

# ADARE MANOR GOLF CLUB

## **CONSTITUTION**

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## 1. INTERPRETATION AND DEFINITIONS

2. Adare Manor Golf Club shall mean the group of amateur playing golfers operating a constitution acceptable to Golf Ireland and to which the club is affiliated.
3. The name or title "Club" without qualification shall mean Adare Manor Golf Club where the context so admits or requires.
4. The name or title "Committee" and the Officers and Members thereof without qualification, shall mean either the Management Council or the Men's Committee, or the Ladies' Committee, or each of their Officers and Members where the context so admits or requires.
5. The powers set out in this Constitution are to be used only for the attainment of the main objects of the Club and any income generated from the exercise of the said powers is to be applied for the objects of the Club only. It shall be a matter for the Members to amend this Constitution and/or the Club objects set out in Section 3.
6. In the interpretation of this Constitution, the following words and expressions shall have the meanings so defined and words importing the singular shall include the plural, and vice versa, words importing the masculine include the feminine and words importing persons shall include bodies Corporate.

**AGM** means an annual general meeting of the Club.

**Auditors** means the auditors or auditor for the time being of the Club.

**Captain(s)** means the person/persons for the time being holding such office/offices having been elected under the terms of the Constitution to perform the duties of Captain.

**Chair** means the person for the time being holding such office having been elected under the terms of the Constitution to perform the duties of Chair of the Club.

**Constitution** means this document.

**Days** means calendar days.

**EGM** means an extraordinary general meeting of the Club.

**Electronic address** means any address or number used for the purposes of sending or receiving documents or information by electronic means.

**Electronic communication** shall have the meaning given in the Electronic Commerce Act, 2000.

**Electronic means:** means any process or means provided or facilitated by electronic equipment for the processing (including digital compression), storage and transmission of data, employing wires, radio, optical technologies, or any other electromagnetic means.

**Electronic signature** shall have the meaning given in the Electronic Commerce Act, 2000.

**General Meeting** means an AGM or EGM as applies in the Constitution.

**Home Club Member** means a participating individual of an Affiliate Club, which acts as handicapping authority for that person.

**Honorary Secretary/Secretary** means the person for the time being holding such office having been elected under the terms of the Constitution to perform the duties of Honorary Secretary/Secretary of the Club or the relevant Council/Committee e.g. the Club has a number of committees/sub committees set up in accordance with this Constitution including the Men's and Ladies Committees each of which has an Honorary Secretary.

**Honorary Treasurer/Treasurer** means the person for the time being holding such office having been elected thereto under the terms of the Constitution to perform the duties of Honorary Treasurer/Treasurer of the Club or the relevant Committee e.g. the Club has a number of committees/sub committees set up in accordance with this Constitution including the Men's and Ladies Committees each of which has an Honorary Treasurer.

**Management Council/Committee** means the Council/Committee elected in accordance with the Constitution.

**Member** means persons who have been accepted into membership by the Club in accordance with the criteria set out in this Constitution. Please refer to Section 7 of this document for further clarity on Members.

**President(s)** means the person/persons for the time being holding such office(s) having been elected under the terms of the Constitution to perform the duties of President.

**Standing Orders** means a set of orders and rules governing the procedures of meetings.

**Sub-Committee** means a sub-committee elected in accordance with the Constitution.

**Vice-Captain(s)** means the Vice-Captain(s) for the time being who shall also act as Captain in the absence of the Captain in accordance with the Constitution.

**Vice-President(s)** means the Vice-President(s) for the time being who shall also act as President in the absence of the President in accordance with the Constitution.

## **2. CLUB OVERVIEW AND BACKGROUND**

1. The name of the Club shall be Adare Manor Golf Club and this name shall be the common name by which the Club shall be known.
2. The official address of the Club is Adare in the County of Limerick.
3. The Club is affiliated to Golf Ireland and is organised as an unincorporated Members Club with a voluntary Committee composed of Members of the Club who are elected by the Members in accordance with the process set out in this Constitution.
4. The Management Council acts on behalf of the Members and is responsible for the overall business and operations of the Club.
5. The Club also has a number of sub committees set up in accordance with this Constitution and has a suite of Club policies which help govern the Club. Copies of this Constitution and Club policies are available to all Members.
6. The ownership of the Club property shall be vested in the Trustees for the time being of the Club on behalf of the Voting Members as defined by Section 7.B.2.a). The Voting Members only shall have control of the affairs of the Club.
7. Any proposal to sell, exchange, lease or dispose of the Club name, Club premises and land or any part thereof, must be approved at an Extraordinary General Meeting specifically called for that purpose. 75% of the total Members in the category Voting Members, as defined in Section 7.B.2.a), will be required to approve such a proposal. Postal votes will be accepted if received by the Honorary Secretary of the Club not later than 48 hours before the time and date of the EGM.



### **3. CORE AIMS, PURPOSE, AND OBJECTS OF THE CLUB**

The main purpose and objects of the Club are to:

1. Promote the amateur game of golf amongst its members.
2. Provide and maintain facilities for the playing and promotion of the amateur game of golf.
3. Comply with all affiliation requirements of Golf Ireland.
4. Accept and apply the World Handicap System as prescribed by the Board of Golf Ireland and such rules thereunder as may require to be implemented from time to time by Golf Ireland.
5. 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.
6. Maintain an accurate register of all members.
7. Generally the Club shall:
  - a) Involve Members in the activities of the Club.
  - b) Manage and control a well governed Club with appropriate legal, financial, and governance standards.
  - c) Comply with all statutory, legal, financial, or other rules or regulations which apply to Clubs including all Health and Safety requirements.
  - d) Adopt policies, rules, regulations, procedures, and standards required of Members, guests, visitors, and personnel at all levels including but not limited to non-discrimination, equality, and child safeguarding.
  - e) Promote and uphold the reputation of the Club.
  - f) Encourage an inclusive and democratic culture within the Club.
  - g) Adopt a policy of non-discrimination of any kind in all Club business and activities.
  - h) Receive financial assistance and funding.
  - i) Do all such things as shall be conducive to the attainment of these objects.
  - j) Adopt the Royal & Ancient Women in Golf Charter
  - k) Engage with the CARA Sports Inclusion Disability Charter
8. Specifically the Club shall: -
  - a) Provide facilities for the playing and promotion of the amateur game of golf and generally promote amateur games and other social activities amongst its Members.
  - b) Manage matters of interest to the Members of the Club which shall include:
    - i) provision of, and responsibility for the maintenance and upkeep of, the course and clubhouse and their environs to the standard required by Club Members.
    - ii) provision of shop, bar and catering facilities and all that this entails.
    - iii) collection of annual Club Subscriptions and other Club Levies payable by Members.

- iv) Adhere to the maximum number of Members of the different categories of playing Member which can be elected to the Club. Any alteration in the number permitted in each category shall be decided at an annual general or extraordinary general meeting of the Club.
  - v) Ensure that the Club has appropriate insurance cover in place e.g. public liability, personal liability etc.
  - vi) Adhere to the current rate of:
    - (1) Club Entrance Fee (if any)
    - (2) Annual Subscription
    - (3) Capital Levy (if any)
    - (4) Golf Ireland Affiliation Fee
    - (5) Insurance as required.
    - (6) Compulsory Spending (if any) being paid by Members of different categories of memberships in the Club.
9. Any alteration in any of the rates in Sub-Clauses 8.b.vi) above shall be decided at an annual general or extraordinary general meeting of the Club having regard to Section 7.C.3.
10. Decide on the rate of Green Fee payable by visitors to the Club.
11. Generally to act in the promotion and advancement of the interest of the Club and the improvement of the facilities available to Members.
12. Adare Manor Golf Club is fully committed to the guidelines contained in the Code of Ethics and Good Practice for Children's Sport in Ireland and in the Code of Ethics for Golf for Young People, or the most up to date equivalents.

