

MANUKAU GOLF CLUB

I N C O R P O R A T E D



CONSTITUTION
15 JULY 2016

MANUKAU GOLF CLUB

INCORPORATED

Constitution

15 July 2016

These Rules have been approved by and registered
with the Registrar of Incorporated Societies to take effect
from 15 July 2016

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BACKGROUND

1. These Rules are in substitution of the Club's Rules registered on 1 January 2011.
2. They were adopted by Resolution passed by Members on 11 July 2016.
3. They came into operation on the Operative Date.

1.0 CONSTRUCTION

- 1.1 Words importing *the singular* include the plural and vice versa.
- 1.2 *In writing and written* includes all means of representing or reproducing words in a visible form.

2.0 DEFINITIONS

In these Rules, unless their context requires otherwise:

<i>Act</i>	means:	the Incorporated Societies Act 1948, its amendments and statutory provisions for the time being and from time to time in force in addition to or in substitution thereof.
<i>Annual General Meeting</i>	means:	the Annual General Meeting of Members convened under Rule 19.1.
<i>Board of Management / Board</i>	means:	the Club's governing body referred to in Rule 10.
<i>Casual Vacancy</i>	means:	a vacancy on the Board caused by the death or retirement of a member of the Board.
<i>Chairperson</i>	means:	an Officer appointed by the Officers to act as chairperson in accordance with Rule 12.2.
<i>Club</i>	means:	the Manukau Golf Club Incorporated.
<i>Clubhouse</i>	means:	the building used by the Club as a Clubhouse on the Course from time to time.
<i>Club Captain</i>	means:	a Member-Officer elected in accordance with Rule 9.4 with the responsibilities set out in Rule 23 and the Standing Orders..
<i>Committee</i>	means:	a Committee elected or approved by the Board.
<i>Constitution</i>	means:	this constitution, and any properly made and registered amendments and additions to it.
<i>Course</i>	means:	the Club's golf course or courses wherever situated.
<i>Due Date</i>	means:	a day of every year when anything is to be paid, done or due to be said or done, pursuant to any notice, direction, request or demand properly given under the Rules.

<i>Financial Year</i>	means: the period from 1 October in a year to 30 September in the following year.
<i>General Manager</i>	means: the person appointed under Rule 22.
<i>General Meeting</i>	means: Annual General Meeting or Special General Meeting.
<i>Home Club</i>	means: the Club at which the Member holds his/her official handicap.
<i>Independent Officer</i>	means: Officer appointed by the Board in accordance with Rule 9.5.
<i>Member</i>	means: a member of the Club admitted to membership within Rule 15.
<i>Member-Officer</i>	means: a person elected to hold the position of an Officer, in accordance with Rule 9.4
<i>Month</i>	means: calendar month.
<i>Non Financial Member</i>	means: a Member whose entrance fee, annual subscription, levy, fine, penalty or other money payable under the Rules - or part or parts thereof - is not paid by the Due Date.
<i>Officer</i>	means: any person elected or appointed to sit on the Board as specified in Rule 9.2.
<i>Operative Date</i>	means: 11th July 2016
<i>Previous Constitution</i>	means: the constitution relating to the Club dated 1 January 2011.
<i>Real Property</i>	means: land and/or building and other improvements erected on land and leasehold interests in land and/or buildings and other improvements erected on leasehold land.
<i>Register</i>	means: the Club's Register of Members.
<i>Registered Office</i>	means: the Club's registered office.
<i>Resolution</i>	means: a resolution passed by a simple majority of Members entitled to vote and exercising their right to vote, on a matter where voting is required
<i>Returning Officer</i>	means: the person authorised by the Board to assist in postal voting in accordance with Rule 20.4.
<i>Rights</i>	means: the rights the Members have as Members of the Club.
<i>Rules</i>	means: the rules contained in this Constitution, and any properly made and registered amendments and additions to those rules.

<i>Rules of Play</i>	means: the rules specified in Rule 7.0.
<i>Special General Meeting</i>	means: a Special General Meeting of Members convened under Rule 19.2.
<i>Special Resolution</i>	means: a resolution passed by a majority of seventy five percent of Members entitled to vote and exercising their right to vote, on a matter where voting is required.
<i>Standing Orders</i>	means: the regulations made and promulgated by the Board of Management exercising its powers under Rule 25.0.

3.0 NAME OF CLUB

3.1 The Club's name is MANUKAU GOLF CLUB INCORPORATED.

4.0 MINIMUM NUMBER OF MEMBERS OF THE CLUB

4.1 The Club will comprise no less than 15 persons admitted to membership of the Club in accordance with the Rules or the rules existing before the Operative Date.

5.0 OBJECTS

These are to:

- 5.1 Promote and encourage the development, growth and spread of the game of golf and fellowship amongst Members.
- 5.2 Provide a golf course, club house and all other facilities required for and associated with playing golf and otherwise for the use and enjoyment of Members.
- 5.3 Provide methods for the control of the game of golf and for the promotion and protection of the Members' interests in the Club.
- 5.4 Do all such things as are incidental and conducive to the attainment of these objects or any of them.

Each of these Objects is primary and no one of them shall be regarded as secondary or ancillary.

