

CONSTITUTION

of the

SHERWOOD PARK GOLF CLUB (INC)

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CONSTITUTION
of the
SHERWOOD PARK GOLF CLUB (INC)

1. **NAME**

The name of the Club is the “Sherwood Park Golf Club Incorporated”. The Club is incorporated under the Incorporated Societies Act 1908.

2. **OFFICE**

The registered office of the Club shall be at the Club House situated at Millington Road, Maunu, Whangarei or other such place as the Board may from time to time direct.

3. **FINANCIAL YEAR**

The financial year of the Club shall be the 1st October in any year to the 30th September the following year.

4. **OBJECTS**

The objects for which the Club is established are:

- 4.1. To provide for its members a golf course, clubhouse and grounds for purposes of golf and to supply them with all things necessary and incidental to the game of golf, and the funds of the Club shall be applied for these purposes only.
- 4.2. To promote and foster the game of golf and other sports and pastimes.

5 **POWERS**

- 5.1 Acquire by purchase, lease, hire or otherwise any real or personal property or rights and privileges which may be considered necessary or expedient for attaining the objects of the Club, and for promoting the interests of the Club or its Members.
- 5.2 Affiliate with the Golf Northland Inc and New Zealand Golf Inc Incorporated and do or join in all things calculated to engender and maintain the game of golf.
- 5.3 Borrow or raise such sums of money in such manner and for such purposes as the Board may consider proper or expedient in accomplishing the objects and well being of the Club.
- 5.4 Grant the use of the premises, facilities and equipment of the Club, upon conditions, and to such users as the Board or Match Committee may think fit, and to formulate conditions regulating the activities of such users.

- 5.5 Apply for, obtain and from time to time renew a Club License for the Club pursuant to the provisions of the Sale of Liquor Act 1989 or any other License or Charter available to the Club, and thereafter manage the licensed premises subject to the provisions of the said Club License and any other License of Charter from time to time obtained by the Club and do all things necessary and incidental to the management of the said License or Charter.

6 **MEMBERSHIP CATEGORIES**

- 6.1 The members of the Club shall consist of:

- (a) Life members
- (b) Full playing members
- (c) Over 70 members
- (d) Summer members
- (e) Intermediate members
- (f) Junior members
- (g) 9 hole members
- (h) Non-playing members

Life members are those who have been duly elected by secret ballot at an Annual General Meeting of the Club after firstly being approved by the Board, prior notice being given to the Club in the notice calling the General Meeting. Life members do not pay a subscription and shall be deemed full playing members.

Full Playing Members are those who have been duly elected and have paid their subscription. They have the privilege at any and at all time, of playing on the club course and use of the Clubhouse and facilities unless the same is closed by the direction of the Match Committee or Board in accordance with the powers conferred herein.

Over 70 Members are those members who have been duly elected having attained the age of 70 . Members who qualify shall pay less than the full playing Members subscription and shall be deemed full playing members.

Summer Members are those who have been duly elected on a temporary basis, have paid their subscription and as such and have the playing privileges of full playing members from October to March, or any other period as may be decided on by the Board.

Intermediate Members are those who have been duly elected, have paid their subscription and who are under the age of 23 and over the age of 19 years as at the 1st January. They have privileges of full playing members.

Junior members are those duly elected, have paid their subscription and are under the age of 19 years as at 1st January. They have the privileges of full playing members except that they are subject to playing limitations as may be imposed from time to time by the Board or Match Committee.

9 Hole Members are those who have been duly elected and have paid their subscription. They have the privileges of full playing members except that they are not entitled to play any more than 9 holes on any one day unless authorized by the Board or Match Committee.

Non-playing members are those who have been duly elected and have paid their subscription. They have the full use of Club facilities but are excluded from playing the course.

- 6.2 The Board may increase or decrease or alter the classes of membership and only Full Playing members, Over 70 members and 9 Hole members can be elected or appointed to any office, except by the express permission of the Board

6.3 **Applications for Membership**

- 6.3.1 Applications for membership shall be in writing addressed to the Club Administrator and in making such application the applicant shall be deemed to have agreed to be bound by this Constitution and the rules made pursuant thereto. Every application shall be submitted to the Board for approval and new members shall be admitted upon election by the majority of the Board.

The Board has no obligation to give reasons for the acceptance or rejection of any application.

- 6.3.2 Employees/self employed contractors of Sherwood Park Golf Club may be elected honorary members by the Board for the duration of their employment and subject to such conditions as the Board shall think fit. Honorary members shall be entitled to the full use of the clubhouse, course and grounds of the club and to play in all competitions and matches but shall not otherwise be entitled to the privileges of members.

6.4 **Termination of Membership**

- 6.4.1 **Resignation.** A member may resign by giving notice in writing to the Club Administrator of their intention to do so.