#### **4. CLUB AFFILIATION TO GOLF IRELAND**

1. The Club is an affiliated member of Golf Ireland, the National Governing Body for Golf in Ireland.
2. As part of this affiliation the Club confirms:
  - a) It shall be bound by the constitution, policies, rules, bye laws, codes, rules, and regulations which apply to all members of Golf Ireland and shall comply with the ongoing conditions of affiliation as directed by Golf Ireland from time to time.
  - b) It is entitled to be represented at Golf Ireland general meetings as prescribed by Golf Ireland.
  - c) Is formed correctly and holds an annual general meeting before a specified date each year at which only members of the relevant club are entitled to vote and non-voting persons, if permitted, are in attendance.
  - d) The Officers and Members of the Committee of the Club are elected as required at the annual general meeting from among the Voting Members to administer the affairs of the Club in accordance with the Golf Ireland constitution, regulations, and the terms of competitions of Golf Ireland.
  - e) Has an Honorary Secretary, and at least 3 of the following roles Captain, Vice-Captain, Treasurer and Competition / Tournament Secretary.
  - f) Has a minimum of 50 Home Club Members.
  - g) Undertakes to pay the membership fee applicable to Affiliate Clubs, and to pay the affiliation fee to Golf Ireland as prescribed from time to time.
  - h) Abides by the Rules of Golf, the Rules of Amateur Status as approved by the R&A, the Rules of Handicapping, as approved by the R&A and USGA, the constitution, the regulations, and the terms of competition of Golf Ireland.
  - i) Maintains an accurate register of all Members on the Golf Ireland registration platform.
  - j) Has access and maintains access to a course or links of a standard which warrants the allocation of an official course rating.
  - k) Has access to and maintains access to a clubhouse or premises which shall be the official address of the Club.
  - l) Has a Children's Safeguarding Statement and a Designated Liaison Person/Club Children's Officer appointed.
  - m) Will obtain the prior written consent of Golf Ireland prior to any move to another course or links.
  - n) Will make available to Golf Ireland the facilities of the course and clubhouse of the Club at reasonable intervals as may be agreed.

## 5. CLUB PRINCIPLES AND VALUES

1. The Management Committee shall ensure a strategic plan is developed and/or reviewed at least every 5 years. The vision, mission, and values of the Club are set out in the strategic plan. The Club also operates to a business plan.
2. In keeping with gender equality principles set out at 3 .d) hereunder, the Club shall have regard to the objective that its Club Officers on Management Council, Trustees, Sub Committees, or any working group shall be at least 40 per cent female, 40 per cent male with the balancing 20% being filled by either female or male on a rotation basis. Where gender balance is not obtained, the Management Council may in the first instance co-opt Members of the appropriate gender and skill set to fill any vacancies and should that fail, to co-opt a Member from either gender with the required skillset to fill vacancies.
3. The Club has adopted Golf Ireland's 9 Governance Principles
  - a) Principle 1: Good Governance  
Governing the Club well by adopting a robust constitution and set of policies to enable adherence to standards, best practice, and legislation.
  - b) Principle 2: Controls  
Ensuring appropriate internal financial and management controls are in place.
  - c) Principle 3: Accountability & Transparency  
Being open about the process of decision making, ensuring elections are democratic, and accounting to membership regularly.
  - d) Principle 4: Gender Equality  
Taking positive action to increase and encourage the number of women and girls playing, leading, and working at the club.
  - e) Principle 5: Safeguarding  
Adopting and implementing the Code of Ethics and Good Practice for Children's Sport and Golf Ireland's Safeguarding Policy.
  - f) Principle 6: Inclusivity  
Developing an inclusive environment and welcoming diversity at all levels of the game.
  - g) Principle 7: Compliance  
Complying with the R&A Rules of Golf and Amateur Status, the affiliation rules of Golf Ireland, and the Rules of Handicapping.
  - h) Principle 8: Engagement  
Committing to active involvement and communication with volunteers and stakeholders.

- i) Principle 9: Integrity  
Being honest, fair, and impartial. Acknowledging and managing conflicts of interest and loyalties appropriately.
- 4. The Club is committed to anti-discrimination and equality and has policies in place dealing with equality, anti-discrimination, harassment and bullying. The Club shall not tolerate discriminatory behaviour or harassment of any kind.
- 5. The Club takes safeguarding children and vulnerable adults very seriously and has appointed a Club Children's Officer and Designated Liaison Person with the required training and vetting. The Club has a welfare and safeguarding statement and policy in place which it follows and requires its Members to follow without exception.

## **6. POWERS OF THE CLUB**

1. The following are the main powers of the Club which powers shall be used by the Management Council on behalf of the Club (subject to 6.2 and 6.3 below) for the attainment of the main objects of the Club and any income applied to fulfil these main objects:
  - a) To receive from any person or body monies for the purposes of furthering the main objects of the Club.
  - b) To invest the money of the Club not immediately required for its purposes in or upon deposits, or securities, as may be thought fit.
  - c) To engage any firm, contractor, or person for any services which may be required to be rendered to or on behalf of the Club and pay for such engagement.
  - d) To purchase, take on lease, or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Club think necessary or convenient for the attainment or advancement of its main objects and to construct or maintain or alter any buildings or erections necessary or convenient for the work of the Club.
  - e) To do or make any other acts and things which in the opinion of the Club may be conducive or incidental to the main objects of the Club including operating the Club facilities and course.
  - f) To employ staff if required and remunerate employees.
2. The extent of these powers is subject to the financial approvals and controls set out in the Club's Financial Controls Policy.
3. The approval of the Members shall be required for the following:
  - a. To sell, let, mortgage, dispose of, or turn to account, all or any of the property or assets of the Club as may be thought expedient with a view to the promotion of its main objects.
  - b. For the purpose aforesaid to buy, acquire, hold, deal with, manage, direct the management of, sell, exchange, mortgage, charge, dispose of, grant, register, or otherwise turn to account any right or interest in, over or upon any property of any kind whatsoever and in particular any intellectual property rights, copyrights, designs, trademarks, patents, licenses, franchises, concessions, and the like (or rights in respect thereof) conferring a right of use or any secret or other information and/or any film, video, television, internet, or broadcasting rights which may seem capable of being used for any of the purposes of the Club and to use, exercise, develop, grant licenses in respect of or otherwise turn to account any rights and information so acquired, and also to undertake any kind of trade, business, or activity for the purpose of promoting, advancing, or protecting the interests of persons or bodies engaged in golf.
  - c. To borrow or raise money greater than €150,000 for the purposes of the Club on such terms and on such security as may be thought fit.

## **7. MEMBERSHIP OF THE CLUB:- APPLICATION AND SUBSCRIPTIONS**

1. The membership of the Club shall consist of Playing Members who are Ordinary Members, Life Members, Senior Members, Distance Members, Temporary Members, Overseas Members and other playing Members as may be elected from time to time under Section 7.A, and such Honorary Life Members as may be elected from time to time by the Club with Student Members, Junior Members and Juvenile Members.
2. The overall membership of the Club shall not exceed 1,200 Members of which 900 will be Ordinary Members. The number of Members electable to each category shall be decided from time to time at the annual or extraordinary general meeting of the Club. The overall Ordinary Membership of the Club should not exceed 900. The overall membership of 1,200 shall be reviewed annually to ensure it is not exceeded.
3. Only Voting Members as prescribed by Section 7.B.2.a) shall be:
  - a) entitled to attend and vote at all annual or extraordinary general meetings and entitled to nomination for and election to Office and General Committee of their respective membership.
  - b) entitled to attend and vote at all annual or extraordinary general meetings and entitled to nomination for and election to Office of the Management Council of the Club, subject always to the provisions of Section 11.A.2 and Section 11.A.3. and to the provisions of Section 12.C.1.

### **A. ELECTION OF MEMBERS**

Subject to the agreed limitation as defined at an EGM or AGM of the Club as to the number of Members electable to the different categories of Member: -

The election of all Members across each category shall be in the hands of the Management Council.

**The procedure for the election of Members in the Club shall be as follows: -**

- 1) Each candidate for election (except in the case of Honorary Life Members) must be proposed and seconded by a Voting Member of at least 2 years standing.
- 2) The proposer and seconder must each know the candidate personally.
- 3) A Voting Member wishing to propose a candidate for election shall obtain from the Honorary Secretary of the Management Council a form known as an Application for Membership form and shall in due course return to the same Honorary Secretary such form duly completed and signed by the proposer and seconder.
- 4) Any omission from or inaccuracy in the particulars relating to any candidate shall render the election void at the discretion of the Management Council.
- 5) Immediately on election of a candidate to membership of the Club, notice in writing shall be dispatched to all elected candidates by the Honorary Secretary of the

Management Council together with a copy of the Club Constitution, rules and byelaws, a request to remit to the Honorary Secretary of the Club within one calendar month from the date of such request the amount of the Entrance Fee (if any), Capital Levy (if any) and first Subscription and any other charges payable by the category of Member to which the candidate has been elected.