6.0 THE CLUB'S POWERS AND DUTIES

Powers

- 6.1 To purchase or acquire by any lawful means, and to hold, exchange, sell or otherwise dispose of property.
- 6.2 To enter into or grant leases and bailments of property.
- 6.3 Subject to the proviso to Rule 11.1.2 to borrow or otherwise raise money for all or any of the Club's objects and for that purpose to grant security over all or any of the Club's assets, enter into guarantees and indemnities and grant or issue debentures with or without security.
- 6.4 To lend, advance and invest such of the Club's funds as the Board sees fit on such security as may be authorised by law for the investment of trust funds in New Zealand.
- 6.5 To apply for, obtain and hold licences for the purchase and sale of liquor.
- 6.6 Do all such other lawful things as are incidental to the Club's Objects and to exercise such other powers as may be appropriate for the furtherance of those Objects.
- 6.7 Exercise all the powers conferred by the Act.
- 6.8 Each of these powers is primary and no one of them shall be regarded as secondary or ancillary
- 6.9 Notwithstanding anything in Rule 6.1 the sale or disposal of the Club's Real Property shall not be undertaken unless and until such sale or disposal has been approved by Special Resolution.

Duties

- 6.10 To perform all of the duties and to satisfy all the obligations imposed upon the Club by the Act and the Rules.

7.0 RULES OF PLAY

- 7.1 The Club shall adopt, play to, and operate within the framework of the rules of golf approved by the national and relevant regional golf associations, and shall otherwise ensure that affiliation with those associations is maintained.

8.0 PATRON

- 8.1 The Members may elect a Patron by Resolution and the benefits, obligations and the rights the Patron shall have shall be determined by the Board from time to time.

9.0 OFFICERS

- 9.1 There will be, subject to Rule 9.3, a minimum of three and a maximum of eight Officers elected or appointed to the Board.
- 9.2 There shall be two categories of Officers:
- 9.2.1 Up to six Member-Officers, who shall be elected by the Members; of which one shall be elected to the position of Club Captain; and
- 9.2.2 Up to two Independent Officers, who shall be appointed by the Board as it sees fit, provided that each appointment or renewal shall not be for a term exceeding 2 years.
- 9.3 In the event that there is no male or female Member-Officer elected to the Board, then the Board may co-opt a Member (who is eligible under Rule 9.4.2) onto the Board as an Officer to remedy this situation, in which case the maximum number of Officers in Rule 9.1 shall be increased.
- 9.4 **Nominations for Member-Officers**
- 9.4.1 The Board will, within 40 days of the beginning of each Financial Year, by notice to Members call for nominations of Member-Officers, including the position of Club Captain if applicable, in accordance with the Officer rotation protocols in Rule 9.8.
- 9.4.3 Nominations must (subject to Rule 9.4.5) be:
- made, and seconded, only by Members entitled to vote at General Meetings; and
 - in a written form prescribed from time to time by the Board; and
 - lodged with the General Manager no later than 20 days before the date of the Annual General Meeting following the date of the notice calling for nominations under Rule 9.4.1 ("The Closing Date").
- 9.4.4 The General Manager shall affix the names of the Members nominated to the Club's notice board at the Club, and publish those names on the Club's website no later than 2 days after the Closing Date.
- 9.4.5 If insufficient nominations for Officers are made and received as provided in Rule 9.4.3 then Members attending the Annual General Meeting following the Closing Date, and being entitled to vote thereat, may nominate Members for the remaining vacant positions.
- 9.5 **Appointment of Officers**
- 9.5.1 The Member-Officers shall be elected by Resolution.
- 9.5.2 The Independent Officers shall be appointed by the Board.

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- 9.6 The Member-Officers shall take office:
- at the conclusion of the General Meeting at which they are elected, or
 - where the election is decided by postal votes, the date which is two business days following the date on which postal votes for the election of those Member-Officers were required to be returned to the Club.
- 9.7 The Independent Officers shall take office from the later of the date they are appointed to that position by the Board, and the date they accept that appointment.
- 9.8 **Rotation of Member-Officer Board Positions**
- 9.8.1 Member-Officer positions on the Board shall each be for a term of three consecutive years, after which time the Member-Officer holding that position shall retire, but shall be eligible for re-election at the next Annual General Meeting as a Member-Officer for that vacant position on the Board, subject to Rule 9.8.2 and the other rules regarding eligibility.
- 9.8.2 No Member-Officer may stand for re-election if, immediately prior to that re-election, they have held a Member-Officer position on the Board for more than 6 consecutive years. For the purposes of this Rule, the period between each Annual General Meeting shall be deemed to be one year.
- 9.9 A Casual Vacancy in a Member-Officer position on the Board may be filled by the remaining Board members from Members who satisfy the criteria in Rule 9.11. The Member filling such Vacancy shall retire at the first Annual General Meeting following his/her appointment, and an election for that vacant position shall be held in accordance with Rule 9.4. At that Annual General Meeting, if there is a period of the three year term for that Member-Officer position remaining to be served, this election will be in addition to the two elections stipulated in 9.10.2, and the elected Member will serve the remainder of the three year term for that position.
- 9.10 **Transition Provisions**
- 9.10.1 From the Operative Date until the Annual General Meeting first following that Date, the Club's Board existing before that date shall remain as if they had been elected and/or approved and/or appointed under these Rules and be subject to them.
- 9.10.2 At each Annual General Meeting after the Operative Date, the two Member-Officers, whose current term in their Member-Officer position on the Board has reached 3 years, shall retire, but shall be permitted to stand for re-election subject to Rule 9.8. If there are more than two Member-Officers who are required to retire due to Rule 9.8, the two who will retire shall be determined by lot unless the Board otherwise agrees.
- 9.11 **Eligibility and Ineligibility of Officers**
- 9.11.1 To be eligible for election to the Board as a Member-Officer, a Member must:
- have their Home Club as the Club;
 - belong to a category of membership which provides for playing rights;
 - not be a Non-Financial Member;
 - not be a Junior or Intermediate Member; and
 - not be ineligible by virtue of Rule 9.11.2.

