

CONSTITUTION OF THE WAIKANAЕ GOLF CLUB INC.

1.0 NAME

The name of the club is The Waikanae Golf Club Incorporated (“the Club”).

2.0 REGISTERED OFFICE

The registered office of the Club is at 97 Te Moana Road, Waikanae.

3.0 OBJECTS

The objects of the Club are to:

- 3.1 Promote the sport of golf.
- 3.2 Safeguard the long term financial viability of the Club for the benefit of all present and future members.
- 3.3 Provide, maintain a clubhouse, and other relevant buildings and assets in a safe and sound condition for use by the Club, its members and visitors.
- 3.4 Develop and maintain Rules and By-laws for the efficient operation and administration of the Club.

4.0 MEMBERSHIP

- 4.1 Membership of the Club shall comprise members with and without voting rights at any Annual or Special General Meeting as set out in this clause.

Members with voting rights (Voting Members):

- i Full Playing Members
- ii Life Members
- iii Honorary Members
- iv Nine Hole Members
- v Intermediate Members

Members without voting rights (Non-Voting Members):

- i Summer Members
- ii Full and Limited Playing Junior Members
- iii Corporate Members
- iv Country Members
- v Social, Non-Playing or Non-Affiliated Members

- 4.2 The classes of membership comprising Voting Members and the rules which govern these classes may only be set or altered by resolution of the majority of Voting Members present at an Annual or Special General Meeting.
- 4.3 The Club’s Board (“the Board”) in its sole discretion, may determine the classes of membership that comprise Non-Voting Members and the rights, terms and conditions relating to such membership.

5.0 ELECTION OF MEMBERS

- 5.1 Membership shall be open to any person of good character.
- 5.2 Any person applying for membership shall require a proposer and seconder who are Club paid up members of the Club. A nomination form must be completed in full, signed by the applicant and those nominating such applicant and submitted to the Office Manager before an application for membership will be considered.

- 5.3 The Board will consider all membership nominations and has the sole discretion to accept or decline a nomination.

6.0 TERMINATION OF MEMBERSHIP

- 6.1 A member may resign from the Club at any time by giving written notice to the Board but shall remain liable for any arrears or instalments of fees unpaid at the date of such resignation. Refunds are not payable when a member resigns or changes membership class before the end of a current financial year, regardless of the reason.
- 6.2 At the discretion of the Board a member may be expelled or suspended for conduct unbecoming a member of the Club: for dishonesty, for behaviour that is unacceptable or detrimental to the Club, for a material breach of the Club's Rules or By-Laws, or for failure to pay either the annual membership fee or an instalment thereof one month after it falls due.
- 6.3 At its discretion the Board may suspend and defer membership rights for any member who is prevented from enjoying these by virtue of injury or illness for such term as it deems appropriate, provided that the member requests this in writing supported by medical evidence.
- 6.4 In the event that a member's membership is terminated or suspended in accordance with sub-clause 6.2 before the end of the financial year such member will not be entitled to any refund of the annual fee already paid.
- 6.5 In the event that a member considers their expulsion or suspension is unfair or unreasonable they shall have the right to appeal the Board's decision by advising the Board in writing within 30 days, giving the grounds on which they wish to appeal the decision and require the Board to convene a Special General Meeting to allow them to present their case, at which meeting the decision reached shall be final.

7.0 REGISTER OF MEMBERS

A register will be maintained containing the names, addresses and joining dates for all members.

8.0 ALTERATIONS TO THIS CONSTITUTION AND THE RULES OF THE CLUB

No provision in this Constitution or in the Rules of the Club shall be repealed or altered and no new provision shall be made unless agreed by a majority of 66% of the Voting Members present at an Annual or Special General Meeting.

9.0 ANNUAL GENERAL MEETING

- 9.1 The Annual General Meeting shall be held not later than 120 days after the end of each financial year. Notice of intention to call such a meeting shall be given to members by notice posted on the Club's Notice Board and by electronic message to members at least 30 days prior to the date nominated for the Annual General Meeting.
- 9.2 The business of the Annual General Meeting shall be to:
- i Receive apologies
 - ii Confirm the Minutes of the previous Annual General Meeting and consider matters arising from such minutes.
 - iii Receive the annual reports from the Chairperson of the Board, President, and Club Captain.
 - iv. Receive and adopt the audited financial statements for the previous financial year.

