club which shall be held not later than the 30<sup>th</sup> November.
  5. Following the Annual General Meeting of the Men's Club at which the Financial Statement is considered, the Mens Treasurer shall immediately forward a copy of the approved financial statement to the Honorary Treasurer of the Club.
- 32.3. The financial affairs of the Ladies Club shall be operated as follows:-
1. The Treasurer of the Ladies Club shall keep full and detailed accounts, books and records showing the financial affairs, receipts and disbursements of the Ladies Club.
  2. The Ladies Committee shall be responsible for the payment to the I.L.G.U. of Ireland of the annual per capita subscription on members as required by the Constitution of that Union.
  3. The Ladies Committee shall be entitled to retain the entry fees for Club competitions under its control and management for which it has arranged for the provision of prizes, and a proportion of the entry fees for open competitions, such amount to be determined by the Management Council.
  4. The Treasurer of the Ladies Club shall issue a financial statement of the affairs of the Ladies club for the year end 30<sup>th</sup> September for consideration by the Ladies Committee and for presentation and approval by the members at the Annual General Meeting of the Ladies Club which shall be held not later than the 30<sup>th</sup> November.
  5. Following the Annual General Meeting of the Ladies Committee at which the financial statement is considered the Lady Treasurer shall immediately forward a copy of the approved financial statement to the Honorary Treasurer of the Club.
- 32.4. All bank accounts of the three clubs may be maintained in such bank(s) as determined by the Management Council.
- 33. Annual Subscriptions**
- 33.1. The annual subscription of all Members shall be such as may be determined from time to time by the Management Council however in the event of the annual subscription being increased by more than the Consumer Price Index plus 2% on the previous year such increase must be approved by the Members in General Meeting.
- 33.2. As and from 1<sup>st</sup> October 2012 the following discounts shall apply to certain categories of Member in relation to their Annual Subscription and Levy:-
- (i) Ordinary Members and Lady Associate Members who have completed 25 years Ordinary and or Lady Associate Membership of the Club and who are over 65 years of age on 30<sup>th</sup> September 2011 may remain as Ordinary or Lady Associate Members of the club as the case may be with the following discounts on Subscription and current Levy Rates:
    - Year commencing 1<sup>st</sup> October 2012: 20%
    - Year commencing 1<sup>st</sup> October 2013 and thereafter: 10%

- (ii) Ordinary Members and Lady Associate Members who have completed 30 years Ordinary or Lady Associate Membership of the Club and who are over 70 years of age on 30<sup>th</sup> September 2016 may remain as Ordinary or Lady Associate Members of the club as the case may be with a discount of 10% on Subscription and current Levy Rates.
- (iii) Ordinary Members and Lady Associate Members who have completed 25 years Ordinary or Lady Associate Membership of the Club and who are over 65 years of age on 30<sup>th</sup> September 2012 and Ordinary and Lady Associate members who are over 70 years of age on 30<sup>th</sup> September 2016 may avail of the above discounts until they reach the age of 80 years after which they may transfer to Category "A" Membership.
- (iv) Members may not avail of more than one discount on their Annual Subscription and Levy at any given time.
- (v) For the purposes of the above clauses, membership will be calculated from 1<sup>st</sup> October preceding the date of election

33.3. The President, the Captain and Lady Captain during their term of office shall be exempt from payment of the annual subscription.

33.4. Ordinary Members, Lady Associate Members and Five Day Members of twenty five years or more continuous membership of the Club and who are over 80 years of age, may remain as Ordinary Members, Lady Associate or Five Day Members of the Club, as the case may be, without being required to pay any annual subscription or levy. They will form the sub-categories of;

Category "A" Ordinary  
 Category "A" Lady Associate  
 Category "A" Five Day

Notwithstanding the foregoing, Ordinary, Lady Associate and Five Day Members of the Club who were given the benefit of Category "A" Membership at the age of 77 years in 2010 and 2011 shall continue to enjoy such benefit.

33.5. All annual subscriptions shall be due in advance on the 1<sup>st</sup> October being the first day of the Club year.

33.6. The entrance fee for elected candidates shall be such sums (if any) as may from time to time be determined by the Management Council.

33.7. Honorary Life Members and Honorary Members shall be exempt from payment of the Annual Subscriptions and all levies.

**34. Non Payment of Subscription.**

34.1. The name of any member who has not paid his subscription for the current year before the 1st day of December may be posted in the Clubhouse as not entitled to play on the course until such subscription has been paid.

34.2. An Ordinary member who has not paid his annual subscription shall not be entitled to attend or vote at any General Meeting of the Club.

34.3. A member who has not paid his subscription shall not be eligible to play in any Club Competition held on or after 1st December or to attend or vote at any Meeting of the Mens/Ladies Club as appropriate.

34.4. Any Member whose subscription or levies is three months in arrears shall cease to be a member of the Club.

**35. Capital Levy**

The Club may vote to introduce a Capital levy on Members to fund any additional acquisition of land or buildings, construction work or improvement to the course, clubhouse or its environs. The amount of such levy shall be payable at the same time as the Annual Subscription. The Club may vote to introduce a compulsory spending charge for bar and/or catering within the clubhouse on such categories of member as it considers appropriate.

**36. Insurance**

An additional amount to be decided by the Management Council will be charged to all members to cover insurance.

**37. Green Fees**

37.1. Green Fees shall be as decided by the Management Council.

37.2. Green Fees, for a visitor introduced by a member shall be at a reduced rate as decided by the Management Council.

**38. Affiliated to the Golfing Unions**

The Mens Club shall be affiliated to the G.U.I. and the Ladies Club shall be affiliated to the I.L.G.U. and the Members shall pay in addition to their annual subscriptions such taxes, levies and fees as are payable in respect of such affiliations to the Club.

**39. The Registration of Clubs Acts 1904 – 2000 Intoxicating Liquor Acts**

39.1 The Golf Course and the Clubhouse shall be opened for the use of Members on Sundays as on week-days; but the opening of the Bar for the sale and supply of excisable liquors shall be subject to the provisions of the Registration of clubs Acts 1904 to 1999 and the Licensing Acts 1922 to 2000 as amended or extended.

39.2 No one who is not a Member, Honorary Member or Temporary Member shall order or pay for refreshment in the Clubhouse.

39.3 No member of any Committee or the Management Council and no Manager or servant employed in the Club shall have any personal interest in the sale of excisable liquors therein or in the profits arising from such sale.

39.4 A visitor shall not be supplied with excisable liquor in the club premises unless on the invitation and in the company of a member and that member shall, upon the admission of such visitor to the Club premises, or immediately upon his/her being supplied with such liquor, enter his/her own name and the name and address of the visitor in a book which shall be kept for the purpose and which shall show the date of each visit.

39.5 No excisable liquor shall be sold or supplied by the Club to any person under the age of 18 years.

No person under the age of 18 years will be allowed into the licensed area of the Club after 9.00 p.m. However, a child who is accompanied by his/her parent or guardian may be allowed in to the licensed area between the hours of 10.00 a.m. (12.30 p.m. on Sunday) and 9.00 p.m.

A child who is aged at least 15 years but under the age of 18 years and who is accompanied by his/her parent or guardian may be allowed into the licensed area of the Club on the occasion of a private function at which a substantial meal is served to persons attending the function.

39.6 No excisable liquor shall be sold for consumption outside the premises of the Club except to members of the Club, between the hours of 8 o'clock in the morning and 10 o'clock at night.