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- 9.11.2 An Officer shall become ineligible to continue in or apply for office if he/she:
- is convicted of an offence punishable by imprisonment or adjudged bankrupt and remains an undischarged bankrupt; or
 - is declared a mentally ill person or an incapable person within the meaning of the Mental Health Act 1992.

9.12 Resignation of Officers

- 9.12.1 Each Officer shall, by the fact itself, resign from the position of Officer upon:
- 9.12.1.1 that Officer giving the Board a written notice of his/her intention to do so; following which the Board may accept or refuse a resignation but, if accepted, the resignation shall take effect from the time the Board gives notice of acceptance to the Officer resigning; or
 - 9.12.1.2 that Officer failing for three consecutive occasions without the Board's approval to attend Board meetings; or
 - 9.12.1.3 the Member-Officer being suspended or expelled from membership of the Club; or
 - 9.12.1.4 becoming ineligible as defined in Rule 9.11 or ceasing, for any other reason, to be eligible as an Officer of the Club.
- 9.12.2 Subject to Rule 9.8, any Officer who has resigned in accordance with Rule 9.12.1 may be re-elected to the Board, if eligible.

9.13 Removal of Member-Officers

- 9.13.1 Any Member-Officer, a number of Member-Officers together, or the Board may be removed by a Resolution of Members at a Special General Meeting.
- 9.13.2 On the passing of a motion as per Rule 9.13.1 those Officers concerned shall be deemed to have resigned with immediate effect and the meeting shall have the power to elect replacement Member-Officers by the vote of Members attending the Special General Meeting and entitled to vote thereat (including by proxy). Officers elected under this Rule shall retire at the next Annual General Meeting.

10.0 BOARD

- 10.1 The Club's business and affairs must and will be governed by and be under the direction, control and supervision of the Board of Management. Its members will be the Officers.

11.0 POWERS AND DUTIES OF THE BOARD

- 11.1 To govern and manage the Club, its affairs and activities in such manner as it shall think fit and determine and accordingly:
- 11.1.1 to exercise all powers and do all acts which may lawfully be exercised or done by the Club and in particular, but without limiting the generality of this Rule 11.1;

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- 11.1.2 to do all of those things specified in Rule 6.1 to 6.7 PROVIDED HOWEVER that;
- the Board shall not in any one Financial Year approve or undertake a project or projects that (together) will cost more than \$250,000 without a Resolution.
 - the Board shall not at any time approve or undertake any project or projects that on its or their own, cost more than \$250,000.00 without a Resolution.

For the purposes of this Rule, "Project" means a plan or proposition, outside the normal parameters for the annual operating budget for the Club, which relates to the Club's Course, its surrounds, grounds and/or its facilities.

- 11.1.3 notwithstanding the Rights each Member has to regulate and determine:
- times and conditions of play by Members or categories of Members on the Course; and
 - times of special playing days, tournaments and competitions; and
 - times when Members' Rights to play on the Course may be suspended; and
 - when the Course or Clubhouse, or parts thereof, may be available to Members and others; and
 - the terms and conditions upon which visitors and persons who are members of other golf clubs may be introduced to the Club.
- 11.1.4 to establish Committees, and to ensure the effective management and operation of those Committees, including the Judicial Committee referred to in Rule 16;
- 11.1.5 to make, promulgate, repeal and amend Standing Orders for the internal management and general governance of the Club and the well-being of Members;
- 11.1.6 to determine the number of Members of the Club and the numbers of Members in each category of Members and persons who should or should not be admitted into:
- A class of Members; or
 - Membership of the Club.
- 11.1.7 to suspend, and impose fines and penalties upon and expel Members under the provisions of Rule 16.0;
- 11.1.8 to establish and regulate policies and procedures for the transfers of Members from one category of Members to another and the waiting lists for each category;
- 11.1.9 to cause to be built and maintained, buildings, fences, machinery and other works for the Club;
- 11.1.10 to enter into any employment and other contracts with any person for whatever purpose thought fit, and to determine their duties and remuneration;
- 11.1.11 to appoint delegates of the Club to all local golf associations or any other association deemed appropriate;