- v. Elect a patron and officers, appoint an auditor and honorary solicitor.
- vi. Consider any member remits which shall have been posted on the Club Notice Board at least 14 days before the meeting.
- vii. Discuss any matters of general business

10.0 SPECIAL GENERAL MEETING

- 10.1 A Special General Meeting may be called by the Board, or within 35 days after receipt by the Board of a request in writing to that effect specifying the subject to be considered, signed by 15 or more Voting Members.
- 10.2 At least 30 days notice of any Special General Meeting stating the business to be considered shall be advised by a notice posted on the Club's Notice Board and by electronic message to members.
- 10.3 No business shall be transacted at such meeting except that for which notice was given.

11.0 CHAIRPERSON

The Chairperson of the meeting shall be the Chairperson of the Board. If the Chairperson is not able to be present or it is inappropriate for the Chairperson to officiate, the Board will appoint another Member of the Board to chair the meeting.

12.0 VOTING

- 12.1 At all Annual or Special General Meetings motions which require a vote, other than the Election of Members to the Board, shall be decided by a show of hands. The Chairperson shall declare that the motion has been carried or lost, and an entry in the Club's Minute book made to that effect.
- 12.2 If a ballot on a given motion is immediately demanded by two Voting Members, the Chairperson shall appoint two scrutineers and hold a secret ballot and then shall declare the result in accordance with the votes cast, as advised by the scrutineers. After the Chairperson has declared the result of a ballot, the ballot papers shall be destroyed.
- 12.3 Only Voting Members shall attend an Annual or Special General Meeting and each member present shall have one vote.

13.0 QUORUM

- 13.1 At any General or Special General Meeting there shall be not less than 15 Voting Members present in order to form a quorum.
- 13.2 Where there is not a quorum then the meeting shall be adjourned to such a date as shall be determined by the majority of those members present.

14.0 APPOINTMENT OF OFFICERS

- 14.1 Members of the Board will be nominated in writing by two Voting Members of the Club. Such nominations shall be provided to the Chairperson of the Board and shall be posted on the Club Notice Board not less than seven days before the date fixed for the Annual General Meeting.
- 14.2 The Board shall consist of the following members:
 - i Club President, who shall stand for election at each Annual General Meeting;
 - ii Club Captain, who shall stand for election at each Annual General Meeting;

iii At least four and no more than six Voting Members, who shall stand for election for an initial term of two years and may thereafter, be nominated for election to serve up to two further two-year terms (hereinafter called Elected Members).

- 14.3 The Chairperson of the Board will be elected from one of the Elected Members and at a meeting of Board Members held immediately after the Annual General Meeting, which meeting shall also appoint a suitably experienced member to be treasurer.
- 14.4 The Vice-Club Captain shall stand for election at each Annual General Meeting. The Vice-Club Captain is not a member of the Board but may deputise for the Club Captain at Board meetings without voting rights.
- 14.5 No person shall hold more than one position on the Board concurrently. Board members shall cease to be a Member of the Board at the conclusion of the Annual General Meeting at the end of their elected term.
- 14.6 Members of the Board, shall vacate office if they are absent from three consecutive regular Board meetings without leave having been granted by resolution recorded in the Minutes.
- 14.7 The Board may co-opt a Voting Member to fill any vacancy which may occur on the Board for the period up to the date of the next Annual General Meeting.
- 14.8 In the event that the requisite number of Board members not being elected at an Annual General Meeting then the newly elected President or, in the event of the failure to elect a President, the incumbent President shall form an interim Board to manage the affairs of the Club until a Board is able to be formed at a Special General Meeting held for that purpose as soon as practicable after such Annual General Meeting.

15.0 APPOINTMENT OF THE AUDITOR

The Chairperson shall propose a suitably experienced person to conduct the audit of the Club's annual financial statements, whose appointment will be approved by a simple majority of Voting Members present at an Annual General Meeting.

16.0 POWERS AND DUTIES OF THE BOARD

- 16.1 The conduct and control of the affairs of the Club is vested in the Board which shall exercise all powers and do all acts and things other than those not expressly directed to be exercised at a General Meeting.
- 16.2 The Board will meet regularly, maintain a Minute Book of the proceedings of such meetings and will act in an ethical, prudent and timely manner
- 16.3 The Board may delegate such powers as it deems necessary to the Club management or management committee, the Golf Committee and such other committees that it shall appoint to ensure the efficient operation and coordination of the affairs of the Club in accordance with the Club's Rules and By-Laws.
- 16.4 The Board may sell, let or lease any real property of the Club at such price, rental and on such terms and conditions as it deems fit, provided always that no such real property shall be sold, let or leased without the approval of not less than two thirds of the Voting Members present at an Annual General meeting or Special General meeting.
- 16.5 The Board will ensure that the Club's facilities and practices conform to acceptable occupational health and safety standards.

