

CONSTITUTION AND RULES OF

THE CROMWELL GOLF CLUB INCORPORATED

1 NAME

The name of the Club is "The Cromwell Golf Club Incorporated", hereinafter referred to as 'the Club'.

2 REGISTERED OFFICE

The registered office of the Club shall be situated at the Golf Clubhouse, Cromwell, or at such other place as the Board of Management may from time to time determine. Notice of every change of place of the registered office shall forthwith be given to the Registrar of Incorporated Societies.

3 OBJECTS

The objects for which the Club is established are:

- a. To provide the charitable purpose of the promotion of public participation in the amateur sport of golf as a means to promote the demonstrated benefits of this sport for the general public.
- b. To promote, and encourage participation in, the game of golf.
- c. To provide and manage a golf course and all the appropriate facilities, equipment, amenities, and other conveniences for the benefit of members and the wider community by making the facilities available to visiting golfers, the general public, and visitors to the area, having due regard to the requirements and needs of the members.
- d. To purchase or lease such real or personal property as may be considered advisable for the acquisition, maintenance and working of a golf course and clubhouse.
- e. To borrow or otherwise raise money in such a manner as may be determined and to give security over all or any of the property of the club as may be necessary or proper.

- f. To provide opportunities for children and adults, from both the membership and general public, to learn the game and give them the opportunity to reach their potential

4 MANAGEMENT

The Management of The Cromwell Golf Club shall be as follows

- a. The Board of Management, hereafter referred to as “The Board”, is responsible for
 - Managing the financial affairs of the Club
 - Acquiring, managing and protecting all assets of the Club
 - Managing the recruitment, retention and employment of paid staff as a fair employer.
 - Managing all contractual arrangements for the Club
 - Ensuring compliance with all statutory and regulatory requirements.
 - Communicating with members and keeping them reasonably informed as to the activities and management of the Club.

The Board shall consist of three elected Board members, two player representatives, one of each from the Men’s and Women’s sections and the President. The Manager and Director of Golf shall be non-voting members of the Board. The elected Board members shall be elected for a three-year term. All other officers of the club shall be elected annually. All retiring members may offer themselves for re-election should they so wish.

- (i) The Board shall elect their own Chairperson from time to time, not less than annually. To avoid a split vote, the Chairperson shall have a casting vote.
- (ii) The Board shall have the power to co-opt any person who may have specific skills required by the Board. The tenure of the co-opted Board member must be stipulated at the time of co-opting and should be either when the Board determine the project that the co-opted person’s skills were required for is complete or a set period. At the end of the co-opted person’s tenure a majority vote of the Board members may extend the tenure for another fixed period. Co-opted person will have full Board voting rights.
- (iii) In the event of a vacancy in the three elected Board members occurring, the Board may appoint a replacement Board member who will serve the remainder of the previous Board member’s term.

- (iv) A vacancy in either of the men's or women's representatives will be filled by the nomination of the President, but the President becoming vacant will be filled by the Vice President. Any replacements made in this manner will have the rights and responsibilities of an elected member until the next Annual General Meeting and in standing down will also be entitled to offer themselves for re-election.
 - (v) Board members, apart from the President and player representatives, cannot be members of "the Committee" concurrently or vice versa.
 - (vi) The members may, at a Special General Meeting (of which due notice has been given and the business stated) called for the purpose by resolution of two thirds of those present, replace the Board as a body.
- b. The Club Committee previously and here after referred to as "the Committee" is responsible for all Club, golfing and social activity matters.

The Committee shall consist of

- President
- Vice President
- Men's Club Captain
- Men's Deputy Club Captain
- Women's Club Captain
- Women's Deputy Club Captain
- Men's Board Representative
- Women's Board Representative
- Convenors of Sub Committees

All members of the Committee shall be elected at the Annual General Meeting. The President shall chair all meetings of the Club Committee, or in his/her absence a Chairperson will be appointed by the Committee.

Match Sub Committees for each of the Men's and Women's sections will be led by Club Captains and voted for at the AGM by the members of the relevant gender.

Other Sub Committees such as Grounds, House/social, Membership, Junior golf and Fundraising shall be elected at the time of the AGM. Members of each Sub Committee will elect a convenor. The convenor will then be invited to join the Club Committee.