6.4.2 **Conduct.**

- 6.4.2.1 If the conduct of any Member is reported as objectionable, the Board shall on receiving a written complaint, or may on its own initiative, take the matter into consideration and notify the Member of the complaint.

- 6.4.2.2 If, after the Member concerned has been heard, if he or she desires, and such conduct is deemed contrary to this Constitution, inconsistent with the character, welfare or interests of the Club, or as such to render him or her unfit to associate with Members of the Club, the Board shall have the power, by a two thirds majority decision of its number present at the meeting, to expel or otherwise deal with the offending Member, or suspend him or her for as long as the Board shall see fit.

- 6.4.3 **Unfinancial.** A member who has not paid the appropriate subscription for their class of membership within two months of it falling due shall be dealt with as prescribed in Clause 14.5 of this Constitution

7 THE BOARD

- 7.1 The Board shall comprise:
- a) The President
 - b) The Club Captain, The Men's Captain (or nominee) and The Women's Captain (or nominee)
 - c) Three Directors all nominated and elected as set forth Clause 8 in this Constitution
 - d) Club Administrator (ex officio)
- 7.2 The Management of the affairs and the business of the Club shall be vested in a Board of Management (variously termed "the Board" or "the Directors") and the powers of the Board shall be wide and unfettered and shall be those of a natural person in respect of all matters relating to the Club, other than those matters reserved for resolution by the Members at Annual General Meetings or Special General Meetings.
- 7.3 The President shall be the Chairman of the Board and who shall chair the meetings of the Board.
- 7.4 In the case of an equality of votes the Chairman shall have a casting vote as well as a deliberative vote.
- 7.5 The quorum shall constitute four members of the Board.
- 7.6 The Chairman shall be responsible for settling the procedures to be adopted at meetings of the Board and for calling all meetings but a meeting must be called if requisitioned through the Club Administrator by three members of the Board, the requisition being in writing and signed by the requisitionists.

8. ELECTION OF THE BOARD

- 8.1 The President shall be elected at the Annual General Meeting of the Club and shall hold office until the conclusion of the Annual General Meeting at which the President is due to retire.
- 8.2 The three Directors referred to in clause 7.1 of this Constitution shall be elected at the Annual General Meeting for a term of three years subject to nomination and rotation.
- 8.3 At the Annual General Meeting in every year, one of the elected Directors for the time being shall retire from office. The director to retire in each case shall be that Director who has been longest in office since his last election, but as between persons who became Directors on the same day, the one to retire (unless they otherwise agree amongst themselves) shall be determined by lot. A retiring Director shall be eligible for re-election.

Notwithstanding the foregoing, a sufficient number of Directors shall be elected each year to bring the number of elected Directors up to three.

- 8.4 Every Member wishing to be a Director (other than a retiring Director) must file with the Club Administrator, written application signed by a nominating member and seconder and signed by the applicant and that application shall be filed not less than 20 days prior to the Annual General Meeting.
- 8.5 The Board may at any time fill a vacancy in the Board either temporarily or in substitution of the Board Member who vacated office and The Board must do so if the elected Board Members falls below five in number. Any Board Member so appointed will hold office until the next Annual General Meeting

9 POWERS OF THE BOARD

Without prejudice to the general powers conferred on the Board by this Constitution, the Board shall have power to do all acts and things which it may consider proper or expedient for accomplishing the objects and carrying on the affairs of the Club and in particular shall have the specific power to:

- a. Control, manage or expend the funds of the Club, including the power to invest or otherwise deal with any such funds not currently required, borrow or raise such sums of money, and to incur such liability on behalf of the Club as it may think necessary or expedient in the furtherance of the objects or purposes of the Club except that any loan exceeding \$70,000 shall require the approval of the Members at an Annual General Meeting or Special General Meeting.
- b. To employ and dismiss paid officers and servants and to engage/employ and remove contractors on such terms as the Board may determine.
- c. Form committees and subcommittees
- d. Appoint, hire, employ and remunerate all classes of persons for the purposes of the Club License or the License or Charter from time to time held by the Club as required by the Liquor Licensing Authority and otherwise as considered necessary and in accordance with the discretion of the Board, to remunerate any persons by honorarium, salary or wages or financial grant for expenses.
- e. Delegate any of its power and functions to any committee, sub committee, Officer or Member as the Board deems fit.

10 OFFICERS AND MATCH COMMITTEE

Officers of the Club shall include those Directors elected as provided under clauses 7 & 8 herein and are included in that term where it appears in the Constitution. Any vacancy that occurs at any time may be filled either temporarily or in substitution for any officer ceasing to act. All Officers elected under the provisions of clause 7 shall hold office from the conclusion of the meeting at which they were elected until the conclusion of the meeting at which they are due to retire.