39.7 (i) Subject to the exceptions mentioned in Sub-Sections 2 and 3 of Section 56 of the Intoxicating Liquor Act 1927 as amended by Section 6 of the Intoxicating Liquor Act, 1962, no excisable liquor shall be supplied for Consumption on the Club premises to any person (other than a member of the Club lodging in the Club premises) or be consumed on the Club premises by any person (other than a member of the Club lodging in the Club premises):-

- (a) On any weekday before the hour of half past 10 o'clock in the morning or;
- (b) On any Monday, Tuesday, Wednesday or Thursday after the hour of half past 11 o'clock in the evening or,
- (c) On any Friday or Saturday after the hour of half past 12 o'clock in the morning on the following day or,
- (d) On any Sunday (except St. Patrick's Day which falls on a Sunday) before the hour of half past 12 o'clock in the afternoon or after the hour of 11 o'clock in the evening or;
- (e) On St Patrick's Day before the hour of half past 12 o'clock in the afternoon or after the hour of half past 12 o'clock in the morning on the following day or:
- (f) On Christmas Eve and the Eve of Good Friday before the hour of half past 10 o'clock in the morning or after the hour of half past 11 o'clock in the evening or;
- (g) At any time on Christmas Day or Good Friday.

- (ii)
- (a) The hours specified in paragraph (b) of subsection (1) in respect of any day specified in that paragraph are in addition to the period between midnight and 12.30 a.m. on that day where that period is included in the hours so specified in respect of the eve of that day.
  - (b) Public Holiday has the meaning given to it by the Organisation of Working Time Act, 1977.

39.8 Nothing contained in the Registration of Clubs Acts 1904 to 1999 or imposed only by virtue of the operation of Rule 39 of this constitution shall operate to prohibit the supplying for consumption on the club premises of excisable liquor to any person for the consumption of excisable liquor on those premises by any person:-

39.9 On Christmas Day between 12 o'clock midday and 10 o'clock in the evening or;

On any other day for one hour after the expiration of any period in respect of that day during which it is lawful for the club by virtue of Rule 39 of this constitution to supply any excisable liquor for consumption on the club premises, if in each case the excisable liquor is:

- Ordered by that person at the same time as a substantial meal is ordered by him.
- Consumed at the same time as with the meal.
- Supplied and consumed in the portion of the club premises usually set aside for the supply of meals.
- Paid for at the same time as the meal is paid for.

39.10 The Management Committee may alter or add to such Rule or Rules dealing with the supply or consumption of excisable liquor for the purpose of complying with the Licensing Laws for the time being in force, or for the purpose of satisfying the requirements of the members in accordance with such laws.

39.11 In addition to the foregoing Rules and clauses thereof the Clauses and Regulations embodied in the Registration of Clubs Acts 1904-1986 and the Acts extending and amending the same shall be deemed Rules of the Club.

**40. Indemnity**

The Officers and Committee Members of the Club shall be entitled to be indemnified by the Ordinary Members of the Club for all acts done or approved by them in good faith on behalf of the Club in excess of the powers and functions conferred on them hereunder and shall not by virtue of their holding any such office incur any personal liability.

**41. Notices**

Any notice which is required to be given under this Constitution shall, unless otherwise expressly provided herein, be given in writing and may be delivered personally or sent by ordinary prepaid post to the last known address of the Member which appears on the Club records, to whom it is to be given. Any such notice shall be deemed to have been served if delivered personally at the time of delivery or if sent by post 48 hours after the same was posted.

**42. Personal Property.**

Any personal belongings of members, visitors and others, brought to, kept at, or left on the premises of the Club (either in the clubhouse or outside in the car park or on the course) shall be at the sole risk of the owners, and neither the Club nor any Committee shall be responsible for any loss or damage thereto however arising; but this clause shall not prejudice any claims by the Club or the owners against insurance companies in case of fire, or when otherwise covered by insurance.

**43. Constitution**

This Constitution shall operate and apply from the date of its adoption by the Ordinary Members of the Club in General Meeting and shall not have retrospective effect. This Constitution together with the Rules and Regulations of the Mens Club and the Ladies Club comprises the entire Rules and Regulations governing the Members and Membership of the Club and all the Members and persons who in the future

are admitted to membership of the Club shall hold membership of the Club subject to those terms and conditions.

**44. Amendment to the Constitution**

44.1 Any proposal to alter this Constitution must be delivered in writing to the Management Council. Any such proposal may be made by the Management Council or by the Men's Committee or the Ladies Committee or by any Ordinary Member of the Club. A proposal to amend this Constitution shall be considered at the next Annual General Meeting which is held following the receipt of any such proposal provided:

- (a) the text of the proposed amendment is set out in writing and is signed in the case of an Ordinary Member, by the proposer and two other Ordinary Members of the Club and in the case of the Men's Committee or the Ladies Committee by the Secretary of such Committee,
- (b) is received at the Clubhouse not less than 21 days before the date fixed by the Management Council for the holding of next Annual General Meeting of the Club.

44.2 A proposal from the Management Council to amend the Constitution may be placed before the Ordinary Members of the Club in General Meeting provided the appropriate notice of the convening of such a meeting shall have been given.

44.3.1 In each case the Notice convening the meeting at which a proposed amendment to the Constitution is to be considered shall set out the wording of the proposed amendment or amendments and a copy of such proposal shall be posted on the notice board in the Clubhouse fourteen days prior to the date of the meeting.

**45. Income and Property**

The income and property of the association, shall be applied solely towards the promotion of its main object(s) as set forth in this Constitution. No portion of the association's income and property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the association. No Officer shall be appointed to any office of the association paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the association. However, nothing shall prevent any payment in good faith by the association of:

- a) reasonable and proper remuneration to any member of the association (not being an Officer) for any services rendered to the association;
- b) Reasonable and proper remuneration to any member of which a member or officer of the organisation is a director or shareholder, for any services rendered to the organisation;
- c) Interest at a rate not exceeding 5% per annum on money lent by Officers or other members of the association to the association;
- d) Reasonable and proper rent for premises demised and let by any member of the association (including any Officer) to the association;
- e) Reasonable and proper out-of-pocket expenses incurred by any Officer in connection with their attendance to any matter affecting the association;
- f) Fees, remuneration or other benefit in money or money's worth to any Company of which an Officer may be a member holding not more than one hundredth part of the issued capital of such Company.

**46. Winding-up**

If upon the winding up or dissolution of the association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, it shall not be paid to or distributed among the members of the association. Instead, such property shall be given or transferred to some other institution or institutions having main objects similar to the main objects of the association. The institution or institutions to which the property is to be given or transferred shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the association under or by virtue of Clause 45 hereof. Members of the association shall select the relevant institution or institutions at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then the property shall be given or transferred to some charitable object.

**47. Additions, alterations or amendments**

No material addition, alteration or amendment shall be made to or in the provisions of this Constitution for the time being in force unless the same shall have been previously approved in writing by the Revenue Commissioners.

**48. Keeping of Accounts**

Annual audited accounts shall be kept and made available to the Revenue Commissioners on request.