- 6) Should the requested payment not be made within one calendar month of the date of such request as aforesaid, the election shall be void unless the candidate shall satisfy the Management Council that the delay in payment was due to some unavoidable cause.
- 7) If a candidate is not elected to membership and at a later date wishes to make a further application for membership, the same procedure as set out above must be followed for any subsequent application.
- 8) It shall be the duty of every elected Member to acquaint himself/herself of the Constitution, rules, and byelaws of the Club and each such Member shall be bound by same and by all acts and deeds of any person or persons acting for or on behalf of the Club under any power, authority, or discretion conferred or pursuant to such Constitution, rules, or byelaws.
- 9) No person shall be considered a Member (except Honorary) until his/her entrance fee (if any) and subscription shall have been paid. By such payment a Member shall be entitled to the rights and privileges of membership of the category of Member to which he/she shall have been elected and acknowledges that he/she submits and is bound by the Constitution, rules, and byelaws of the Club and every renewal of subscription by him/her shall be deemed to be a similar acknowledgement.

## **B. CATEGORIES OF MEMBER**

- 1) The Club shall, at an Annual General Meeting, decide on the categories of Member which will operate within the Club.
- 2) Voting and Non-Voting playing Members may be elected to the Club.

<b>Voting Members</b>	<b>Non-Voting Members</b>
Ordinary Members (Ref 2.b), Life Members (Ref 2.c), Senior Members (Ref 2.d) Honorary Life Members (Ref 2.e) Family Members (Ref 2.n) Under 30 Years of Age (Ref 2.f)	Student Members Ref 2.g) Junior Members Ref 2.h) Juvenile Member Ref 2i) Overseas Members Ref 2.j) Distance Members Ref 2.k) Temporary Members Ref 2.l)



- a) **VOTING MEMBERS** shall be Ordinary Members (Ref b), Life Members (Ref c), Senior Members (Ref d) and Honorary Life Members (Ref e), Family Members (Ref n) and Under 30 Years of Age (Ref f) having paid the Entrance Fee (if any), appropriate Annual Subscription, and Capital Levy (if any). They shall be entitled to attend and vote at all annual general and all extraordinary general meetings. A Full Member elected an Honorary Life Member shall retain all the rights and privileges of membership of this category.
- b) **ORDINARY MEMBERS** shall comprise Members of the Club except those as defined in c, d, e, f, g, h, I, j, k and l hereunder.
- c) **A LIFE MEMBER** is one who has purchased a Life Membership, which has been ratified at an AGM/EGM.
- d) **SENIOR MEMBERS** shall comprise persons who are aged 70 years or over on the 1st January of that year.
- e) **HONORARY LIFE MEMBERS** shall comprise persons where the Club at its AGM wish to acknowledge as having rendered exceptional service to the Club or to the game of golf or whose distinguished position or public service would render their membership of special advantage to the Club. On the recommendation of the Management Council, an Honorary Life Member may be elected at an AGM of the Club. A two-thirds majority of Voting Members present shall be necessary at such election. Any full Member of the Club can put forward a nomination for consideration by the Management Council. The Club shall put in place a procedure for the appointment of Honorary Life Members.
- f) **UNDER 30 YEARS OF AGE:** shall comprise any person eighteen years of age and under 30 years of age on the 1<sup>st</sup> January of that year who are not in full-time education.

**The following, shall be NON-VOTING ASSOCIATE MEMBERS**

- g) **STUDENT MEMBERS** shall comprise full time undergraduates of any Institute of Learning as the Management Council decides. Such membership shall cease on 31<sup>st</sup> December following graduation or qualification or on 31<sup>st</sup> December six years after the date of election, whichever period shall be the shorter.
- h) **JUNIOR MEMBERS** shall comprise young persons whose ages at the date of election shall not be less than 12 years or more than seventeen years.
- i) **JUVENILE MEMBERS** shall comprise:
  - I. Children aged 8 or 9, who are children or grandchildren of a Voting Member. They may only play the course when accompanied by an adult Member.
  - II. Children aged 10 or 11 who are under supervision at all times on the course by the Junior Committee or their appointees.
- j) **OVERSEAS MEMBERS:** Persons who are resident outside the island of Ireland for more than nine months of each calendar year may be elected by the

Management Council of the Club as Overseas Members of the Club on payment of such Entrance Fee (if any), Annual Subscription, and Capital Levy (if any) applicable to that category as fixed by the Club from time to time. Overseas Members shall not be eligible to win the Captain's Prize, President's Prize, Golfer of the Year, and those competitions which qualify for Golfer of the Year points. Please refer to C4) hereunder.

- k) **DISTANCE MEMBERS** shall comprise those whose main residence is not less than 150km from Adare Manor Golf Club. Distance Members shall not be eligible to win the Captain's Prize, President's Prize, Golfer of the Year, and those competitions which qualify for Golfer of the Year points. Please refer to C4) hereunder. Existing Distance Members who avail of the 97km radius from the Club will continue as Distance Members under those criteria.
- l) **TEMPORARY MEMBERS:** The term of membership in this category shall not exceed two months. Temporary Members shall not be eligible to play in the Captain's Prize, President's Prize, Club matchplay championships, and those competitions which qualify for Golfer of the Year points.

**The following shall be the categories of Member which are transferable within the membership structure.**

- m) **STUDENT, JUNIOR, AND JUVENILE MEMBERS** on ceasing to be eligible for these categories and wishing to be elected to another category shall be treated with priority at the next election meeting.
- n) **FAMILY MEMBERSHIP:** Existing Members who hold the category of Family membership shall remain under that category unless they wish to transfer to another membership category. This category is no longer available to join.
- o) **OVERSEAS AND DISTANCE MEMBERS:** Existing Members who fall under those categories of membership shall have the right to request a transfer to become a Full Member.

## **C. ENTRANCE FEE**

- 1) All new Members shall be required, if applicable, to pay an Entrance Fee as determined by the Management Council.
- 2) When a Student, Junior, or Juvenile Member is obliged to relinquish their category, and seeks election to another category within the Club, the appropriate Entrance Fee (if any) shall be decided upon by the Management Council and shall be payable on election to the new category.
- 3) The amount of the Entrance fee (if any) payable by the different categories of Member shall be fixed at each AGM or EGM of the Club. Thereafter, as exceptional circumstances arise, the Management Council will have discretion to change the

entrance fee as appropriate to ensure the competitiveness of the Club and shall be ratified at the next AGM.

- 4) Should an Overseas Member or a Distance Member apply to become a member of another category the amount of the Entrance Fee payable shall be the appropriate amount payable at the date of election.

#### **D. ANNUAL CLUB SUBSCRIPTION AND GOLF IRELAND AFFILIATION FEE**

- 1) All categories of Member, except Honorary Life Member/Life Member, shall be required to pay an Annual Club Subscription.
- 2) The amount payable by the different categories shall be determined at an AGM or EGM of the Club. Thereafter, such subscriptions shall remain in operation until altered at an AGM or EGM of the Club.
- 3) The Management Council is authorised to charge a negotiated first year membership subscription for groups joining the Club.
- 4) All subscriptions as ratified or altered at the immediately preceding AGM or EGM of the Club shall be payable on the following 1<sup>st</sup> January in any year.
- 5) Any Member whose Annual Subscription is not fully paid on the last day of February in any year shall cease to be a Member and playing rights shall be removed.
- 6) Any Member who chooses to pay their Annual Subscription through a credit company, such credit company having an agreement with the Management Council, shall not have playing rights until the credit company notifies the Hon. Secretary of their acceptance of the person concerned.
- 7) The Affiliation Fee due by the Members to Golf Ireland shall be charged separately and shall be payable at the same time as the annual subscription.

#### **E. CAPITAL LEVY**

- 1) The AGM or an EGM of the Club may vote to introduce a Capital Levy on all Members (except Student, Junior, and Juvenile Members) to fund any additional acquisition of land or buildings, construction work or improvement to the course, clubhouse, or its environs.
- 2) The amount of such levy shall be payable at such time as decided by the meeting of the Club.
- 3) The levy shall also be payable by adult Members availing of the provisions of Section 7.B 2).n).

