

# **REVISED CONSTITUTION OF EDENDERRY AND DISTRICT GOLF CLUB AGM HELD ON 1ST SEPTEMBER 2023**

## **1. Name and Object**

The name of the Club shall be "The Edenderry and District Golf Club". The objective of the Club is the provision of facilities for the playing of the amateur game of golf among its classes of Member, and generally to promote amateur games among its Members.

## **2. Affiliation**

*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 in this Constitution. The Club has adopted Golf Irelands 9 governance principles which are set out in the First Appendix attached hereto.*

## **3. Trustees**

- (a) The property of the Club shall be vested in five Trustees. They shall deal with such property as directed by resolution of the Committee (of which an entry in the Minutes Book shall be sufficient evidence) and in so far as the assets of the Club may be deficient they and the Members of the Committee shall be indemnified against liability and expenses incurred by them, by reason of their position as Trustees or Members of the Committee by the Members of the Club for the time being. The Trustees shall be elected by the General Meeting, and they shall hold office until they resign or cease to be Members of the Club unless removed from office by a resolution of a General Meeting. A quorum at a meeting of Trustees shall be three.
- (b) The Trustees shall meet the Committee every three months to discuss the Club's financial affairs.

## **4. Management**

- (a) The business and affairs of the Club shall be managed by a Committee of full Members (hereinafter referred to as the Committee) consisting of – the President, Men's and Ladies Captains, Men's and Ladies Vice-Captains, Hon. Secretary, Hon. Treasurer, Ex-Officio Club Captain, Club Membership Registrar and five other full Members of the Club. The Committee shall meet at monthly intervals and eight shall form a quorum. *The Chairperson of the Committee shall be elected from the Committee and shall chair all meetings for the year or in his/her absence the Club Captain or such other person as shall be elected by the Committee.* The Chairperson shall have the casting vote in addition to their ordinary vote.
- (b) The Officers of the Club shall be:
- Club Captain
  - Club President
  - Hon. Secretary.
  - Hon Treasurer.
- (c) The Committee in addition to the powers already conferred upon it by these rules shall have the power to engage, fix the remuneration of, and decide the duties and conditions of all Club Employees. The Committee shall have power to control and dismiss all Club employees and shall have all administrative powers as may be necessary for properly carrying out the object of the Club in accordance with these rules. All such Committee decisions shall have due regard to any contracts of employment and employment law. *A decision to dismiss an employee shall require the prior approval of a Committee meeting which has a quorum of nine Members and a two-thirds majority of those present shall approve the decision.*
- (d) *The Committee shall have power to make and alter Bye-Laws and local rules for the regulation of the Club either to meet temporary emergencies or as they may consider necessary in the interests of the Club. These shall have effect unless set aside by the Committee or a General Meeting.*

## **5. Nominations**

- (a) The Club President shall be nominated by the Committee and ratified at the General Meeting and shall hold office for a period of two years unless removed from office by resolution of a General Meeting. The Club President shall not hold office for two consecutive terms.
- (b) The Men's outgoing Captain shall nominate the Vice Captain and he shall be ratified at the General Meeting.
- (c) The Lady Captain shall nominate her Vice-Captain and she shall be ratified by the General Meeting.
- (d) In the event that the Club President or Men's Vice Captain or Ladies Vice Captain are not duly ratified by the General Meeting, nominations can be taken from the floor and duly voted on.

## **6. Retirement**

The Committee and Officers, with the exception of the President and Trustees, shall retire annually, but shall be eligible for re-election at the Annual General Meeting *subject to the step down provisions referred to in paragraph 11 hereafter*. Members whose current subscriptions have not been paid shall not be eligible to vote nor can they be nominated as candidates or themselves nominate other candidates for election. The Committee shall have power to fill any vacancy during the year other than that of Club President, Trustees, and Ex Officio Club Captain.