All specifically golf Sub Committees such as Men's and Women's Match and Junior Golf will report to the President. Other Sub Committees, such as Grounds, Fund-raising, Marketing and House will report to the Manager.

Election

The Board member vacancies, the Committee, and Sub Committees shall be elected by ballot at the Annual General Meeting in each year and shall continue in office until their successors are duly elected or appointed, notwithstanding anything here in before contained.

Only financial Members and Life Members shall be eligible for election to the Committee, and Sub Committees. Non-members are eligible for election to the Board.

Only financial members and Life Members present at the Annual General Meeting shall be eligible to vote for positions on the Committee, Sub Committees and the Board.

In the event of a vacancy occurring either on the Committee or a Sub Committee, these committees may at their discretion, appoint a successor to hold office until the next Annual General Meeting, and such appointee shall have full power to act as if they had been elected.

All nominations for positions on the Board, the Committee and Sub Committees shall be given in writing to the Manager at least fourteen (14) days prior to the date of the Annual General Meeting. The Manager shall display all such nominations in the clubhouse at least fourteen (14) days prior to the Annual General Meeting.

In the event that there are insufficient nominations to fill any specific positions on the Board, the Committee or Sub Committees, nominations may be accepted from any voting members at any time in advance of the meeting. Should there still be insufficient nominations at the time of the meeting, the Chair can take nominations from the floor. The nominee must be present to accept the nomination. If there are more nominations from the floor than vacancies, those nominated prior to the meeting are automatically elected and a vote would be held to fill the remaining vacancies only.

Powers of the Board

Subject to any statutory enactment or rules of law to the contrary, all the powers and the entire management and control of the Club shall be exercisable by the Board, PROVIDED ALWAYS that the Board shall be

subject to the directions of any General Meeting and PROVIDED FURTHER that the Board shall not purchase, let, sell, exchange, mortgage, charge or otherwise dispose of any assets of the Club, nor borrow money in excess of ninety thousand dollars, (\$90,000) in any one transaction, by way of bank overdraft or otherwise, nor give security over all or any of the real or personal property of the Club, unless first so authorised by the Club at a General Meeting.

By-Laws, Regulations etc

The Board shall have power from time to time to make, repeal and amend all such by-laws and regulations (not being inconsistent with these rules), as they shall deem expedient for the internal management and well/being of the Club, grounds and course.

All such by-laws, regulations and arrangements shall be binding upon the members until repealed by the Board or set aside by a resolution of a General Meeting of the Club. The Board shall inform all members of any by-laws or regulations so made, repealed or amended.

The Manager

The Manager shall be responsible for the operation and management of the Club and shall report to the Board.

The Manager shall convene all General Meetings, the Board and the Committee meetings. The Manager shall also attend all such meetings and keep or receive regular and correct minutes of same, and produce them to all meetings. The Manager shall also keep a register containing the names and addresses of all members of the Club and dates at which they became members. If the Manager shall fail to call any meeting in due course such meeting shall be convened by the Chairperson of the Board, President, or either Club Captain.

The Manager shall submit to the Annual General Meeting a statement of the accounts for the past year which shall be certified to by the qualified reviewer, duly appointed for that purpose. The Manager shall cause true and accurate accounts to be kept of the moneys received and expended by the Club, and the matters in respect of which receipts and expenditure took place, and of the assets, credits and liabilities of the Club, and shall, whenever reasonably called upon so to do, supply to the Board a statement of the financial accounts in support of same.

5 MEMBERS

The Club shall be composed of the classes of members, having the respective rights and privileges described in club By-Law 1.

Election of Members

Each candidate for election to membership of the Club shall be approved by the Committee. Each candidate for membership shall make written application on the form provided by the Club.

On election of a new member the Manager shall notify him/her thereof in writing, and request them to pay their first subscription to the Manager. No member shall enjoy any of the advantages, benefits or privileges of the Club until such payments have been made, and if such payments be not made within one month from the date of the Manager's notice, the election shall be absolutely void, unless the member shall show sufficient cause for such delay to the satisfaction of the Committee.

Bound by Rules

Every member shall be bound by and submit to the Constitution and Rules of the Club.

Resignation

Any member may resign from the Club at any time on delivering a written resignation to the Manager.

Suspension and Expulsion

If any member has failed to pay their annual subscription or shall have failed to pay any levy made within three months of due date, and unless agreed alternative payment arrangements have been made with the Manager, they shall not be entitled to the privileges of the Club until their subscription or levy be paid.