## **F. REDUCTION OF ANNUAL CLUB SUBSCRIPTION**

- 1) That the undermentioned reductions in the Annual Subscriptions may be applied to the following categories:
  - a) Members over 70 years of age who have been Members for 20 continuous years may receive a reduction on the full Annual Subscription, and
  - b) On reaching 80 years of age, Members will pay a nominal Annual Subscription as determined by the Management Council.
- 2) A Member's entitlement to reduction in either category is determined by age as of 1st January when renewing membership.

## **G. VISITORS AND TEMPORARY MEMBERS**

- 1) A Voting Member may introduce visitors.
- 2) It shall be a condition precedent that the Member effecting the introduction shall enter each visitor's name, address, and date of visit immediately on entering the clubhouse in a book to be kept for the purpose called a "Visitors' Book" and such entry must be attested by the signature of the introducing Member.
- 3) The charge for playing visitors shall be fixed from time to time by the Management Council under Section 3.10. who are also empowered to make regulations for non-playing visitors.
- 4) Every playing visitor must procure a "Green Fee Voucher".
- 5) On the issue of each Green Fee Voucher the name of the visitor, the number and amount of the green fee, and the name of the introducing Member must be immediately entered in the "Green Fee Book".
- 6) In addition, the Honorary Secretary of the Club, or his/her representative, may permit a person or group not having an introduction from a Member, to play on the course and use the clubhouse as a visitor on payment of the current Green Fee.
- 7) The payment of the Green Fee shall entitle the visitor to Temporary Membership of the Club for the day.
- 8) A Member who fails to enter a visitor's name in the Green Fee Book may be liable to disciplinary action as deemed appropriate by the Management Council of the Club and be personally responsible for the payment of the appropriate Green Fee where applicable.
- 9) The Management Council shall have power to suspend the rules permitting the introduction of visitors or Temporary Members at any time and refuse permission for any particular visitor or Temporary Member to use the course or clubhouse.
- 10) Competitors in Club Open Competitions held on the course for one or for more than one day shall, on payment of the entry fee and green fee (if chargeable) for the

competition and on such fee(s) being accepted by the Committee in charge of the competition, be eligible to use the course and clubhouse as Temporary Members for the duration of such competition.

- 11) Competitors in society outings limited to one day shall be eligible for Temporary Membership status on the day of the society outing only.
- 12) Golf Ireland members from another club who are invited to utilise the course to practice pre-competition (inter-club) and in inter-club competitions shall have their names entered in the visitor's book by the invitee (at Adare Manor Golf Club) and will be then eligible to use the course and clubhouse as Temporary Members for the day in question i.e. the day of the practice.
- 13) The Management Council may (and without assigning any reason) cancel the admission of any Day Visitor or Temporary Member whose admission may be irregular or whose presence or conduct they deem objectionable, or who deliberately breaks any of the rules, byelaws, or regulations of the Club.
- 14) The fee paid by any such Visitor or Temporary Member may, at the discretion of the Management Council, be either forfeited or refunded.

## **8. RIGHTS AND OBLIGATIONS OF MEMBERS**

Members of the Club, subject to their membership category, may have the following rights and obligations:

1. To participate in Club activities and competitions
2. To pay membership fees/annual subscriptions.
3. To attend, participate and vote (where such voting rights exist) at the Club general meeting and to attend and participate any other such meetings Members are invited to.
4. To be bound by and comply fully with the constitution, rules, policies, codes, and regulations of the Club.
5. To be bound by and comply fully with the decisions of the Club which are final unless such decisions are matters which are subject to any right to appeal.
6. To be bound by and comply fully with the statutes, constitution, bye-laws, rules, regulations, and codes of Golf Ireland and the R & A.
7. To resolve disputes in a timely manner in accordance with the Club's complaints and disciplinary policies and not to take legal action without first exhausting the internal complaints and disciplinary process.
8. The rights and privileges of a Member shall not be transferable and shall cease on termination by death or under any of the termination circumstances set out in this Constitution.
9. Members may invite visitors/guests to the Club in accordance with the terms of the Clubs Visitors/Guests policy. Visitors/guests shall also be subject to all the rules and polices of the Club.

## **9. TERMINATION FROM OR CESSATION OF MEMBERSHIP**

1. A Member may at any time withdraw from membership by giving notice but shall remain liable for their annual subscription for the then current year. Every such notice, unless otherwise expressed, shall be deemed to take effect immediately following the receipt thereof and the Member shall thereupon cease to be a Member.
2. A Member shall automatically cease to be a Member if:
  - a) a Member fails to pay any annual subscription for which the Member becomes liable whilst a Member within the period laid down for any such payment.
  - b) a Member becomes automatically disqualified from membership for any reason as set out in any Club policy or this Constitution.
  - c) the cessation of membership is one on which the Management Council has authority to make a determination in accordance with a Club policy or this Constitution.
  - d) the outcome of a disciplinary process has determined that membership should cease.
  - e) a Member is the subject of an investigation and/or has been requested to step aside and/or stand down or has been suspended (temporarily or otherwise) as a result of an investigation and/or complaint (by any person including the Club, statutory authority or as a result of any disciplinary case pending) which relates to any matter pertaining to the welfare or wellbeing of a child or vulnerable adult notwithstanding that the matter may not yet have been adjudicated upon.
  - f) A Member is convicted of an indictable offence other than an offence under the Road Traffic Acts.

## **3. SANCTIONS**

- a) The Management Council is empowered to impose sanctions for breaches of the rules, byelaws, and regulations of the Club in force for the time being or for breaches of the etiquette of golf. The Management Council may, following due consideration, at any time (either instead of, or in addition to sanctions) temporarily withdraw the use of the clubhouse and course from any Member whose conduct breaches the rules, byelaws, and regulations.
- b) Any Member refusing or failing to adhere to a sanction so imposed within 2 weeks after notification thereof, shall not be permitted to use the clubhouse or course until such sanctions are satisfactorily concluded.
- c) The Men's and the Ladies' Committees may report any Member to the Management Council for investigation and sanction under this rule if they, in their absolute discretion, consider the breach warrants it.

## **4. REMOVAL AND/OR SUSPENSION OF MEMBERS**

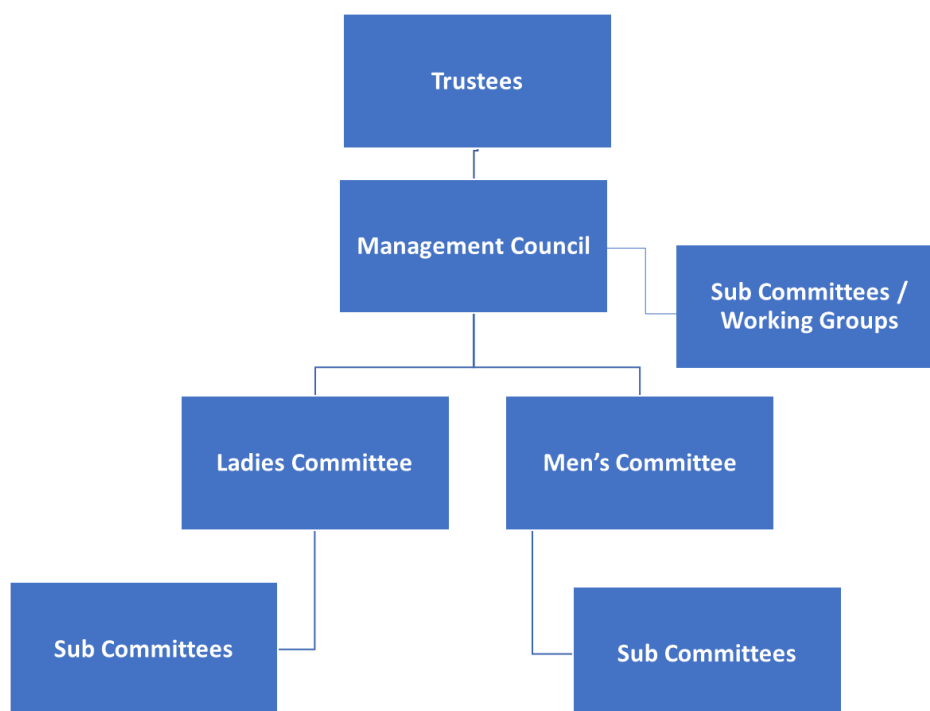
- a) Any allegation of misconduct by a Member must be submitted, in writing, to the Management Council. The Management Council may decide to deal with such allegations under the Club's Grievance and/or Disciplinary Procedure(s).