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- 11.1.12 to invest all or part of the Club's cash in such form of investment authorised by any relevant legislation and to vary, transpose and realise such investments, provided that where the Club's cash exceeds \$500,000 in aggregate, the Board shall develop and publish an investment policy, which shall:
- establish the parameters for acceptable investment risk for these Club funds, and
 - provide for the appointment of specialist and nationally accredited investment advisors to advise the Board, and
 - establish Board protocols in relation to that advice; and
 - provide for review of the performance of the advisors at an interval not to exceed two years.
- 11.1.13 where legally required, to provide a common seal of the Club, a place for its secure keeping, and authorise its use in accordance with Rule 24;
- 11.1.14 to determine the amount of annual subscriptions, entrance and other fees, payable by Members, any discount that may apply thereto, or penalties and fines for non or late payment of them, or any part of them, and the times of payment;
- 11.1.15 to determine and prescribe green fees to be paid by, or on behalf of, visitors and others to the Club and the times for payment of them;
- 11.1.16 to hear and review Judicial Committee decisions as referred to it under Rule 16;
- 11.1.17 to keep or cause to be kept:
- a proper account of the income and expenditure of the Club;
 - all appropriate minute books and full and explicit minutes of General Meetings.
- 11.1.18 to co-opt any Member to assist the Board for such period as the Board may determine, and determine their powers and duties;
- 11.1.19 to appoint and determine their powers and duties:
- a treasurer; and /or
 - a Finance Committee comprising the Treasurer and at least one Officer.
- 11.1.20 to delegate all or any of these powers, on such terms as it may require - other than those in Rules 11.1.2, 11.1.4, 11.1.5, 11.1.6, 11.1.7, 11.1.8, 11.1.12, 11.1.14, 11.1.16, 11.1.18 and 11.1.19 to the General Manager or to Committees.
- 11.1.21 to undertake such other matters which the Board reasonably and properly determines to be in the best interests of the Club and its Members.

12.0 PROCEEDINGS OF THE BOARD

- 12.1 The Board shall meet for the determination of the Club's business at least twice in each period of 13 weeks in every Financial Year.
- 12.2 The Board members present and constituting a quorum shall, at the first meeting following an Annual General meeting, elect a chairperson from the Member-Officers ("the Chairperson"). The Chairperson shall hold that position for the period not exceeding the conclusion of the next following Annual General Meeting, or such earlier date as the Board may subsequently resolve.
- 12.3 Any Board member may convene a meeting of the Board by giving no less than five days notice to every other Board member.
- 12.4 Notice of a Board meeting may be given by any means. Unless otherwise agreed by all Board members, a notice will be deemed to have been given in accordance with Rule 36.2. 13.

13.0 MEETINGS OF THE BOARD

- 13.1 The quorum of Board meetings shall:
- if the Chairperson is present at the meetings – be at least 50% of Officers,
 - if the Chairperson is not present at the meeting – be a majority of Officers.
- 13.2 No business shall be transacted by the Board unless a quorum is present.
- 13.3 The Board must ensure full and accurate minutes are kept of all proceedings at its meetings and that they are affixed in the appropriate minute book.
- 13.4 If at a meeting of the Board no quorum is present, the meeting shall adjourn to such later date as the Chairperson fixes.
- 13.5 A Board meeting may be held:
- by a number of Board members sufficient to form a quorum being assembled together at the place on the date and at the time appointed for the meeting; and/or
 - by means of audio or audio and visual communication by which all Board members participating in the meeting and constituting a quorum can simultaneously hear each other throughout the meeting.
- 13.6 **Voting**
- 13.6.1 Decisions of the Board shall be confirmed by a majority. In the case of a tied vote, the Chairperson shall have a casting as well as a deliberative vote.

13.7 Resolution in place of meeting of Board

- 13.7.1 A resolution of the Board, in writing, signed by a majority of the Board members, the motion for which has been previously sent to all Board members in accordance with Rule 36, shall be as valid as if it had been passed at a Board meeting duly convened and held. Any such resolution may consist of several documents (including facsimiles or other similar means of communication) each signed by one or more of the Board members. An email, facsimile or other means of written or electronic communications purporting to have been sent by a Board member shall be deemed to be a document signed by that member. A copy of such resolution must:
- be placed in the Board's minute book of Board proceedings; and
 - be given or sent to each Board member who has not signed it.

13.8 Alternate Board Member-Officers

- 13.8.1 The Board may, of its discretion, approve by majority of the Board members the appointment of a Member to be an alternate or substitute Board member for a particular Member-Officer during the illness or protracted period of unavailability of that Member. The appointee, while he/she holds office as an alternate Board Member-Officer, shall be entitled to receive notice of meetings of the Board and to attend and vote thereat as a Board member. Any appointment so made may be revoked at any time by a majority of the other Board members, and any appointment or revocation under this Rule shall be effected by notice in writing to be delivered to the General Manager.
- 13.8.2 The appointment of an alternate Board Member-Officer shall be cancelled and the alternate Board member shall cease to hold office whenever the Board member for whom the appointee is an alternative ceases to be a Board member. A Board member retiring at any General Meeting and being re-elected shall not for the purposes of this Rule be deemed to have ceased to be a Board member.

13.9 Other Proceedings

- 13.10.1 Except as proved in Rules 12.0 and 13.0 the Board may regulate its own procedures.

14.0 VALIDITY OF ACTIONS OF THE BOARD

- 14.1 All acts done at any meeting of the Board shall, notwithstanding that it shall later be discovered that there was some defect in the appointment of any Board member, or that they or any of them were not qualified to be a Board member, be able to be ratified by the Board as if such Board member had been duly appointed and was qualified to act.