If any member has failed, by the start of the next financial year, to pay the whole of any subscription or other monies payable by them pursuant to these rules, the Committee may order their name to be struck off the list of members, and they shall thereupon cease to be a member without prejudice to any right or action or other remedy which the Club may have against them. Any such person may be readmitted as a member at the discretion of the Committee.

If it comes to the knowledge of the Committee that a member has been guilty or appears to have been guilty of a breach of any of these rules or by-laws of the Club, or of any conduct unworthy of a member which is or might be injurious to the interests of the Club, or its members or any of them, and the Committee, after giving the member either the right to submit an explanation in writing or to be heard, is satisfied that the member has been guilty of any such breach of conduct, then the Committee, on the vote of not less than two thirds of the whole Committee, may suspend or expel such member from the Club, PROVIDED ALWAYS that any member so suspended or expelled may give to the Manager within fourteen days of the decision of the Committee, written notice of such appeal, and shall thereupon have the right to have such decision submitted to the Board and a meeting to be held within one calendar month from the date of such notice, and at such meeting such member may submit an explanation in writing and shall have the right to be heard, but the decision of the Committee shall stand except to the extent that it is modified or reversed by the Board

Effect of Resignation and Expulsion

Any person resigning or expelled from the Club, or struck off the list of members shall forthwith cease to be a member, but without being released from any previous liability (including a liability for payment of all subscriptions and levies due at the date of such resignation, expulsion or striking off), PROVIDED ALWAYS that if a member delivers their resignation before the first day of January in any financial year they shall be liable for only such proportion of any subscription or levy for such financial year as the Manager shall determine.

On ceasing to be a member he/she shall forfeit all such rights to or claim upon the Club or its property or funds as they otherwise would have by reason of their membership.

6 MEETINGS

Annual General Meeting - Business Notice

The Annual General Meetings of the Club shall be held between the first day of November and the 14th December in each year upon a date and at a time and place to be fixed by the Board for the following purposes:

- a To receive from the Board and the Manager a report, balance sheet and statement of accounts for the preceding financial year, and, if approved, to adopt the same.
- b To receive from the President a report on the Club's activity for the preceding year
- c To elect the Board Member vacancies, the Committee and Sub Committees and appoint a suitably qualified reviewer, for the ensuing year.
- d To consider such other business as specified in the notice convening the meeting.

The Board shall set the date of the Annual General Meeting before the end of September each year, and shall advertise this date in sufficient time to allow all members to make nominations in writing for the Board the Committee, and Sub Committees as set down in Clause 4 hereof.

Twenty-One days at least before each such Annual General Meeting notice thereof shall be posted in the clubhouse.

Nominations and resolutions shall be displayed in the clubhouse at least fourteen days prior to the meeting.

Special General Meeting - Business, Notice

The Board may call a Special General Meeting at any time on twenty-one days' notice being given to members.

The Board may from time to time for any special purpose call a Special General Meeting, and they shall do so within twenty-one days after receipt of a requisition in writing signed by any ten full members, stating the purpose for which the meeting is required.

Fourteen days at least before any Special General Meeting a printed or written notice of such meeting containing an abstract of the business to be transacted thereat shall be posted in the clubhouse, and no business other than that which has been given shall be brought forward at such meeting, unless by a vote of two thirds of those present agree to discuss another matter of extraordinary business.

Any member wishing to bring forward any business at any Special General Meeting shall give notice thereof in writing to the Manager not less than fourteen days before the date of such meeting.

Management Meetings Notice

Meetings of the Board and the Committee shall be held as often as they think fit, but the Chairperson, President or either of the Captains, shall have power at all times to call or instruct the Manager to call a meeting of the Board or the Committee, or a Sub Committee but in either case at least five clear days' notice of such meeting must be given to all members of the Board, the Committee, or Sub Committee.

Voting

Each financial Member, unless excepted in the Bylaws, and each Life Member present shall have one vote on every motion, but in the case of an equality of votes, on every motion the Chairperson shall have a casting vote as well as a deliberative vote.

Voting shall be by ballot if so required by any ten members present, but in the absence of such a requisition voting shall be either by show of hands or by secret ballot, as the Chairperson shall in his/her absolute discretion determine.

