

FEBRUARY 2021

TAIRUA GOLF & COUNTRY CLUB

Constitution



CONSTITUTION AND RULES
TAIRUA GOLF & COUNTRY CLUB Incorporated

1. NAME

The name of the Club shall be **Tairua Golf & Country Club Incorporated** hereinafter referred to as the Club.

2. REGISTERED OFFICE

The Registered Office of the Club shall be at the Club House, 283 Main Road, Tairua. The contact persons are the Club Manager or the President.

3. OBJECTIVES

The objectives of the Club shall be:

- (i) The primary objectives of the Club is to provide facilities and an organisational structure for the playing of golf that is consistent with high standard set by Golf Clubs affiliated to New Zealand Golf Association.
- (ii) Subject to it not interfering with activities encompassed by the primary objective, the secondary objective of the Club is to make facilities and amenities encompassed by the Club's assets available to structured groupings within the Tairua area for other appropriate sporting, social or recreational activities.

4. INTERPRETATION

In these rules, unless inconsistent with the context, the words "the Board" shall be deemed to mean the Board of Management, words implying the singular number shall include the plural and vice versa.

5. CUSTODY AND USE OF THE COMMON SEAL

The Club shall have a Common Seal which shall be held in the custody of the Club Manager and shall be affixed to documents and attested by the President and one other member of the Board as appropriate.

6. CONSTITUTION AND RULES OF THE CLUB

This document supported by current By-Laws forms the Rules of the Club.

Interpretation of the Rules

The interpretation of these Rules by the Board shall be binding on all members of the Club unless revoked at an Annual General Meeting or Special General Meeting.

Alteration to the Rules

These Rules and any subsequent Rules may be altered, added to, rescinded or substituted at the Annual General Meeting or any Special General Meeting of the Club provided that particulars of such proposed alterations are set out in the notice calling the meeting.

Availability of the Rules

A copy of these Rules and any By-laws shall be available in the Club House, and a personal copy can be obtained on request to the Club Manager.

7. CLUB YEAR

The financial year shall commence on the 1st October and end on the 30th September.

8. PATRON

A Patron of the Club shall be confirmed at each Annual General Meeting.

9. MEMBERSHIP

Membership categories and the annual subscription for each category shall be determined by the Board and recorded in the By-Laws.

Members Voting Rights

Voting rights are in conjunction with the categories of memberships in By-Laws.

Full Voting Membership

- Full Golf Membership
- Country Golf Membership
- First Year Golf Membership
- Senior Playing Golf Membership
- Senior Membership
- Life Membership
- Financial Life Membership
- Corporate Membership
- Contributory Membership

Non-Voting Membership

- Junior Golf Membership
- Tertiary Membership
- Seasonal Membership
- Green Fee Membership
- Social Membership
- Honorary Membership
- Approved sporting, social or recreational activities

Admission of Members

- (i) Every applicant for membership of the Club shall be proposed by any financial Club member and seconded by another financial Club member.
- (ii) The admission of each applicant shall be ratified by the Board.
- (iii) Upon admission as a member of the Club each new member will be notified by the Club Manager and provided with a copy of the Club's Constitution.

Annual Subscriptions and Levies

- (i) The Board is required to set the annual subscriptions and or levies as part of preparation of the annual budget. Any increase that would exceed the CPI plus 5% (five per cent) must gain prior approval from members at a General Meeting.
- (ii) The Board may request a levy for a specific purpose. The setting of any levies and the time frame is to be approved by the members at a General Meeting.
- (iii) Any member of the Club failing to pay the annual subscription by due date after due notice, shall lose any rights to which they were previously entitled.

- (iv) The Board shall have the authority to reinstate any member if such member can justify the delay in payment to the satisfaction of the Board.

Termination of Membership

A member shall cease to be a member of the Club:

- (i) By giving written notice of resignation to the Club Manager.
- (ii) If a member is expelled from the Club as a consequence of a serious breach of the Constitution and or By-Laws.
- (iii) No person, who for any reason ceases to be a member of the Club, shall have any claim on the Club for refund of the whole or any part of the subscription previously paid, or in respect of the property and assets of the Club.

Complaints and Disputes

- (i) If a member is alleged to be in breach of the Constitution or By-Laws, or if a complaint is laid, the Board shall follow the procedures outlined in the By-Laws.
- (ii) Should any member have a serious concern regarding a decision made by the Board, or any Sub-committee, that concern should be submitted in written form through the Club Manager or President.