15.0 MEMBERSHIP

- 15.1 Categories of Members and Rights attaching to Categories shall be as reasonably determined by the Board from time to time, and shall be set out in the Standing Orders.
- 15.2. All Rights are subject to the obligations, terms and conditions specified in these Rules, the Standing Orders, and any determination made by the Board from time to time, including the Board's right to suspend all or any of those Rights for the Club's special playing days or days when competitions or tournaments are held at the Club.
- 15.3 **Admission to Membership**
- 15.3.1. The Board shall have the fullest discretion to:
- determine whether or not to accept a person to membership of the Club; and
 - determine the category of membership into which a person approved for membership shall be admitted; and
 - approve or disapprove a transfer of a Member from one category of membership to another.
- 15.4. Every application for membership shall be:
- made on a form prescribed from time to time by the Board which shall, as a minimum, include a requirement that the applicant will, if admitted, and so long as such person is a Member, duly observe and be bound by the Rules and Standing Orders of the Club; and
 - delivered to the Board with such a fee as is determined from time to time by the Board, and, upon the application being successful, payment of the amount of any membership subscriptions, entry fees or other levies as the Board shall determine from time to time; and
 - be completed and signed by the applicant and the number of supporting Members entitled to vote as the Board may decide from time to time.
- 15.5. No Member shall behave or otherwise conduct themselves in any manner at or outside the Club that will, or be likely to, put the Club or the Members into disrepute.
- 15.6. Each person whose admission to membership has been approved by the Board shall become a Member at the time his/her name is registered as such in the Register. A person shall cease to be a Member when he/she resigns, is expelled under Rules 16.4 to 16.6 or has his/her name removed from the Register under Rule 29.1.2.

16.0 CENSURE, SUSPENSION, EXPULSION OF MEMBERS

- 16.1 A Member:
- 16.1.1 against whom any complaint is made to the General Manager or to any member of the Board about such Member's conduct at or outside the Club; or
 - 16.1.2 who is convicted of a serious criminal offence or offence involving dishonesty; or
 - 16.1.3 breaches any of the Rules; or
 - 16.1.4 behaves in a manner considered by the Board to be detrimental to the Club's interest and reputation;
- may be referred by the General Manager, or by any member of the Board, to the Judicial Committee.
- 16.2 If a Member is referred to the Judicial Committee, the General Manager will at the time of referral notify the Member in question in writing, stating the nature and particulars of the complaint and/or the occurrence of the matters specified in Rule 16.1.
- 16.3 The Member in question may:
- make written submissions to the Judicial Committee; and/or
 - appear before it to discuss the complaint or matters referred, and present oral submissions.
- 16.4 If, after it has considered the subject matter of the complaint or matters referred and any submissions made by the Member, the Judicial Committee determines that it is in the Club's best interests that the Member be censured, suspended or expelled then the Judicial Committee may:
- censure or suspend the Member for such time as it determines; or
 - expel him/her from the Club.
- 16.5. The Judicial Committee shall not include any person who is directly or indirectly involved in the circumstances giving rise to the matter under consideration, or has a personal interest in the outcome. All decisions of the Judicial Committee shall be confirmed by simple majority.
- 16.6. Should the Judicial Committee decide to expel a Member, that Member may require the decision to be reviewed by an Appeal Committee. The Appeal Committee shall consist of not less than three Officers and shall not include any Officer who sat on the Judicial Committee or was otherwise ineligible per Rule 16.5. Particulars relating to the complaint or matters referred to the Judicial Committee, the Member's submissions and the Judicial Committee's decision shall be placed before the Appeal Committee and the Appeal Committee's decision to expel or not to expel the Member shall be final and not subject to further appeal.

17.0 RESIGNATION OF MEMBERS

- 17.1 Any Member may resign as a Member by giving to the General Manager notice in writing to that effect, but any such resignation shall not release the Member from payment of his/her fee, subscription, levy, fine, penalty or other money due and unpaid.
- 17.2 If a Member gives notice to the General Manager before the end of the Financial Year he/she shall, unless the Board agrees otherwise, remain liable for the fee, subscription and levy for the whole of the current Financial Year.

18.0 EFFECT OF CEASING TO BE A MEMBER

- 18.1 A Member on ceasing for any reason to be a Member forfeits all their Member rights to and claims upon the Club, its property and funds.
- 18.2 A Member who has resigned from the Club does not have any automatic right to be re-admitted to membership.

19.0 GENERAL MEETINGS OF MEMBERS

19.1 Annual General Meetings

- 19.1.1 The Board of Management must convene an Annual General Meeting to be held once in each calendar year but not later than three months after the end of the Club's Financial Year.
- 19.1.2 Subject to Rule 19.4 the Annual General Meeting must be held on the date and at the time and place at which it is called to be held.
- 19.1.3 The agenda for each Annual General Meeting shall include, but not be limited to, the following:
- minutes of the previous Annual General Meeting; and
 - the Chairman's Annual Report; and
 - audited Annual Accounts; and
 - appointment of Auditor; and
 - election of Officers or declaration of the results of postal votes as the case may be; and
 - general business.

19.2 Special General Meetings

- 19.2.1 These:
- may be convened at any time by the Board; or
 - must be convened by the Board on the written request of not less than the greater of 15 Members or 5 percent of the number of Members entitled to vote at the time the request is made.
- 19.2.2 Subject to Rule 19.4 the Special General Meeting must be held on the date and at the time and place at which it is called to be held.
- 19.2.3 The notice of the Special General Meeting must clearly state the purpose of the Special General Meeting and the agenda must include all items to be discussed and provide sufficient detail to allow Members to make informed decisions.

19.2.4 No general business may be discussed at a Special General Meeting.

19.3 Chairperson of General Meetings

19.3.1 The Chairman shall be the chairperson at all General Meetings.

19.3.2 If the Chairman is not present within 15 minutes of the time appointed for the commencement of the General Meeting, the Members present at the General Meeting shall choose another Officer to chair the General Meeting.