## **7. Club Captain**

The Club Captain shall be elected at the first Committee meeting of the year and shall be either the Men's or Ladies' Captain. There must be a quorum of eleven Members for this meeting. The Club Captain shall remain in office until his/her successor is duly elected in the following year. In the event of the position of Club Captain becoming vacant the other eligible Captain shall assume the position of Club Captain.

## **8. Sub Committees**

The Committee shall have the power to appoint Sub-Committees as it may consider necessary for the proper management of the Club, to define the scope of their authority and to confirm upon them the powers necessary for the discharge of their functions. The Club Captain shall be an ex-officio Member of all Sub Committees.

The Club shall have the following Sub Committees

- i. Finance.
- ii. Course
- iii. Governance, Audit and Risk.
- iv. House.
- v. Ladies
- vi. Youth
- vii. Competitions and Handicap
- viii. Business development.

*The Committee shall have the power to appoint additional Sub Committees where appropriate. The Lady Sub-Committee to have a maximum of 10 Members.*

*Each Sub-Committee shall have a minimum of 5 Committee Members and a maximum of 8, except for the Ladies Sub-Committee which shall have a maximum of 10.*

*Each Sub-Committee shall include a Member of the Committee.*

The Chairperson of each Sub-Committee can, at their discretion, co-opt Members from outside the Committee to carry out any particular tasks or functions. The Committee shall have the power to make and alter Bye-Laws and Local Rules for the regulation of the Club either to meet temporary emergencies or as they may consider necessary in the interests of the Club. These shall effect unless set aside by the Committee or a General Meeting.

## **9. Accounts**

- a) Correct accounts and books showing the financial affairs and disbursements of the Club shall be kept by the Honorary Treasurer who shall submit same to each meeting of the Committee. The Bank accounts shall be kept in the name of the Club in such bank as the Committee may from time to time determine.
- b) The Club's financial controls, procedures, signatories, accounts, cards and approvals shall be incorporated into a Club Financial Controls and Administration Policy as approved by the Committee from time to time.*
- c) The financial accounts of the Club to include Income and Expenditure account, Bar Trading account, Balance Sheet, Schedule of addition and disposal of fixed assets and other notes and policies shall be prepared by an independent professionally qualified accountant from the books and records kept by the Honorary Treasurer. The terms of this accountant's appointment shall be specified and agreed by the Finance and Audit Committee, in an annual letter of Engagement.
- d) In addition, an annual audit report shall be prepared which examines and verifies the checks and internal controls that are in place with regard to accounting for all income receipts and their traceability to the bank statement. In addition, the Club's fixed assets shall be reconciled and verified on an annual basis. The audit report shall focus on other areas of internal control as necessary. This report shall be prepared by an independent and suitably qualified appointed person whose work programme has been agreed with the Finance Committee at the start of each financial year.
- e) The Club shall ensure it has taken out appropriate insurance and at a level of cover as is required and shall ensure professional advice is taken in relation to the appropriate levels and type of insurance required and the renewal requirements on an annual basis.*

## **10. Borrowings**

The Committee may from time to time on the security of the property of the Club, borrow money at such rates of interest and upon such terms as it may decide and from time to time repay any money so borrowed or any part thereof.

*The Club's Schedule of Reserved Matters for Members sets out all the decisions and powers relating to Club borrowings, loans, finances, accounts, interest rates, grants, funding or any other matter pertaining to the Club's financial affairs which must be approved by the Members at a general meeting and this Schedule is contained in the Second Appendix attached hereto.*

### **11. Annual General Meeting**

The Annual General Meeting shall be held during the Club year *and generally in the month of November* to receive Financial Accounts prepared by the independent professionally qualified accountant. In addition, the meeting shall receive the Annual Audit Report for the financial year to be reported to the Members by the Chairperson of the Finance Committee.