Signed by Management Council 19<sup>th</sup> December 2005

Tom Murray            President /Chairman

Sean Malone            Honorary Secretary

Eamon McSweeney    Honorary Treasurer

Ciaran Ronan            Captain

Noreen Flood            Lady Captain

Liz Kinsella            House Officer

Michael Colley          Course Officer

## APPENDIX 1

### Rules and Regulations of the Mens Club

of

Woodbrook Golf Club

#### Introduction

- 1.1 The following are the Rules and Regulations which govern the membership, powers, functions, management and control of the Mens Club. Words and expressions used in these Rules and Regulations shall unless the context otherwise requires have the same meanings as are set forth in Clause 2 of the Constitution of Woodbrook Golf Club (“the Constitution”).
- 1.2 These Rules and Regulations shall come into force on the 6<sup>th</sup> day of December 2001 and shall operate in substitution for and to the exclusion of all previous Rules and Regulations.
- 1.3 These Rules and Regulations shall be read in conjunction with the Constitution and in the event of there being a conflict between these Rules and Regulations and the Constitution, the provisions of the Constitution shall prevail.

#### 2. Membership

- 2.1 The Members of the Mens Club shall comprise of all of the male members for the time being of Woodbrook Golf Club.
- 3.1 The function and role of the Mens Club shall be through the Mens Committee to manage, organise, regulate, control and administer all aspects of golf and social activities for or involving the Mens Club.
- 3.2 The Mens Club may organise, arrange and run events in co-operation with the Ladies Club and/or other golf clubs or organisations whether sporting, social or otherwise for the members of the Golf Club and/or visiting golfers.

#### 4. The Mens Committee

- 4.1 The Mens Committee shall comprise of:
  - a) the Captain and the Vice Captain both of who shall be elected at the Annual General Meeting Mens Club
  - b) nine Committee Members and out of this number the Captain shall appoint a Mens Secretary and Mens Treasurer. The latter two appointees shall with the Captain and Vice-Captain be officers of the Mens Club
- 4.2 Only Ordinary Members of the Club who are members of the Mens Club shall be eligible for election to the Mens Committee.

- 4.3 Any Ordinary Member of the Mens Club of four years standing may nominate in writing any other Ordinary Member or Members of the Mens Club of four years standing to be a Member of the Mens Committee. No such nomination shall be valid unless it is in writing signed by the proposer and seconder and the person proposed has by his signature indicated his willingness to be a Committee Member.
- 4.4 Committee Members of the Mens Committee shall subject to Clause 4.7 be elected at the Annual General Meeting of the Mens Club and shall hold office until the next Annual General Meeting of the Mens Club.
- 4.5 Nominations for the election of Committee Members of the Mens Club must be received at the Clubhouse addressed to the Mens Secretary on or before 1<sup>st</sup> October in any given year.
- 4.6 If any casual vacancy shall occur among the Officers or the Committee Members of the Mens Club between one Annual General Meeting and the next, the Mens Committee shall be empowered to fill any vacancy so occurring. A casual vacancy among the Officers of the Mens Club shall be filled by another Member of the Mens Committee and any other casual vacancy shall be filled by nominating another Ordinary Member of the Mens Club to fill that vacancy. In filling such vacancy, the Mens Committee shall give first option to the Member of the Mens Club who received the next highest number of votes in the election (if any) of Committee Members held at the immediately preceding Annual General Meeting of the Mens Club but who was not elected. Any person so appointed or nominated shall hold office until the next Annual General Meeting of the Mens Club. . No Member shall be entitled to be a Committee Member of the Mens Club for more than five consecutive years nor shall any member be entitled to be an office holder for more than five consecutive years. In calculating the said five years in either case any year spent during the said five year period or to be spent immediately upon the expiration of the said five years as Captain or Vice Captain of the Club shall not be taken into account
- 4.7 Any Officer or Member of the Mens Committee shall be deemed to have vacated the position which he holds on the Mens Committee in any of the following circumstances:
- a) upon him ceasing for any reason to be an Ordinary Member of the Club; or
  - b) upon him tendering his resignation in writing to the Club; or
  - c) if he shall fail to attend four consecutive meetings of the Mens Committee unless such absence shall be excused to the satisfaction of the Mens Committee; or
  - d) if he shall be convicted of any indictable offence involving fraud or dishonesty; or
  - e) upon a resolution carried by a two-thirds majority of the Members of the Mens Club in General Meeting; or
  - f) upon being elected as a Member of the Management Council.

## 5. Officers

### 5.1 The Captain

The Captain shall hold office for one year.

The Captain shall during his year of office enjoy the following rights and privileges:

- a) subject to Clause 14.5 of the Constitution to be a member of the Management Council;
- b) to nominate his Vice-Captain.
- c) to appoint a Mens Secretary and a Mens Treasurer,
- d) to convene meetings of the Mens Committee ;
- e) to chair meetings of the Mens Club and to have a casting vote at such meetings in the case of equality of votes on any particular issue;
- f) to nominate a person to Ordinary Membership;
- g) to form sub-committees to transact business connected with the running of the Mens Club and to nominate and appoint persons to those subcommittees, and to appoint team managers and selectors;
- h) generally to perform such other functions in relation to the Club's affairs as may be required from time to time and authorised by these Rules and Regulations and the Constitution.

5.2 The Captain with the assistance of the Mens Treasurer shall be responsible to the Mens Committee and to the Management Council for reporting on, monitoring, recording and controlling the financial affairs of the Mens Club.

5.3 The Captain with the assistance of the Mens Secretary shall be responsible for:

- a) the taking and preparation of Minutes of Meetings of the Mens Club and of the Mens Committee;
- b) the convening of Meetings of the Mens Club and the Mens Committee, the preparation and dispatch of notices and agendas for such Meetings; and
- d) such other functions as may from time to time be entrusted to him by the Mens Committee and these Rules and Regulations.

#### 6. Membership Sub Committee.

The Membership Sub Committee shall be convened during the month of January each year. The Men's Committee shall elect three of its Members by ballot, and together with the Captain, Vice Captain and Men's Secretary shall constitute the Membership Sub Committee.

#### 7. Powers, Functions and Obligations of the Mens Committee

- 7.1 The Management and control of the Mens Club shall, subject to the provisions of the Constitution and these Rules and Regulations be vested in the Mens Committee.
- 7.2 The Mens Committee:
- a) may with the prior consent of the Management Council open, operate and control a Bank Account;
  - b) shall keep proper complete and accurate records of all of the financial transactions of the Mens Club including written records of all income and expenditure of or relating to the Mens Club;
  - c) shall submit the books and records of the Mens Club to the Management Council and its advisors from time to time and shall answer any queries and provide explanations that may be required or requested by the Management Council in relation thereto from time to time.
- 7.3 The Mens Committee shall in addition have the following powers, functions and obligations:
- a) to organise, participate in, support and arrange all types of golf and social events for the benefit and enjoyment of the Members of the Mens Club and their guests and to foster good relations with other Golf Clubs by whatever means the Mens Committee considers appropriate and to organise support and contribute to charitable events and causes;
  - b) to be affiliated to the G.U.I.;
  - c) to host arrange and organise golf competitions and to set the entrance fee or fees thereof;
  - d) to uphold the Rules of Golf as approved from time to time by the Royal and Ancient Golf Club of St. Andrews and the SSS handicapping scheme;
  - e) to investigate any complaint made in writing by any person or persons concerning the behavior or misbehavior of any member of the Mens Club while on Club property or concerning the infringement of any Rule of Golf or any Local Rule or Bye-Law of the Club by any Member of the Mens Club or where appropriate by any visitor to the Club and to investigate any complaint made by any other Golf Club or on its behalf concerning any Member of the Mens Club;
  - f) to implement and carry out in so far as it is able the wishes of the Members of the Mens Club as decided by them in General Meeting;
  - g) to take such steps, impose such restrictions and penalties and to take such disciplinary measures as the Management Council may have previously approved or requested against or decided in respect of any member of the Mens Club in respect of whom a complaint has been made pursuant to sub-clause e) of this Clause or Clause 9 of the Constitution;
  - h) to uphold this Constitution and to be bound by its provisions;
  - i) to change the Index or Indices of any hole or holes played from the Men's tees on the Golf Course;
  - j) to do all such other things as shall be incidental or conducive to the running of the Mens Club;