10. FINANCIAL, PROPERTY AND MONETARY INTEREST

Any member may engage in business, either individually or via a partnership or company, with the Club. If done so within these guidelines, then these contracts shall not be annulled. Such contracts will be entered into on usual business terms at arm's length and at the open market value.

No member shall have to disclose any profit or gain from a contract work with the Club provided:

- (i) Any interests in contracts by a member are disclosed in writing prior to the commencement of any work.
- (ii) Any interest disclosure must be recorded in the minutes of the next Board meeting.

No member of the Club, Board nor Committee member, may benefit financially or materially from the Club individually either directly or as a partner or director/shareholder of a company unless such potential benefit is declared to the Board or Committee prior to quoting and/or work beginning. Any such interests must be referred in writing to the Board.

Contracts and Quotes

The Board may contract with any member. Any cost of this work so completed shall be reasonable and relative to that which would be paid in an open market transaction. Where possible a minimum of three (3) quotes, including that of the interested member should be sought. The Board need not accept the lowest quote but must review all quotes on their merits.

No member shall be disqualified from contracting for work with the Club, but the member has no vote at the meetings on any matter relating to any operation or undertaking in which he or she has an interest.

11. MANAGEMENT

The governing body of the Club is the Board of Management.

The day to day management of the Club is under the control of the Club Manager who is responsible for implementing the Board decisions.

The composition of the Board of Management shall be the President, Men's Golf Club Captain, Ladies Golf Club Captain, four (4) members with full voting rights and the nominee of approved sporting codes with rights as defined in the By-Laws.

Powers of the Board of Management

The operation of the Club is under the control of the Board of Management in accordance with the Constitution as endorsed by the members and By-Laws as set by the Board.

The Board may delegate such of its power as it sees fit to Sub-committees:

- (i) Every sub-committee may include a member of the Board and shall elect a Chairperson from its membership.
- (ii) Each sub-committee is required to submit a report of its activities quarterly or as requested by the Board.
- (iii) Every sub-committee shall operate within the rules, and delegated powers in accord with the Constitution and By-Laws.

If there is a vacancy on the Board, interest in filling the position shall be called for from the membership and the vacancy may be filled by a temporary appointment by the Board. Such appointee to retire at the next Annual General Meeting but shall be eligible for re-election at the Annual General Meeting.

The Board may appoint, renew, or suspend staff, determine conditions of service, remuneration and terms of Contract of employees and sub-contractors.

The Board is responsible for ensuring members' conduct meets the standards required by the Constitution and By-Laws and has the right to refuse membership, cancel membership or suspend membership.

The Board may apply for and hold any licenses or authorities as may be required for the operations of the Club
Approve sporting codes and other recreational activities, which will be required to operate according to the conditions recorded in the By-Laws.

Borrowing Powers of the Board

To borrow money from any trading bank or any other source up to a sum necessary at any one time, for the proper functioning of the Club. To enter and execute any mortgages and debentures and to issue debentures as shall have been authorised at a General Meeting of the Club.

Total borrowings (excluding Overdraft facilities) both from members and external lenders should not exceed 100% of the Club's average subscriptions for the past two (2) years or 10% of the book value of the Club's total assets, whichever is the lesser. Additionally, principal and interest repayments on total borrowings should not exceed 5% of the Club's average Net Annual Income for the past two years. Leasing (both finance and operating leases) and hire purchase arrangements are included. Overdraft facilities are limited to \$50,000 but this facility cannot be used to fund capital items, course development projects or anything other than that which is deemed usual Club operating expenses. Increased borrowing above this limit can be approved at any General Meeting.

To enter all such negotiations, contracts, and agreements in the name of the Club, as the Board may consider expedient for the purpose of the Club's operation.

To invest the funds of the Club in secure investments in any established registered New Zealand bank on term deposits or savings accounts, or on deposit with other reputable bodies holding a minimum credit rating equivalent to that of a registered New Zealand bank.

Dealing in Property

To purchase materials, construct and maintain buildings, fences, machinery, and other works as the Board may consider necessary.

To lease or accept leases, enter negotiations, contracts, and agreements in the name of the Club, as necessary.

To complete any contract for the purchase or sale of any real estate by the Club as shall have been authorised at a General Meeting of the Club.

Duties shall include the following:

- (i) Update and review annually the Strategic Plan for the effective use of the Club's finances and resources.
- (ii) To prepare a budget for the following financial year for presentation at the Annual General Meeting.
- (iii) To make and enforce By-Laws. Such By-Laws shall be binding on all Club members.
- (iv) To establish new or delete existing classes of membership as defined in By-Laws.