*Two weeks/14 days'* notice at least of such Annual General Meeting shall be given to each Member. Notices of Motion to alter Club rules, bye laws, the Club's Constitution or other important issues must reach the Honorary Secretary 10 days prior to the Annual General Meeting for inclusion on the agenda. Notice of an amending motion shall be given in writing to the Honorary Secretary at least seven days before the date of the General Meeting. Notwithstanding the requirement of prior notice of motions and amending motions in these rules, the Chairperson with sole discretion may accept motions from the floor at an Annual General meeting. The Chairperson may seek advice of the meeting by vote, if necessary, as to whether such motions should be entertained. *Fifty* Members shall form a quorum.

*Any 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. Notices of Motions and Notices of amending Motions shall also be sent by email to every Member and posted on the Club website.*

- (a) Members seeking election to the positions of Honorary Secretary and Honorary Treasurer or Committee Members must be full Members for at least two years and must be proposed and seconded by a person who has been a full Member of the Club for at least two years.
- (b) The proposal form with the signed consent of the Nominee must reach the Honorary Secretary at least ten days prior to the Annual Meeting and a list of all Nominees shall be posted on the Club's website.
- (c) In the event of there being an insufficient number of nominees proposed in this way, nominations can be proposed and seconded at the Annual General Meeting and voted on.
- (d) The Honorary Secretary and Honorary Treasurer cannot hold the same office for longer than three years consecutive and must step down for one year before being eligible for election to another office except that of Captain or Vice-Captain but shall be eligible for election to the Committee. Attendance at Committee meetings shall be monitored and published each year.
- (e) *Ordinary Committee Members must step down after 5 years for a period of one year.*

### **12. Extraordinary General Meeting**

Extraordinary General Meetings shall be called at the request of the Committee or the Trustees or on a requisition by the Honorary Secretary signed by at least fifty Members stating the business to be brought forward. At least two weeks' notice of the Special General Meeting shall be given to each Member. Fifty Members shall form a quorum.

### **13. Mode of voting at General Meeting**

Voting by proxy shall not be allowed. If a majority of Members present at any meetings wish any question under discussion to be put by ballot, that mode of voting shall be adopted.

#### **14. Admission of Members**

The Committee shall carry out the election of all categories of Member. Each candidate for admission, except in the case of an Honorary Member, shall be proposed by a person who has been a full Member of the Club for at least 2 years and seconded by a Committee Member and his/her name and address, type of Membership, previous club (if any), previous handicap (if any) with the names of his/her proposer and seconder shall be *posted on Clubnet* before the date of election. The election shall be by ballot. A candidate for election shall not have any special rights or privileges prior to election. Juvenile Members may be proposed and seconded in block. After election a new Member shall be so notified in writing, given a copy of the Club Rules and Constitution and requested to pay the entrance fee (if any) and first subscription. No new Member shall enjoy any of the benefits or privileges of the Club until such payment has been made in full. If such payment has not been made within 30 days from the date of notice of election, the Committee at its discretion may consider the election null and void. It is the responsibility of each Member to advise the Club of any change of their address or contact details.

#### **15. Rights and Obligations of Members**

*All classes of Members of the Club, including those who are not full Members, shall be bound by the Constitution, Rules, Policies, Codes and Regulations of the Club. All Members, who are not full Members, shall not be entitled to vote in the election of its officers nor shall they be entitled to vote at any annual or special general meeting of Members.*

No person may be elected as country Members unless they are Members of a golf club affiliated to Golf Ireland and resident outside a radius of 15 miles of the Clubhouse. Country Members are not eligible to win any competitions counting towards Golfer of the Year points.

#### **Juvenile Members and Junior Members**

Boys and girls 17 years or over and in full time education are eligible to apply for junior Membership. There will be an opportunity for those under 17 years of age to apply for junior Membership which will be based on merit. Therefore, if a juvenile Member under 17 years of age has demonstrated an ability to play to a handicap of 27 for boys and 45 for girls, they must seek to transfer or become junior Members. Once deemed to be a junior Member and on payment of the annual subscription that person may continue to be a junior Member until they are finished in full time education. Junior Members are eligible to win all competitions with the exception of the Captain's and President's Prize where they are excluded from first and second place. Boys and girls who are aged 5 years or older are eligible to seek juvenile Membership. Juvenile Membership shall be renewed annually. Juveniles may only play in competitions specifically organised for their category. Juvenile Members can transfer to junior Membership when their playing handicap demonstrates the relevant ability.