- k) to enter golf teams in G.U.I. inter-club competitions or events and to support any member of the Mens Club in any golf competition, event or other related activity in the name of the Club;
- l) to co-operate with the Management Council and the Ladies Committee in the smooth running of the Club and in particular to liaise and to consult with the Ladies Committee in relation to the organisation of junior, intermediate and mixed golf and social events;
- m) to prepare in consultation and with the approval of the Management Council the programme and diary of events for the Mens Club in every year and to furnish budgets and estimates of income and expenditure for their year of office;
- n) to admit on an annual basis, following recommendations from the Membership Sub-Committee any male applicants for membership of the Golf Club to fill any vacancies that the Management Council shall previously have deemed to exist among the membership of the Club within the Mens Club. The Mens Committee shall have no other right to admit save with the prior consent of the Management Council any male applicant for membership of the Club;
- o) to introduce such bye-laws as it considers necessary subject always that in the event of a conflict with these Rules and Regulations and the bye-laws the provisions of these Rules and Regulations shall prevail.

7.4 The Mens Committee shall not be entitled ,

- a) to borrow any monies in the name of the Mens Club of the Club or in the name of the Club;
- b) involve the Mens Club in any one item of expenditure of a non-recurring nature exceeding €3,000.00 or such sum as the Management Council may from time to time determine;
- c) impose any levy on the Members of the Mens Club or to vary the annual subscription;
- d) to bind the Members of the Club to any transaction or to act in any manner which is not authorised by this Constitution or these Rules and Regulations; and
- e) to exercise any power or function in relation to the Club the exercise of which is vested exclusively in the Management Council or in the Ladies Club.

8. Proceedings at Meetings of the Mens Committee

- 8.1 The Mens Committee shall meet regularly, but at least once in every month, to regulate monitor control and dispatch those aspects of the business and affairs of the Mens Club which are entrusted to it by the Constitution and these Rules and Regulations and all such meetings shall be convened by the Mens Secretary or the Captain.
- 8.2 The quorum for the holding of a meeting of the Mens Committee shall be at least one half of the members of the Mens Committee.
- 8.3 Each Member of the Mens Committee shall be entitled to receive 48 hours notice of the holding of meetings of the Mens Committee. Such notice may be verbal or in writing. In

exceptional circumstances this notice period may be waived with the consent of two-thirds of the Mens Committee.

- 8.4 The Mens Committee shall cause minutes to be kept and recorded in appropriate minute books of its proceedings at meetings.
- 8.5 No Member of the Mens Committee shall participate in any decision concerning any commercial matter in which he has a personal interest.
- 8.6 The Captain or in his absence the Vice Captain shall act as Chairman of meetings of the Mens Committee.
- 8.7 The Mens Committee may delegate any of its powers to any sub-committee or sub-committees on such terms as it shall think fit.

## 9. General Meetings

- 9.1 The Mens Committee shall convene General Meetings of the Mens Club from time to time as may be required. Only Ordinary Members of the Club who are also members of the Mens Club shall be entitled to receive notice of and to attend and vote at General Meetings of the Mens Club.
- 9.2 All Members attending Meetings of the Mens Club shall be required to register in a book specially provided for that purpose before being granted admission to any such Meeting.
- 9.3 The Mens Club shall in each year hold a General Meeting as its Annual General Meeting in addition to any other General Meeting of the Mens Club in that year. The Notice convening any such Annual General Meeting shall specify the Meeting as such. The Annual General Meeting shall be held in each year on or before the 1st day of December.
- 9.4 All General Meetings, other than the Annual General Meeting, shall be called Special General Meetings. The Mens Committee may whenever it considers it appropriate to do so, convene a Special General Meeting of the Mens Club and a Special General Meeting of the Mens Club shall also be convened if not less than thirty Ordinary Members of the Mens Club requisition such a Meeting in writing. A Special General Meeting which has been so requisitioned shall be convened and held within thirty days of the receipt of any such requisition.
- 9.5 Fourteen days notice shall be given for the convening of each General Meeting of the Mens Club. The Notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the day, the place and the hour of the Meeting. In the case of an Annual General Meeting the Notice shall specify the matters for consideration at the meeting and the names of those persons who are proposed for election to the Mens Committee. In the case of any other General Meeting the general nature of the business to be transacted shall be given. All notices shall be posted on the Mens Notice Board at least fourteen days prior to the General Meeting.
- 9.6 If the Mens Committee shall decide that there exists any matter or state of affairs affecting the Mens Club which is required to be laid before the Ordinary Members of the Mens Club for their urgent consideration or for their decision, a General Meeting may be convened, by giving

not less than seven days notice, provided the majority of the Ordinary Members present and voting consent to the meeting proceeding, even though short notice may have been given. If the majority of the Ordinary Members present and voting fail to agree to the meeting proceeding on the shorter notice then the meeting shall be reconvened on a date which would allow sufficient notice to be given.

- 9.7 No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. Forty Ordinary Members, including at least three Officers shall constitute a quorum. If within half an hour from the time appointed for the commencement of the General Meeting a quorum is not present the meeting shall, if convened upon the requisition of Members, be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place. If at such an adjourned meeting a quorum is not present within half an hour from the time appointed for the commencement of the meeting, the number of persons present shall constitute a quorum for the purposes of considering and otherwise dealing with the business which was set out in the notice convening the meeting. No other business may be transacted at any meeting which proceeds in this fashion without a quorum.
- 9.8 The Captain, or in his absence the Vice Captain, shall preside as Chairman at every General Meeting of the Mens Club.
- 9.9 The Chairman may with the consent of, or shall upon a resolution of the Ordinary Members present at any meeting at which a quorum is present, adjourn the Meeting from time to time and from place to place but no business shall be transacted at any adjourned Meeting other than the business left unfinished at the meeting from which the adjournment took place. Where a Meeting is adjourned for 30 days or more a fresh notice of not less than seven days of the reconvening of the adjourned Meeting shall be given in like manner as in the case of the original meeting. It shall not otherwise be necessary to give any notice of an adjournment of the business to be transacted at any such adjourned meeting.
- 9.10. All meetings of the Men's Club shall be conducted in accordance with Standing Orders/Voting Provisions as set out in Clause 31 of the Constitution.
- 9.11. The accidental omission to give notice of a General Meeting to any individual Ordinary Member or Members shall not invalidate any resolution passed at such Meeting, provided that notice of the Meeting has been posted upon the notice board in the Mens Locker Room for at least fourteen days before the date of the meeting.
- 9.12 Nominations (with the consent of the Nominee attached) for the election of a Ordinary Member of the Mens Club to the Management Council pursuant to Clause 14.1 (c) shall be given to the Mens Secretary at least 21 days prior to the Annual General Meeting of the Mens Club. All nominees must be properly proposed by an Ordinary Member of the Mens Club of four years standing and seconded by a further three Ordinary Members of the Mens Club of four years standing. A complete list of nominated persons together with their proposers and seconders must be posted on the Mens notice board for at least 14 days prior to the Annual General Meeting of the Mens Club.