- b) If, following due process, in the opinion of the Management Council the allegation in question may warrant the suspension (by the temporary withdrawal of the privileges of membership) or expulsion of such Member he or she shall be so informed in writing.
- c) The procedures to suspend/remove a Member from the Club, shall be conducted in accordance with the Club's disciplinary policy. In the event that a vote is required, the voting arrangements will be as set out in Section 12.E.2 hereunder.
- d) A Member may also be suspended from membership for a period of time and thereafter reinstated once the matter has been resolved to the Club's satisfaction. Such suspension may arise either as stipulated in the decision of a disciplinary committee or as agreed by the Management Council if the Management Council is the body with authority to determine the matter in accordance with the Club policies.
- e) A Member shall not compete in or take part in any activity or competition under the auspices of the Club while suspended and/or removed from membership.
- f) A former Member shall remain liable for all entrance fees (if any), subscription fees, and contributions due or imposed on them up to the date on which they shall cease to be a Member and for any sums due by them to the Club and shall forfeit all claims to a return of any money paid by them on their admission as a Member.



## 10. CLUB STRUCTURE AND ORGANISATION

The following diagram represents the structure of the Club.



### A. TRUSTEES

1. The Trustees shall be Members of the Club as defined in Section 7.B.2) a). The number of Trustees in the Club shall be a maximum of five. The Trustees of the Club are such persons as are elected at an AGM or EGM of the Club.
2. Nominations for Trustees shall be proposed and seconded by Members of the Club with full voting rights. Such nominations shall be sought by the Management Council in advance of the AGM or EGM of the Club. To be appointed as a Trustee, a person must be a Voting Member for at least 10 years.
3. A Trustee shall be appointed for a five-year term and shall not serve more than two consecutive terms. Such Trustee shall cease to be a Trustee if he/she resigns as a Trustee or ceases to be a Member of the Club as defined in Section 7.B.2) a). Should a Trustee vacancy arise during a year, the Management Council may co-opt a full Member to fill the vacancy temporarily until the next AGM/EGM.
4. Rotation of Trustees: At each annual general meeting one-fifth of the Trustees, or, if their number is not five, then the number nearest one-fifth, shall retire from office. Provided always that no Trustee who has served two terms (10 years total) can be re-elected.
  - a) The Trustees to retire each year shall be those who have been longest in position since the last election, but if between persons who became Trustees on the same day, those to retire shall be determined by lot.

- b) A retiring Trustee shall be eligible for re-election. The membership term for each Trustee shall not exceed five years, excluding any part year between co-option and election to the board of trustees. A Trustee shall not serve more than two consecutive terms, which is a maximum of ten years.
  - c) The Club, at the annual general meeting at which a Trustee retires, may fill the vacated office by re-electing the person retiring if they have consented to another term, unless a resolution for the re-election of such Trustee has been put to the meeting and lost.
  - d) No person other than a Trustee retiring at the meeting shall be eligible for election to the office of Trustee unless, a Voting Member has submitted to the Honorary Secretary a notice of intention to propose a qualified Member together with confirmation in writing from that person of his willingness to be elected to the position of Trustee at least 21 days prior to the meeting.
5. Existing Trustees shall continue to hold office as Trustees under the same terms and conditions by which they were initially appointed.

## **B. ROLE AND FUNCTION OF TRUSTEES**

- 1. The Club premises and such other property of the club as the Management Council of the Club (hereinafter referred to as the "Management Council") shall determine, shall be vested in, and under the legal control of the Trustees and such Trustees shall deal with the property of the Club as directed by a resolution of the Management Council of which an entry in the Minute Book shall be sufficient evidence.
- 2. The property of the Club shall be vested in five Trustees. The Trustees shall deal with the property of the Club as directed by resolution of the Management Council, of which an entry in the minute book signed by the Chairperson shall be conclusive evidence.
- 3. The Trustees shall be entitled to attend meetings of the Management Council in their capacity as Trustees, but without voting rights.
- 4. The Trustees shall be indemnified out of the Club property and assets in respect of all transactions directed by a resolution of the Management Council against all liabilities and expenses necessarily incurred as a result of their trusteeship and in the event of the Club property and assets being deficient such deficiency shall be made good by the Ordinary Members on whose behalf the property and assets of the Club are held.
- 5. The Trustees are empowered to take such steps as they, the Trustees, consider necessary following agreement with the Management Council of the Club with accountancy and banking interests, or any other relevant interests, to supervise and monitor the general affairs of business of the Club. A Trustee may not be a member of the Management Council.
- 6. If the Trustees, when directed by a resolution of the Management Council to perform a certain act consider that performance of such act is one of such importance that they consider that the Members of the Club should be consulted, then the Trustees may refuse

to perform such act until the Members of the Club have been consulted at a general or an extraordinary general meeting and a resolution is passed at such meeting authorising or refusing to authorise the Trustees to perform such act as was originally directed by the Management Council.

### **C. OFFICERS**

The Officers of the Club shall be: -

1. The Chairperson, an Honorary Secretary, an Honorary Treasurer, an Honorary Course Manager, an Honorary House Manager, and both the Men's and Ladies' Captains. The term of office for the Chairperson, Honorary Secretary, Honorary Treasurer, Honorary Course Manager, and the Honorary House Manager shall be three years. The above Officers may not serve more than two consecutive terms and having completed two consecutive terms cannot then be elected to the offices of Chairperson, Secretary, Treasurer, House Manager and Course Manager for a period of three years thereafter.
2. The Officers of the Men's Committee shall be a President, a Captain, a Vice-Captain, Vice President, an Honorary Secretary, an Honorary Treasurer, a Handicap Secretary, and a Competitions Secretary.
3. The Officers of the Ladies' Committee shall be a President, a Captain, a Vice-Captain, an Honorary Secretary, an Honorary Treasurer, a Handicap Secretary, and a Competitions Secretary.
4. The Officers of the Men's and Ladies' Committees shall retire annually and shall be eligible for re-election provided always that the same Office has not been held for more than three consecutive years.
5. The Honorary Secretary and Honorary Treasurer of the Club shall not hold similar positions in Section 10.C.2 and Section 10.C.3.

### **D. ADMINISTRATION**

The Club shall be administered as follows:

1. The Chairperson of the Management Council shall be responsible for chairing all meetings of the Management Council, the AGM, and any EGM.
2. The Honorary Secretary of the Club shall be responsible for the every-day affairs of the Club.
3. The Honorary Secretary of the Club shall also act as Liaison Officer between the Management Council and each of the Men's and the Ladies' Committees and may also attend both the Men's and Ladies' Committee Meetings.
4. The Honorary Secretary of the Men's/Ladies' Committee shall be responsible for the every-day affairs of the relevant committee.

5. All written complaints concerning matters under the jurisdiction and control of the Men's/Ladies' Committee shall be referred to the Honorary Secretary of that Committee who, if unable to resolve same, shall place the complaint on the agenda for the next meeting of that Committee for further review and/or investigation if necessary and decision where/when required. (See Section 9.3). Unresolved matters may be escalated to the Management Council.
6. The Honorary Course Manager shall have responsibility for overseeing the following areas: Course Staff, Maintenance of Course/Car Park, Machinery, Stock Control, and adhering to allocated budgets.
7. The Honorary House Manager shall have responsibility for overseeing the following areas: Bar/Catering facilities, Maintenance of Clubhouse, Stock Control (where relevant), and adhering to allocated budgets.

## **E. MINUTE BOOKS**

The Club and the Men's and Ladies' Committee shall each keep:

1. A Minute Book in which shall be recorded the minutes of AGM and EGM held in compliance with Section 12.A.1 and Section 12.C.1. The draft minutes shall be considered at the next General Meeting and, when approved as being a correct record, shall be signed and dated by the Chairperson.
2. A Minute Book in which shall be recorded the minutes of all Committee Meetings held in compliance with Section 11.C.1. The draft minutes shall be considered at the following Committee meeting and, when adopted as being a correct record, shall be signed and dated by the Chairperson.
3. Draft minutes shall be circulated 7 days in advance of each meeting of the Club and the Committees of the Club.
4. The Men's and Ladies' Committees of the Club shall submit their Minute Books to the Management Council on request.

## **F. PLAYING FACILITIES**

The playing facilities of the Club shall be administered by the Management Council. The Management Council, in consultation with the Men's and Ladies' Committees shall prescribe the days and times when Members shall have the use of the course for competitions. The facilities of the course and part of the clubhouse shall be made available to Golf Ireland and to the Regional Executive at reasonable intervals, as may be agreed between the two parties.