*Edenderry and District Golf Club has adopted and implements the Code of Ethics and Good Practice for Children's Sport and Golf Ireland's Safeguarding Policy. In working with young people in golf, the first priority is the welfare of the young people, and the Club is committed to providing an environment that would allow participants to perform to the best of their ability, free from bullying and intimidation.*

#### **Five Day Membership**

Five-day Membership may be made available to non-Members intending ultimately to become full Members of the Club.

#### **Honorary Pavilion Members**

Honorary pavilion Members shall be elected by the Committee. They shall comprise former Members who no longer wish to play golf. They shall be entitled to use the Clubhouse facilities on all days of the week. Nominations shall be made in writing to the Honorary Secretary for consideration of the Committee.

## **Social Membership**

*Social Membership is open to anyone over 18 years of age who subscribe to any Member's draws and/or fund-raising activities organised by the Club. Applicants to be proposed and seconded in the normal manner and elected by the Committee. They shall be entitled to use the Clubhouse facilities on all days of the week, but not avail of the facilities of the course.*

### **16. Leave of Absence**

Members may apply for leave of absence from Membership. The grounds upon which a Member may be granted such leave are for medical reasons, with an appropriate Medical Certificate being submitted with the Application, or if the Member is moving abroad for some time. Such leave of absence must be applied for annually before the 31st January and may be granted for no more than 2 consecutive years. A person on leave of absence shall pay a fee applying to that category. The granting of leave of absence to any Member (and the revocation of same where deemed appropriate) and the reduction or cancellation of the annual subscription and levies for any period of absence shall be a matter entirely for the decision of the Committee.

**17.** The Committee may delegate to a Committee elected by the lady Members matters relating to the management of competitions exclusively promoted for the ladies and the fixing of ladies' handicaps.

**18.** The annual subscriptions and any levies, contributions or charges of Members and those who are not full Members shall be such sum or sums as may from time to time be determined at any general meeting.

**19.** All subscriptions are due from the 1st of January each year following the date of the AGM and together with any unpaid monies due to the Club for the previous year must be paid for in one sum.

**20.** Any class of Member whose subscription for the current year remains unpaid after the last day in April or who has not entered into a payment arrangement with the Club shall be ineligible to compete in any competition held by the Club or use the course or to vote or take part in any meeting of the Club after that date until the subscription be paid.

### **21. Honorary Members**

Only those who have rendered exceptional service to the Club or to the game of golf or distinguished public service shall be elected Honorary Members. They must go before an Annual General Meeting for ratification and have the backing of two thirds of the Committee proposing that person and two thirds of Members attending such Annual General Meeting. They shall be entitled to vote and be eligible to hold any office.

### **22. Life Members**

Any offers for life Membership must go before an AGM or EGM for ratification and have the backing of two thirds of the Committee proposing that person and two thirds of the Members attending such Annual General Meeting.

### **23. Visitors**

A visitor shall not be supplied with excisable liquor in the Club premises unless on the invitation and in the company of a Member and the Member shall upon the admission of such visitor to the Club premises, or immediately upon that person being supplied with such liquor, enter his or her name and the name and address of the visitor in a book or the Club's Register which shall be kept for that purpose and which shall show the date of such visit. Where Members of a group visit the Club for the purpose of taking part in any activity 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 Club's Register kept for that purpose. 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.