## 10. The Annual General Meeting of the Mens Club

- 10.1 The following business shall be transacted at every Annual General Meeting of the Mens Club:

- a) the Minutes of the immediately preceding Annual General Meeting shall be read by the Mens Secretary if present or if the Mens Secretary be absent by any other person as may be appointed by the Chairman of the meeting and when the meeting confirms the Minutes as read or as altered by the meeting they shall be signed by the presiding Chairman
- b) the accounts showing the income and expenditure of the Mens Club for the immediately preceding financial year shall be read and adopted, if approved, by the Ordinary Members;
- c) the Secretary shall present a report on the activities of the Mens Club since the last Annual General Meeting;
- d) the election of the Captain, ratification of the Vice-Captain and the election of persons as Members of the Mens Committee or in the event that a vacancy exists the election of an Ordinary Member of the Mens Club as a member of the Management Council. The election (if any) of Members as Committee Members or to the Management Council shall be by secret ballot. In the event of an equality of votes between candidates for any vacancy the number to fill that vacancy shall be decided by lottery among those candidates who received an equal number of votes;
- e) in casting his votes in an election a Member must vote for a sufficient number of candidates to fill the vacancies that exist when the election takes place. Any votes cast by a Member for a lessor or greater number of candidates than there are vacancies shall be invalid and shall be disregarded in the counting of votes;
- f) any candidate for election may himself or may nominate any other Member to, oversee the counting of votes;
- g) any other business concerning the affairs of the Mens Club which the Members of the Mens Club may wish to place before the meeting shall be dealt with.

## 10.2 Motions for the Annual General Meeting of the Mens Club

Motions concerning the affairs of the Mens Club may be submitted by Ordinary Members to the Mens Committee for consideration at the Annual General Meeting of the Mens Club. Motions for the meeting shall be considered and the proposer of any such motion shall be afforded an opportunity to speak for a maximum of five minutes in favour of the motion, except with the consent of the Chairman. The particular motion shall then be thrown open for discussion among the Members. No Member shall address the meeting more than once on any one motion or amendment thereto but if directed by the Chairman he may reply to questions or give further information. The proposer of an original motion may, however speak for three minutes in reply. After the reply, the questions shall be put to a vote on a show of hands if not withdrawn before a vote is taken. Every such motion shall be in writing and shall be signed by the Ordinary Member proposing it and seconded by an Ordinary Member of the Mens Club entitled to attend and vote at the Annual General Meeting. No motion will be laid before the Annual General Meeting or any other General Meeting unless it is received at the Clubhouse not less than 21 days before the date fixed for the holding of the Annual General Meeting.

## 11. Business to be Transacted at Extraordinary General Meetings of the Mens Club

### 11.1 No decision to;

- a) amend these Rules and Regulations;

b) act in any manner which is not authorised by these Rules and Regulations;

shall be valid unless it is approved by Special Resolution of the Members of the Mens Club.

11.2 An Extraordinary General Meeting shall be called to deal with any matter which is to be the subject matter of a Special Resolution. A Special Resolution may also be passed at an Annual General Meeting provided the appropriate notice has been given in accordance with Clause 10.2.

11.3 No Special Resolution shall be deemed to have been passed unless two thirds of the members of the Mens Club present and voting vote in its favour.

12. Termination or suspension of Membership of the Mens Club

12.1 Any member of the Mens Club who is suspended or expelled from the Club shall be automatically deemed to have been expelled or suspended from the Mens Club.

12.2 The Mens Committee shall co-operate with the Management Council in dealing with any of the matters described in Clause 9 of the Constitution.

12.3 Any notice which is required to be given under this Constitution shall, unless otherwise expressly provided herein, be given in writing and may be delivered personally or sent by ordinary prepaid post to the last known address of the Member to whom it is to be given which appears on the Club records and the date when such notice is given. Any such notice shall be deemed to have been served if delivered personally at the time of delivery or if sent by post 48 hours after the same was posted.

13. Amendment to these Rules and Regulations

13.1 Any proposal to amend these Rules and Regulations may be made by the Mens Committee or by any Member of the Mens Club who is also an Ordinary Member of the Club. A proposal from a Member of the Mens Club to amend these Rules and Regulations shall be considered at the next Annual General Meeting of the Mens Club which is held following the receipt of any such proposal provided:

(a) the text of the proposed amendment is set out in writing and is signed by the proposer and two other Members of the Mens Club who are also Ordinary Members and in the case of the Mens Committee by the Secretary of such Committee;

(b) is received at the Clubhouse not less than 21 days before the date fixed by the Mens Committee for the holding of next Annual General Meeting of the Mens Club.

13.2 A proposal from the Mens Committee to amend these Rules and Regulations may be placed before the Members of the Mens Club in General Meeting at any time provided the appropriate notice of the convening of such a meeting shall have been given.

13.3 In each case the Notice convening the meeting at which a proposed amendment to these Rules and Regulations is to be considered shall set out the wording of the proposed amendment or amendments.

13.4 Any amendment to these Rules and Regulations which is in conflict with the Constitution shall be invalid.

## APPENDIX 11

### Rules and Regulations of the Ladies Club

of

Woodbrook Golf Club

#### Introduction

- 1.1 The following are the Rules and Regulations which govern the membership, powers, functions, management and control of the Ladies Club. Words and expressions used in these Rules and Regulations shall unless the context otherwise requires have the same meanings as are set forth in Clause 2 of the Constitution of Woodbrook Golf Club (“the Constitution”).
- 1.2 These Rules and Regulations shall come into force on the 6<sup>th</sup> day of December 2001 and shall operate in substitution for and to the exclusion of all previous Rules and Regulations.
- 1.3 These Rules and Regulations shall be read in conjunction with the Constitution and in the event of there being a conflict between these Rules and Regulations and the Constitution, the provisions of the Constitution shall prevail.

#### 2. Membership

- 2.1 The Members of the Ladies Club shall comprise of all of the female members for the time being of Woodbrook Golf Club.
- 3.1 The function and role of the Ladies Club shall be through the Ladies Committee to manage, organise, regulate, control and administer all aspects of golf and social activities for or involving the Ladies Club.
- 3.2 The Ladies Club may organise, arrange and run events in co-operation with the Mens Club and/or other golf clubs or organisations whether sporting, social or otherwise for the members of the Club and/or visiting golfers.

#### 4. The Ladies Committee

- 4.1 The Ladies Committee shall comprise of:
  - a) the Lady Captain, the Lady Vice Captain, the Lady Secretary, the Lady Handicap Secretary and the Lady Treasurer;
  - b) six Committee Members.
- 4.2 Only Ordinary Members of the Club (who are also members of the Ladies Club) and Lady Associate Members shall be eligible for election to the Ladies Committee.