Majority Required

Except insofar as anything to the contrary is herein contained, expressed or implied, all questions to any Annual General Meeting, Committee or any Board Meeting shall be decided by a simple majority of those present and voting, but no business shall be decided at any Special General Meeting unless carried by a two thirds majority of those present and voting.

Quorums

The Quorum at all General Meetings shall be twenty-five (25). The Quorum at The Board Meetings shall be three (3). The quorum at the Committee meetings shall be four (4).

7 SUBSCRIPTIONS, LEVIES ETC

Subscriptions and Due Date

Each member shall pay to the Club an Annual Subscription (according to his/her class of membership) of such amount, as recommended by the Board and fixed by resolution at a General Meeting. At any General Meeting the amount of any rebate for the

ensuing year shall be decided upon. Any member elected after 31 December shall, provided payment is made within one month after notice of election has been posted to them, pay an amount equal to a proportion of the rebated subscription for that year as the Manager judges to be equitable.

Financial Members

Every member shall be deemed a financial member if that member has paid their annual subscription (or any levy made) within three months of the due date, or be current with any alternative payment arrangement, or within one month after notice of election, where such member has been elected after 1 October in every year.

Financial Year and General Levy

The Club's financial year shall end on the 30th day of September in each and every year, and if at the close of any financial year it is found that the expenditure for the Club is in excess of the income, the Club may, on a resolution being duly passed at the Annual General Meeting, make such levy upon its members as is necessary to meet the deficiency.

8 VISITORS

Any members may introduce friends (being members of another golf club) to the Club as "Visiting Players", PROVIDED ALWAYS that members introducing visiting players shall be responsible for all payments for which such players become liable, either to the Club or any members or employees thereof.

9 BANKING ACCOUNT

The monies of the club shall be banked in such bank or banks or other financial institutions in New Zealand as the Board may from time to time determine. There shall be up to five authorised signatories, being the Manager, the Chairperson of the Board, the President and two Board members.

Cheque and/or electronic payments made by the Club will be authorized by any two signatories in advance of the payments being made.

10 REVIEWER AND SOLICITORS

Reviewer

The accounts of the Club shall be reviewed by a suitably-qualified person appointed by the Board. In case of death, resignation or incapacity of any appointed Reviewer, or in case no Reviewer is so appointed, the Board shall appoint one.

Solicitor

A Solicitor to the Club may be appointed by the Board to act as legal adviser to the Club. The Board may, in its discretion, refer to the Solicitor all matters upon which a legal opinion is required for the Club, and may instruct him/her to act for the Club in any matter it considers expedient to do so.

11 COMMON SEAL

The Common Seal of the Club shall be kept in the custody of the Manager, and shall not be affixed to any deed, instrument, contract, document or paper without the authority of the Board.

Two authorised signatories, being two Board Members or one Board Member and the Manager are to sign any document under seal.

12 CONSTITUTION AND RULES

Alteration, Amendment etc

The Club may alter, add to, rescind or otherwise amend all or any of these rules by a resolution passed by a two thirds majority of those present and voting at any General Meeting PROVIDED that the notice of such meeting has set forth the purpose of the proposed alteration, addition, rescission or other amendment.

No such alteration shall be valid until accepted by the Registrar of Incorporated Societies, and duplicate copies thereof shall be delivered to the Registrar in accordance with the requirements of the Act.

Any addition or alteration necessary to conform with any requirement of such Registrar may be made by the Board without reference to any General Meeting of members.

Interpretation

Any question relating to the interpretation of these rules or to any matter or thing not contained in these rules and which pertains to the Club, its property or interests shall be settled by the Board, whose decision shall be conclusive and binding on all members until repealed by the Board or set aside by a resolution of a General Meeting of the Club.

Binding On Members

Every member shall be bound by and submit to these rules and any alteration, addition, rescission or other amendment thereof.

Rules of Golf

The Rules of the Game of Golf as adopted from time to time by the Royal and Ancient Golf Club of St Andrew, except insofar as they are modified by the New Zealand Golf Association, as appropriate, or by local rules of the Club, shall be played.

13 WINDING UP

Upon winding up, all surplus assets, after payment of all the Club's liabilities and expenses of winding up, shall, by resolution of members passed at any General Meeting of the Club, be passed to a like Charitable Institution for exclusively charitable purposes for the benefit of residents of Cromwell and surrounds.