10.1 The Match Committee shall comprise:

- (a) The President
- (b) Club Captain
- (c) Men's Captain (or nominee)
- (d) Women's Captain (or nominee)
- (e) Director of Golf (ex officio)

10.2 Officers shall be elected at the Annual General Meeting for a one-year term and are eligible for re-election. Officers are to be elected in the manner provided for in this Constitution.

10.3 The Board may fill a vacancy either temporarily or in substitution of an Officer, such person to hold office until the next Annual General Meeting.

10.4 **Procedure – Match Committee**

The Match Committee shall hold meetings as and when arranged by the President and the Club Administrator. Not fewer than three members may requisition a meeting and thereupon the Club Administrator shall call a meeting within ten days. The President shall preside at all meetings but in his absence the Committee shall elect a Chairman for that meeting. In the case of an equality of votes the Chairman shall have a casting vote as well as a deliberative vote. Three members shall constitute a quorum.

10.5 **Duties of Match Committee**

The Match Committee shall be responsible to the Board for:

- a) Social events.
- b) Organising all golfing events and drafting the golfing programme for the ensuing year.
- c) Make local rules.

11 **THE CLUB ADMINISTRATOR**

- a) The Board shall from time to time and as occasion demands, appoint a Club Administrator. The office of Club Administrator may be held by a person in an honorary capacity or by a person on a salary or contract. The Club Administrator shall be appointed by and answerable to the Board for those areas of responsibility set out in the applicable contract.
- b) The Club Administrator shall be an ex officio member of all Committees or other bodies appointed or seconded at the Board's discretion;

12 **GENERAL MEETINGS**

12.1 **Annual General Meetings**

The Annual General Meeting of the Club shall be held prior to the last day in December in each year, on such a day and at such a place and hour as the Board shall fix and determine. The Board shall give not less than 14 days notice specifying the date, time and place of such a meeting. The business of the Meeting shall be generally to receive the Annual Report and Statement of Accounts for the preceding year, to elect office bearers for the ensuing year, to consider and deal with Notices of Motion and to transact any other business of the Club.

Specifically the business shall be conducted in the following order (subject to any variation made by the Chairman):

- a) Apologies
- b) Confirm Minutes
- c) Receive Reports from the President and a financial report.
- d) Receive and adopt the annual accounts and the budget
- e) Hold elections
- f) Appoint a Chartered Accountant
- g) Consider and dispose of notices of motion of which notice have been given in writing to the Club Administrator 28 days prior to the meeting (or such lesser period as the Chairman at his sole discretion allows)
- h) Such general business as the Chairman deems appropriate to discuss and decide whether or not due notice has been given and the Chairman's discretion in that regard shall be final.

12.2 Annual General Meetings - Elections

12.2.1 Elections shall be held where vacancies occur and shall be conducted by the voice or a show of hands, or if demanded by more than ten members entitled to vote or the Chairman, by a secret ballot. The order of elections where there are vacancies and more than the requisite number to fill such vacancies shall be as follows:

- (a) The President
- (b) Club Captain
- (c) Men's Captain
- (d) Women's Captain
- (e) 3 Members

12.2.2 Nominations for the men's captain, and the women's captain, shall be proposed and seconded by their respective group.

12.2.3 Nominations for the Sherwood Park Golf Club Club Captain shall be taken from the floor and shall be elected from any eligible member of the Sherwood Park Golf Club.

12.3 Full playing members and life members shall be entitled to a full vote and be eligible to stand for election in respect of any vacancy. 9 Hole Members are entitled to the equivalent of .5 votes on matters before the Annual

General Meeting and are eligible to stand for election in respect of any vacancy with the exception of the "Club Captain" vacancy.

- 12.3.1 The positions of men's captain, men's vice captain, women's president, and women's captain shall be voted on by their respective groups prior to or at an AGM.

- 12.4 Except where the Chairman otherwise rules, only members duly nominated and seconded in writing for any office, shall be eligible to stand and those nomination papers also duly signed by the members must be delivered to the Club Administrator at least 20 days before the Annual General Meeting provided that this rule shall not apply to sitting officers who shall automatically be eligible for re-election to that particular office but not otherwise.

12.5 **Special General Meetings**

A Special General Meeting may be summoned at any time upon the initiative and by order of the Board. Only the business for which the meeting has been convened shall be dealt with.

Conversely a Special General Meeting shall be held within 28 days after receipt by the Club Administrator of a written requisition signed by a least twenty five full playing members and setting forth in the form of a motion the object of such meeting.

If the Board does not within fourteen days convene a Special General Meeting, one or all of the requisitionists may, subject to the provisions of this Constitution and subject to giving due notice, may convene the meeting. Any such meeting is to be held in the Clubhouse.