19.3.3 If neither the Chairperson nor any Officers are present within 15 minutes of the time appointed for the commencement of the General Meeting, the Members present at the General Meeting shall choose a Member to chair the General Meeting.

19.3.4 For the avoidance of doubt, the Chairperson of the meeting shall be "the Chairperson" appointed as proxy of any Member, unless the Chairperson is present at the time of voting.

19.4 Quorum of General Meeting

19.4.1 The quorum for a General Meeting shall (subject to Rule 19.4.4.2) be the greater of 15 Members entitled to vote or 5 percent of the number of Members entitled to vote AND either present in person, OR who have appointed the Chairperson as their proxy, in accordance with Rule 20.3, for the purposes of the General Meeting.

19.4.2 The Board, acting reasonably, shall determine the proceedings for the General Meetings, as necessary.

19.4.3 No business may be transacted at General Meetings if a quorum is not established.

19.4.4 If a quorum is not established within 15 minutes after the time appointed for the General Meeting, then:

19.4.4.1 in the case of a General Meeting called pursuant to a requisition of Members under Rule 19.2 – the meeting is dissolved.

19.4.4.2 in the case of any other General Meeting, it is adjourned to the same day in the following week at the same time and place, or to such other date, time and place as the Board may appoint, and if at the adjourned General Meeting a quorum is not established within 15 minutes after the time appointed for the General Meeting, the Members present and entitled to vote shall constitute a quorum.

19.5 Notice of General Meetings

19.5.1 Written notice of the date, time and place of these General Meetings must be sent to every Member entitled to receive notice of the General Meeting in accordance with Rule 36, and being not less than 14 days before the day of the General Meeting.

19.6 Contents of Notice of General Meetings

- 19.6.1 The notice referred to in Rule 19.5 must state at least:
- the nature of the business to be transacted at the General Meeting in sufficient detail to enable a Member to form a reasoned judgement of it; and
 - the text of any resolution to be submitted to the General Meeting; and
 - the instructions for completing a Proxy Vote in relation to any Resolutions, and a Proxy Form materially consistent with the format in the Schedule.

19.7 Irregularities in Notice of General Meetings

- 19.7.1 An irregularity in a notice of a General Meeting is waived if all the Members attending and entitled to vote do not protest the irregularity, or if all such Members agree to the waiver.
- 19.7.2 The accidental omission to give notice of a General Meeting to or failure to receive notice of a General Meeting by a Member does not invalidate the procedures at that General Meeting.

19.8 Adjournments

- 19.8.1 If a General Meeting is adjourned for less than 30 days it is not necessary to give notice of the date, time and place of the adjourned General Meeting other than by announcement at the General Meeting which is adjourned.

19.9 Minutes

- 19.9.1 The Board must ensure that full and accurate minutes are kept of all proceedings at General Meetings and are affixed into an appropriate minute book.
- 19.9.2 Minutes which have been signed correct by the Chairperson of a General Meeting are prima facie evidence of the proceedings.

20.0 VOTING

20.1 Voting Entitlement

- 23.1.1 Each playing Member is, subject to Rule 20.1.2, entitled to vote, unless they are under the age of 18 at the time of the vote, or are suspended from membership in accordance with these Rules.
- 20.1.2 A Member's entitlement to vote is automatically suspended without notice for the time period during which that Member is deemed to be a Non Financial Member.
- 20.1.3 All categories of Member shall have the voting rights declared by the Board for that category from time to time.

20.2 Voting at a General Meeting

20.2.1 Voting at General Meetings may be by whichever of the three following methods is determined by the Members at the General Meeting:

- voting by voice; or
- voting by show of hands; or
- voting by ballot.

Any valid proxy votes held by the Chairperson shall be disclosed and included in any method of voting on the relevant motion.

20.2.2 A declaration by the Chairperson of the General Meeting, following the receipt of advice to the effect that a Resolution or Special Resolution is passed by the requisite majority, is conclusive evidence of that fact.

20.2.3 The Chairperson of a General Meeting shall not have a casting vote.

20.3 Voting by Proxy

20.3.1 In addition to other voting methods set out in this Rule 20, a Member may instead choose to exercise his or her right to vote by proxy.

20.3.2 To vote by proxy, a Member must, by way of notice in writing and signed by the Member, or by any accepted form of electronic communication, appoint only the Chairperson, or, in his absence at the meeting, the Chairperson of the meeting to act as their proxy for either a particular meeting or a particular Resolution, and as clearly directed by way of the notice in writing signed by the Member.

20.3.3 No proxy is effective in relation to a meeting unless a copy of the notice of appointment is sent to the Registered Office, or to the address of the General Manager as specified at the time by the Board, at least 48 hours before the time for holding the meeting or adjourned meeting at which the Member wishes the Chairperson to vote as the Member's proxy. If the notice appointing the Chairperson to act as proxy is signed under a power of attorney, a copy of the power of attorney and a signed certificate of non-revocation of the power of attorney must accompany the notice.

20.3.4 A notice appointing the Chairperson to act as proxy is to be in the form set out in the Schedule or a form as near to it as circumstances allow, and sent to the General Manager, by the Member, in such form as the Board may direct.

20.4. Postal Votes

20.4.1 If the Board so determines, any matter or issue relating to the Club's affairs that is to be decided either at a meeting or by Resolution may also be voted on by the Members by way of postal vote in accordance with this Rule 20.4.