### **24. Removal of Members from the Club.**

The Committee shall have power to expel any person whose Membership they may consider detrimental to the interest of the Club, subject to the right of the expelled person to appeal to a General Meeting summoned pursuant to Rule 12. Such Committee decision shall be approved at a Committee Meeting which has a quorum of *nine* Members and by two thirds majority of those present. The Committee can appoint a Sub-Committee to investigate any complaint against a Member and the Sub-Committee shall report in due course to the Committee for decision making purposes.

Where circumstances connected with the conduct of a Member likely to endanger or prejudice the welfare and good conduct and reputation of the Club are brought to the notice of the Committee, it shall be at their discretion to suspend such Member or Members for a specified period – resulting in the loss of the facilities of the course and Club house. No Member shall be suspended without first affording him/her the opportunity of appearing before the Committee. Any such Member shall have the right to appear before the Committee, accompanied by one other Member, to put forward his/her case.

All complaints shall be made in writing to the Honorary Secretary who will investigate the complaint and if unable to resolve the complaint shall submit same to the Committee and their decision thereon shall be final.

### **25. The Game**

The Rules of the game of golf as it is to be played by the Members shall be those of the Royal and Ancient Golf Club of Saint Andrews.

### **26. Intoxicating Liquor**

No Member of the Committee and no manager or servant employed in the Club shall have any personal interest in the sale of excisable liquor therein or in the profits arising from such a sale.

The Rules relating to the supply and serving of intoxicating liquor to any person on the Clubs premises shall be pursuant to the current Laws of the land and the registration of Clubs Acts and all other relevant Acts as passed by the Oireachtas.

### **27. Data Protection**

Pursuant to the provisions of the Data Protection Acts 1988/2018 Members consent to the Club obtaining, recording, holding and retaining their personal data (include sensitive data) solely for Club purposes, either on its own computer or in its manual filing system and consent to the use of all such data, including its disclosure to third parties, for the proper and effective management of the Club and the principal objects of the Club.

**28. Change of Rules**

The Committee may alter or add to the Rules, for the purposes of complying with the provisions of the Registration of Clubs Acts 1904/2004 or any Act amending same, but except for this purpose, no Rule of the Club maybe altered or new Rule made except at a General Meeting.

**29.** The Committee shall be the sole Authority for the interpretation of these Rules and of any Regulations or Bye-Laws made thereunder, and their decision shall be final and binding on the Members unless changed by a General Meeting.



## **FIRST APPENDIX**

### **Golf Irelands Nine Governance Principals**

#### **Good Governance**

1. Govern your Club well by adopting a robust Constitution and set of policies to enable adherence to standards, best practice and legislation.

#### **Controls**

2. Ensure appropriate internal financial and management controls are in place.

#### **Accountability and Transparency**

3. Be open about the process of decision making, ensure that actions are democratic and account to Membership regularly.

#### **Gender Equality**

4. Take positive action to increase and encourage the number of women and girls playing, leading and working at the Club.

#### **Safeguarding**

5. Adopt and implement the code of the ethics and good practice for children's sport and Golf Ireland Safeguarding Policy.

#### **Inclusivity**

6. Develop an inclusive environment and welcome diversity of all levels of the game.

#### **Compliance**

7. Comply with the R & A rules of golf and amateur status, definition rules of Golf Ireland and the rules of handicapping.

#### **Engagement**

8. Commit to active involvement, communication, volunteers and stakeholders.

#### **Integrity**

9. Be honest, fair and impartial. Acknowledge and manage conflicts of interest and loyalties appropriately.
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## **SECOND SCHEDULE**

### **Reserved Powers and Functions for an AGM**

The following functions and powers shall be reserved for decision by an Annual General Meeting or Extraordinary General Meeting:

- A. The disposal or sale of any land or buildings belonging to the Club and its Members or the purchase or acquisition of any land by the Club.
- B. Borrowings in any one financial year shall not exceed the total of annual subscription income from the previous financial year. Total aggregate borrowings for the Club cannot exceed twice the total annual subscription income from the previous financial year.
- C. Any decision to wind up the Club shall require the approval of a two thirds majority at a General Meeting.