## **G. 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 thereof, and neither the Club nor any Committee shall be responsible for any loss or damage thereto however arising; but this rule shall not prejudice any claim by the Club or the owners of the property, against insurance companies in case of fire, or when otherwise covered by insurance.

## **H. RULES OF GOLF AND LOCAL RULES**

1. The Rules of the Game of Golf for the Members of the Club shall be the 'Rules of Golf and Rules of Amateur Status' as approved by the Royal and Ancient Golf Club of St. Andrews and updated from time to time.
2. In addition, the Management Council, in consultation with the Men's and the Ladies' Committees in compliance with Section 11.E.2 shall from time to time prescribe such Local Rules as it considers necessary having regard to the nature of the course or otherwise provided such Local Rules are not contrary to, or at variance with, the Rules of Golf or directives issued by Golf Ireland.

## **I. BYE LAWS**

1. The Management Council shall have power from time to time in compliance with Section 11.E.1 to make such bye laws as it considers necessary and to alter and repeal same.
2. The Committees of the relevant sections of the Club shall have power from time to time to make such bye laws as it considers necessary for matters under their respective jurisdiction subject to ratification of the Management Council.

## **11. CLUB MANAGEMENT**

### **A. ALLOCATION OF FUNCTIONS.**

1. The business and affairs of the Club shall be under the jurisdiction and control of a Management Council, consisting of the Officers of the Club as defined at Section 10.C.1, the Presidents, and Vice-Captains of each of the respective Men's and Ladies' Committees, and 2 other Voting Members of the Club elected at the AGM of the Club.
2. The business and affairs of the Men's membership shall be under the jurisdiction and control of a Men's Committee, consisting of the Officers of that Committee, the immediate Past Captain and 5 other Voting Members of the male Members of the Club.
3. The business and affairs of the Ladies' membership shall be under the jurisdiction and control of a Ladies' Committee, consisting of the Officers of the Ladies' Club, the immediate Past Captain and 5 other Voting Members of the female Members of the Club.

4. Each of the aforementioned Committees shall exercise its powers notwithstanding that there might be a vacancy or vacancies in its membership.
5. Nothing in this rule shall preclude a member of either the Men's or the Ladies' Committees being also a member of the Management Council or vice versa.
6. At meetings of any of the above Council/Committees 50% of those entitled to attend and vote shall form a quorum.
7. At meetings of the Men's and the Ladies' Committees the Chair shall be taken by the Captain or if absent, by the Vice-Captain of the Committee concerned. At meetings of the Management Council, the chair shall be taken by the Chairperson or, if absent, those in attendance having votes shall elect a Chairperson for that meeting.
8. The Chairperson at a meeting shall, in addition to a deliberative vote, have, and shall exercise, a casting vote excluding sub-committees.

**B. ELECTIONS: OFFICERS AND COMMITTEES FOR OVERSEEING THE AFFAIRS OF THE MEMBERS.**

1. The Men's and Ladies Captains shall retire after one year's service. The outgoing Captain may serve for a further year provided that it is ratified at the AGM of the Club. Should either of the out-going Captains consent and be re-elected the tenure of Office of the respective Vice-Captain(s) shall be extended for a similar period.
2. The Officers of Committees shall retire annually and shall be eligible for re-election provided always that the same office has not been held by such Officer for more than 3 years.
3. The election of Officers and members of Committees shall be made at the respective Annual General Meetings. Only Members entitled to vote shall be elected.
4. In the event that an Officer position of the Management Council is not filled, the Management Council may co-opt a Voting Member to the Management Council following proposal and seconder by a member of the Council. The co-option must be ratified by the Trustees. The number of co-options should be limited to 2 in any given year.
5. In the event that an officer position of the Men's or Ladies Committee is not filled, the relevant Committee may co-opt full Members onto the respective Committee following proposal and seconder by a member of that Committee. The co-option must be ratified by the Management Council. The number of co-options should be limited to 2 in any given year.
6. The Captains/Vice Captains shall be nominated by the respective Men's and Ladies' Committee.
7. Where a Committee Member tenders his/her resignation, that Committee shall have power to co-opt a replacement.

8. Nominations (with the consent of the nominee) for election to any Officership or as a Voting Member shall be made, as hereunder provided: -
  - a) by the Men's or Ladies Committee of the Club or
  - b) by any two Voting Members (Ref. Section 7.B.2.a) of at least 2 years standing.
9. All nominations shall be given to the relevant Honorary Secretary at least 21 days prior to the Annual General Meeting of that Committee.
10. A complete list of nominees (Officers and Committees) together with the names of their proposers and seconders must be posted on the relevant notice board for at least seven days prior to the date of the particular Annual General Meeting.
11. The office of any Office bearer shall be vacated by such Office bearer resigning therefrom or on ceasing to be a member of the Club or being removed by a resolution at an Annual General Meeting or Extraordinary General Meeting of the Club.

### **C. COUNCIL/COMMITTEE MEETINGS**

1. Meetings of the Management Council shall be held not less than 10 times per annum and Special Meetings on such dates as may be found convenient for the transaction of business at least 3 days' notice being given by the Honorary Secretary or Chairperson of the Club. Except in the case of justifiable absences, any Council/Committee member who does not attend a minimum of 8 meetings shall not be eligible to continue on that Council/Committee.
2. Meetings of the Men's and the Ladies' Committees shall be held not less than 10 times per annum. Except in the case of justifiable absences, any Committee member who does not attend a minimum of 8 meetings shall not be eligible to continue on Committee.
3. Upon a requisition signed by not less than 50% of the members of a Council/Committee, stating the nature of the business to be transacted, the Honorary Secretary or Chairperson of the particular Council/Committee shall call a Special Meeting of such Council/Committee for the consideration thereof. Should the Officers designated above neglect or refuse to call such meeting within seven days, the same may be convened by notice signed by 50% of the members of such Council/Committee.

### **D. EMPLOYMENT OF STAFF**

1. The Officers of the Management Council solely shall have power to appoint staff upon such terms and conditions of employment, in writing, as such Officers with a quorum of 4 may determine; to terminate such appointments and to appoint substitutes from time to time. Any decisions relating to the aforementioned shall be notified to the Management Council at the next meeting.

2. The Secretary of the Management Council shall ensure that all appointments and contracts of employment are made in accordance with Human Resource best practice and relevant employment laws and regulations.
3. All employees of the Club shall be furnished with a job description setting out the role, relationships, and responsibilities associated with each position.
4. No employee of the Club shall be eligible to serve on Committee or hold any Office.

#### **E. MANAGEMENT REGULATIONS**

1. The Management Council is empowered to make, and from time to time alter, such byelaws and regulations for the management of the Club, as it may consider necessary subject to ratification at the next AGM.
2. In consultation with both the Men's and Ladies' Committees, the Management Council is also empowered to make such local rules (provided same are not at variance with the Rules of Golf) and regulations for the use of the course as are required in the interest of all Members.
3. Every member of every category and every visitor or other person using the clubhouse or course shall be subject to, and must comply with, all, byelaws, rules and regulations in force.

#### **F. APPOINTMENT OF SUB-COMMITTEES**

1. The Management Council shall have power to appoint sub-committees and to appoint members of their respective membership to act on such sub-committees and to define the scope of their authority and to delegate and confer upon such sub-committees the powers necessary for the discharge of the function or functions for which such sub-committees were formed. No sub-committee may be appointed to elect members (See Section 7.A). The Chairperson of each sub-committee shall be a member of the Men's or Ladies Committee or Management Council.
2. Each sub-committee shall retire annually on the date of the Annual General Meeting of its respective committee or when the function for which it was appointed is completed.
3. The quorum of each sub-committee shall be defined at the time of appointment.
4. The Management Council may put in place oversight sub-committees as deemed appropriate to conduct its business.