20.4.2 Notice of the matter or issue on which postal votes may be cast shall be in writing and in such form as the Board prescribes from time to time but must:

20.4.2.1 Be posted or sent to every Member entitled to vote at General Meetings with a voting form specifying clearly the matter or issue to be decided, and instructions about how the voting form must be completed, and directions on how votes are to be sent to the Returning Officer; and otherwise in such form as the Board prescribes.

20.4.2.2 Specify:

- the date of the notice; and
- the person who is authorised by the Board to act as the Returning Officer for that postal vote and to receive the voting form; and
- the address to which the voting form is to be sent and the time and date by which it is to be received by the Returning Officer; and
- the date upon which the outcome of the vote is to be effective.

20.4.3 Voting forms shall be invalid and of no effect if they are not:

- completed in all material respects as instructed in the notice; and
- clear in their direction as to voting; and
- received by the Returning Officer before the time and date specified in the notice.

20.4.4 The Returning Officer:

- must collect together and retain in a safe place all postal votes received by him/her; and
- in relation to each matter or issue on which postal votes have been cast, count
 - The number of postal votes cast by each Member in favour thereof; and
 - the number of postal votes cast by each Member against it;
- must sign a certificate that he/she has carried out the duties set out in this Rule 20.4.4 and which sets out the results of the counts required by this Rule 20.3.4; and
- must ensure that the certificate required by this Rule 20.3.4 is presented to the Chairman of the Meeting.

20.4.5 The results of postal votes shall be:

- in the case of a vote at either an Annual General Meeting or Special General Meeting, presented at that meeting by the Returning Officer; or
- in the case of a Resolution, affixed by the General Manager to the Club's notice board, remain there for 30 days and be recorded in the Club's appropriate minute book.

21.0 PROHIBITED VOTES

21.1 The vote of a:

- Non Financial Member; or
- A member of the Board who is interested in a transaction in which the Club is interested under Rule 34.0.

is prohibited.

If such Members do vote, his/her vote must not be counted and he/she cannot be counted in any quorum with respect to that piece of business..

22.0 GENERAL MANAGER

- 22.1 The General Manager will be appointed:
- 22.1.1 by, and shall be always under the control and supervision of and directly responsible to, the Board;
 - 22.1.2 upon such terms and for such period and at such remuneration as the Board shall determine.
- 22.2 The General Manager will be responsible for the day to day management of the Club's affairs in accordance with the directions of the Board and and will be accountable for the performance of:
- 22.2.1 the duties set out in a list of duties given to him/her at or about the time of his/her appointment;
 - 22.2.2 the duties required of the General Manager as specified in this Constitution;
 - 22.2.3 such other duties and exercise such other functions as the Board may direct from time to time; and
 - 22.2.4 such responsibilities as are required of the Club in legislation, regulation and other relevant laws, bylaws and local ordinances.

23.0 CLUB CAPTAIN

- 23.1 The Club Captain shall be elected in accordance with the provisions in Rule 9, and shall perform the responsibilities of a Board member along with his or her fellow Officers.
- 23.2 The Club Captain will be responsible to ensure the efficient and effective planning, scheduling and organisation of the playing of sport at the Club, in particular to promote and encourage the development, growth and spread of the game of golf, and any other sports approved by the Board from time to time, and fellowship amongst Members. The Club Captain may establish relevant committees in support of this responsibility.

24.0 USE OF COMMON SEAL

- 24.1 The Board shall, for so long as there is a legal requirement to do so:
- retain the seal the Club had before the Operative Date or at its discretion obtain a new one;
 - cause it to be kept in a secure place.
- 24.2 The Common Seal shall be affixed only by authority of the Board and in the presence of any two Board members or any two persons authorised by the Board for such purposes.

25.0 STANDING ORDERS

- 25.1 These shall be kept in a register at the Clubhouse and be available for and perusal there at all reasonable times and any change to them shall be:
- posted on the notice board in the Clubhouse, and published on the Club's website; and
 - remain on the notice board and website for at least 30 days; and
 - binding on all Members from the time they are posted until repealed by the Board.
- 25.2 The Standing Orders may include, but shall not be limited to, regulations relating to:
- member's conduct; and
 - member's play, practice and dress codes; and
 - the introduction and conduct of visitors and others to the Club and green fees payable by them; and
 - the use of carts on the Course; and
 - the use of the Clubhouse; and
 - rules for the conduct of competitions and tournaments; and
 - playing times; and
 - appointment of Committees, and their responsibilities.

26.0 ANNUAL SUBSCRIPTIONS

- 26.1 An annual subscription will be payable by each Member at the rate determined each year by the Board for their particular category of membership.
- 26.2 The Board may increase the annual subscriptions payable for any one Financial Year for any category of membership by a maximum of the annual rate of inflation (as recorded in the Consumer Price Index for the year ended 30th June each year) or 5%, whichever is the greater.
- 26.3 Any proposed increases in annual subscriptions for any Financial Year in excess of these parameters must be authorised by Members by way of a Resolution.
- 26.4 The annual subscriptions will be assessed, requested and collected by the Board at such times and in such manner as the Board shall determine and notify to Members from time to time.
- 26.5 Discounts: The Board may apply discounts to Member's Subscriptions from time to time as it sees fit and which it sees as being in the best interests of the Club.
- 26.6 Members over 60 years of age who have been Members continuously for 20 years shall be entitled to a 10% discount on their annual subscriptions, regardless of their category of membership.