- 16.6 The Board may borrow and give security for the money by issue of bonds, debentures, promissory notes, levies or other obligations or securities of the Club secured upon its assets or otherwise or by mortgage upon all or any part of the real property of the Club provided that this is consistent with the provisions governing the prudent management of the Club's financial affairs set out in Clause 17.
- 16.7 The Board shall make By-Laws concerning the use or application of the Club's property and resources, and the general terms and conditions affecting Club membership.
- 16.8 Rules governing the conduct and the rights and entitlements of members in relation to the game of golf within the Club may be proposed by the Board or by a Voting Member and must be approved by the majority of Voting Members present at an Annual General Meeting or Special General Meeting called for that that purpose.
- 16.9 The Board at its discretion may consider and deal with any matters or circumstances not expressly included in this Constitution in whatever manner it deems fit, including calling for submissions where appropriate.
- 16.10 The Board will fix annual fees and subscriptions payable by members and decide such other levies, fines and charges as is deemed necessary and advisable, and to enforce payment thereof.
- 16.11 The Board shall at all times ensure all necessary and adequate insurance cover is maintained over all the Club's property and possessions.
- 16.12 A quorum of the Board shall be three, two of whom must be Elected Members. Should the Chairperson be unable to attend a Board meeting then an acting chairperson, who shall be an Elected Member, shall be nominated by those Board members present to chair that meeting.
- 16.13 The Board shall employ and supervise such paid employees as are necessary for the Club to function efficiently.
- 16.14 In the event that the position of the Club Secretary-Manager becomes vacant the Board may appoint itself as an interim management committee and take such responsibility for the day to day affairs of the Club.
- 17.0 CONTROL AND INVESTMENT OF CLUB FUNDS
- 17.1 Surplus funds available may be invested on short term fixed deposit in a trading bank or such other reputable financial institution as the Board may deem appropriate. For surplus funds available for a longer period, the Board may authorize investment in investment grade securities that are permitted by the Trustees Act 1956 and the Charitable Trusts Act 2009.
- 17.2 At each of its meetings the Board will note all creditors' payments which are within the Club's annual budget and consistent with financial delegations, and approve any other creditors' accounts for payment before payment occurs.
- 17.3 The total cost of repayment and servicing all advances and other debt incurred on the Club's behalf whether secured or unsecured, as provided for in sub-clause 16.6 shall not exceed 6% of total income (excluding grants and other one-time payments).
- 17.4 All bank cheques and other instruments of exchange will be countersigned by two persons who are authorised signatories for the Club.
- 18.0 COMMON SEAL

The Common seal of the Club shall be kept in the custody of the Board, and shall only be affixed to a document or instrument in pursuance of a resolution of the Board and in the presence of two members of the Board who shall subscribe their names as witnesses

19.0 LIQUIDATION

19.1 The Club may be voluntarily liquidated by a resolution supported by 66% of Voting Members present at a Special General Meeting called for that purpose.

19.2 Any resolution carried to voluntarily liquidate the Club must be ratified by the majority of Voting Members present at a subsequent Special General Meeting duly convened and constituted and held no earlier than 30 days after the date on which the resolution to be confirmed was passed.

19.3 Upon liquidation the Club's real property and assets shall be sold or realised and the net proceeds after payment and discharges of liabilities (if any) shall be transferred to such person or persons, organisation, association or other selected body (whether incorporated or not) which has as its object the benefit, development and encouragement of the game of golf in such a manner as shall be determined by the majority of Voting Members present at a Special General Meeting called for that purpose.

20.0 PECUNIARY GAIN

No pecuniary gain may be derived by any member from the operations or property of the Club, except as an employee or with the Board's express approval.

21.0 REVOCATION OF PREVIOUS CONSTITUTION

All provisions existing in the Club's Constitution immediately prior to this Constitution coming into effect are hereby revoked, provided however that such revocation shall not affect the validity, effect or consequences of anything done or suffered under the prior Constitution or any existing status or capacity.

Signed: _____ Chairperson

Signed: _____ President

Date: _____

Common Seal