Board Meeting Procedures

At the first meeting the Board shall elect a Vice President and a Chairperson. In the absence of the Chairperson at any meeting the Board will nominate a member to chair that meeting.

The Board meetings may be called in an appropriate manner at such times as the Board so decides excepting that a fully constituted meeting shall be held at least once in each month and minutes of each meeting shall be kept and shall be approved as a correct record at the following meeting. The approved minutes shall be available for members' perusal.

All decisions shall be determined by a majority of votes of Board members present.

Each member of the Board shall have one vote, and in the case of equity of voting, the Chairperson shall have a casting vote.

A quorum at any meeting shall be comprised of not less than four (4) members.

Special Board meetings may be called by the President or Club Manager upon request by any four Board members.

A member of the Board shall vacate office if:

- (i) The member is, in the opinion of the Board, is putting the governance of the Club at risk. The member can be asked to resign if there is a majority vote of no confidence by the remainder of Board members.
- (ii) A Board member is absent from three consecutive meetings without an apology acceptable to the Board.

12. MEMBERSHIP MEETINGS

A membership meeting is either an Annual General Meeting or a Special General Meeting.

13. ANNUAL GENERAL MEETINGS

The Annual General Meeting shall be held no later than three (3) months after the end of the financial year.

The Club Manager shall place a notice on the Club's notice board advising members of the date, time, and place of the Annual General Meeting twenty-eight (28) days prior to the meeting being held.

All financial members with voting rights shall receive notice of the Annual General Meeting twenty-one (21) days before the date of the meeting specifying the nature of the business to be conducted.

Any such notice shall be deemed to have been received by members to whom it was mailed or emailed. The non-receipt of such notice by any such member shall not invalidate the proceedings at any meeting.

Any member wishing to bring before the Annual General Meeting a Notice of Motion shall give notice of such in writing to the Club Manager not later than twenty-three (23) days before the date of the meeting and such Notice of Motion shall be included, along with the names of the proposer and seconder in the agenda, forwarded to members.

Questions relating to the annual financial statement of accounts must be submitted to the Club Manager seven (7) days prior to the meeting.

At any Annual General Meeting of the Club, 20% of voting members shall form a quorum.

If within thirty (30) minutes of the time appointed for the meeting a quorum is not present, the meeting shall be dissolved, and be rescheduled to such day and at such time and place as the Board may determine. If at the

rescheduled meeting a quorum is not present within thirty (30) minutes from the time appointed for the meeting the members with voting rights, then shall be a quorum.

An Annual General Meeting shall be chaired by the President, or in his/her absence the Vice President. In the absence of both, the meeting shall elect a Board Member to be the Chairperson.

Business of the Annual General Meeting:

- (i) To receive the President's Report for the past financial year.
- (ii) To receive the Annual Financial Statement of Accounts prepared by the Finance Chairperson and Club Manager and approved by the Club's appointed Audit Reviewer.
- (iii) To receive the budget for the next financial year.
- (iv) To receive and if required, adopt significant governance and management matters including any relevant short, medium- or long-term plans.
- (v) To elect officers and members at large of the Board.
- (vi) To confirm the Patron.
- (vii) To appoint Audit Reviewer.
- (viii) To consider any special business formally listed on the Notice of the Annual General Meeting sent to members.
- (ix) To consider any Notice of Motion.
- (x) To consider any other General Business.

Voting at Annual General Meetings:

- (i) Only voting members whose subscriptions are not in arrears shall be entitled to one (1) vote at any meeting.
- (ii) In the event of a tie, on business other than member election, the matter will be opened again for discussion and voting. If there remains a draw the Chairperson may cast a deciding vote.
- (iii) If members are unable to attend an Annual General Meeting, they may exercise their vote by postal vote or receipted hand delivery for the election of members of the Board of Management only. Email votes will be allowed from Overseas based members only who identify and verify themselves as such and also meet the conditions as set by the By Laws.
- (iv) Voting for the Board of Management shall be by ballot and each office shall be voted for and the result declared prior to voting on the next succeeding officer.
- (v) In the event of a tied vote for an elected position then a further ballot involving only the tied candidates shall be held and if this ballot fails to produce a result then the position shall be decided by lot.
- (vi) Voting on other subjects shall firstly be on a show of hands but any five (5) members entitled to vote may demand a ballot.

14. SPECIAL GENERAL MEETINGS

A Special General Meeting of members of the Club may be held at any time of the year to discuss specific business and such meetings may be called:

- (i) At the discretion of the Board as they so determine.
- (ii) When a written request, signed by not less than 10% of the voting members and stating the purpose of the meeting is received by the Club Manager.
- (iii) A Special General Meeting must be called no later than twenty-eight (28) days after a request is received by the Club Manager.