## **12. GENERAL MEETINGS**

### **A. THE CLUB**

1. The Annual General Meeting of the Club shall, save in exceptional circumstances, be held by the 31<sup>st</sup> of December each year. The business of the AGM shall include, in particular:
  - a) consideration of the Club's financial statements and the report of the auditors.
  - b) a review of the Club's affairs including any Management Council updates or reports.
  - c) the election and re-election of members of the Management Council.
  - d) any matter which requires the approval of the membership in general meeting.
  - e) the appointment and/or reappointment of auditors.
  - f) the authorisation for the Management Council to approve the remuneration of the auditors.
  - g) any other business properly brought before the meeting in accordance with the process set out by the Club.
2. All General Meetings shall be either Annual General Meetings (AGM) or Extraordinary General Meetings (EGM). Meetings may be held electronically and all references in this Constitution to attendance includes attendance via any electronic platform.
3. Seven days' notice at least of such Annual General Meeting shall be given to the Members as prescribed by Section 7.B.2.a. who are the only persons entitled to attend and vote at a General Meeting of the Club.
4. A notice calling a General Meeting shall be sent by email to every Member via their email address and will also be posted on the club website. The accidental omission or the non-receipt of such notice by any person who is eligible to attend shall not invalidate its proceedings. No other person shall be entitled to receive notice of General Meetings.
5. Every notice calling a General Meeting shall specify the place and the day and hour of the meeting. The notice shall also include the agenda and business to be transacted at the meeting. The notice shall be accompanied by the financial statements and auditors report and all other papers referenced in the agenda.
6. Such notice shall be accompanied by a copy of the agenda and a duly certified financial statement for the previous financial year end for the Club.
7. Notices of Motion and nomination of Officers and Members of the Management Council must be made to the Honorary Secretary, in writing, at least 21 days before the date of such meeting.
8. Such notices and nominations shall be promptly posted on the Club notice board in accordance with Section 11.B.10.
9. Notices of Motion and nominations not made as required cannot be considered at the AGM.

10. Notice of the AGM date shall be posted 30 days prior to the AGM on the Club notice board.

## **B. MEMBERSHIP AGMs**

1. The Annual General Meetings of the male and female memberships of the Club shall, save in exceptional circumstances, be held by the 31<sup>st</sup> of December each year for receiving the committees' annual reports and the relevant financial statements for the previous year end, for electing office bearers, members of Committees and Auditors, revising its rules and transacting such other business of the Committee as may be on the agenda.
2. Seven days' notice, at least, of such annual general meeting shall be given to the Members as prescribed by Section 7.B.2.a. who are the only persons entitled to attend and vote at such General Meetings
3. Such notice shall be accompanied by the agenda for the meeting and the financial statement and the secretary's report.
4. Notices of Motion and nominations of Officers and members of those Committees of the Club must be made to the Honorary Secretary of the relevant Committee, in writing, at least 21 days before the date of such meeting.
5. Such notices and nominations shall be promptly posted on the relevant notice board.
6. Notices of Motion and nominations not made as required cannot be considered at the Annual General Meeting.
7. Notice of the AGM date shall be posted 30 days prior to the AGM on the relevant noticeboard and members shall also be notified by email 30 days prior to the AGM.

## **C. EXTRAORDINARY GENERAL MEETINGS.**

1. In addition to the Statutory Annual General Meetings, the committees referred to in Section 12.B. above may, at their discretion, convene an Extraordinary General Meeting of the relevant Voting Members to consider and decide on any matter relevant to that membership of the Club which the committee considers is of such urgency that it cannot be held over until the relevant Annual General Meeting.
2. A group of not less than 10% of Voting Members of any of the relevant membership of the Club may submit a requisition to the Honorary Secretary of the relevant committee requesting that an Extraordinary General Meeting of the Voting Members of the relevant membership of the Club be convened. The requisition shall state the business to be brought forward and this matter will be the only business to be considered at such meeting.
3. On receipt of such requisition, it shall be the duty of the Committee of the particular membership to have an Extraordinary General Meeting convened without delay. Failing notice of such meeting being issued by direction of the Committee within fourteen days after receipt of such notice by the Honorary Secretary, a simple majority of the members

of the group referred to at Section 12.C.2. above whom have signed the requisition may issue notice of an Extraordinary General Meeting.

4. A notice calling an EGM shall be sent by email to every Member via their email address and will also be posted on the Club website. The accidental omission or the non-receipt of such notice by any person who is eligible to attend shall not invalidate its proceedings. No other person shall be entitled to receive notice of general meetings.
5. Every notice calling an EGM shall specify the place and the day and hour of the meeting. The notice shall also include the agenda and business to be transacted at the meeting. The notice shall be accompanied by all other papers referenced in the agenda.

#### **D. CHAIRPERSON AT GENERAL MEETINGS**

1. The relevant President, or if absent the relevant Captain, shall preside at all General Meetings of their respective membership.
2. The Chairperson shall preside at all General Meetings of the Club.
3. If any of the foregoing Officers are absent or decline to preside any other Chairperson may be appointed by the meeting.
4. Each Chairperson in addition to a deliberative vote shall have and shall exercise a casting vote, except in the case of the removal and/or suspension of members (Reference Section 9.4).

#### **E. MODE OF VOTING AT GENERAL MEETINGS**

1. The categories of Members entitled to vote are set out at 7.B.2 above. Where necessary, the Club reserves the right to satisfy itself that those present are fully paid-up Members and therefore eligible to vote.
2. No proxies shall be allowed, except under Section 2.7.
3. Voting shall be either by a show of hands or by ballot, except as in the case of matters under Section 9 (Termination from or Cessation of Membership) of this document, which will be by secret ballot. Ballot shall mean a vote on voting paper.
4. A majority of one shall be sufficient to decide any question under discussion unless a greater majority is required by some other Club rule.
5. In the event of a tie, the Chairperson shall have and shall exercise a casting vote as provided in Section 12.D.4.
6. If any Member at a General Meeting proposes that the method of voting on any particular matter should be by ballot and this is seconded by another Member, then the question of whether voting should be by a show of hands or by ballot shall be decided by a show of hands except as in Section 9.4. An election of candidates for membership

of the Men's and Ladies' Committees or for membership of the Management Council shall be by ballot and all Members voting must vote for the full number of candidates for whom there are vacancies otherwise such voting paper shall be invalid.

### **13. MOTIONS**

1. Section 12 above requires that notice of the AGM date shall be posted 30 days prior to the AGM on the relevant noticeboard and for members to be notified by email 30 days prior to the AGM. This notice should also include a call for motions to be submitted 21 days in advance of the AGM.
2. Any Member seeking to raise a matter at a General Meeting should write to the Club Secretary at least 21 days in advance of the date for such meeting with a copy of the proposed motion.
3. The motion shall be submitted to the Management Council for review to ensure it has been submitted by an affiliated Member in accordance with the motion process set out by the Club.
4. The Management Council shall be entitled to review the proposed motion and request the secretary to include the matter with the papers for the General Meeting. The Management Council shall also be entitled to advise the proposer that the matter is not an appropriate matter for consideration at a General Meeting provided the reasons for its exclusion are clearly set out in writing to the proposer and the General Meeting is advised that the matter cannot be discussed for the reasons stated.

## **14. AMENDMENTS TO CONSTITUTION**

1. No rule of either the Male or Female membership shall be repealed or altered, or new rule made except at a General Meeting of relevant membership and by the consent of the majority of the Members present and entitled to vote at such meeting. Written notice of the proposed changes must be sent to the relevant Honorary Secretary and the names of the proposer and seconder attached, as least 21 days prior to the meeting at which same is to be considered.
2. The Management Council may alter or add to the rules for the purpose of complying with the provisions of the Registration of Clubs (Ireland) Act 1904 or any act which may be passed amending same. But, except for this purpose, no rule of the Club shall be repealed or altered, or new rule made except at a General Meeting of such Club and by the consent of 75% of the members present and entitled to vote at such meeting. Written notice of the proposed changes must be sent to the Honorary Secretary of the Club with the names of the proposer and seconder attached, at least 21 days before the meeting at which same is to be considered.
3. The Honorary Secretary shall place the proposal on the relevant notice board and put the item on the agenda for the next General Meeting of the relevant membership concerned and advise the Club of same.
4. Any change in the Constitution of the Club that affects Article 2 of the Articles of Association of Golf Ireland must be submitted to Golf Ireland for approval prior to adoption.
5. No change in the rules of the Club shall be in conflict with Golf Ireland.
6. This Constitution is to be made available to Members via the Club website.