- 4.3 Any Ordinary Member or Lady Associate Member of the Ladies Club of four years standing may nominate in writing any other Ordinary Member of the Club who is a member of the Ladies Club or Lady Associate Member of the Ladies Club of four years standing to be an Officer of the Ladies Club or to be a Member or Members of the Ladies Committee or Membership Sub-Committee. No such nomination shall be valid unless it is in writing signed by the proposer and seconder and the person proposed has by her signature indicated her willingness to accept the office for which she is proposed or to be a Committee Member as the case may be.
- 4.4 The Officers (if there is more than one nomination) Committee Members and Membership Sub-Committee Members shall subject to Clause 4.7 be elected at the Annual General Meeting of the Ladies Club and shall hold office until the next Annual General Meeting of the Ladies Club. In the event of there not being a sufficient number of nominations to fill all of the vacancies that exist the remaining vacancies may be filled by nominations from the floor of the Annual General Meeting subject to the person being proposed being present and indicating her consent to being so nominated.
- 4.5 Nominations for election as Officers and or as Committee Members or Membership Sub-Committee Members of the Ladies Club must be received at the Clubhouse addressed to the Ladies Secretary on or before 1<sup>st</sup> of October in any given year.
- 4.6 If any casual vacancy shall occur among the Officers or the Committee Members or Membership Sub-Committee Members of the Ladies Club between one Annual General Meeting and the next, the Ladies Committee shall be entitled to fill any vacancy so occurring. A casual vacancy among the Officers of the Ladies Club shall be filled by another Member of the Ladies Committee and any other casual vacancy shall be filled by nominating another member of the Ladies Club so entitled to fill that vacancy. In filling such vacancy the Ladies Committee shall give first option to the Member of the Ladies Club who received the next highest number of votes in the election (if any) of Committee Members or Membership Sub-Committee Members held at the immediately preceding Annual General Meeting of the Ladies Club but who was not elected. Any person so appointed or nominated shall hold office until the next Annual General Meeting of the Ladies Club. . No Member shall be entitled to be a Committee Member of the Ladies Club for more than five consecutive years nor shall any member be entitled to be an office holder for more than five consecutive years. In calculating the said five years in either case any year spent during the said five year period or to be spent immediately upon the expiration of the said five years as Lady Captain or Lady Vice Captain of the Club shall not be taken into account
- 4.7 The Ladies Committee shall be entitled to form sub-committees to transact business connected with the running of the Ladies Club and to nominate and appoint persons to those subcommittees, and to appoint team managers and selectors;
- 4.8 Any Officer or Member of the Ladies Committee shall be deemed to have vacated the position which she holds on the Ladies Committee in any of the following circumstances:
- a) upon her ceasing for any reason to be a Member of the Ladies Club; or
  - b) upon her tendering her resignation in writing to the Club; or
  - c) if she shall fail to attend four consecutive meetings of the Ladies Committee unless such absence shall be excused to the satisfaction of the Ladies Committee; or
  - d) if she shall be convicted of any indictable offence involving fraud or dishonesty; or

- e) upon a resolution carried by a two-thirds majority of the Members of the Ladies Club in General Meeting; or
- e) upon being elected as a Member of the Management Council.

## 5. Officers

### 5.1 The Lady Captain

The Lady Captain shall hold office for one year

The Lady Captain shall during her year of office enjoy the following rights and privileges:

- a) subject to Clause 14.5 of the Constitution to be a member of the Management Council;
- b) to nominate any other Ordinary or Lady Associate Member of the Ladies Club to be her successor.
- c) to convene meetings of the Ladies Committee;
- d) to chair meetings of the Ladies Club and to have a casting vote at such meetings in the case of equality of votes on any particular issue;
- e) to nominate a person to Ordinary Membership;

### 5.2 The Ladies Handicap Secretary

The Ladies Handicap Secretary shall inter alia have responsibility for:

- a) the allocation, control, adjustment and regulation of the golf handicaps of the Members of the Ladies Club. The Lady Handicap Secretary shall in performing that function act independently and impartially. Golf handicaps shall be implemented and controlled in accordance with the Rules of the I.L.G.U., the L.G.U., the Royal and Ancient Golf Club of St. Andrews and such other rules and regulations as the Ladies Committee shall determine;
- b) the regulation of handicaps.;
- c) the provision to each Member of the Ladies Club of a certificate stating her handicap and the appropriate number of differentials according to her category; and
- d) the revision of all handicaps on the 1<sup>st</sup> of February of each year or on such other date as may from time to time be fixed for the revision of handicaps and to send details of such revisions to the District Handicap Manager.

### 5.3 The Ladies Treasurer

The Lady Treasurer shall:

- a. be responsible to the Ladies Committee and to the Management Council for reporting on, monitoring, recording and controlling the financial affairs of the Ladies Club.
- b. submit quarterly accounts to the Ladies Committee for approval and shall prepare a budget for the following year in October for approval by the Ladies Committee to be presented to the Ladies A.G.M.

#### 5.7 The Ladies Secretary

The Lady Secretary shall be responsible for:

- a) the taking and preparation of Minutes of Meetings of the Ladies Club and of the Ladies Committee;
- b) the convening of Meetings of the Ladies Club and the Ladies Committee, the preparation and dispatch of notices and agendas for such Meetings; and
- c) such other functions as may from time to time be entrusted to her by the Ladies Committee and these Rules and Regulations; and
- d) the interpretation of the Rules of Golf and all Local Rules affecting the playing of ladies golf competitions. In this regard the decision of the Lady Secretary touching the interpretation or application of any such rule shall be final and binding and in the interpretation of the Rules of Golf the Ladies Secretary shall be responsible only to the I.L.G.U and L.G.U;

#### 6. Powers, Functions and Obligations of the Ladies Committee

6.1 The Management and control of the Ladies Club shall, subject to the provisions of the Constitution and these Rules and Regulations be vested in the Ladies Committee.

6.2 The Ladies Committee:

- a) may with the prior consent of the Management Council open, operate and control a Bank Account;
- b) shall keep proper complete and accurate records of all of the financial transactions of the Ladies Club including written records of all income and expenditure of or relating to the Ladies Club;
- c) shall submit the books and records of the Ladies Club to the Management Council and its advisors from time to time and shall answer any queries and provide explanations that may be required or requested by the Management Council in relation thereto from time to time.

6.3 The Ladies Committee shall in addition have the following powers, functions and obligations:

- a) to organise, participate in, support and arrange all types of golf and social events for the benefit and enjoyment of the Members of the Ladies Club and their guests and to foster good relations with other Golf Clubs by whatever means the Ladies Committee considers appropriate and to organise support and contribute to charitable events and causes;
- b) to be affiliated to the I.L.G.U. and L.G.U. and such other Unions or Associations of Golfers as the Ladies Committee deems appropriate;
- c) to host arrange and organise golf competitions and championships of every description and to set the entrance fee or fees therefor;
- d) to uphold the Rules of Golf as approved from time to time by the Royal and Ancient Golf Club of St. Andrews;
- e) to investigate any complaint made in writing by any person or persons concerning the behavior or misbehavior of any member of the Ladies Club while on Club property or concerning the infringement of any Rule of Golf or any Local Rule or Bye-Law of the Club by any Member of the Ladies Club or where appropriate by any visitor to the Club and to investigate any complaint made by any other Golf Club or on its behalf concerning any Member of the Ladies Club;
- f) to implement and carry out in so far as it is able the wishes of the Members of the Ladies Club as decided by them in General Meeting;
- g) to take such steps, impose such restrictions and penalties and to take such disciplinary measures as the Management Council may have previously approved or requested against or decided in respect of any member of the Ladies Club in respect of whom a complaint has been made pursuant to sub-clause e) of this Clause or Clause 9 of the Constitution;
- h) generally to perform in consultation with at least three Officers of the Ladies Club such other functions in relation to the Club's affairs as may be required from time to time and authorised by these Rules and Regulations and the Constitution.
- i) to uphold this Constitution and to be bound by its provisions;
- j) to change the Index or Indices of any hole or holes played from the Ladies tees on the Golf Course;
- k) to do all such other things as shall be incidental or conducive to the running of the Ladies Club;
- l) to enter golf teams in inter-club competitions or events and to support or sponsor any member of the Ladies Club in any golf competition, event or other related activity in the name of the Club;
- m) to co-operate with the Management Council and the Mens Committee in the smooth running of the Club and in particular to liaise and to consult with the Mens Committee in relation to the organisation of junior, intermediate and mixed golf and social events;

- n) to prepare in consultation and with the approval of the Management Council the programme and diary of events for the Ladies Club in every year and to furnish budgets and estimates of income and expenditure for their year of office;
- o) to admit on an annual basis following recommendations from the Membership Sub-Committee any female applicants for membership of the Golf Club to fill any vacancies that the Management Council shall previously have deemed to exist among the membership of the Club within the Ladies Club. The Ladies Committee shall have no other right to admit save with the prior consent of the Management Council any female applicant for membership of the Club.
- p) to introduce such bye-laws as it considers necessary subject always that in the event of a conflict with these Rules and Regulations and the bye-laws the provisions of these Rules and Regulations shall prevail.