12.6 **Notices of Meeting**

The accidental omission to give any Member notice of meeting, or their non-receipt of same, shall not invalidate the proceedings of any General Meeting but the failure to advertise the notice or post it in the Clubhouse shall.

12.7 **Chairman**

The President shall preside at all General Meetings, but if the President is not present the Board shall appoint a Chairman.

12.8 **Procedure**

At all General Meetings those entitled to vote (as in clause 12.3 above) and personally present shall on each question have one vote, and in the case of equality of votes the Chairman shall have a further casting vote. Voting shall be by voices, by show of hands or by secret ballot in the same manner as pertains to elections. Voting by proxy shall not be allowed.

13 QUORUM

The quorum for all Club General Meetings shall be 30.

No business shall be transacted at any General, Board or Committee unless a quorum shall be present, except that those present may fix a date and venue for the reconvening of the Meeting.

If the quorum is not present within one hour after the appointed time for it, the meeting, if convened upon the requisition of Members shall be dissolved. In every other case it shall stand adjourned to a time and a place to be fixed by the Chairman on adjourning the Meeting. If at the adjourned meeting a quorum is not present within half an hour after the appointed time, the Members present shall be a quorum.

14 SUBSCRIPTIONS

14.1 The entrance fee where applicable and the annual subscriptions payable by Members on the 1st day of January every year, will be as prescribed by the Board and may vary in respect of different classes of membership and otherwise as the Board directs.

14.2 The Board shall have the power to increase all or any subscriptions as considered necessary by an amount not exceeding 10% in any one year without the approval from a General Meeting and the reason for such an increase shall be given in the Annual report. Any proposed increase in excess of 10% shall be submitted for approval at a General Meeting.

14.3 The Board may as it sees fit, waive any fee or part thereof and may waive, reduce or remit any subscription.

14.4 The Board may grant discounts or impose penalties as it sees fit.

If the annual subscription or monthly installments of any Member becomes overdue, the Board reserves the right to resign that member.

15 LAWS OF THE GAME

The rules of playing shall be those of the Royal and Ancient Golf Club of St. Andrews except as varied by the local rules of the Club.

16 BANK ACCOUNTS AND OPERATING AUTHORITIES

A bank account/s is to be maintained at any Bank as may be decided on by the Board.

All monies received and monies paid out on behalf of the Club are to be accounted for through this account.

Persons to operate the bank account shall be the Club Administrator together with a Director, or such other member or members so determined by the Board.

17 COMMON SEAL

The Common Seal of the Club shall bear the registered name of the Club and shall be kept in the custody of the Club Administrator. It shall, after a resolution of the Board on their behalf, be affixed to any instrument, deed or document in the presence of two members of the Board.

18 INDEMNITY

The Board, Committees and other Officers of the Club shall be indemnified against all disbursements, expenses, liabilities and losses incurred by them in or about the discharge of their duties except such as happen from their own willful act, neglect or default.

19 ALTERATIONS TO CONSTITUTION

This Constitution shall be amended, added to, or rescinded only by a resolution and passed by a two thirds majority of those persons entitled to vote (as expressed in Clause 12.3) and voting at an Annual General Meeting or a Special General Meeting convened for that purpose, provided that written notice of the proposed amendment, addition or rescission shall have been given to the Club Administrator not less than twenty one days before the Meeting. No such amendment, addition or rescission shall be valid unless and until accepted by the Registrar of Incorporated Societies.

20 WINDING UP

In the event of the winding-up of the Club in accordance with the Incorporated Societies Act 1908, the funds and assets of the Club remaining after payment and satisfaction of its debts and liabilities and costs and expenses of winding-up shall be distributed by the Club in General Meeting to a like sporting body which is established substantially or primarily for the purposes of promoting any game or sport provided that game or sport is conducted for the recreation and the benefit or entertainment of the general public, and no part of the income or other funds of that Society or Association is used or available to be used for private pecuniary profit of any proprietor, member or shareholder thereof.

21 MATTERS NOT PROVIDED FOR

If any matter shall arise which is not, or which in the opinion of the Board is not provided for, by, or under this Constitution, the same shall be determined by the Board in such manner as it shall deem fit, and every such determination shall be binding upon the Club and its Members unless and until set aside by resolution of a General Meeting.

22 REPEALS AND SAVINGS

The Constitution and Rules of the Club as operative at the date of adoption of the Constitution herein are hereby repealed, but all existing appointments to office and all acts of authority which originated there under and are subsisting or in force on the coming into operation of this Constitution shall endure as if they had originated under the Constitution.

The Common Seal of Sherwood Park Golf Club (Inc) was affixed in the presence of:

Dated this 3rd day of December, 2012.

Club President

Director

Director