27.0 LEVIES

- 27.1 In addition to the annual subscriptions payable by him/her to the Club, Members may be required to pay a levy to assist in funding a special project. Such requirement to pay a levy must be authorised by Members by way of a Resolution. The Resolution must specify the amount of the levy payable, by whom it is payable, the purpose for which it is levied and the time when it is payable.
- 27.2 Members may also be required by the Board to pay some or all amounts levied by those national and district golf associations that have jurisdiction over the Club or its Members.

28.0 ENTRY FEES

- 28.1 In addition to the Annual Subscription and levy payable under Rules 26.0 and 27.0 the Board may require the payment of an entry fee from any person applying:
- for membership of the Club;
 - seeking a transfer from one category of membership of the Club to another.

29.0 PENALTIES

- 29.1 The Board may
- 29.1.1 impose upon any member whose entry fee, subscription, levy, other money or any part or parts thereof is in arrears or unpaid for the space of one calendar month from the Due Date, a fine, penalty or administration fee of an amount determined by the Board from time to time;
- 29.1.2 remove from the Register a Member whose subscription, levy, fine, penalty or other money is due and remains unpaid after 30 days from the Due Date;
- 29.1.3 suspend a Member, for any period it decides, where a levy, fine, penalty or other money is not paid by that Member by the Due Date.

30.0 PECUNIARY GAIN

- 30.1 Subject to Rule 32.0 the Club's funds and property shall be applied solely to the fulfilment of the Objects specified in Rule 5.0. No Member shall receive any pecuniary gain from the Club's operations or property except as a salaried officer or otherwise as a bona fide employee of, or provider of contracted services to, the Club.

31.0 LIQUIDATION OF THE CLUB

- 31.1 The Club may at any time go into liquidation by Special Resolution.

32.0 DISPOSAL OF FUNDS ON LIQUIDATION

- 32.1 If upon the liquidation of the Club by the Registrar of incorporated Societies or following a Special Resolution to liquidate there remains any property after the satisfaction of all Club's debts and liabilities, then that property shall be transferred to one or more sports club within New Zealand which have as its objects the carrying on of some form of sport as determined by the Resolution at the time of liquidation.
- 32.2 The Club's funds or property shall not be distributed amongst the Members.

33.0 PROHIBITION OF PLAY

- 33.1 A Non-Financial Member, or any Member suspended in accordance with these Rules, shall not play on the Course or use the Clubhouse or any other of the Club's facilities.

34.0 POWER TO CONTRACT WITH CLUB

- 34.1 A member of the Board, either individually or as a member of a partnership or as a director or other officer of a company may, subject always to Rule 34.2 be interested in any contract, undertaking or transaction in which the Club is interested and no contract, undertaking or transaction by or on behalf of the Club under which such interest arises shall be annulled nor shall any member of the Board so interested be liable to account for profit realised by him/her under such contract, undertaking or transaction just because he/she is a member of the Board or because of the fiduciary relationship thereby established, provided that the nature and extent of such interest is disclosed by his/her at the meeting of the Board at which such contract, undertaking or transaction is discussed, if his/her interest then exists, or in any other case at the first meeting of the Board after his/her interest is established.
- 34.2 No member of the Board shall be disqualified to act as a Board Member because he/she has an interest specified in Rule 34.1 but he/she shall not be counted in a quorum nor shall he/she vote at meetings of the Board on any matter relating to any contract, undertaking or transaction in which he/she is interested either individually or as a member of a partnership or as a director or officer of any company.

35.0 ALTERATION OF RULES

- 35.1 The Rules may be added to, repealed or amended by Resolution provided that notice of intention to add, repeal or amend has been specified in the notice convening the meeting, or in the case of a postal vote, is detailed in accordance with Rule 20.4.

36.0 NOTICES

- 36.1 All notices given under the Rules, other than notices specified in Rule 12.4, shall be in writing and be sent to the physical address of the Member or, if the Member has indicated that electronic communication is acceptable, to the appropriate electronic address of that Member as recorded in the Register.
- 36.2 Any notice or communication given under this agreement shall be deemed to have been received:
- 36.2.1 at the time of delivery, if delivered by hand;
 - 36.2.2 three Business Days after the date of mailing, if sent by ordinary post within New Zealand;
 - 36.2.3 ten Business Days after the date of mailing, if posted or delivered overseas; or
 - 36.2.4 if sent by email or other form of approved electronic communication, on the date and time at which it enters the recipient's information system, as evidenced (if necessary) in a confirmation of delivery report from the sender's information system which indicates that the email or other form of electronic communication was sent to the appropriate electronic address of the recipient.
- 36.3 Any notice or communication received or deemed received after 5.00pm or on a day which is not a business day in the place to which it is delivered, posted or sent will be deemed not to have been received until the next Business Day in that place.

37.0 INTERPRETATION

- 37.1 Decisions of the Board made in terms of the Rules or about the interpretation of them or about any matter or thing which pertains to the Club, its property, funds, interests and Members shall be conclusive and binding on all Members.

38.0 INDEMNITY OF OFFICERS

- 38.1 The Club is authorised to indemnify any and all Officers both past and present against any personal liability whatsoever incurred by virtue of any such Officer lawfully and properly acting or omitting to act in his/her capacity as an Officer of the Club.

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WINDROSS FARM

G O L F C O U R S E