6.4 The Ladies Committee shall not be entitled,

- a) to borrow any monies in the name of the Ladies Club of the Club or in the name of the Club;
- b) involve the Ladies Club in any one item of expenditure of a non-recurring nature exceeding €3,000.00 or such sum as may be determined by the Management Council from time to time;
- c) impose any levy on the Members of the Ladies Club or to vary the annual subscription;
- d) to bind the Members of the Club to any transaction or to act in any manner which is not authorised by this Constitution or these Rules and Regulations; and
- e) to exercise any power or function in relation to the Club the exercise of which is vested exclusively in the Management Council or in the Ladies Club.

## 7. Proceedings at Meetings of the Ladies Committee

- 7.1 The Ladies Committee shall meet regularly, but at least once in every month, to regulate monitor control and dispatch those aspects of the business and affairs of the Ladies Club which are entrusted to it by the Constitution and these Rules and Regulations and all such meetings shall be convened by the Lady Secretary or the Lady Captain.
- 7.2 The quorum for the holding of a meeting of the Ladies Committee shall be at least one half of the members of the Ladies Committee;
- 7.3 Each Member of the Ladies Committee shall be entitled to receive 48 hours notice of the holding of meetings of the Ladies Committee. Such notice may be verbal or in writing. In exceptional circumstances this notice period may be waived with the consent of two thirds of the Ladies Committee.
- 7.4 The Ladies Committee shall cause minutes to be kept and recorded in appropriate minute books of its proceedings at meetings.

- 7.5 No Member of the Ladies Committee shall participate in any decision concerning any commercial matter in which she has a personal interest.
- 7.6 The Lady Captain or in her absence the Lady Vice Captain shall act as Chairman of meetings of the Ladies Committee.
- 7.7 The Ladies Committee may delegate any of its powers to any sub-committee or sub-committees on such terms as it shall think fit.

9. Management Council

9.1. One Ordinary Member of the Ladies Club shall be elected pursuant to Clause 14 of the Constitution to the Management Council.

9.2. Nominations (with the consent of the Nominee attached) for the election of an Ordinary Member of the Ladies Club to the Management Council shall be given to the Ladies Secretary at least 21 days prior to the Annual General Meeting of the Ladies Club. All nominees must be properly proposed by an Ordinary Member of the Ladies Club of four years standing and seconded by a further three Ordinary Members of the Ladies Club of four years standing. A complete list of nominated persons together with their proposers and seconders must be posted on the Ladies notice board for at least 14 days prior to the Annual General Meeting of the Ladies Club.

10. Membership Sub Committee

10.1. At each AGM of the Ladies Club the Ordinary Members shall elect four Ordinary Members as members of a Membership Sub-Committee. The Membership Sub-Committee shall consider the applicants and a ballot for elections to fill vacancies, determined by the Management Council, shall take place during the months of January and February at the discretion of the Sub-Committee. Such Membership Sub-Committee may include members of the Ladies Committee.

11. General Meetings of the Ladies Club

11.1. The Ladies Committee shall convene General Meetings of the Ladies Club from time to time as may be required. Only Ordinary Members of the Club who are also members of the Ladies Club and Lady Associate Members shall be entitled to receive notice of and to attend and vote at General Meetings of the Ladies Club.

11.2. All Members attending Meetings of the Ladies Club shall be required to register in a book specially provided for that purpose before being granted admission to any such Meeting.

11.3. The Ladies Club shall in each year hold a General Meeting as its Annual General Meeting in addition to any other General Meeting in that year. The Notice convening any such Annual General Meeting shall specify the Meeting as such. The Annual General Meeting shall be held in each year on or before the 1st day of December.

11.4. All General Meetings, other than the Annual General Meeting, shall be called Special General Meetings. The Ladies Committee may, whenever it considers it appropriate to do so, convene a Special General Meeting of the Ladies Club. A Special General Meeting of the Ladies Club shall also be convened if not less than thirty (30) Ordinary Members and/or Lady Associate Members of the Ladies Club requisition such a Meeting in writing. A Special General Meeting which has been so requisitioned shall be convened and held within thirty days of the receipt of any such requisition.

11.5. Fourteen days notice shall be given for the convening of each General Meeting of the Ladies Club. The Notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the day, the place and the hour of the Meeting. In the case of an Annual General Meeting the Notice shall specify the matters for consideration at the meeting and the names of those persons who are proposed for election to the Ladies Committee, the Membership Sub-Committee and in the event of a vacancy arising for election to the Management Council. In the case of any other General Meeting the general nature of the business to be transacted shall be given. All

notices shall be posted on the Notice Board in the Ladies Locker room at least fourteen days prior to the General Meeting.

- 11.6 If the Ladies Committee shall decide that there exists any matter or state of affairs affecting the Ladies Club which is required to be laid before the Members of the Ladies Club for their urgent consideration or for their decision, a General Meeting may be convened, by giving not less than seven days notice, providing the majority of the Members of the Ladies Club present and voting consent to the meeting proceeding, even though short notice may have been given. If the majority of the Members present and voting fail to agree to the meeting proceeding on the shorter notice then the meeting shall be reconvened on a date which would allow sufficient notice to be given.
- 11.7 No business shall be transacted at any General Meeting of the Ladies Club unless a quorum is present at the time when the meeting proceeds to business. Thirty (30) Members, including at least three Officers shall constitute a quorum. If within half an hour from the time appointed for the commencement of the General Meeting a quorum is not present the meeting shall, if convened upon the requisition of Members, be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place. If at such an adjourned meeting a quorum is not present within half an hour from the time appointed for the commencement of the meeting, the number of persons present shall constitute a quorum for the purposes of considering and otherwise dealing with the business which was set out in the notice convening the meeting. No other business may be transacted at any meeting which proceeds in this fashion without a quorum.
- 11.8 The Lady Captain shall preside as Chairman at every General Meeting and Committee Meeting of the Ladies Club. In her absence the Lady Vice Captain shall preside. In the event that both ladies are absent the Committee members present may select a Chairman from the Committee members present.
- 11.9 The Chairman may with the consent of, or shall upon a resolution of the Members present at any meeting at which a quorum is present, adjourn the Meeting from time to time and from place to place but no business shall be transacted at any adjourned Meeting other than the business left unfinished at the meeting from which the adjournment took place. Where a Meeting is adjourned for 30 days or more a fresh notice of not less than seven days of the reconvening of the adjourned Meeting shall be given in like manner as in the case of the original meeting. It shall not otherwise be necessary to give any notice of an adjournment of the business to be transacted at any such adjourned meeting.
- 11.10 All Meetings of the Ladies Club shall be conducted in accordance with the Standing Orders/Voting Provisions as set out in Clause 31 of the Constitution.
- 11.11 Each Ordinary Member of the Club who is a member of the Ladies Club and each Lady Associate Member shall have one vote and all voting shall be done in person. Voting shall not be allowed by proxy.
- 11.12 The accidental omission to give notice of a General Meeting to any individual Ordinary/Lady Associate Member or Members shall not invalidate any motion/resolution passed at such Meeting, provided that notice of the Meeting has been posted upon the notice board in the Ladies Locker room for at least fourteen days before the date of the meeting.