## **15. FINANCIAL AFFAIRS OF THE CLUB**

### **A. The financial affairs of the Club shall be administered as follows: -**

1. The Honorary Treasurer of the Club shall keep full and detailed accounts, books, and records, showing the financial affairs, receipts, and disbursements of the Club.
2. The Banking Account shall be kept in the name of the Club (and shall be clearly identified as such) in such Bank as the Management Council may from time to time determine. All cheques shall be signed by the Honorary Treasurer and co-signed by the Chairperson or Honorary Secretary of the Management Council. Signatories may be changed on the authorisation of the Management Council. The Honorary Treasurer of the Club authorises all electronic payments.
3. The Management Council shall have power to borrow facilities up to the cumulative sum of €150,000 for the purposes of the Club, by way of overdraft, term loan, loan account, leasing, hire purchase or otherwise, with interest in the category of the accommodation granted, such amount of money either at one time or from time to time as it may deem proper, such borrowings and the interest thereon by the issue of bills of exchange, promissory notes or other obligations or securities of the Club (or by mortgage or charge upon all or any part of the property of the Club) and thereupon the Trustees shall at the discretion of the Management Council make all such dispositions of the property of the Club or any part thereof and enter into such agreements in relation thereof as the Management Council may deem proper for giving such security.
4. Where the Club Management Council engage in fund raising for specified work/activity, that fund should be retained on a red circled basis for that purpose and only diverted for another purpose with the approval of the Members at an AGM or EGM.
5. The Honorary Treasurer of the Club shall present a certified statement of the affairs of the Club for the financial year ended for consideration by the Trustees and by the Management Council and for approval by the members at the Annual General Meeting of the Club which shall be held not later than 31<sup>st</sup> December following.
6. The Management Council shall make grants to each of the Men's and the Ladies' Committees from time to time, on request being made, to defray extraordinary expenses incurred by the particular Committee not catered for in budget.
7. The Management Council shall be empowered to engage an accountant, or other person engaged in similar profession or business, for the purpose of preparing yearly financial statements and such person shall be entitled to charge and be paid all usual professional or other charges for business or work done by such a person or their firm in connection with the financial statements.

**B. The financial affairs of the Men's/Ladies' Committees shall be administered as follows:**

1. The Honorary Treasurer of the Men's and Ladies' Committees shall keep full and detailed accounts, books, and records, showing the financial affairs, receipts, and disbursements.
2. The banking accounts shall be kept in the name of the Men's and Ladies' Committees (and shall be clearly identified as such) in such bank as the Men's and Ladies' Committees may, in consultation with the Management Council, from time to time determine. All payments shall be authorised by resolution of the relevant committee. All cheques shall be signed by the Honorary Treasurer and co-signed by the Captain or President of the Men's and Ladies' Committees after the amount has been filled in.
3. The Management Council shall be responsible for the payment to Golf Ireland of the affiliation fee for each Member.
4. The Men's and Ladies' Committee shall be entitled to receive sponsorship (or engage in other fundraising activities with the approval of the Management Council), charge and retain all entry fees in Club and Open competitions under its control and management, for the provision of prizes and other expenses. See also Section 15.A.4.
5. The Honorary Treasurer of the Men's and Ladies' Committees shall present a certified statement of the affairs of the Men's and Ladies' membership for the relevant financial year for consideration by the Men's and Ladies' Committees and for presentation and approval by the Members at the respective AGM of those Committees which shall be held not later than 31<sup>st</sup> December following.
6. Following the meeting of the Men's and Ladies' Committees, at which certified accounts are considered, the Honorary Treasurer of the respective Committees shall immediately forward a copy of the certified accounts to the Management Council for information.



## **16. CLUB POLICIES**

1. The Club operates a suite of policies which are available to Members, and which are amended by the Management Council from time to time. All Members shall comply with such policies which are available on the Club website or on request. Breaches of such policies shall be taken seriously by the Club and may result in disciplinary action including but not limited to cessation of membership or other sanctions in accordance with the Club's disciplinary policy.
2. The Club is committed to providing a safe and healthy environment for Members and personnel and has a Health and Safety Statement and a Health and Safety policy in place which is included with its other policy documents.
3. The Club complies with data protection legislation and ensures all data and personal information under its control is held and maintained in accordance with the Club General Data Protection Policy Regulation.
4. The Club's Safeguarding policy is kept up to date by the Club Children's Officer and is subject to approval by the Management Council. The Club's Children's Officer shall be fully trained and vetted. A Designated Liaison Person shall also be appointed who shall receive such training and education as necessary to fulfil that role. Any person with access to and/or working with children and/or vulnerable adults is required to be vetted in advance in accordance with the policy.

## **17. CLUB NOTICES AND SERVICE OF NOTICES**

1. Except as otherwise provided for in this Constitution, all notices, communications, documents, or information may be given, served, or delivered to the Club in writing on paper or in electronic form in the manner as may have been specified by the Management Council from time to time for the giving, service, or delivery of notices, communications, documents, or information in electronic form.
2. The Management Council may prescribe such procedures as they think fit for verifying the authenticity or integrity of any such notice, communication, document, or information given, served, or delivered to the Club in electronic form.
3. A notice or document to be given, served, or delivered in pursuance of this Constitution may be given to, served on, or delivered to any Member by the Club:
  - a) by handing same to the Member or their authorised agent; or
  - b) by leaving the same at the Member's registered address; or
  - c) by sending the same by post in a pre-paid cover addressed to the Member at their registered address; or
  - d) by sending the same by means of electronic mail or other means of electronic communication approved notice, communication, document, or the information in electronic form to such electronic address as may from time to time be provided by the Member; or
  - e) by making it available on a website (provided the Club sends to the Member, to the address notified to the Club by the Member the fact that the notice, communication, document, or information has been placed on the website).
4. The giving, service or delivery thereof shall be deemed to have been effected at the time the same was handed to the member or their authorised agent, or left at their registered address (as the case may be), or after the expiration of twenty-four hours after the cover containing it was posted, or if sent in electronic form to an electronic address, at the expiration of twelve hours after dispatch; or if made available on a website, at the time that the notification that it was placed on the website is deemed to be given, served or delivered in accordance with this Constitution.
5. If the Club receives a delivery failure notification following the sending of a notice, communication, document, or other information in electronic form to an electronic address, the Club shall give, serve or deliver the notice, communication, document or information on paper or in electronic form (but not by electronic means) to the Member either personally or by post or other delivery service addressed to the Member at their registered address or (as applicable) by leaving it at that address.
6. A notification to a Member of the publication of a notice, communication, document, or information on a website as permitted by this Constitution shall state:
  - a) the fact of the publication of the notice, communication, document, or information on a website.

- b) the address of the website and, where necessary, the place on that website where the notice, communication, document, or information may be accessed and how it may be accessed; and
  - c) in the case of a notice of a general meeting of members that it concerns a notice of a general meeting (AGM or EGM) and includes the place, date and time of the meeting and details of any other procedures as to voting or other matters.
  - d) It shall also be published on that website, for at least a period of not less than 21 days and throughout the period beginning with the giving of that notification and ending with the conclusion of the relevant meeting.
7. Where a Member has for any reason requested not to receive notice via electronic mail or other means of electronic communications such revocation shall not take effect until 7 days after written notice of the revocation is received by the Club.
8. The signature (whether electronic signature, an advanced electronic signature or otherwise) to any notice to be given by the Club may be written (in electronic form or otherwise) or printed.

## **18. REGISTRATION OF CLUB ACTS AND INTOXICATING LIQUOR ACTS**

1. No excisable liquor shall be sold or supplied in the Club premises to any person under the age of 18 years.
2. No Member of the Club, Management Council, and Trustee, Officer, manager, or servant employed in the Club shall have any personal interest in the sale of excisable liquor in the clubhouse or in the profits arising from such sale.
3. A visitor shall not be supplied with excisable liquor in the clubhouse unless on the invitation and in the Club of a Member and such Member shall, with the admission of such visitor to the clubhouse or immediately on his being supplied with such liquor, enter his name, and the name and address of the visitor in a book which shall be kept for that purpose and which shall show the date of such visit.
4. Where members of a group visit the Club for the purpose of taking part in any activities or event at the Club, or organising, or taking part in the organisation of, or arrangements for, any such activity or event, intoxicating liquor may be supplied to them at the request and in the presence of an official of the Club on the occasion of the visit. An official of the Club shall enter the name of the group concerned, and the number of persons in the group in a book kept for that purpose.
5. The Club may prohibit the admission of any visitor or guest to the Club premises and no Member shall bring any person whose admission is prohibited into the Club premises.
6. In addition to the Constitution and clause set out above, the clauses and regulations embodied in the Registration of Clubs Acts 1904-2008 and the Acts amending and extending the same shall be deemed rules of the Club.