- (iv) If the Board fails to call a Special General Meeting no later than twenty-eight (28) days of the date of delivery of the request then those who have submitted the request may convene it themselves.
- (v) Each Notice shall state the place, date and time of the meeting and the nature of the business to be transacted. No business other than that specified in the Notice shall be discussed at the meeting.
- (vi) Notice of each Special General Meeting shall be deemed to have been duly sent to all financial members if mailed or emailed at least twenty-one (21) days prior to the date of the meeting.
- (vii) Any such Notice shall be deemed to have been received by members to whom it was mailed or emailed. The non-receipt by any such member shall not invalidate the proceedings of any meeting.
- (viii) At a Special General Meeting, 20% of voting members shall form a quorum.
- (ix) If members are unable to attend a Special General Meeting, they may exercise their vote by postal vote or receipted hand delivery. There shall be no voting by proxy or email.
- (x) If within thirty (30) minutes of the time appointed for the meeting a quorum is not present, the meeting shall be dissolved and will be rescheduled to such day and at such time and place as the Board may determine. If at the rescheduled meeting a quorum is not present within thirty (30) minutes from the time appointed for the meeting the members with voting rights, then shall be the quorum.
- (xi) A Special General Meeting shall be chaired by the President, or in his/her absence the Vice President. In the absence of both, the meeting shall elect a Board Member to be the Chairperson.

Voting at Special General Meetings:

- (i) All Club members with voting rights are eligible to attend and vote at a Special General Meeting.
- (ii) Voting shall be on a show of hands but any five (5) members entitled to vote may or can demand a ballot.

15. NOMINATION OF OFFICERS

Nominations for Board members shall be on the official nomination form. The nominee must be eligible to hold office. The nomination form must be signed by the nominee, proposer and seconder

All nomination papers must be delivered to the Club Manager seven (7) clear days prior to the date on which the Annual General Meeting is to be held.

The Club Manager shall post such nominations in the Club House after nominations close.

If there are insufficient nominees, the balance required shall be filled by election at the Annual General Meeting but any member or members so elected shall be personally present at the time or if unable to attend submit their willingness to accept nomination in writing.

16. ELECTION OF OFFICERS

Full voting members only shall be eligible to be a member of the Board as defined in Constitution and By-Laws.

The Board shall comprise of seven (7) members: President, Men's Golf Club Captain, Ladies Golf Club Captain and four (4) members with full voting rights who shall be elected at the Annual General Meeting.

Each elected member shall hold office for two years when they shall retire but shall be eligible for re-election.

17. INDEMNITY FOR OFFICE BEARERS

The Club will indemnify all officers, employees or persons acting for the Club on a voluntary basis, both past and present, against any personal liability incurred by lawfully and properly acting or omitting to act in his or her capacity as office bearer, employee or volunteer.

The indemnity does not extend to personal dishonesty or to the wilful commission of an act known to that person to be a breach of that person's duty to the Club.

18. CARE OF CLUB PROPERTY

No member shall remove, or permit to be removed, damage or destroy any article of Club property.

19. WINDING UP

A majority of the members of the Club voting at a Special General Meeting convened for the proposal to wind-up the Club may resolve that the Club be wound up from the specified date in the resolution.

Such resolution must be confirmed at a subsequent Special General Meeting called for that purpose and held no earlier than twenty-eight (28) days after the date on which the resolution to wind up the Club was proposed and passed.

On confirmation of winding up the Club, any surplus assets remaining after the satisfaction of all liabilities will be given to a nominated Incorporated Society on the Coromandel Peninsula. The recipient to be decided by the members at this Special General Meeting or, in default thereof, in accordance with the provisions of Section 27 of the Incorporated Societies Act 1908 or the relevant provisions of subsequent enactments.

20. ALTERATION, REPEALS AND EXCEPTIONS

All Rules existing immediately prior to these Rules coming into operation are hereby revoked. However such revocation shall not affect:

- (i) The validity, effect, or consequence of all elected Officers appointments, seals, local rules, notices, books, instruments, deeds and generally all acts of authority already done, subsisting or in force.
- (ii) Any right, interest, title or estate already acquired by the Club, or any remedy or proceedings commenced in respect thereof.

Signed

Dated

Brian Fellows
Tairua Golf & Country Club President

Signed

Dated

Janis Collier
Tairua Golf & Country Club Vice President