## 12. The Annual General Meeting of the Ladies Club

- 12.1 The following business shall be transacted at every Annual General Meeting of the Ladies Club:

- a) the Minutes of the immediately preceding Annual General Meeting shall be read by the Lady Secretary if present or if the Lady Secretary be absent by any other person as may be appointed by the Chairman of the meeting and when the meeting confirms the Minutes as read or as altered by the meeting they shall be signed by the presiding Chairman;
- b) the accounts showing the income and expenditure of the Ladies Club for the immediately preceding financial year shall be read and adopted, if approved, by the Members
- c) the Secretary shall present a report on the activities of the Ladies Club since the last Annual General Meeting;
- d) the election of Lady Captain ratification of the Lady Vice-Captain and the election/appointment of Officers of the Ladies Club and the election of persons as Members of the Ladies Committee. The election (if any) of Members as Officers, Committee Members or to the Management Council shall be by secret ballot. In the event of an equality of votes between candidates for any vacancy the Member to fill that vacancy shall be decided by lottery among those candidates who received an equal number of votes;
- e) in casting her votes in an election a Member must vote for a sufficient number of candidates to fill the vacancies that exist when the election takes place. Any votes cast by a Member for a lessor or greater number of candidates than there are vacancies shall be invalid and shall be disregarded in the counting of votes;
- f) any candidate for election may herself or may nominate any other Member to oversee the counting of votes;
- g) the election by the Ordinary Members of persons who are also Ordinary Members as members of the Membership Sub-Committee.
- h) the election by the Ordinary Members of the Ladies Club of an Ordinary Member to the Management Council pursuant to Clause 14 of the Constitution.
- i) any other business concerning the affairs of the Ladies Club which the Members of the Ladies Club entitled to attend the meeting and wish to place before the meeting shall be dealt with.

### 13.2 Motions for the Annual General Meeting of the Ladies Club

Motions concerning the affairs of the Ladies Club may be submitted by Ordinary/Lady Associate Members to the Ladies Committee for consideration at the Annual General Meeting of the Ladies Club. Every such motion shall be in writing and shall be signed by the Member proposing it and seconded by a Member of the Ladies Club entitled to attend and vote at the Annual General Meeting. No motion will be laid before the Annual General Meeting or any other General Meeting unless it is received at the Clubhouse not less than 21 days before the date fixed for the holding of the Annual General Meeting. Motions for the meeting shall be considered and the proposer of any such motion shall be afforded an opportunity to speak for a maximum of five minutes in favour of the motion, except with the consent of the Chairman. The particular motion shall then be thrown open for discussion among the Members. No Member shall address the meeting more than once on any one motion or amendment thereto but if directed by the Chairman she may reply to questions or give further information. The proposer of an original motion may, however, speak for three minutes in

reply. After the reply, the questions shall be put to a vote on a show of hands if not withdrawn before a vote is taken.

14. Business to be Transacted at Extraordinary General Meetings of the Ladies Club

14.1 No decision to:

- a) amend these Rules and Regulations;
- b) act in any manner which is not authorised by these Rules and Regulations;

shall be valid unless it is approved by Special Resolution of the Members of the Ladies Club entitled to vote at General Meetings.

14.2 An Extraordinary General Meeting shall be called to deal with any matter which is to be the subject matter of a Special Resolution. A Special Resolution may also be passed at an Annual General Meeting provided the appropriate notice has been given in accordance with Clause 10.2.

14.3 No Special Resolution shall be deemed to have been passed unless two thirds of the members of the Ladies Club present and voting vote in its favour.

15. Termination or suspension of Membership of the Ladies Club

15.1 Any member of the Ladies Club who is suspended or expelled from the Club shall be automatically deemed to have been expelled or suspended from the Ladies Club.

15.2 The Ladies Committee shall co-operate with the Management Council in dealing with any of the matters described in Clause 9 of the Constitution.

15.3 Any notice which is required to be given under this Constitution shall, unless otherwise expressly provided herein, be given in writing and may be delivered personally or sent by ordinary prepaid post to the last known address of the Member to whom it is to be given which appears on the Club records and the date when such notice is given. Any such notice shall be deemed to have been served if delivered personally at the time of delivery or if sent by post 48 hours after the same was posted.

16. Competitions

- a) Rule 33-1 Rules of Golf provides that the Ladies Committee shall lay down the conditions under which a competition shall be played.
- b) The conditions of competition, eligibility, stipulated round, handicap limitation, draws, entry fee, division of classes and format of competition shall be displayed for competitors to see before the competition commences.
- c) At least five days notice must be given before the playing of a competition not already on the fixture card. The Ladies Committee reserve the right to alter the date and format of any competition.
- d) Major competitions are the Lady Captain's, The Lady Vice-Captain's, The Men's Prize to the Ladies, The President's Prize, the Trustees' Prize and the Patricia Martin Trophy.
- e) The allocation of prizes in any competition shall be at the discretion of the Ladies Committee.

- f) Five Day Members, Intermediate Members, Junior Members, Country Members and Overseas Members shall be entitled to play in such competitions and on such terms as stipulated by the Ladies Committee and laid down in the Rules of Competition from time to time and in particular;
- i) Five Day Members may not play in Matchplay Competitions. They shall be eligible to compete in all other competitions held on a weekday but are not eligible to win the first prize in Major Competitions;
- ii) Intermediate and Junior Members are eligible to compete in all medal competitions and competitions nominated by the Committee and Prize Donors, which includes Golfer of the Year. They may not win an award in a Major Competition but may compete for a special prize for Intermediate and Junior Members. On acquiring a handicap at 18 or under. Intermediate and Junior Members are eligible to play in all competitions but they may not win the first prize in Major Competitions;
- iii) Country, Honorary and Overseas Members are eligible to compete in all monthly medal competitions and competitions nominated by the Committee and Prize Donors. They may play in Major Competitions but are not eligible to win an award.

17. Amendment to these Rules and Regulations

- 17.1 Any proposal to amend these Rules and Regulations may be made by the Ladies Committee or by any Ordinary/Lady Associate Member of the Ladies Club. A proposal from a Member of the Ladies Club to amend these Rules and Regulations shall be considered at the next Annual General Meeting of the Ladies Club which is held following the receipt of any such proposal provided:
- (a) the text of the proposed amendment is set out in writing and is signed by the proposer and two other Members of the Ladies Club and in the case of the Ladies Committee by the Secretary of such Committee,
- (b) is received at the Clubhouse not less than 21 days before the date fixed by the Ladies Committee for the holding of next Annual General Meeting of the Ladies Club.
- 17.2 A proposal from the Ladies Committee to amend these Rules and Regulations may be placed before the Members of the Ladies Club in General Meeting at any time provided the appropriate notice of the convening of such a meeting shall have been given.
- 17.3 In each case the Notice convening the meeting at which a proposed amendment to these Rules and Regulations is to be considered shall set out the wording of the proposed amendment or amendments.
- 17.4 Any amendment to these Rules and Regulations which is in conflict with the Constitution shall be invalid.